





DISCLAIMER

This document presents certain non-IFRS measures, namely EBITDA and other EBITDA-related measures such as Adjusted EBITDA, EBITDA margin, GOP and GOP margin (as defined below), and net debt. We define EBITDA as profit for the period before finance costs, income tax expense, depreciation, and amortization. EBITDA margin is EBITDA as a percentage of revenue. We define Adjusted EBITDA as earnings before interest, taxes, depreciation, and amortization adjusted to better reflect optimization of core operating activities net of any extraordinary items such as provisions and impairments, FOREX losses, capitalized general and administration expenses, share in associates, and fair value differences. We define GOP as the profit of our hotel business after deducting operating costs and before deducting amortization and depreciation expenses. It also excludes all costs related to non-hotel operations. We define GOP margin as GOP divided by revenue. We calculate our net debt by adding long- and short-term borrowings and cash and cash equivalents.

We use EBITDA, EBITDA margin, Adjusted EBITDA, GOP, and GOP margin in our business operations to evaluate our operations' performance, develop budgets, and measure our performance against those budgets. We also use net debt as part of our liquidity evaluation. We find these measures to be a useful tool to assist in evaluating performance because they eliminate items related to finance costs, taxes, depreciation, and amortization. Furthermore, we believe that EBITDA is commonly reported by comparable businesses and used by investors in comparing the performance of businesses without regard to depreciation and amortization, which can vary significantly depending upon accounting methods (particularly when acquisitions have occurred).

EBITDA, EBITDA margin, Adjusted EBITDA, GOP, and GOP margin may not be comparable to similarly titled measures disclosed by other companies, and investors should not use these non-IFRS measures as a substitute for the figures provided in our Audited Consolidated Financial Statements. Management uses these supplemental non-IFRS financial measures to evaluate performance over time, analyze the underlying trends in our business, assess our performance relative to our competitors, and establish operational goals and forecasts for allocating resources. In addition, management uses these non-GAAP financial measures to further its understanding of the performance of our operating segments. With the exception of the impact of the recent acquisitions and divestitures, the adjustments excluded from our non-GAAP financial measures are consistent with those excluded from our operating segments' measures of net sales and profit or loss. These adjustments are excluded from the segment measures reported to our chief operating decision-maker used to make operating decisions and assess performance.

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AT A GLANCE



1.1 COMPANY PROFILE

Orascom Development Holding (ODH) is a leading international developer that specializes in creating vibrant and integrated communities in Europe, the Middle East, and North Africa. For over 34 years, ODH has been a pioneer in developing destinations where people are inspired to live, work, and play passionately and purposefully.

These integrated towns combine harmoniously with residential areas, private villas, apartments, hotels, and award-winning leisure and commercial amenities such as golf courses, marinas, sports facilities, retail shops, restaurants, and supporting infrastructure.

The Group is currently listed on the SIX Swiss Exchange, while our Egyptian subsidiary, Orascom Development Egypt (ODE), is listed on the Egyptian Exchange (EGX). Our main strategy is to create value by utilizing our extensive and diverse land bank for medium- and long-term stakeholders. To achieve this goal, we acquire large tracts of land that offer enough space to develop self-sufficient communities and towns.

ODH owns a land bank of more than 100 million m², nearly 41% of which is under different phases of development into thriving communities in Egypt (El Gouna, Makadi Heights, O West, Taba Heights, and Byoum), the GCC (The Cove in the UAE and Jebel Sifah and Hawana Salalah in Oman), and in Europe (Andermatt Swiss Alps in Switzerland, Luštica Bay in Montenegro, and West Carclaze Garden Village

in the UK). Orascom Development’s hospitality portfolio includes 34 premium and luxury hotels with more than 7,000 rooms across Europe, the Middle East, and North Africa.

As a hotel owner and operator, present in five countries, we have facilities that are either self-managed by

Orascom Hotels Management (OHM) or by selected third-party hotel managers under management contracts. We operate our hotels alongside internationally renowned strategic franchise partners, including Rotana, Steigenberger, Sheraton, Movenpick, Radisson, and the ultra-high-end luxury brand, Chedi, or as independently branded properties.

11

Operating Destinations

101.4^{mn}
m²

One of the Largest Land Banks

7,281

Rooms Across 34 Hotels

8,825








Employees in 2023

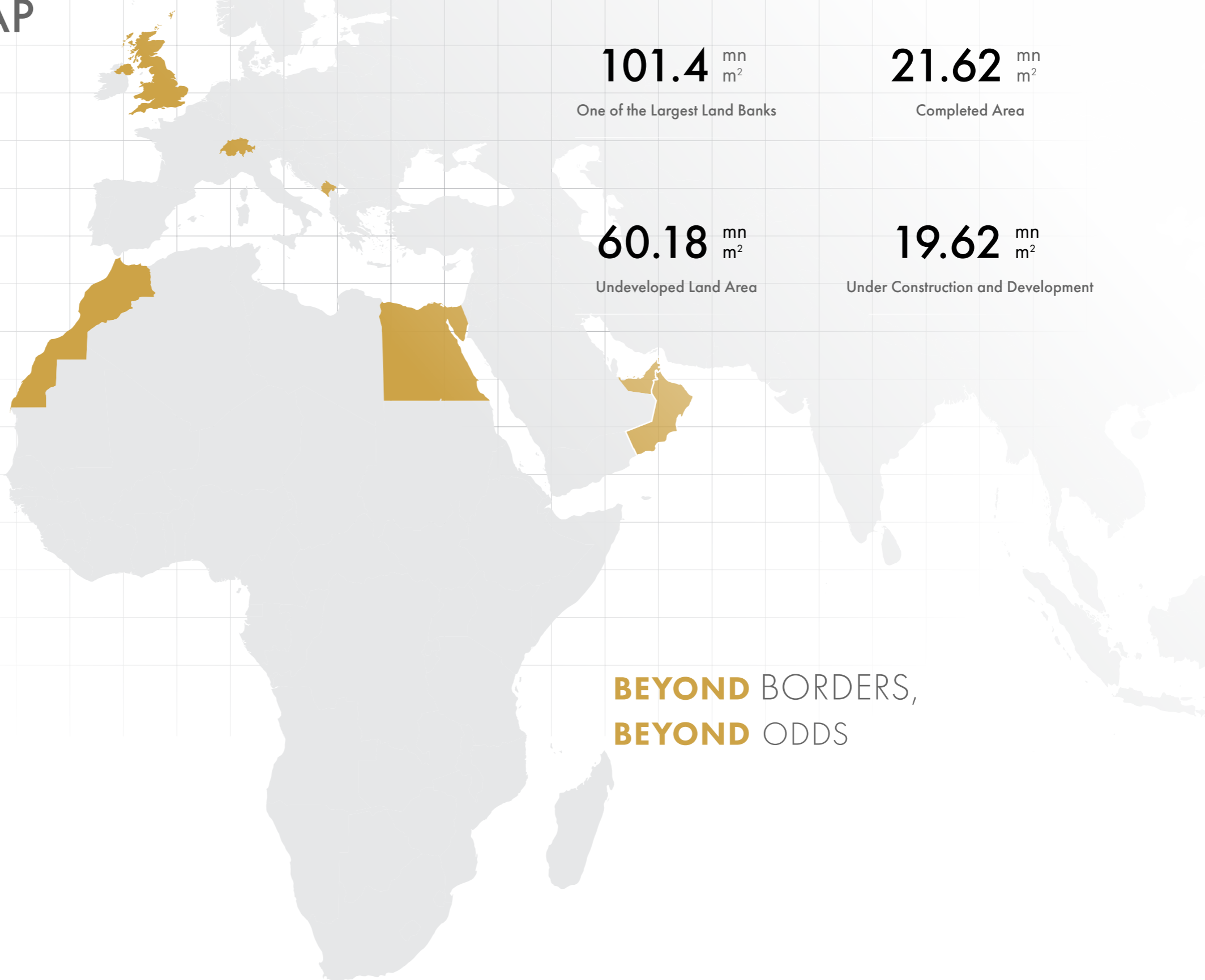
7

World-Class Marinas



1.2 DESTINATIONS MAP

-  **EGYPT**
El Gouna
O West
Makadi Heights
Taba Heights
Byoum
-  **MONTENEGRO**
Luštica Bay
-  **MOROCCO**
Chbika
-  **OMAN**
Hawana Salalah
Jebel Sifah
As Sodah Island
City Walk
-  **SWITZERLAND**
Andermatt Swiss Alps
-  **UAE**
The Cove
-  **UK**
West Carclaze Garden Village



101.4 mn
m²
One of the Largest Land Banks

21.62 mn
m²
Completed Area

60.18 mn
m²
Undeveloped Land Area

19.62 mn
m²
Under Construction and Development

BEYOND BORDERS,
BEYOND ODDS



1.3 CHAIRMAN'S NOTE



Dear shareholders,

Orascom Development has demonstrated unwavering resilience, underscoring that our ability to overcome hurdles is engraved within our corporate DNA. The year 2023 unfolded against the backdrop of a challenging macro environment. Nevertheless, our agility allowed us to retain a strong position in the competitive market, achieving steady growth for the third consecutive year. This impact is a testament to the tireless dedication of our employees and management.

The accomplishments of 2023 are indeed a source of pride for all of us at Orascom Development. Despite significant headwinds, we achieved total revenues of CHF 655 million and a net profit of CHF 54 million. Driving these figures were the successful sales of more than 2,100 residential real estate units, the hospitality unit's impressive performance, having hosted over 2.7 million guests with a 65% average occupancy rate in our hotels, and the revenues of CHF 72 million generated from our commercial recurring income assets. This exceptional performance exemplifies our resilience in the face of adverse conditions.

As we look to 2024, our commitment remains steadfast in realizing the full potential of our destinations in Europe, the Middle East, and North Africa. We are delivering premium, fully integrated communities while building on our rich legacy and transforming Orascom Development into a pre-eminent, multinational developer.

Our promise to customers is to "discover life as it should be," ensuring that every interaction with Orascom Development is an experience to remember. We recognize and appreciate the trust they place in us when choosing to live or stay in our destinations. Our goal is to foster lasting relationships with our customers, built on transparency, reliability, and the promise of enriching experiences that extend beyond the transactional, because our customers are the enduring face of our communities.

Our esteemed corporate and governmental partners play a pivotal role in Orascom Development's ecosystems. Their relationships are invaluable as we navigate complexities and drive the sustainable growth of our towns.

Behind our success stands a dedicated Board and Executive team, each member of which provides essential guidance that enhances our strategic direction and helps us maintain focus on our broader vision — to become a global leader in destination development and the partner of choice for transforming land into thriving centers of life. It is thanks to this leadership from our Board, in collaboration with our executives, that we are at the forefront of our industry.

Our employees especially deserve acknowledgment for their dedication and hard work. Their relentless efforts, often behind the scenes, do not go unnoticed and are crucial in executing our strategy. We sincerely value the remarkable adaptability and resilience they bring to our organization.

Looking forward to 2024, I am optimistic about the exciting and challenging opportunities that we will be pursuing. With your continued support, dedication, and collaborative spirit, I am confident that Orascom Development will continue to capitalize on these and thrive as an organization.

Sincerely,

Naguib S. Sawiris
Chairman



1.4 GROUP CEO'S NOTE



Dear Shareholders, Partners, and Stakeholders,

Our performance in 2023 is a testament to the unwavering resilience and strategic competence of Orascom Development Holding in navigating a challenging yet transformative year. Despite macroeconomic turbulence and geopolitical events around the world, we made significant progress on

our long-term growth strategy. Throughout the year, we focused on three main performance drivers that are proving to be excellent value generators: building a world-class leadership team, prioritizing profitable growth, and institutionalizing operations.

“ Through the theme of this report, “Beyond Borders, Beyond Odds,” we underscore our commitment to pushing the boundaries of progress and developing responsibly for generations to come.



2023 AT A GLANCE

CHF **655.2** mn

Total revenues remained strong and resilient

CHF **54.4** mn

Net profit up **6.0%**

CHF **174.4** mn

Adjusted EBITDA with a **26.6%** margin

CHF **213.9** mn

Cash balance increased by **18.6%**

We progressed on our intent to build a world-class leadership team and attract high-caliber talent. The appointment of our new Group Chief Human Resources Officer, May Sami, in August 2023 marked a significant step toward a more integrated people development agenda. We are committed to our people and fostering a culture of learning and development across all levels. Through our group-wide talent program, our teams witnessed enhanced transparency, consistent core and leadership competencies, and more structured career development paths, leveraging diverse talents while instilling our shared values.

We achieved positive results through key uplift initiatives for real estate and hospitality across the organization. Real estate sales were at CHF 704.2 million, indicating a strong operational performance despite the devaluation of the Egyptian Pound (EGP). This included increasing the average selling prices of our real estate products in local currencies, focusing on international markets for our destinations in Egypt, as well as opening a new source market in North America through a pioneering roadshow in the United States and Canada. In the hospitality sector, we welcomed more than 2.7 million hotel guests, up 15% vs. FY 2022,

and achieved strong performance; revenues increased by 19.4% to CHF 170.1 million through increasing our average daily rates (ADRs) and occupancy rates, thanks to our investment in renovation programs, especially across El Gouna hotels. We also shifted our focus to foreign independent travelers, fulfilled Oman's minimum build obligation by adding 123 rooms to Al Fanar Hotel in Hawana Salalah, and revamped our cost base in hotels. Overall, we are pleased with our business mix, which offers a promising potential for growth and increasing recurring income streams.

We continued institutionalizing our operations by building, deploying, and fine-tuning how we do business for continuous improvement. We digitized and re-designed several key processes to increase our efficiency. We continued to grow our four main centers of excellence established in 2022, namely the Digital, Corporate Investment, Commercial and Strategy, and Technical centers. These are collectively important for the progress we are making to drive best practices, growth opportunities, and operational efficiency across our residential real estate, hospitality, and commercial assets businesses.

1. Group Real Estate Performance:

REAL ESTATE KEY FIGURES:

- The value of contracted units remained stable in FY 2023 at CHF 704.2 million (FY 2022: CHF 714.2 million), despite the EGP devaluation.
- Adjusted EBITDA reached CHF 132.1 million (FY 2022: CHF 174.8 million), decreasing by 24.4%.
- Real estate revenues were at CHF 402.0 million (FY 2022: CHF 463.5 million), decreasing by 13.3% due to the EGP devaluation.
- The total deferred revenue from real estate, which is yet to be recognized until 2027, increased by 6.7% to reach CHF 743.1 million.

Performance remained solid despite being affected by the EGP devaluation and rising construction cost.

Our residential sales results for 2023 confirm that we are progressing on the right track year after year. Our diversified real estate portfolio, geographic locations, and unique model of creating integrated communities position us as a leader in the real estate markets where we operate. Contracted units increased by

20.1% to 2,115 units in 2023 compared to FY 2022. Our consistent achievements reflect our steadfast commitment to profitable growth as we continue building on this success by harnessing the full potential of our resources, investing in our people, and exploring new opportunities to expand our reach.





Egypt:

Our major projects in Egypt, including El Gouna, O West, and Makadi Heights, have exceeded expectations. Despite the economic challenges faced, our local destination leadership teams have demonstrated an exceptional level of ambition and unwavering commitment, adapting to market conditions with remarkable agility. The institutionalization of operations, coupled with a flexible strategic approach, allowed us to outpace the competition this year, demonstrating substantial growth in sales, top-line revenue, and overall profits in EGP. We invested in driving performance in international markets to offset our exposure to the EGP devaluation and demand volatility. Accordingly, El Gouna's and Makadi Heights' sales from international markets reached 31% and 74% of their total sales, respectively.

El Gouna has embraced resilience, navigating challenges with commendable performance. The figures continued strengthening in the local currency despite being massively depressed in CHF due to the EGP devaluation. In FY 2023, new real estate sales remained stable at CHF 222.1 million compared to FY 2022. The average selling price increased by 3.5%, reaching CHF 3,768/m² during the reporting period. In local currency, net sales grew by 71.2% to EGP 7.6 billion, the highest ever sales since inception, while average selling prices were up by 78.6% vs. FY 2022. On the construction side, we delivered 388 units during 2023 and plan to deliver 370 units and accelerate our construction pace in 2024. The integrated town generated approximately CHF 11.5 million in revenue by selling 45,350 m² land plot. The plot of land was sold at an impressive multiple of almost 55 times its book

value, which amounted to CHF 0.2 million. Although total revenues from El Gouna real estate decreased by 24.7% to reach CHF 146.9 million, they increased by 30.1% in EGP compared to FY 2022.

O West's net real estate sales decreased by 7.5% to reach CHF 267.9 million. The average selling price in FY 2023 stood at CHF 1,691/m². However, sales in EGP recorded an impressive 59.7% increase compared to FY 2022, marking the highest sales since the project's launch and reaching EGP 9.2 billion. On the development front, we successfully delivered 283 units in 2023, with plans to have over 1,000 units delivered during 2024. Our continuous acceleration of construction and procurement of raw materials helped mitigate possible inflation. In FY 2023, O West's total revenues in CHF decreased by 19.9% to CHF 116.9 million, while total revenues in EGP increased by 38.2% to EGP 4.0 billion compared to FY 2022.

Makadi Heights experienced a significant increase in real estate sales, marking the highest sales since the project's launch, with figures rising by 63.3% to reach CHF 78.4 million. The destination reported even better results in EGP, as net real estate sales increased by 181.9% vs. FY 2022. The number of units sold during 2023 significantly increased by 93.8%, reaching 434. Real estate construction activities were accelerated, and all 400 planned units were delivered throughout FY 2023. During FY 2023, the total revenue generated from Makadi Heights real estate witnessed a decline of 5.7% in CHF, reaching CHF 28.3 million. However, the same revenue surged by 62.5% in EGP vs. FY 2022.



GCC:

Oman, specifically **Hawana Salalah** and **Jebel Sifah**, as neighboring Saudi Arabia and UAE, increased their competitive offerings to attract investment. In FY 2023, the sales of our newly developed real estate properties have decreased by 37.0% to CHF 33.6 million, compared to FY 2022 with sales of CHF 53.3 million. Despite this setback, we made notable progress

in construction and real estate deliveries; we delivered 99 units in both destinations across multiple projects. With the decline in the value of real estate sales, our real estate revenue from both destinations decreased by 12.6% to CHF 36.9 million compared to the same period last year.



Europe:

In Europe, Luštica Bay and Andermatt Swiss Alps experienced varied performances.

Andermatt Swiss Alps AG has reported outstanding performance, achieving net sales of CHF 154.4 million, up by 2.2% compared to FY 2022. We were able to increase the average price per square meter by 5.9% to CHF 19,025. The total real estate revenue has increased impressively by 62%, amounting to CHF 202.8 million compared to the previous year. These results demonstrate the Company's continued success in the highly competitive real estate market.

Montenegro's **Luštica Bay** showcased solid 2023 execution. Additional activities were initiated to enhance the overall appeal of the destination, supported by regional sales efforts. Net real estate sales remained strong, closing the year at CHF 87.9 million. The FY 2022 sales figures included a CHF 45 million bulk deal. Our average selling prices have reported double-digit growth of 33.7% to CHF 7,599/m². We also accelerated the pace of construction during Q4 2023, delivering 61 units during the reporting period. The swift progress made in construction has resulted in a significant boost of 66.2% in revenue from real estate, reaching CHF 51.7 million in FY 2023.



2. Group Hotels Performance Overview:

- FY 2023 hotel revenues increased by 19.4%, reaching CHF 170.1 million, surpassing 2019 pre-COVID levels despite the impacts of ongoing tension in the Middle East.
- The acceleration of TRevPAR growth expanded our operating leverage and led us to generate CHF 54.1 million from Adj. EBITDA, representing a 64.9% increase from FY 2022 with a margin of 31.8%.
- The segment's gross operating profit (GOP) increased by 42.9% to CHF 72.5 million.
- We fulfilled Oman's minimum building obligation by adding 123 rooms to Al Fanar Hotel in Hawana Salalah.

With the appointment of our new Chief Executive Officer for Orascom Hotels Management (OHM), Stuart Leven, our hotel sector demonstrated robust overall performance in 2023, marked by increased revenues and strategic shifts in operations. A quantum leap in the hospitality portfolio witnessed a 19.4% increase in revenues to CHF 170.1 million, surpassing 2019 pre-COVID levels despite the impacts of inflation and ongoing tension in the Middle East.

Our hotels' positive performance reflects our resilience and leadership across markets, with strong growth in 2023. The demand for our hotels remained robust throughout the year, with 2.7 million guests enjoying our unique product offerings, a significant increase of 15% compared to FY 2022. The shift from tour operator models to foreign independent travelers is progressing, contributing up to 36% of total hotel revenues. Our hotels' success further enforced our commitment to excellence in customer experience and adaptability.



Egypt:

In Egypt, our hotel portfolio experienced a positive shift. Our investments in renovations to enhance the customer experience yielded positive results. Our hotels in El Gouna and Taba Heights generally benefited from the uptick in the Egyptian hospitality segment during 2023 despite being affected by the regional tensions since October 2023.

El Gouna hotels delivered good results. The occupancy rate for FY 2023 improved to 73%, up from 70% in FY 2022. Strong occupancy rates and growth in hotel average room rates (ARRs) drove El Gouna's hospitality revenue segment up by 9.1% y-o-y to CHF 80.1 million during FY 2023. The revenues were up in EGP by an impressive 88.4% compared to FY 2022. The GOP of El Gouna hotels increased by 22.4% to CHF 45.4 million vs. 2022.

We increased our ARR for the hotels by 2.7% to CHF 84 in 2023. Regarding hotel development, we completed the partial process across Sheraton Miramar and Ocean View, and we are progressing with the construction to add 29 new rooms in Casa Cook in 2024.

Taba Heights continues to pose a challenge for the Group amid global disruptions. However, continuous efforts to restore the destination's position on the international travel map have yielded positive results. We focused on minimizing the cash burn rate in the short and medium term while ensuring steady operations once tourism resumes. Total revenues during FY 2023 reached CHF 13.1 million, up 40.9%, compared to FY 2022. Until now, we have been operating only one out of our six hotels, with minimal occupancy rates.



GCC:

The tourism industry in the GCC has been experiencing a significant resurgence and growth since the beginning of 2023. This is evident in the high-performance indicators across all aspects of the sector. The GCC's tourism sector has achieved positive performance indicators, with hotel revenues in Oman and UAE reaching CHF 69.3 million during 2023, demonstrating a growth rate of 30.8% vs. 2022. This indicates a remarkable increase in the tourism industry's contribution to the GCC economy. The surge in tourism can be attributed to the improved infrastructure and heightened promotion of the region's attractions.

The monsoon weather of Oman's "Khareef" season in 2023 started later than usual in mid-July, which impacted hotel occupancy rates. Despite this, the hotels in Hawana Salalah maintained a positive trend, with revenues increasing by 57% from CHF 27 million in FY 2022 to CHF 42.4 million in FY 2023. Occupancy

rates increased by 20 basis points to 61% in FY 2023. TRevPAR rose by 57.4% to reach CHF 107, and GOP PAR increased by 208.3% to reach CHF 37 vs. FY 2022. The hotels reported an impressive 195.9% increase to CHF 14.5 million on the GOP level in FY 2023. On the development side, we completed the construction of 123 additional rooms in Al Fanar Hotel by December 2023. Thus, meeting our minimum building obligations in Oman.

The Cove Rotana continued to perform well, with its occupancy rate increasing to 78% in FY 2023, up from 65% in FY 2022. Total revenues for FY 2023 increased by 3.0%, reaching CHF 23.9 million, TRevPAR increased by 4.1% to CHF 153, and GOP PAR rose by 23.3% to CHF 53 compared to FY 2022. The hotel received the MakeMyTrip Goibibo Traveller's Review Award and was featured in Resorts Magazine as one of the top 100 resorts globally and in the Middle East.



Europe:

The hotel sector in Europe was resilient, with a noteworthy performance in Montenegro. Strong execution in the real estate business in **Luštica Bay** mirrored the success of hotel operations, surpassing expectations. The Chedi Luštica Bay Hotel recorded a 14.9% increase in revenue in FY 2023, reaching CHF 7.7 million. In 2023, we focused on increasing ADRs, which increased by 57.0% in FY 2023, reaching CHF 292 compared to the previous year. At the GOP level, The Chedi reported a significant increase of 140.0% to CHF 1.2 million in FY 2023 vs. FY 2022. Occupancy rates for the hotel reached 36% in FY 2023.

Andermatt Swiss Alps faced difficulties due to various challenges, including changes in Swiss travel patterns post-COVID-19 and the impact of climate

change on tourism and ski season inbounds. The travel ban lift resulted in increased travel abroad, causing the local ADR to decrease by almost 14% due to the strengthening of the CHF compared to the EUR. This caused a decline in occupancy rates. Operationally, focusing on quality without vigilant cost management resulted in necessary adjustments. During FY 2023, The Chedi Andermatt reported a 58% occupancy, compared to 68% in FY 2022, while Radisson Blu Hotel Reussen's occupancy reached 55% in FY 2023, up from 48% in FY 2022. Overall, the occupancy for Andermatt Swiss Alps hotels reached 56% in FY 2023, slightly up from the previous year's 55%. Total hotel segment revenues in Andermatt Swiss Alps were down by 5.2%, reaching CHF 52.8 million in FY 2023.



3. Group Commercial Assets Overview:

- Revenues were CHF 71.6 million, down by 14.5% from the CHF 83.7 million recorded in FY 2022.
- Adj. EBITDA declined by 15.3% to reach CHF 10.5 million in FY 2023 compared to FY 2022.

We design our master-planned communities with enabling facilities and amenities that deliver an elevated quality of life. Our leisure and commercial assets, including golf courses, marinas, sports facilities, retail, and restaurants, make up the core of our lively and attractive integrated towns.

The commercial assets segment remains a key source of cash flow. However, the devaluation of the EGP adversely affected the segment's outcomes, resulting in revenues of CHF 71.6 million in 2023, a decline of 14.5%.



Egypt:

El Gouna had strong expansion across many aspects. The introduction of El Gouna Plus, a specialized department focusing on tailored design and housekeeping real estate services, has enhanced customer satisfaction and loyalty. In its inaugural year, El Gouna Plus generated up to CHF 30 million in revenue, underscoring the success of this pioneering initiative. El Gouna's retail sector also witnessed significant growth, welcoming 59 new venues and refurbishing 28 outlets across various sectors, including food and beverage, services, fashion, and others. Additionally, the Business Development team achieved

a significant milestone by securing investments worth CHF 16 million in El Gouna, spanning diverse sectors that include education, hospitality, health and wellness, e-commerce, retail, automotive, fintech, and banking. The marinas—including Abu Tig and Abydos—maintained commendable occupancy rates. We also held the soft launch of our fourth Fanadir Marina.

There was also steady progress in the construction of the club at **O West**, with expectations of a consistent income stream by the first half of 2024.



Europe:

Luštica Bay enjoyed a busy entertainment schedule throughout 2023. Several community events took place, including Back to the Roots, Luštica Bay Lightwave 2.0, Luštica Bay Water Polo Camp, Basketball Camp, International Carnival, and Color Bay Festival, in addition to sports and kids' events, weekly live music

concerts, movie screenings, and arts and crafts workshops for children, increasing the overall appeal and footfall of the destination. Our town management revenues reached CHF 7.0 million during FY 2023, up by 4.5% compared to the same period last year.



Placemaking for 2024: Navigating Uncertainties with Confidence

McKinsey & Co. recently observed: "Just in the past few years, CEOs have had to cope with a global pandemic, busted supply chains, war, stubborn inflation, and many other disruptions. Any of these is enough to derail a CEO's agenda. Taken together, it's the most difficult operating environment we can remember." And indeed, this stands as the ultimate truth.

As we step into 2024, we acknowledge the uncertainties that persist. Geopolitical tensions, exacerbated by the Gaza war and the subsequent blockage of the Red Sea, pose challenges to our operations, especially in Egypt and the GCC region. Additionally, the macroeconomic landscape in Egypt remains challenging, with recovery in far sight. The strengthening of the Swiss Franc against the US Dollar and the Euro currencies creates financial pressure on our endeavors in Montenegro, Oman, and the UAE, adding to the high overall uncertainty and continued headwinds.

Despite these challenges, we approach 2024 with the same excitement and determination that has fueled our journey in recent years. We remain committed to differentiating ourselves as resilient operators and performers in the industry through a tangible forward roadmap focusing on three overarching strategic priorities, including commercial and operational reinforcement, monetization acceleration, and growing recurring income streams.

“Growth is oxygen. It provides us with the resilience needed to weather tough times and the golden opportunity for our colleagues to grow and explore new opportunities.”

Our overarching focus for 2024 is to double down on enhanced customer experience. We will delve deeper into how we can consistently meet and exceed customer expectations, recommitting to our promise of providing "life as it should be." This customer-centric approach will be a guiding theme, interwoven with our dedication to operational improvement, institutionalization, and our people agenda.

For our operations, the focus will be on further enhancing our Centers of Excellence, refining our branding and strategies, and ensuring a precise product-market fit through effective segmentation. Operations, procurement, and cost control will play pivotal roles in enhancing our differentiation across markets through operational excellence, ensuring that efficient and streamlined processes are in place. Robust governance frameworks will enable us to manage change effectively and constantly fine-tune our processes. We also plan to explore resourceful ways to boost efficiency and accelerate our growth trajectory.

We aim to accelerate our pace of strategic partnerships. The partnership in Luštica Bay with local partner I&S and the addition of more high-end retailers in Switzerland are just the beginning. We anticipate increased movement at

the destination level, welcoming investors and partners on board to enrich our collaborative ventures further.

I express my sincere gratitude to our employees, communities, strategic partners, and shareholders for their persistent support and commitment.

In closing, we remain committed to taking our success "Beyond Borders, Beyond Odds," overcoming challenges, and shaping a future grounded in excellence and sustainability.

Our journey toward creating a pre-eminent, multi-national developer continues, and I remain optimistic about the opportunities for growth and continued success that 2024 holds. Together, our commitment to excellence, adaptability, and a customer-first approach will undoubtedly drive Orascom Development to new heights.

Sincerely,

Omar El Hamamsy
Group Chief Executive Officer
Orascom Development Holding



1.5 EXECUTIVE SUMMARY

ODH remained on its growth trajectory with strong operational and financial performance in 2023



Founded in 1989
More than 34 years of excellence in destinations development



8,825 Employees
At the end of 2023, and growing



Operating in 7 Countries,
Across Europe, the Middle East, and Africa



Listed since 2008
On SIX and ODE has been listed on EGX since 2015

2023 HIGHLIGHTS

Destinations

11

Operating Destinations
Spread across 7 countries

101 mn m²

of Land Bank,
of which 41 mn m² are developed

34

Hotels,
with 7,281 rooms

1,366

Units,
delivered in 2023

Key Business Highlights

2,115

Real Estate Units
sold in 2023

+2.7 mn

Hotel Guests
served across our destinations

65%

Total Hotels Occupancy
across our destinations

12 mn

Swiss Francs
realized from the sale of 45k of land in El Gouna

Financials (CHF)

704 mn

in Real Estate Sales

655 mn

in Total Revenue

174 mn

in Adj. EBITDA

54 mn

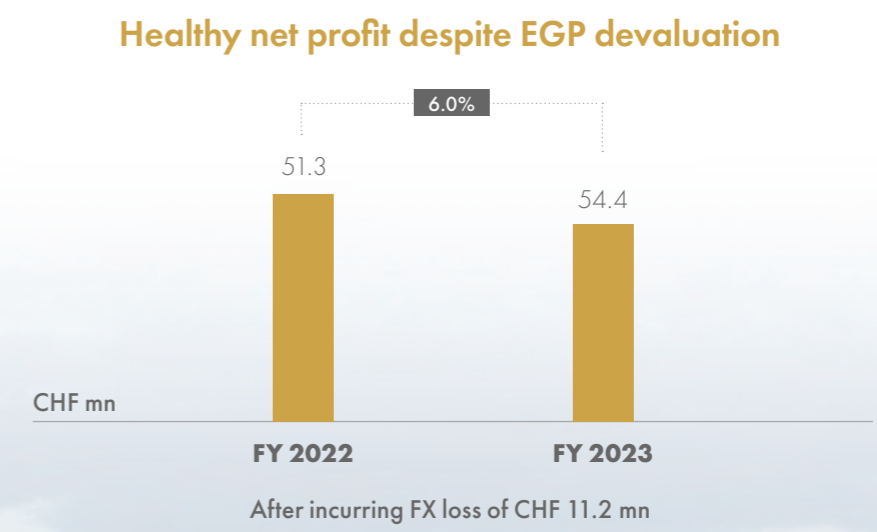
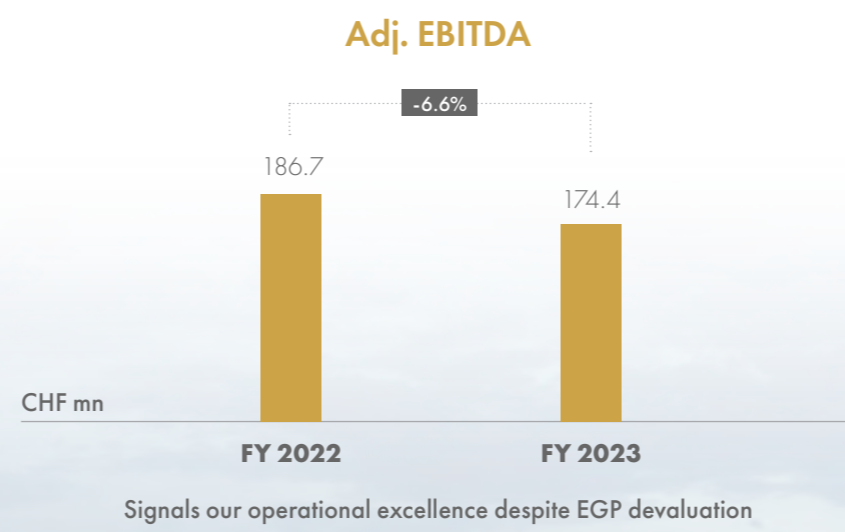
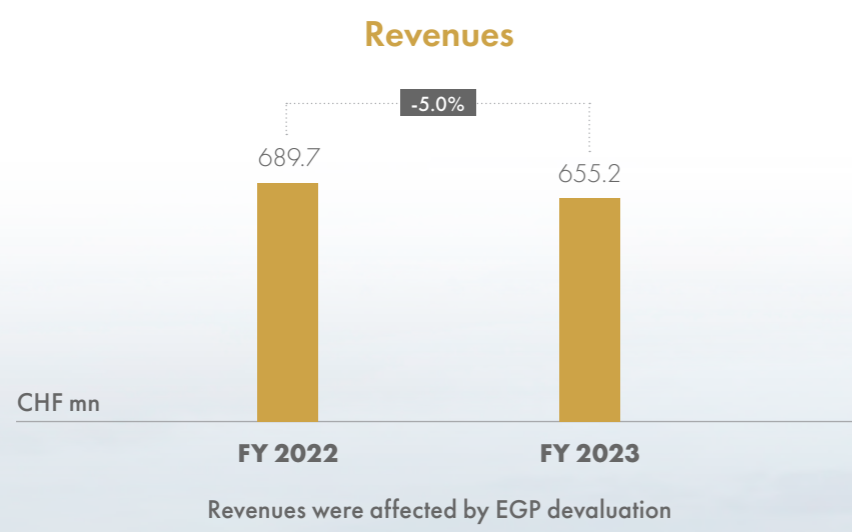
in Net Profit



ORASCOM DEVELOPMENT FINANCIAL HIGHLIGHTS

FY 2023 Headlines

ODH closed the year on a strong note, achieving real estate sales of ~ CHF 704 million and ~ CHF 54 million in net profit in 2023, despite EGP devaluation.



Egypt Development – Key Highlights

Orascom Development Egypt (ODE)¹: Figures continued strengthening in EGP, but massively depressed in CHF due to the devaluation of the EGP.

	CHF Million			EGP Million		
	FY 2023	FY 2022	% Chg.	FY 2023	FY 2022	% Chg.
Net real estate sales	558	562	(1%)	19,431	11,109	75%
Total Revenue	449	519	(13%)	15,326	10,269	49%
Hotels	89	79	13%	3,041	1,563	95%
Real estate	293	371	(21%)	10,000	7,341	36%
Land	12	–	–	393	–	–
Commercial assets	55	69	(20%)	1,892	1,365	39%
Gross profit	161	190	(15%)	5,485	3,765	46%
Margin (%)	36%	37%	(2%)	36%	37%	(2%)
Adjusted EBITDA	169	198	(15%)	5,758	3,913	47%
Margin (%)	38%	38%	–	38%	38%	–
Net profit	91	96	(5%)	3,119	1,908	63%
Margin (%)	20%	19%	7%	20%	19%	7%

¹ ODE is an EGP-listed company developing residential, touristic, and commercial projects in Egypt.

Key Highlights

- FY 2023 numbers continued strengthening in EGP but massively depressed in CHF due to the EGP/CHF drop (from EGP 18 to EGP 36 per CHF).
- In terms of the local currency, ODE's net profit was also affected by EGP 281 million FX losses caused by foreign debts due to the devaluation of the EGP against foreign currencies.



FY 2023 Revenue Analysis

(CHF mn)	Revenue			EBITDA			Adj. EBITDA ¹		
	FY 2023	FY 2022	Δ in %	FY 2023	FY 2022	Δ in %	FY 2023	FY 2022	Δ in %
Hotels	170.1	142.5	19.4%	46.6	30.9	50.8%	54.1	32.8	64.9%
Real estate	402.0	463.5	(13.3%)	131.3	188.9	(30.5%)	132.1	174.8	(24.4%)
Land	11.5	–	–	8.5	–	–	10.7	–	–
Commercial assets ²	71.6	83.7	(14.5%)	15.1	16.6	(9.0%)	10.5	12.4	(15.3%)
Corporate and unallocated items	–	–	–	(41.5)	(85.6)	51.5%	(33.0)	(33.3)	0.9%
ODH Group	655.2	689.7	(5.0%)	160.0	150.8	6.1%	174.4	186.7	(6.6%)

¹ Adj. EBITDA: EBITDA adjusted for Non-cash items (which includes provisions and impairments, other gains and losses, FX gains and share in associates).

² Commercial assets include revenues from utilities and services, hospital, marina, golf, rentals, educational services, limousine, and other town amenities.



FY 2023 Real Estate Sales KPIs

Country	Destination	Net Value of Contracted Units (CHF mn)			Number of Contracted Units			Average Selling Price (CHF/m ²)		
		FY 2023	FY 2022	Δ in %	FY 2023	FY 2022	Δ in %	FY 2023	FY 2022	Δ in %
Egypt	El Gouna	210.6	223.9	(5.9%)	377	389	(3.1%)	3,768	3,641	3.5%
	Makadi Heights and Byoum*	79.0	48.0	64.6%	441	224	96.9%	1,533	1,796	(14.6%)
	O West	267.9	289.6	(7.5%)	1,059	831	27.4%	1,691	1,934	(12.6%)
	Land sales**	11.5	–	–	–	–	–	–	–	–
Oman	Jebel Sifah	11.1	16.4	(32.3%)	28	54	(48.1%)	3,061	2,729	12.2%
	Hawana Salalah	22.5	36.9	(39.0%)	60	149	(59.7%)	2,421	2,428	(0.3%)
Montenegro	Luštica Bay	87.9	90.1	(2.4%)	122	88	38.6%	7,599	5,685	33.7%
UK	West Cartalaze	13.7	9.3	47.3%	28	26	7.7%	3,639	3,629	0.3%
Switzerland	Andermatt	154.4	151.1	2.2%	60	70	(14.3%)	19,025	17,960	5.9%
ODH, excluding Andermatt		704.2	714.2	(1.4%)	2,115	1,761	20.1%			
ODH, including Andermatt		858.6	865.3	(0.8%)	2,175	1,831	18.8%			

* Net sales value for FY 2023 includes seven units sold in Byoum for CHF 0.6 mn.

** Land sales in FY 2023 represent the land sold in Gouna during the period.



FY 2023 Hotels KPIs

Strong rebound in performance during challenging market environment.

Destination	Total Number of Rooms		Occ. Rate of Total No. of Rooms (%)		ARR (CHF)		TRevPAR (CHF)		GOP PAR (CHF)	
	FY 2023	FY 2022	FY 2023	FY 2022	FY 2023	FY 2022	FY 2023	FY 2022	FY 2023	FY 2022
El Gouna	2,676	2,676	73%	70%	84	82	86	82	48	41
Taba Heights	2,349	2,349	42%	29%	50	50	27	19	7	3
Byoum ¹	53	53	–	–	–	–	–	–	–	–
Hawana Salalah	1,222	1,081	61%	41%	119	110	107	68	37	12
Jebal Sifah	68	68	38%	38%	137	126	121	112	(11)	(9)
UAE ²	429	432	78%	65%	102	124	153	147	53	43
Montenegro	111	111	36%	46%	292	186	190	166	30	14
ODH Group	6,908	6,770								
Andermatt ³	373	373	56%	55%	458	518	437	475	56	108

¹ The hotel is closed for renovation.

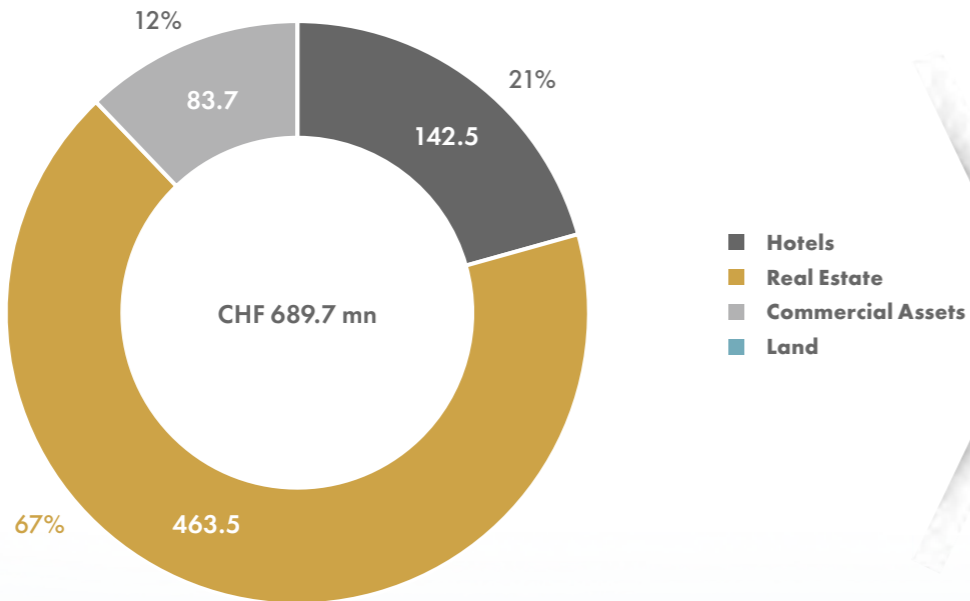
² Rental contracts for three units had been canceled, thus bringing the total number of hotel rooms to 429 rooms.

³ Andermatt figures are not included in ODH numbers as ODH owns a 49% stake in Andermatt and, thus, it is not consolidated. Occupancy rates reflect the occupancy from hotel guests only, not factoring in the room nights generated with residence owners' contracts.

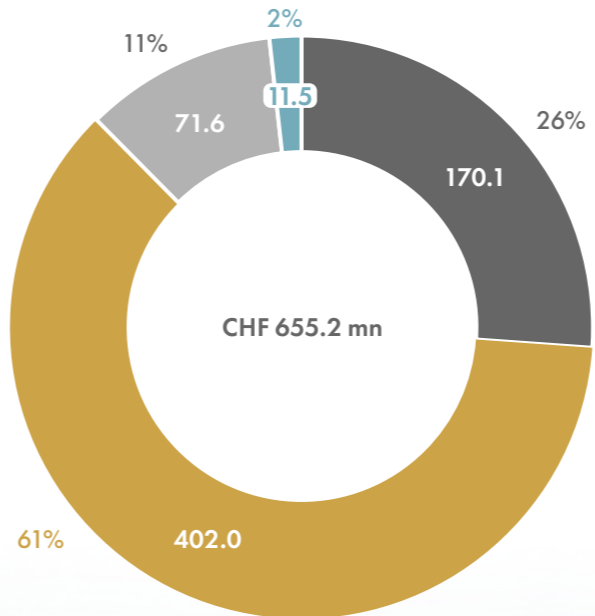


FY 2023 Diversified Growing Portfolio in Large Scalable Markets

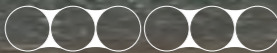
Revenues by Segment FY 2022 (CHF mn)



Revenues by Segment FY 2023 (CHF mn)

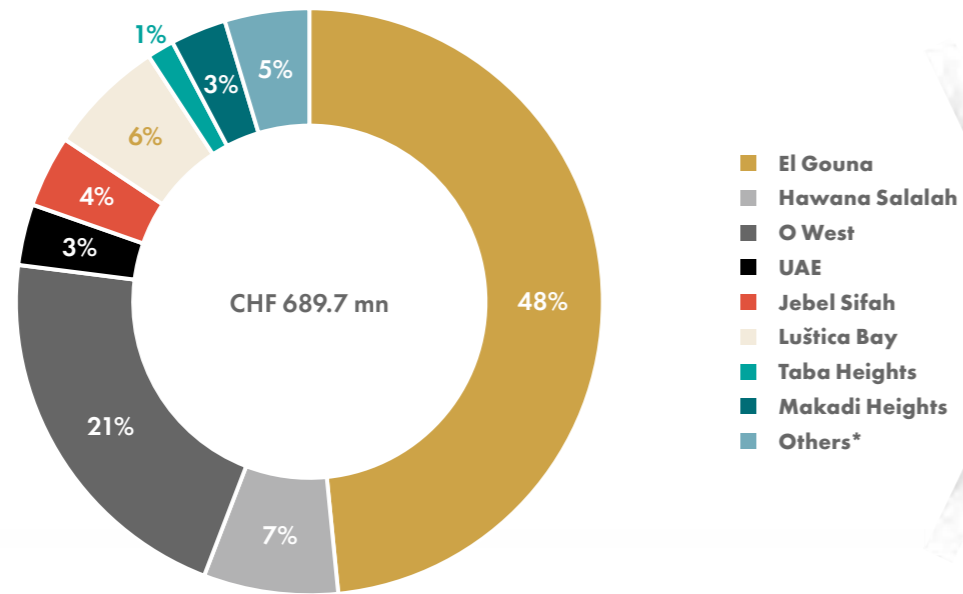


Contribution from recurring business increased from 33% in FY 2022 to 37% in FY 2023.

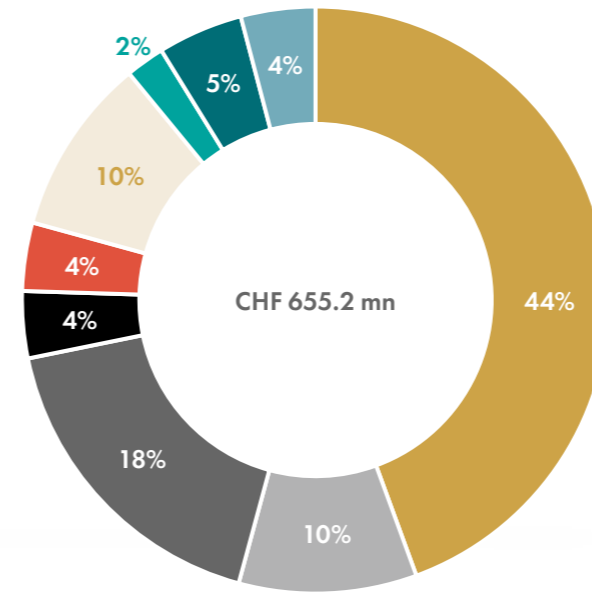


FY 2023 Y-o-Y Revenue Analysis by Destination

Revenues by Destination FY 2022 (CHF mn)



Revenues by Destination FY 2023 (CHF mn)



* Others include Fayoum and Corporate.



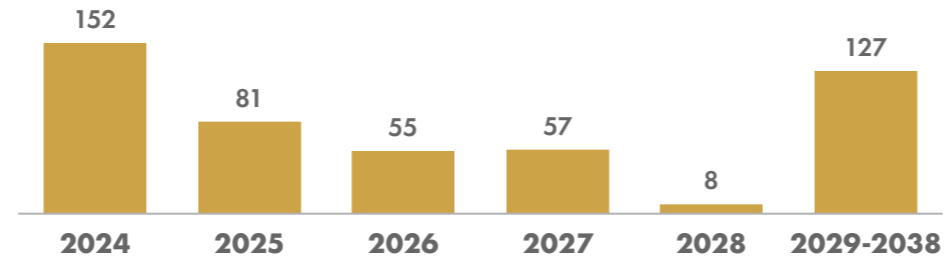
Strong Balance Sheet with Comfortable Debt Maturity Profile

FY 2023 Comfortable Debt Maturity Profile

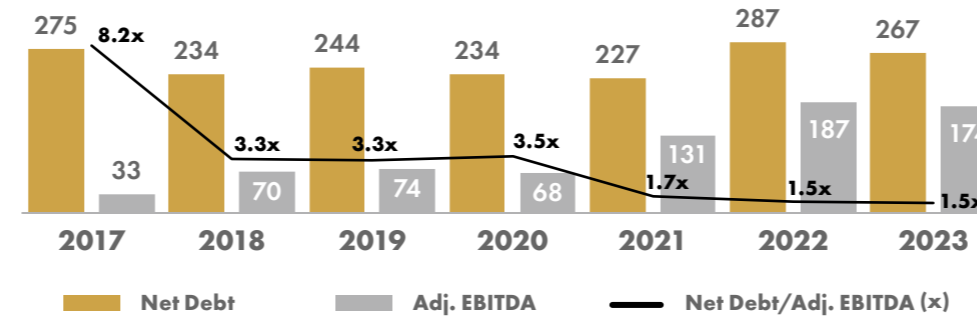
(CHF mn)	FY 2023
Banks Debt	480.5
Cost of Debt	9.4%
Cash and Cash Equivalent	213.9
Net Debt	266.6
Equity	535.5
Total Assets	1,847.5

Key Ratios	FY 2023
Debt / Equity	0.90
Debt / Total Assets	0.26
Net Debt / Adj. EBITDA	1.53

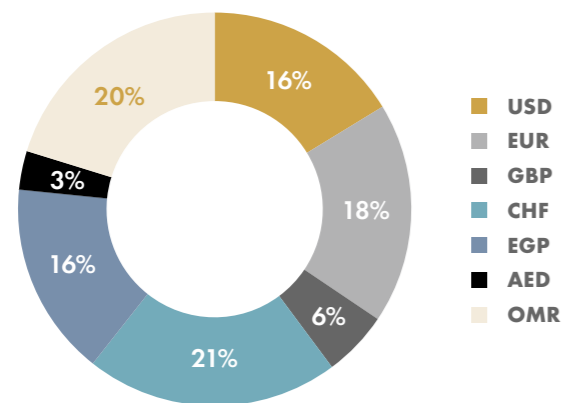
FY 2023 Bank Debt Balance post-O West: CHF 481 mn



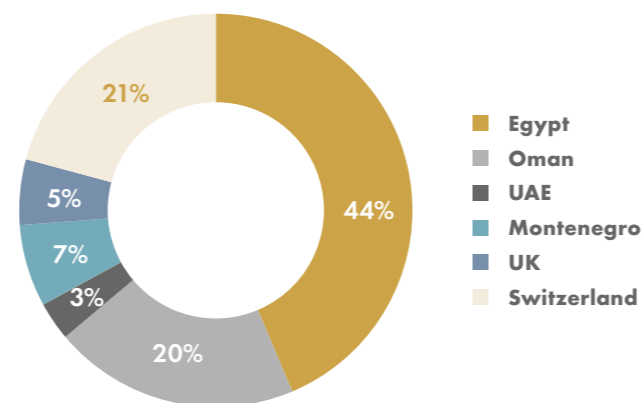
Strong Leverage Metrics



Current Debt by Currency



Current Debt by Country



AREAS OF FOCUS FOR 2024

For 2024, we have a clear strategy to accelerate profitable growth, creating a business that is more agile and cost-efficient with the aim to create additional shareholder value via two key focus areas:

1. Maintain and further improve our financial performance through focusing on three main areas:

- ✓ Achieving quality growth across all business lines and destinations, reflected in higher quality offerings and better pricing.
- ✓ Improving our profitability levels through better management of our Opex.
- ✓ Significantly elevating our cash position through conscious Capex prioritization, profitability infusion, and more efficient management of business cycles.

2. Operational enablement of strong financial performance:

- ✓ **Commercial operations:** adopt a more customer-led approach to how we run the business, in line with our value and mission to be customer-obsessed.
- ✓ **Internal operations:** continue to enhance our operating model and support functions to raise efficiency, resulting in better offerings for our customers and higher efficiency.
- ✓ **Talent management:** accelerate our culture change and talent development journey to empower fast-paced, sustainable growth.

Going forward, ODH management is focusing on a few strategic priorities to further accelerate growth and realize more value:

ODH Strategic Priorities:

1. Commercial and operational uplift:

Continuing to focus on commercial uplift, with an aggressive push on real estate sales with healthy margins across all destinations.

Focusing on increasing profitability across all business lines in all destinations, leveraging our cross-destination platforms for cost controls.

2. Monetization acceleration:

Enhancement of free cash flow to equity through the monetization of assets, such as land sales, divestitures, co-developments, and joint ventures.

3. Growing recurring income base:

Investment in high margin recurring income assets across destinations to capture sticky and long-term cash flow streams.

4. Capital structure optimization:

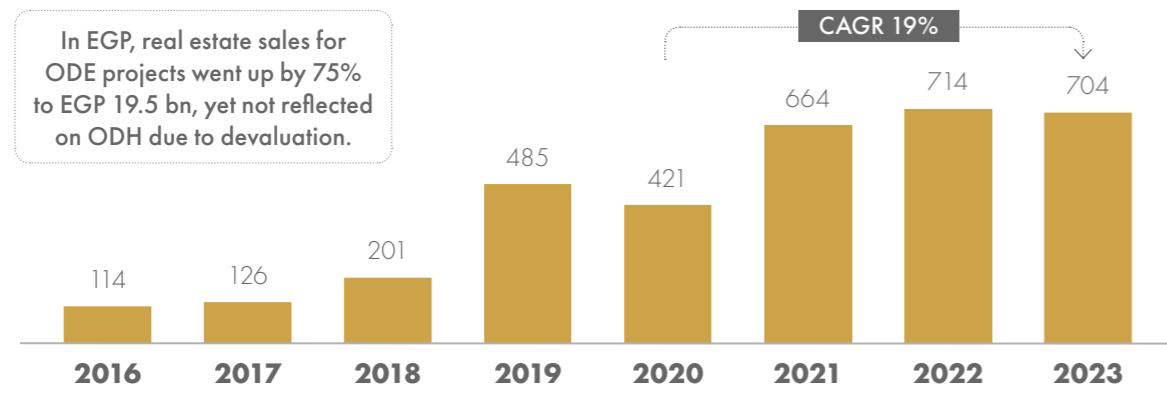
Exploring the removal of structural impediments in credit agreements.



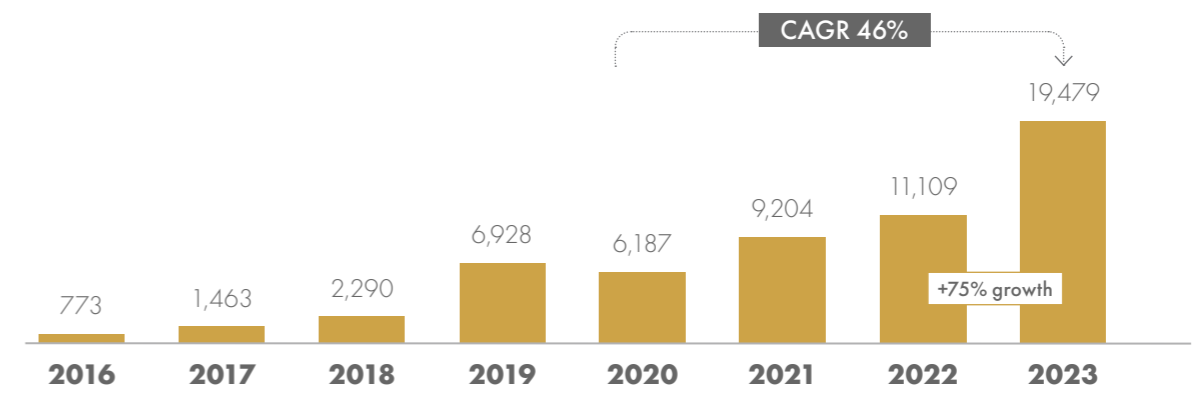
1. Commercial and Operational Uplift

Displayed strong sales traction despite being affected by EGP devaluation.

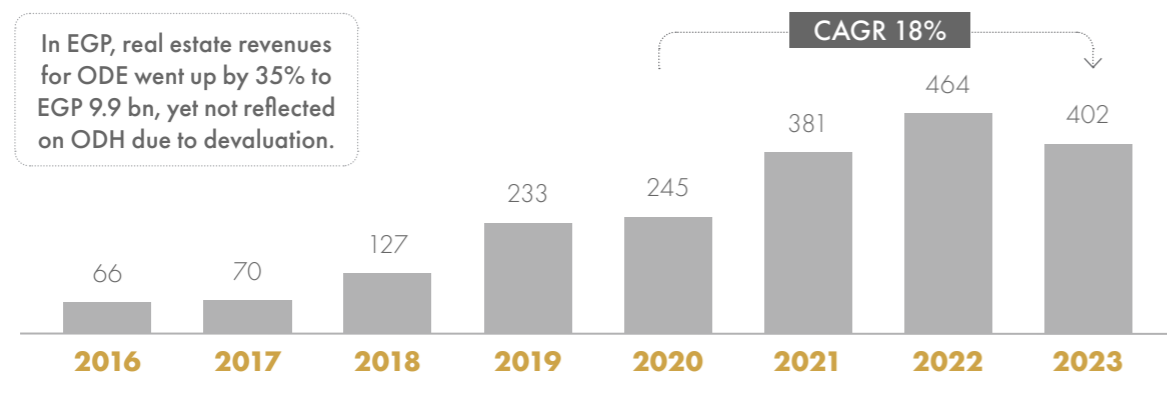
ODH Real Estate Sales (CHF mn)



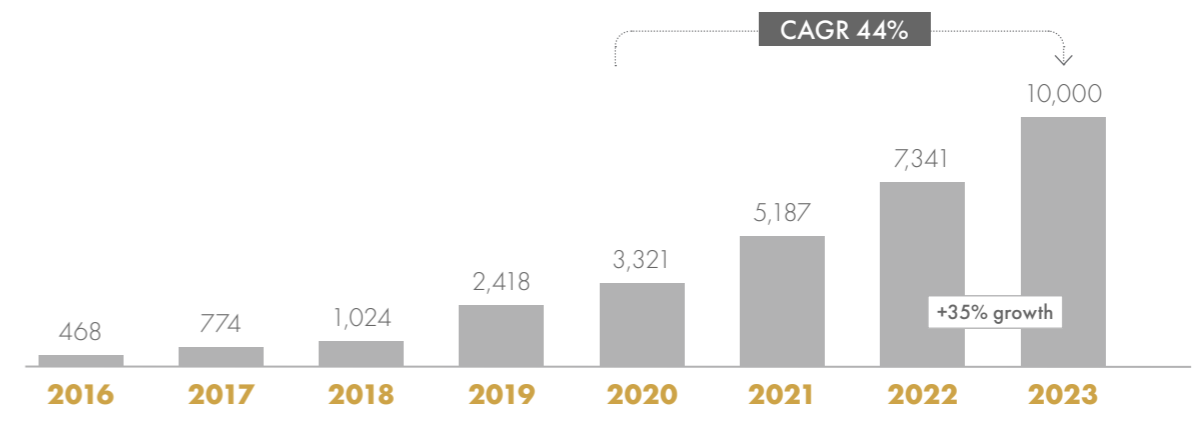
ODE Real Estate Sales (EGP bn)



ODH Real Estate Revenues (CHF mn)



ODE Real Estate Revenues (EGP bn)



Figures are rounded to the nearest decimal point.



2. Monetization Acceleration

ASA Group | Partnership with Vail Resorts for SkiArena Andermatt-Sedrun

ASA closed a transaction with Vail Resorts, Inc. (Vail) on 3 August 2022 agreeing on a **long-term partnership** and investments of CHF **149 mn** to develop Andermatt-Sedrun as “The Prime Alpine Destination.” Vail has taken over a **55% stake** in Andermatt-Sedrun Sport AG (ASS) and has since been responsible for the management of the SkiArena.

Planned **Investments** in 2023/2024:

- Capacity upgrade lifts and replacement of two old lifts
- New restaurant Valtgeva
- Digital signage and guest flow management
- Modernization of snowmaking infrastructure



Enhance **guest experience**, increase **efficiency**, and invest in **volume growth**

Andermatt-Sedrun Sport AG (ASS)

SkiArena
ANDERMATT + SEDRUN



VAIL RESORTS 55%
EXPERIENCE OF A LIFETIME

ANDERMATT 40%
SWISS ALPS

Minority shareholders 5%



Latest monetization acceleration attempts in Egypt:

• **El Gouna Land Sale Transaction:**

- ✓ During 9M 2023, we sold 45,350 m² of land in El Gouna for a total value of c. CHF 11.5 million (CHF 250/m²).
- ✓ The land's book value is CHF 0.2 million, and it was sold at almost **55 times its book value**.
- ✓ The land plot is in the middle of El Gouna with no beach access and will be used to construct a new school in the destination.

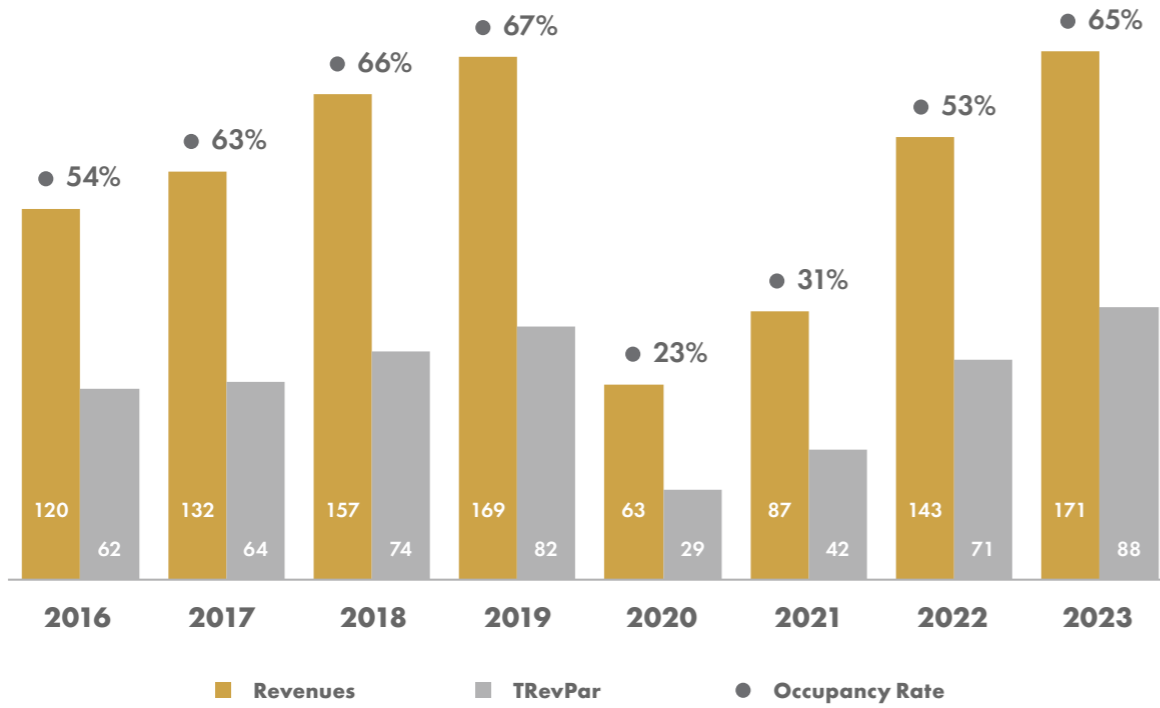
* Based on the exchange rates on 25 October 2022.



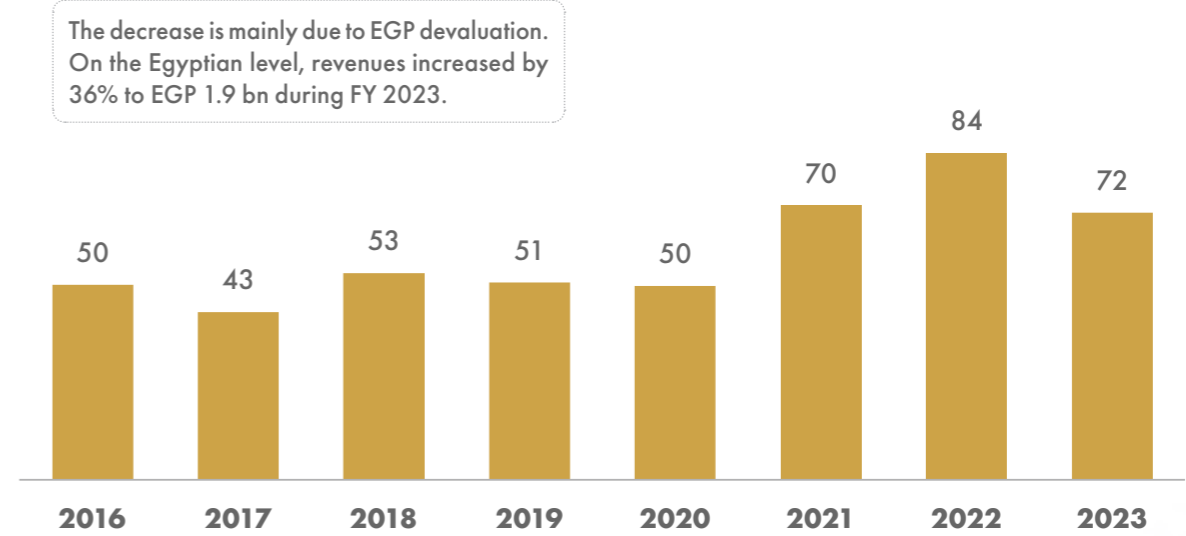
3. Growing Recurring Income Base

A reliable source of cash flow, essential to finance ODH's growth and shield our operations from the cyclical slowdowns caused by any unpredictable events.

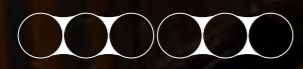
ODH Hospitality KPIs (CHF mn)



ODH Recurring Income Commercial Assets (CHF mn)



COUNTRIES



COUNTRIES

ODH has a diversified portfolio of destinations spread across seven countries, including Egypt, the United Arab Emirates, Oman, Switzerland, Morocco, Montenegro, and the United Kingdom.

ODH is a prominent developer of fully integrated destinations that feature a range of amenities, such as hotels, private villas, apartments, and leisure facilities. These destinations also boast state-of-the-art golf courses and marinas. The infrastructure supporting these destinations is carefully planned and executed to ensure an unparalleled experience for residents and guests. ODH's destinations have been designed to meet the diverse needs of discerning travelers, offering a range of luxurious accommodations and activities that cater to various interests. Furthermore, ODH's attention to detail and commitment to quality ensure that clients have a seamless and enjoyable experience from start to finish.

Our strategy is centered on generating value by utilizing our expansive land bank to benefit stakeholders in the medium and long run. To accomplish this objective, we acquire vast tracts of land to construct self-sufficient and lively communities and towns.

As a distinguished hotel proprietor and operator, we proudly assert our ownership of 34 hotels across Europe, the Middle East and Africa, with over 7,000 rooms. In conjunction with our internationally recognized strategic franchise partners, including Rotana, Steigenberger, Sheraton, Movenpick, Radisson, and the ultra-high-end luxury brand Chedi, we operate our hotels with the utmost diligence and professionalism. In addition to our franchise partnerships, we also manage independently branded properties.

ODH owns a land bank of more than 100 million m² with nearly 41% developed or under development into thriving communities in Egypt (El Gouna, Makadi Heights, O West, Taba Heights, and Byoum), in the GCC (The Cove in the UAE and Jebel Sifah and Hawana Salalah in Oman), and in Europe (Andermatt Swiss Alps in Switzerland, Luštica Bay in Montenegro, and West Carclaze Garden Village in the UK).



Orascom Development's Land Bank

The following table provides an overview of the Group's and its associates' land bank, presented in million m².

Destination Name	Total Land Bank	Completed	Under Construction	Under Development	Undeveloped
EGYPT	50.25	16.54	8.22	3.68	21.82
El Gouna	36.92	11.09	7.34	2.76	15.73
O West	4.23	0.95	0.55	0.40	2.33
Taba Heights	4.27	2.56	0.00	0.02	1.69
Fayoum	1.08	0.34	0.02	0.06	0.67
Makadi Heights	3.75	1.6	0.31	0.44	1.40
UNITED ARAB EMIRATES	0.29	0.285	0.00	0.005	0.00
The Cove	0.29	0.285	0.00	0.005	0.00
OMAN	20.84	3.30	0.44	2.15	14.95
Jebel Sifah	6.2	1.24	0.29	0.40	4.27
Hawana Salalah	13.6	2.06	0.15	0.95	10.44
As Sodah Island	1.00	0.00	0.00	0.80	0.20
City Walk	0.04	0.00	0.00	0.00	0.04
SWITZERLAND	1.57	1.28	0.04	0.25	0.00
Andermatt	1.57	1.28	0.04	0.25	0.00
MOROCCO	15.00	0.00	0.00	3.00	12.00
Chbika	15.00	0.00	0.00	3.00	12.00
MONTENEGRO	6.92	0.20	0.70	0.39	5.63
Luštica	6.92	0.20	0.70	0.39	5.63
UNITED KINGDOM	6.54	0.01	0.19	0.56	5.78
West Carclaze Garden Village	6.54	0.01	0.19	0.56	5.78
Total	101.4	21.62	9.59	10.03	60.18
Percentage of Total Land Bank Size		21.31%	9.45%	9.89%	59.34%

Land Categories	Definition
Total Land Bank	Any plot of land developed or undeveloped, that is under the direct or indirect possession of Orascom Development by virtue of lease, usufruct, and/or ownership rights; and over which Orascom Development may have further rights to develop, fully own, lease to third parties, sell to third parties, grant sub-usufruct rights to third parties, or otherwise dispose to third parties. Each plot of land is governed by the respective agreement between Orascom Development (directly or indirectly) and the respective governmental entity, shareholders, and/or investors.
Completed	Any plot of land where infrastructure is completed, and individual elements of the projects are completed.
Under Construction	Any plot of land where infrastructure is completed, and individual elements of the projects are under construction.
Under Development	Any plot of land where infrastructure is under construction and not yet completed.
Undeveloped	Any plot with zero infrastructure (raw land).





A paradise destination along the Red Sea

El Gouna is the Group’s flagship project, situated along Egypt’s Red Sea coastline. El Gouna offers opportunities for those seeking cosmopolitan and seaside living, as well as the exclusivity of a self-contained community. A multinational town that continues to grow with every passing year, El Gouna spans over 10 km of shoreline on the Red Sea coast with a total land area of 36.9 million m², of which 15.7 million m² is undeveloped land. El Gouna is a fully integrated, self-sufficient town adhering to the highest global standards.

El Gouna is a Red Sea coastal destination that encourages relaxed, resort-like sophistication. Year-round sunshine, shimmering lagoons, turquoise beaches, and its location—a mere four-hour flight from Europe—make El Gouna the ultimate paradise escape. The town offers a unique leisure destination brimming with inspiring possibilities. Investing in El Gouna’s way of life guarantees a future filled with exceptional experiences, quality time with loved ones, indulgence in favored leisure activities, superior gastronomic tastes, and the chance to become an active part of El Gouna’s sophisticated, multinational, and child-friendly community.

Part of El Gouna’s appeal relates to its fully integrated urban infrastructure, which has made the town visually attractive, easy to live in, and largely self-sufficient. El Gouna is home to various sought-after amenities, including 18 reputable hotels, banks, two golf courses, a world-class international hospital, schools, universities, co-working spaces, and an airport. The first stage of the Gouna Conference

and Culture Center has been completed, giving the destination even more appeal as a dynamic and constantly evolving town. The upcoming phases of the complex will include a 600-seat concert hall and a 2,000-seat conference center.

El Gouna’s perfect year-round weather and thoughtful urban planning allow its residents to enjoy healthier and more outdoor-focused lifestyles. Water sports and aquatic activities are possible year-round thanks to the sheltering influence of a reef headland. On top of being an international kite surfing destination, El Gouna also has water sports facilities and dive centers throughout the town.

Home to three marinas, including the Abu Tig Marina, boat owners pursue their nautical adventures freely and without impediment. El Gouna offers over 100 exciting restaurants, bars, and eateries encompassing an impressive variety of international cuisines. The town also hosts several high-profile cultural events and festivals and boasts a vibrant nightlife.

36.9 mn
m²

Total Project Area

CHF 222.1 mn

Net Value of Contracted Units

15.7 mn
m²

Undeveloped Land Area

73%

Occupancy Rate

CHF 290.2 mn

Total Revenue



2023 Highlights

- Net real estate sales were almost stable at CHF 222.1 million despite being affected by the EGP devaluation. Meanwhile, the average selling prices increased by 3.5%, reaching CHF 3,768/m² during FY 2023.
- In EGP, net sales grew by 71.2% to EGP 7.6 billion, the highest ever since inception, while average selling prices were also up by 78.6% to EGP 128,697/m² vs. FY 2022.
- We closed 2023 with a cap rate of 45.0 for our real estate units, up from 42 in November. Starting February 2024, the cap rate increased to EGP 60.0.
- During 2023, we delivered 388 units, and we plan to deliver around 370 units in 2024, while accelerating our construction pace.
- The occupancy rate for FY 2023 increased to 73% (FY 2022: 70%). Foreigners represented 82% of our total hotel occupancy during FY 2023.
- We managed to increase our ADRs for the hotels during 2023 by 2.7% to CHF 84, despite being affected by the EGP devaluation. The GOP of the hotels was up by 22.4% to CHF 45.4 million during FY 2023 vs. FY 2022.
- On the hotels' development side, we have finalized the partial renovation process across the Sheraton and Ocean View hotels.
- We are progressing with the construction process of adding 29 new rooms in Casa Cook Hotel by 2024.
- Throughout 2023, AbuTig and Abydos Marinas maintained an impressive average occupancy rate of 94%, with a total of 460 wet berths being occupied. Additionally, Fanadir Marina successfully signed contracts for 17 new wet berths in 2023.
- During December 2023, we successfully hosted the 6th edition of El Gouna Film Festival.
- During 2023, a total of USD 285 million real estate inventory was launched across our projects.
- The Retail Division achieved a remarkable milestone by introducing 59 new offerings across various sectors, including food and beverage, services, fashion, jewelry, cosmetics, and others. This achievement marks an unprecedented event in the history of El Gouna. Additionally, the retail division successfully completed the renovations of 28 outlets, further enhancing El-Gouna's retail landscape.
- El Gouna experienced an exceptional year with a diverse array of 47 events encompassing arts and culture, children's activities, education, wellness, sports, and music and entertainment. The total number of participants in these events reached 50,000. Throughout 2023, there were 14 notable activations spanning various industries, including automotive, fast-moving consumer goods (FMCG), finance, banking, real estate, cosmetics, and others.
- In FY 2023, El Gouna's total revenues in CHF decreased by 13.1% to CHF 290.2 million, while total revenues in EGP increased by 49.6% to EGP 9.8 billion compared to FY 2022.

KPIs	FY 2023	FY 2022	% Chg.
Hotels			
Total number of rooms	2,676	2,676	–
Occupancy of available rooms (%)	73%	70%	4.3%
TRevPAR (CHF)	86	82	4.9%
ARR (CHF)	84	82	2.4%
GOP PAR (CHF)	48	41	17.1%
Real Estate			
Net value of contracted units (CHF mn)	222.1	223.9	(0.8%)
Net value of contracted units excluding land sales	210.6	223.9	(3.1%)
Number of contracted units	377	389	(3.1%)
Average selling price (CHF/m ²)	3,768	3,690	3.5%

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Hotels	80.1	73.4	9.1%
Real estate	146.9	195.0	(24.7%)
Land	11.5	–	–
Commercial assets	51.7	65.6	(21.2%)
El Gouna Total	290.2	334.0	(13.1%)





6TH OF OCTOBER



by ORASCOM DEVELOPMENT

A vibrant new development in West Cairo

O West is the latest addition to ODH’s portfolio and marks the Group’s debut entry into the first-home market. Located in West Cairo and marketed as an integrated living beacon, O West is strategically designed in harmony with nature, providing a true township living experience in the heart of 6th of October City.

Stretching over an area of 4.23 million m², O West is designed by the world-renowned HOK—one of the largest and most acclaimed architectural design firms worldwide. Their work on the iconic O West masterplan creates the perfect balance between nature and urban landscape, as the compound is built to preserve and complement the natural environment of the site and promote green living. O West is designed with the idea of bringing the natural landscape to the forefront for seamless integration into the project’s urban plan; an effort to counter sprawling urban developments across West Cairo.

As an urban, community-focused project, O West encourages its residents to lead active lifestyles with spaces and facilities for cycling and walking in an urban environment surrounded by natural scenery. The project promotes green living through “Green Fingers,” an initiative that creates the perfect environment for outdoor activities and social interaction through the lush green spaces that span the entire development.

O West’s landscape is designed by EDSA, a global landscaping firm with core expertise in creating distinctive, innovative, and inspiring environments. Through working with and around nature to achieve

remarkable results, EDSA offers a variety of landscaping themes, from expansive open spaces to small urban communities, providing residents and visitors with environments that encourage community living. The design and architecture employed in O West are tailored to capture the essence of a modern and dynamic community. In line with ODH’s ethos of creating green and sustainable towns, O West is strategically designed to reflect and offer ideal homes that balance aesthetics, functionality, and environmental preservation.

Each neighborhood within O West is designed to cater to the needs and preferences of its residents. The residential units are spread over 3.5 million m² of land, with various unit types and facades available. To support residents’ needs and provide them with a true township living experience, the area also includes an education hub spanning over 91,311 m², a sports club sprawling over 144,809 m², a hospital area stretching over 22,441 m², and commercial and retail facilities covering over 185,512 m². Community centers are available in every neighborhood to provide residents with the utilities and maintenance services they need to run their homes with ease.

2023 Highlights

- In FY 2023, figures continued strengthening in EGP but were massively depressed in CHF due to the EGP devaluation. Net real estate sales decreased by 7.5% to CHF 267.9 million in FY 2023 vs. FY 2022. In EGP, net real estate sales recorded a 59.7% increase to reach EGP 9.2 billion vs. FY 2022, the highest sales ever since the project’s launch. Average selling prices were up by 50.9% to EGP 57,739/m².
- We witnessed a 27.4% uptick in units sold to reach 1,059 units vs. 831 in FY 2022.
- We reduced our sales’ payment plans from eight to seven years starting August 2023.
- On 25 October 2022, Orascom Development Egypt (ODE), Orascom Development Holding AG’s largest Egyptian subsidiary, announced that it had received a preliminary non-binding offer (NBO) from Sixth of October Development and Investment Company S.A.E (SODIC) for the acquisition of the entire share capital of ODE’s subsidiary Orascom for Real Estate S.A.E. (ORE), the owner of O West project. ODE currently owns 70% of ORE. On 23 March 2023, ODH announced that ODE and SODIC have mutually decided to discontinue discussions on a potential acquisition of ORE and the O West project by SODIC.
- We launched ready-to-move units during Q4 2023 with a total inventory value of c. CHF 80.0 million. These units will be sold with relatively higher average selling prices and will enhance the real estate margins.
- We continue to follow and implement our strategy of accelerating construction pace and buying raw materials to mitigate possible inflation, which helped us deliver 283 units in 2023, with plans to deliver more than 1,000 units in 2024.
- The construction of O West Club is steadily progressing, with plans to become partially operational during the first half of 2024. This will provide ODH with a steady, recurring income stream. To date, we have more than 4,000 club membership.
- We signed a CHF 177 million syndicated loan agreement with local Egyptian banks. The loan’s tenor is over 10 years, with a five-year principal repayment grace period. The loan will be used to partially finance the development of O West and help accelerate the construction of the project’s phases.
- In FY 2023, O West’s total revenues decreased in CHF by 19.9% to CHF 116.9 million, while total revenues in EGP increased by 38.2% to EGP 4.0 billion compared to FY 2022.



Operating Destinations – Egypt

4.2^{mn}
m²

Total Project Area

2.3^{mn}
m²

Undeveloped Land Area

CHF 116.9^{mn}

Total Revenue

CHF 267.9^{mn}

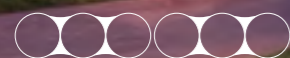
Net Value of Contracted Units

3,991

Memberships – O West Club
(as of FY 2023)

KPIs	FY 2023	FY 2022	% Chg.
Real Estate			
Net value of contracted units (CHF mn)	267.9	289.6	(7.5%)
Number of contracted units	1,059	831	27.4%
Average selling price (CHF/m ²)	1,691	1,934	(12.6%)

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Real estate	116.9	146.0	(19.9%)
O West Total	116.9	146.0	(19.9%)



MAKADI HEIGHTS



by ORASCOM DEVELOPMENT

A growing community overlooking the Red Sea

Located in the burgeoning destination of Makadi Bay by the Red Sea, Makadi Heights originated following ODH's pioneering decision to create city life surrounded by beautiful scenery with temperate weather all-year-round.

Stretching over an area of 3.75 million m² and 20 minutes away from Hurghada, the fully operational Makadi Heights flourishes on an elevated land 78 meters above sea level, affording residential units panoramic and scenic views of the land and seascape. Prototypes vary between standalone villas, twin houses, townhouses, and 1–4-bedroom apartments, all surrounded by attractive water features and open green spaces.

Boasting a wide array of options, Makadi Heights is more than just a residence; it also provides

a well-rounded lifestyle and is home to a welcoming multicultural community. As a fully integrated destination, Makadi Heights offers diversified facilities, including commercial areas, a medical center with a clinic and pharmacy, a clubhouse, an aqua park, and a gym, as well as restaurants, kids' areas, sports courts, and a variety of entertainment amenities. As it strives to become the go-to multicultural seaside town along the Red Sea offering leisure and superior amenities to families, Makadi Heights is always in season.



3.7 mn
m²

Total Land Area

1.4 mn
m²

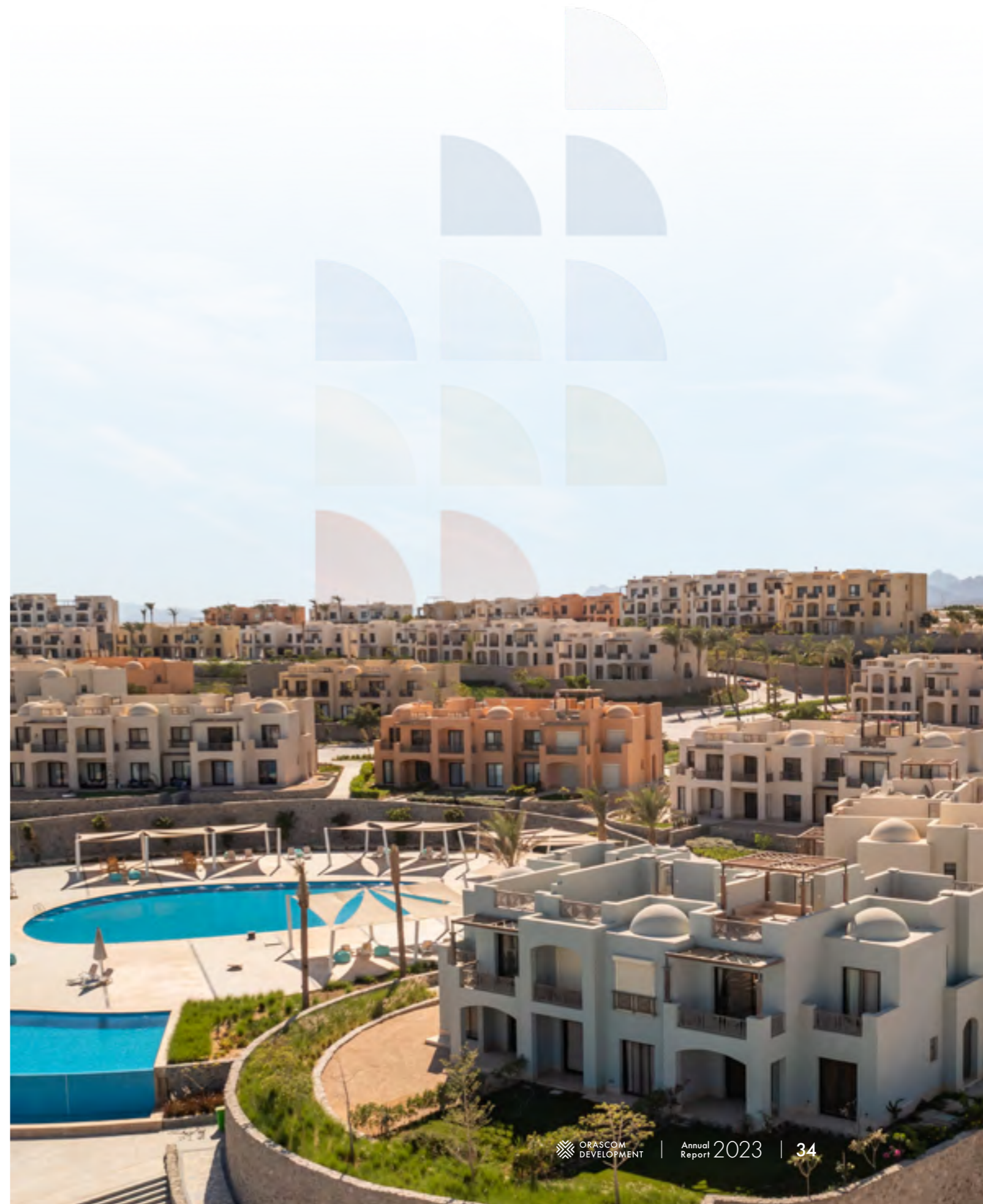
Undeveloped Land Area

CHF **30.6** mn

Total Revenue

CHF **78.4** mn

Net Value of Contracted Units



2023 Highlights

- The destination achieved a 63.3% increase in net value of contracted units, amounting to CHF 78.4 million in FY 2023 compared to FY 2022, marking the highest sales since launch despite being impacted by the devaluation of the EGP. Our average selling prices were at CHF 1,533/m².
- In EGP currency, net real estate sales have increased by a whopping 181.9% to reach EGP 2.7 billion in FY 2023 vs. FY 2022, while average selling price per square meter was up by 47.3% to EGP 52,344/m² vs. FY 2022.
- We continued to accelerate our real estate construction activities and delivered all 400 planned units during FY 2023.
- Metropolitan School has successfully opened its first branch for pre-primary education in Makadi Heights during Q3 2023.
- We signed a 10-year partnership with Orange Egypt, through which Orange will establish a fiber network to provide high-speed internet connectivity throughout Makadi Heights, along with Triple Play services.
- We signed a partnership with StryxSports, Dubai’s leading sports services provider, to manage the destination’s sports facilities.
- As part of the efforts to continuously prioritize the needs of Makadi Heights residents, Bayou Lagoon—which spreads over 7,000 m²—was delivered and launched well ahead of its planned operation in 2024.
- During FY 2023, the total revenue generated from Makadi Heights witnessed a decline of 4.7% in CHF, reaching CHF 30.6 million. However, in EGP, the same revenue surged by 64.5% vs. FY 2022.

KPIs	FY 2023	FY 2022	% Chg.
Real Estate			
Net value of contracted units (CHF mn)	78.4	48.0	63.3%
Number of contracted units	434	224	93.8%
Average selling price (CHF/m ²)	1,533	1,786	(14.6%)

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Real estate	28.3	30.0	(5.7%)
Commercial assets	2.0	2.1	(4.8%)
Hotels	0.3	-	-
Makadi Heights Total	30.6	32.1	(4.7%)





A resort destination enriched with natural and cultural beauty

Taba Heights is our second fully self-sufficient resort town after El Gouna. It is located in South Sinai over a total land area of approximately 4.27 million m², of which approximately 2.56 million m² have been developed. Bathed in this breathtaking natural setting, our lavish four- and five-star hotels provide our guests with an unparalleled experience in relaxation and leisure.

Taba Heights is approximately 200 km north of Sharm el-Sheikh and 20 km south of the Israeli town of Eilat. Its position makes it a popular starting point for touristic excursions to UNESCO World Heritage sites, such as the Monastery of St Catherine, the rose-red city of Petra, the desert of Wadi Rum, the holy city of Jerusalem, and the Dead Sea. Taba Heights is easily accessible via Taba International Airport, at a distance of 25 km.

The town offers six four- and five-star hotels with a total of 2,349 guest rooms and a wide array of international-standard facilities, including a medical center, a man-made salt cave, 25 hotel swimming pools, numerous spas, a five-star water sports center, tennis and squash courts, and childcare services, as well as 111 commercial outlets that include cafés, bars, restaurants, and shopping facilities. In addition, Taba Heights offers a yacht marina with a berthing capacity of 50 yachts and overnight mooring services.

4.3^{mn}
m²

Total Land Area

CHF 14.0^{mn}

Total Revenue

1.7^{mn}
m²

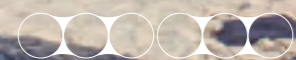
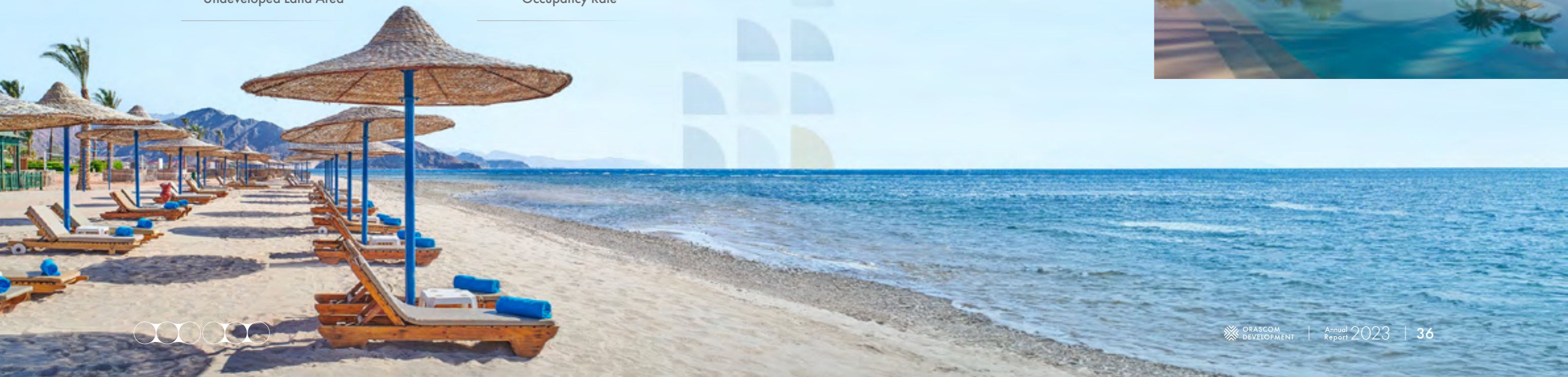
Undeveloped Land Area

42%

Occupancy Rate

2023 Highlights

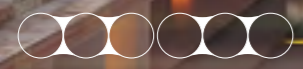
- Notwithstanding the Group's continuous efforts to re-establish Taba Heights' position on the international travel map, the destination remains a persistent challenge. Nevertheless, positive results have been achieved due to the unwavering endeavors of the Group. Unfortunately, the war on Gaza in October 2023 put an abrupt halt to the progress that had been made, thereby disrupting the trajectory of Taba Heights' restoration.
- During Q4 2023, our hotels faced difficulties and had to shut down, leading to a significant drop in revenue by 63%, reaching CHF 1.0 million. Despite this setback, our total revenues from Taba Heights for FY 2023 were CHF 14.0 million, a rise of 35.9% vs. FY 2022.
- From January to October 2023, out of the six hotels, only three were operational, with 1,323 rooms. However, we decided to close two hotels in October to reduce our cash burn rate.
- Our focus is to minimize the cash burn rate in the short and medium term, while ensuring that the destination can operate once tourism resumes. We remain committed to implementing a prudent approach in our efforts to mitigate the impact of the current crisis.



Operating Destinations – Egypt

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Hotels	12.7	9.3	36.6%
Commercial assets	1.3	1.0	30.0%
Taba Heights Total	14.0	10.3	35.9%

KPIs	FY 2023	FY 2022	% Chg.
Hotels			
Total number of rooms	2,349	2,349	-
Occupancy of available rooms (%)	42%	29%	44.8%
TRevPAR (CHF)	27	19	42.1%
GOP PAR (CHF)	7	3	133.3%
ARR (CHF)	50	49	2.0%





HAWANA SALALAH
OMAN



by **ORASCOM**
DEVELOPMENT



An enthralling year-round destination

As one of the country’s most ambitious projects, Hawana Salalah, a short 20-minute drive from Salalah International Airport, has no precedent. The multi-faceted destination boasts stunning landscapes, boundless leisure and business opportunities, and an already settled and thriving community creating exceptional experiences. Contoured by 7 km of a white sandy beach with pristine waters, and surrounded by the welcoming embrace of lush, verdant mountains, Hawana Salalah is a year-round paradise nestled within the natural sanctuary of Salalah.

Hawana Salalah is a captivating destination featuring freehold villas and apartments, providing a variety of living options. The destination has two five-star hotels and a boutique hotel, offering over 1,222 guest rooms for a luxurious stay. Hawana Salalah also prides itself on its eco-friendly lodge and an exciting Aqua Park. With a leisure yacht marina comprising 170 wet berths and 109 dry berth capacity, the destination caters to marine enthusiasts. Additionally, a wide range of restaurants, cafés, convenience shops, clinics, and pharmacies ensure that visitors and residents have all their needs met within this vibrant coastal community.

Hawana Salalah’s freehold residential properties make the ideal second home and investment opportunity. Each residential district enjoys picturesque lagoon or sea views and has been carefully considered to suit a variety of lifestyles, with sizes ranging from simplexes to one- and two-bedroom apartments, townhouses, semi-detached villas, and beachside luxury villas. Rental options make these residences a great investment, and property buyers are entitled to residency in Oman. The diverse communities of Hawana Salalah include the exclusive Signature Villas

and inviting Marina Bay Apartments, as well as the picturesque Hawana Lagoons, serene Forest Island, vibrant Laguna Gardens, and the modern Azure, Fanar Views, and Amazi communities, all offering the charm of freehold living.

Connected by tranquil waterways, Hawana Salalah’s 170-berth inland marina is the heart of this community and the first and only yacht haven in the south of Oman. The waters around the state-of-the-art marina are perfect for exploring by boat and for fishing, as there are countless secluded inlets to anchor off. The coast is also sprinkled with fascinating, historic local villages like Mirbat, which was once a frankincense trading hub.

The Hawana Aquapark, Oman’s first water theme park, is the ideal place to cool down and enjoy an aqua adventure unlike any other in the Sultanate. It can offer a relaxing refuge and can be the perfect place for an exciting day out. The aqua park is home to a host of activities, including slides, a toddlers’ pool, sliding swimming pools, wave pools, a main tower, and a food court.

2023 Highlights

- In January 2023, Wael Al Lawati was appointed as the new CEO of Muriya, which includes the awarding-winning communities of Jebel Sifah and Hawana Salalah in its portfolio of developments.
- Net real estate were down by 39.0% to CHF 22.5 million in FY 2023, while our real estate average selling prices were steady at CHF 2,421/m² during 2023.
- Construction progress and real estate deliveries in Hawana Salalah are continuing at a steady pace across multiple projects. During 2023, we managed to hand over 69 units across our real estate projects.
- Various events were held at Hawana Salalah weekly throughout 2023, including live performances, concerts, DJ shows, and kids’ shows, as well as an official public sailing event. Additionally, many homeowner activations were organized to encourage interaction within the community, including sporting tournaments and wellness activities. The destination also hosted IRONMAN Salalah, welcoming more than 1,000 participants.
- In 2023, Oman’s monsoon weather, or the “Khareef” season, started later than usual in mid-October, which affected hotels’ occupancy. Nevertheless, hotels in Hawana maintained their positive momentum with a 57.0% increase in revenues from CHF 27.0 million in FY 2022 to CHF 42.4 million in FY 2023.
- Occupancy rates increased by 20 basis points to 61% in FY 2023 vs. 41% in FY 2022.
- On the GOP level, the hotels reported a huge increase of 195.9% to CHF 14.5 million in FY 2023.
- In early 2023, the construction of an additional 123 rooms at the Al Fanar Hotel was initiated and was successfully completed within the same year, notably raising the hotel’s total number of rooms to 718. This development fulfilled the Group’s minimum building obligations in Oman, thus securing the land bank.



Operating Destinations – Oman

13.6^{mn}
m²

Total Land Area

10.4^{mn}
m²

Undeveloped Land Area

CHF 64.1^{mn}

Total Revenue

CHF 22.5^{mn}

Net Value of Contracted Units

61%

Occupancy Rate

KPIs	FY 2023	FY 2022	% Chg.
Hotels			
Total number of rooms	1,222	1,081	13.0%
Occupancy of available rooms (%)	61%	41%	48.8%
TRevPAR (CHF)	107	68	57.4%
ARR (CHF)	119	110	8.2%
GOP PAR (CHF)	37	12	208.3%
Real Estate			
Net value of contracted units (CHF mn)	22.5	36.9	(39.0%)
Number of contracted units	60	149	(59.7%)
Average selling price (CHF/m ²)	2,421	2,428	(0.3%)

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Hotels	42.4	27.0	57.0%
Real estate	17.4	20.2	(13.9%)
Commercial assets	4.3	3.9	10.3%
Hawana Salalah Total	64.1	51.1	25.4%





Resort living just an hour from Muscat

Jebel Sifah, located 35 minutes from the capital city of Muscat, is spread over 6.2 million m² of land and is designed to include world-class hotels, of which the 68-room Sifawy Boutique Hotel is at the marina. Freehold residential communities line the beaches and surround the 117-berth yacht marina. Freehold villas, townhomes, and apartments are available to own or rent and are complemented by a wide range of dining and leisure facilities, as well as the nine-hole PGA Harradine signature golf course.

Jebel Sifah boasts 5.5 km of pristine coastline with sandy beaches, offering an array of dining options, cafes, convenience shops, clinics, and pharmacies, as well as a vibrant diving and watersports center,

ensuring a well-rounded experience for residents and visitors. Additionally, there are horse stables, a beach camp for outdoor enthusiasts, and pedal and tennis courts to cater to people with various interests.

Jebel Sifah Communities

Jebel Sifah is the destination of choice for homeowners looking for a holiday home or a solid investment. A wide array of attractive freehold residential opportunities is available, with residences overlooking golf, marina, sea, and mountain views. Its long list of expertly crafted communities includes the Marina Apartments, Sifah Farms, The Beachfront, Golf and Sea luxury villas as well as The Golf Lake and Sifah Heights apartment buildings overlooking the golf course and the sea.

JEBEL SIFAH GOLF

The nine-hole Jebel Sifah Golf Course, designed by Peter Harradine, is Muscat's only golf course nestled between the majestic Al Hajar Mountains and Arabian Sea. Standing at over 7,300 yards from back tees, the Jebel Sifah Golf Course will challenge experienced golfers, while the generous fairways and forward tees provide a pleasurable experience for developing golfers.



Jebel Sifah Marina

The picturesque heart of Jebel Sifah, this first-class super yacht facility welcomes vessels from around the world to its 117 wet berths and 115 dry berths. Accommodating boats and yachts from six to 60 m long, the Jebel Sifah Marina has 31 super yacht berths ready to dock. It is set in a stunning natural environment that offers people the chance to enjoy the sight of dolphins and whales up close as they sail nearby. The marina includes the following:

- 117 wet berths and 115 dry berths
- 3.15 m depth LAT
- Accommodating yachts up to 60 m long
- Fuel berth with petrol and diesel
- Floating pontoons and Stern to Quay
- Berthing
- Metered electric and water on each berth
- 24/7 security
- Slip way services

2023 Highlights

- In January 2023, Wael Al Lawati was appointed as the new CEO of Muriya, which includes the award-winning communities of Jebel Sifah and Hawana Salalah in its portfolio of developments.
- The destination maintained a consistent calendar of events, which resulted in a tremendous increase of footfall due to the various family-friendly events and activities held in Sifah.
- Sakana, a Japanese restaurant, was opened in the destination in February.
- Collaborated with Taiseer agency on the Wonder Island festival in March, with over 600 participants.
- Hosted well-known DJs at Dunes Beach Club on two occasions, attracting around 1,000 people.
- Net real estate decreased by 32.3% to reach CHF 11.1 million vs. the same period last year, which recorded a total of CHF 16.4 million of real estate sales.
- Our real estate average selling price increased by 12.2% vs. FY 2022, reaching CHF 3,061/m².
- Construction progress and real estate deliveries in Jebel Sifah are continuing at a steady pace across multiple projects, and we managed to deliver 30 units in 2023.
- Enhanced real estate activities with online activations, on-ground events, new broker activations, and market penetration efforts.
- The Beachfront Phase I: 110 units handed over.
- The Beachfront Phase II: Construction progressing as planned, reaching 46% overall project progress in 2023.
- Sifah Farms: Construction progressing as planned, reaching over 95% overall project progress. Planned completion by the end of the year with handing over activities in early 2024.
- Sifawy Boutique Hotel maintained a positive performance, with an occupancy rate of 38% and total revenue reaching CHF 3.0 million, up 7.1% compared to the same period last year.
- A new community application was launched in 2023.

Operating Destinations – Oman

KPIs	FY 2023	FY 2022	% Chg.
Hotels			
Total number of rooms	68	68	-
Occupancy of available rooms (%)	38%	38%	-
TRevPAR (CHF)	121	112	8.0%
ARR (CHF)	137	126	8.7%
GOP PAR (CHF)	(11)	(9)	(22.2%)
Real Estate			
Net value of contracted units (CHF mn)	11.1	16.4	(32.3%)
Number of contracted units	28	54	(48.1%)
Average selling price (CHF/m ²)	3,061	2,729	12.2%

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Hotels	3.0	2.8	7.1%
Real estate	19.5	22.0	(11.4%)
Commercial assets	2.5	2.5	-
Jebal Sifah Total	25.0	27.3	(8.4%)



6.2 mn
m²

Total Land Area

4.3 mn
m²

Undeveloped Land Area

CHF **11.1** mn

Net Value of Contracted Units

CHF **25.0** mn

Total Revenue

38%

Occupancy Rate



The Cove Rotana

Resort – Ras Al Khaimah

A serene beachfront resort with endless views of the Arabian Gulf

The Cove Rotana Resort in Ras Al Khaimah (RAK) is located in an idyllic inlet along the city's beachfront, overlooking the tranquil waters of the Arabian Gulf. The Cove is just 8 km from the City Center, 20 km from Ras Al-Khaimah Airport, and 87 km from Dubai.

The Cove sits on a total area of c. 290,000 m², of which c. 285,000 m² have been developed since its inauguration in February 2009. The resort offers a total of 429 rooms, including 80 rooms across 39 residential units and 349 hotel rooms, 204 of which are from the hotel's initial capacity and were renovated in 2022.

The Cove Rotana Resort is an ideal destination for leisure and weekend getaways. The property boasts a

pristine beach, three swimming pools, three water slides, a dedicated children's area, a fully equipped Bodylines Fitness and Wellness Club, four elegantly designed massage rooms, three advanced meeting rooms, and six restaurants, bars, and lounges. Since 2020, Orascom Hotels Management has been managing The Cove Rotana under a franchise agreement with Rotana.

0.3^{mn}
m²

Total Land Area

CHF 23.9^{mn}

Total Revenue

78%

Occupancy Rate



2023 Highlights

- The Cove continued to perform well with total revenues up by 3.0% reaching CHF 23.9 million in FY 2023 vs. CHF 23.2 million in FY 2022.
- The Cove’s occupancy rate has soared to new heights, with an impressive increase from 65% in FY 2022 to a whopping 78% in FY 2023. This remarkable achievement is a testament to the superior management skills and unwavering commitment of the team to provide an unparalleled guest experience.
- In FY 2023, TRevPAR increased by 4.1%, reaching CHF 153, and GOP PAR also increased by 23.3%, reaching CHF 53 vs. FY 2022.
- GOP increased by 22.1% to reach 8.3 million in FY 2023 vs. FY 2022.
- Targeted sales promotions and marketing campaigns were employed to capitalize on local and regional business growth, which had a very positive performance on the hotels’ KPIs.
- The Cove Rotana Resort was honored to receive the Tripadvisor Traveler’s Choice Award for 2023 for the hotel’s restaurants, including Basilico, Cinnamon, Breeze Bar, Breakers Beach Bar, and Sunset Bar.
- The Cove Rotana Resort was awarded the EarthCheck ResponsibleRAK Silver Award for 2023 for being a part of the first sustainable tourism destination in the region, with the valuable support of Ras Al Khaimah Tourism Development Authority (RAKTDA).
- The Cove Rotana Resort has received the prestigious MakeMyTrip Goibibo Traveller’s Review Award. The hotel was also featured in Resorts Magazine as one of the top 100 resorts in the Middle East and globally.



KPIs	FY 2023	FY 2022	% Chg.
Hotels			
Total number of rooms	429	432	(0.7%)
Occupancy of available rooms (%)	78%	65%	20.0%
ARR (CHF)	102	124	(17.7%)
TRevPAR (CHF)	153	147	4.1%
GOP PAR (CHF)	53	43	23.3%
Revenues (CHF mn)			
The Cove Total	23.9	23.2	3.0%





by ORASCOM
DEVELOPMENT

A magical destination that beckons you to discover, explore, and connect with the beauty of the country

Surrounded by secluded beaches, majestic mountains, and ancient fortresses, Luštica Bay is a vibrant town where culture, heritage, and gastronomy combine to create authentic experiences.

At the entrance of the stunning Bay of Kotor and the sparkling Adriatic Sea on the Luštica Peninsula, Luštica Bay is an exceptional destination. The town encompasses welcoming neighborhoods in spectacular surroundings, beaches, dining and shopping experiences, sports courts, and a bustling marina village. Residences are essential to our master-planned community and include apartments, townhouses, and private villas. Traditional Mediterranean architecture inspires the destination's design.

Luštica Bay is the result of an extraordinary vision for the development of a global community with

shared ideals of culture, nature, and quality of life. The project unites the old-world charm of Montenegro's traditional fishing villages with luxurious modern amenities against unmatched panoramic sea and mountain views. Orascom Development continues to bring this uncompromising vision into reality, attracting tourists and residents from around the world to experience the award-winning Luštica Bay. The first phase of the mixed-use development is well underway, with Luštica Bay's Marina Village serving as the hub of activity. The Marina Village, the first neighborhood in the project, is home to more than 400 families, hailing from over 40 countries. It epitomizes the riviera life with a chic waterfront promenade featuring a lively restaurants scene, vibrant boutiques, a 115-berth marina, and the 111-room, five-star The Chedi Luštica Bay hotel. In its final stage of completion, more than 450 exquisite residences have already been handed over to homeowners.

The second neighborhood, Centrale, is already thriving as the center of Luštica Bay. With more than 120 units complete, from studios to three-bedroom apartments, growing Centrale showcases the best Montenegrin architecture and modern living.

The Peaks, our newest neighborhood, has captured attention on the global real estate stage in just a few short months. The exceptional quality of The Peaks has firmly established Luštica Bay and Montenegro in the elite realm of luxury real estate. Following the symbolic laying of the foundation stone in July—a cherished moment for all those involved in our town's creation—we were thrilled to unveil the Driving Range in mid-August.

In terms of offerings, this year has seen our destination flourish with four beaches, three sea lounges, eight sports courts, a driving range golf course, and a dynamic schedule of activities and events, enriching our leisure and entertainment offerings. Additionally, our medical facility, operating year-round, is prepared to offer emergency services to our community.

This year, we meticulously monitored the occupancy of our rental units, implementing targeted ad hoc promotional packages aligned with occupancy levels. Our emphasis remained on attracting groups to optimize rental capacity in the lead-up to the holiday season. Our achievements underscore a successful year in reaching and exceeding our rental goals.

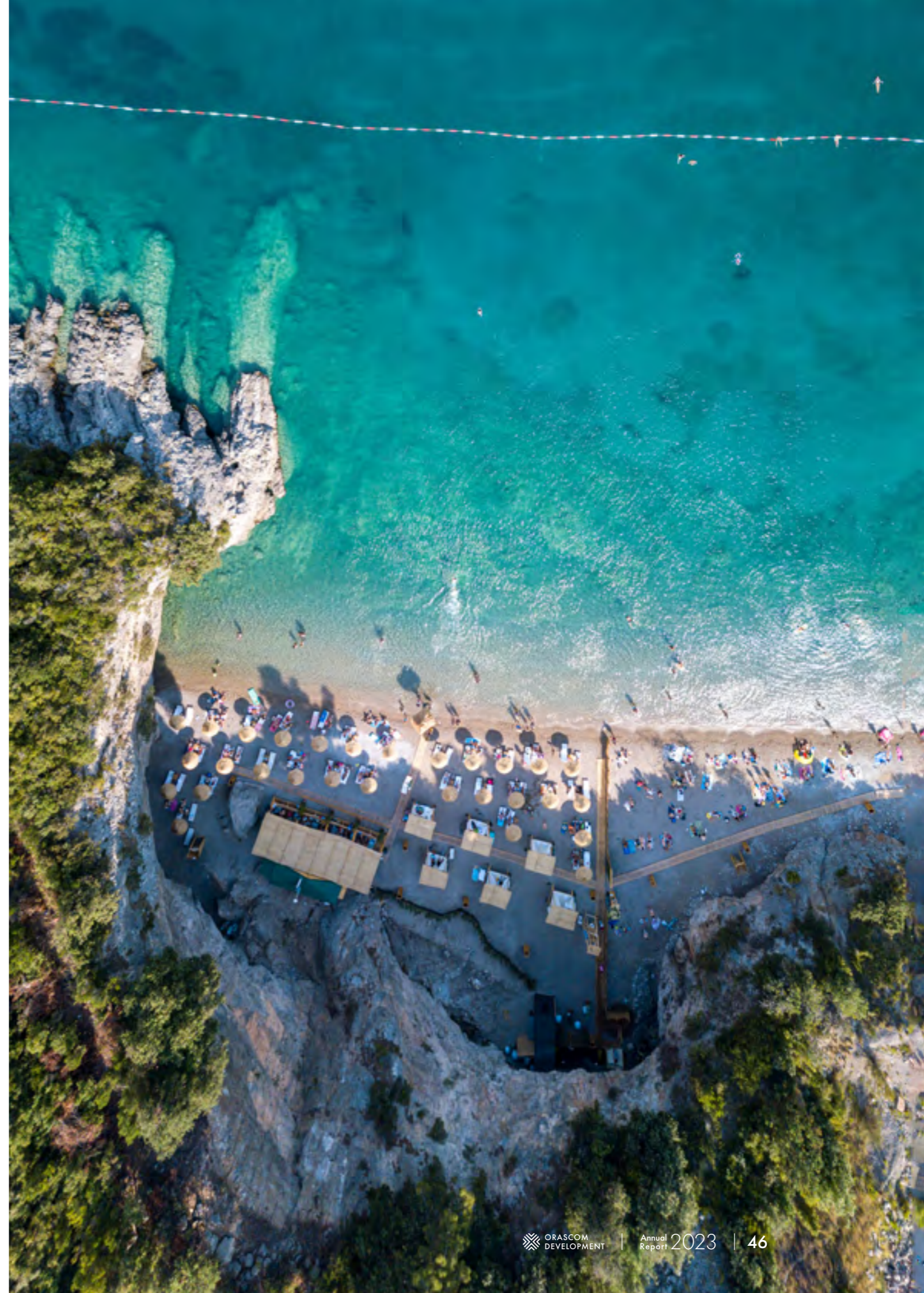
In this ever-growing community, a variety of activities and events take place year-round, from sports tournaments and arts and crafts workshops for kids to live concerts and musical performances in the amphitheater and Piazza Centrale.

Unit construction and delivery progress have maintained a steady pace, aligning seamlessly with Luštica Bay's master plan. Our sales force has played a crucial role in propelling real estate unit sales and hotel occupancy growth, solidifying Luštica Bay's position as a world-class destination.



2023 Highlights

- Net real estate sales remained strong, closing the year at CHF 87.9 million in FY 2023 vs. CHF 90.1 million in FY 2022, marking a minimum decline of 2.4% y-o-y. It's worth highlighting that FY 2022 sales figures included a CHF 45 million bulk deal.
- We increased our real estate average selling price by 33.7% to CHF 7,599/m² vs. FY 2022, while the number of contracted units increased by 38.6% to 122 units sold during FY 2023.
- We launched Montenegro's first Golf Residences, and the final inventory of Marina Village parcel was also introduced.
- We are progressing with the construction of 229 apartments and 10 villas in the "Centrale," "Marina Village," and "Golf Zone" areas. During 2023, we delivered 61 units across the Centrale and the Marina Village.
- The Chedi Luštica Hotel reported a 14.9% increase in revenues to CHF 7.7 million in FY 2023 vs. the CHF 6.7 million recorded in FY 2022.
- We managed to increase our ADRs for The Chedi during 2023 by 57.0% to CHF 292 vs. CHF 186 in FY 2022.
- This year marked the lively activation of Centrale Piazza, hosting successful events like the Exclusive Award ceremony and a concert featuring Montenegrin singer Sergej Četković. The positive feedback and reviews from the general public have made Piazza Centrale a favorite gathering place throughout the year. Over 40 pop-up concerts, art exhibitions, and kids' events have added vibrancy to the square.
- In July, a significant milestone was reached with the Groundbreaking Ceremony, where we laid the foundation stone for the first golf villas in Montenegro. This event symbolized the exciting beginning of a new phase in our development.
- In 2023, our retail offerings expanded with food and beverage, showroom, and specialized stores additions in Marina Village and Centrale. Additions in Marina Village include Špilja Restaurant, Cicio's CS, Kiki's Trattoria, and Lola's Gourmet Shop and MSMMALLISON. Additions in Centrale include Popov Premium Pub, National restaurant Luča, Java Caffè, Luštica Beauty Bar, and Wash Lab.
- The first golf lake and Driving Range with an associated infrastructure have been completed.
- Luštica Bay earned the award for "The project of the future," Exclusive Awards, Montenegro.
- Luštica Bay has successfully positioned itself as a year-round destination, strategically enhancing its appeal among both regional and local audiences. The carefully curated Summer Calendar, spotlighting 23 events, unveils various attractions that include the Luštica Bay Aquathlon, Montenegrin Statehood Day, Opera nights, Perseid Meteor Shower, Beach events, Luštica Bay Uphill race, Festive Run, and the exclusive Five Senses Degustation Dinner.
- Adding to the vibrant atmosphere are Complimentary Homeowners Summer Events held at Almara Beach Club, Marina Beach, and Zen Sea Lounge (a total of 11 events). Additionally, our Weekly Homeowners Kids Activities, featuring swimming and archery lessons from June to September, provide engaging experiences for the younger members of our community. For sports enthusiasts, Luštica Bay offers Complimentary Homeowners Tennis and Padel Tournaments, adding an extra layer of recreational enjoyment.



Operating Destinations – Montenegro

6.9^{mn}
m²

Total Land Area

5.5^{mn}
m²

Undeveloped Land Area

CHF 87.9^{mn}

Net Value of Contracted Units

CHF 66.4^{mn}

Total Revenue

36%

Occupancy Rate

KPIs	FY 2023	FY 2022	% Chg.
Hotels			
Total number of rooms	111	111	-
Occupancy of available rooms (%)	36%	46%	(21.7%)
TRevPAR (CHF)	190	166	14.5%
ARR (CHF)	292	186	57.0%
GOP PAR (CHF)	30	14	114.3%
Real Estate			
Net value of contracted units (CHF mn)	87.9	90.1	(2.4%)
Number of contracted units	122	88	38.6%
Average selling price (CHF/m ²)	7,599	5,685	33.7%

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Hotels	7.7	6.7	14.9%
Real estate	51.7	31.1	66.2%
Commercial assets	7.0	6.7	4.5%
Luštica Bay Total	66.4	44.5	49.2%



an ORASCOM
DEVELOPMENT
COMMUNITY

An innovative and sustainable year-round mountain destination

The innovative and sustainable Andermatt Reuss — part of the traditional Swiss Alpine village of Andermatt — is an attractive year-round destination.

With a total land bank of approximately 1.57 million m², Andermatt is situated 1,444 meters above sea level and is an hour and half from Zurich and two hours from Milan by car. Andermatt’s central location makes it easily accessible via major national and international transport routes.

Every building in the Andermatt Swiss Alps Development is individually designed by one of over 30 select architects from Switzerland and abroad to create a beautiful and eclectic appearance for the master-planned resort. To date, 22 apartment houses have been finalized and handed over to homeowners, with the latest being Mira, Pazola, and Silva. We are in the process of constructing seven additional apartment houses, namely Yara, Mona, Vera, Val Val, La Vetta, Gilda, and Maya. To date, 721 apartments and hotel-serviced residences have been sold out of the 757 properties that have been built since the development’s launch. We have also started the groundwork for our next hotel. To maintain a perfectly harmonious and peaceful environment that facilitates green living, Andermatt Reuss is a car-free zone, with underground parking spaces provided for visitors and residents.

Healthy living and sustainability remain core considerations for the planning and development of Andermatt Reuss. The resort’s accommodation and sports facilities are ideal for outdoor summer and winter activities alike. The resorts ecologically designed 18-hole golf course meets international tournament standards, and vibrant ski facilities stretching from Andermatt to Disentis offer 180 km of slopes suitable

for all skill levels.

Andermatt Swiss Alps took over the management of two restaurants in town. The first restaurant is Biselli, which is in Andermatt Reuss, and the second is Rütli Hütte, located next to the base station of the gondola Gütsch-Express. With this addition to our portfolio, Andermatt-Sedrun Sport AG (mainly owned by Vail Resorts) can now concentrate all their forces on the mountain, while we use our strength in the valley.

The Andermatt Responsible initiative remains ongoing to ensure the sustainability of the destination. In 2023, the first apartment house of the ones already constructed obtained the Minergie-P rating. We are proud to be the first in the whole of the Ursern Valley to have built a house with maximum energy efficiency. The village quarter Andermatt Reuss features high-density construction that aims to keep building footprints small. In addition, all buildings, hotels, and the company’s golf club house are heated in an environmentally neutral manner, using district heating from the Göschenen heating plant. The properties are powered with 100% renewable energy supplied by the Ursern Power Station (EWU). EWU has four hydroelectric power stations of its own and four wind turbines on the mountain Gütsch.

The Group has a share interest of 49% in Andermatt Swiss Alps AG and remains committed to the project, while benefitting from any further upside.

1.6^{mn}
m²

Total Project Area

56%

Occupancy Rate

CHF 154.4^{mn}

Net Value of Contracted Units

CHF 255.6^{mn}

Total Revenue



2023 Highlights

- The destination witnessed a positive sales momentum throughout 2023, whereby net real estate sales increased by 2.2% to CHF 154.4 million in FY 2023 (vs. CHF 151.1 million in FY 2022).
- The average selling price/m² increased by 10.8% vs. FY 2022, reaching CHF 19,025/m² in FY 2023.
- By the end of FY 2023, 721 of a total of 757 apartments (completed or under construction) and hotel-serviced residences were sold.
- The Chedi Andermatt hotel celebrated its 10-year anniversary with changes and awards. Jörg Arnold was appointed as the hotel's new General Manager in October 2023. In his role as Cluster Director Hospitality in Andermatt, he is also responsible for the growth and profitability improvement of the Radisson Blu Hotel Reussen and the Andermatt Alpine Apartments. The twins Dominik Sato and Fabio Toffolon are now the new Executive Chefs of The Japanese Restaurant, and they were already awarded with two Michelin stars each. All the entities of Andermatt Swiss Alps were able to renew their Swisustainable label, Switzerland's tourism sustainability program. Once again, the Andermatt Golf Course achieved the highest level of the Swisustainable label, and it could also renew its GEO certification.
- The Savills Ski Report for 2023/24 ranked Andermatt in 4th place among Swiss ski destinations for high quality. For the first time, Andermatt was also ranked in the Knight Frank Report and achieved the fifth place of the top destinations in the Alps in terms of the length of ski season.
- Construction was as busy as never before, with 10 houses under construction — three of which were handed over to their owners by the end of the year.
- Andermatt Swiss Alps manages two restaurants: Biselli in Andermatt Reuss and Rütli Hütte next to the base station of the gondola Gütsch-Express.
- Known in Ibiza, Mallorca, and Zakynthos, the Cotton Club restaurant opened a branch in Andermatt in December, which will bring about a breeze of a luxurious lifestyle to the mountain.
- For the fifth time, our 18-hole course has been named the best golf course in Switzerland by World Golf Awards.
- In order to meet the increased demands on infrastructure in Andermatt, the Andermatt-Hospital bus commission has launched the "Digitalization and Electrification of the Andermatt Sports Bus" project. The project is managed by the Alpine Mobility association, which is committed to promoting sustainable mobility in the Gotthard region. The project is financed by Andermatt-Sedrun Sport AG, the canton of Uri, Urner Kantonalbank, Andermatt-Urserntal GmbH, Andermatt Swiss Alps, and the municipality of Andermatt. The aim is to promote sustainable mobility and improve customer service through real-time information. The project is scheduled for completion in the summer of 2025.
- In October 2023, Andermatt Swiss Alps AG secured a CHF 125 million revolving credit facility with a Swiss banks syndicate led by Credit Suisse (Switzerland) Ltd. with a term until 2028. The lenders can extend the credit facility twice for one year. The loan will be used to refinance existing debts and to finance operations and further investments in the destination development in Andermatt.



KPIs	FY 2023	FY 2022	% Chg.
Hotels			
Total number of rooms	373	373	-
Occupancy of available rooms (%)	56%	55%	2.2%
TRevPAR (CHF)	437	475	(8.0%)
GOP PAR (CHF)	56	108	(48.2%)
Real Estate			
Net value of contracted units (CHF mn)	154.4	151.1	2.2%
Number of contracted units	60	70	(14.3%)
Average selling price (CHF/m ²)	19,025	17,960	10.8%

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Hotels	52.8	55.7	(5.2%)
Real estate	202.8	125.2	62.0%
Total Andermatt Swiss Alps	255.6	180.9	41.3%





A sustainable, lakeside community leading the way to the future

Orascom Development Holding (ODH) partnered with Imerys, a mineral extraction specialist with a long history in Cornwall and the West Country, to establish UK-based Eco-Bos in 2010. Eco-Bos is 75% owned by ODH and 25% owned by Imerys. The strategic partnership is dedicated to developing a mixed-use, sustainable communities in the UK. In 2011, a 20-year option agreement was established for a total of 6.61 million m² of land previously owned by Imerys, divided between six sites in Cornwall, UK. The development of communities on this land will benefit both investors and the local economy, increase tourism, provide green housing and amenities, and expand local employment opportunities.

The Company’s land holdings include two sites currently marked for development. Work has begun on West Carclaze Garden Village near St Austell, and the development of Par Harbour will soon commence. Both developments are set to elevate standards and become models for future sustainable communities.

The 500-acre flagship West Carclaze Garden Village will set new standards for sustainable community development in the market. Set amid the historic community of St Austell, overlooking the picturesque Cornish coast, the development combines the best of West Country values with contemporary living. West

Carclaze Garden Village is designed to organically complement and benefit from the surrounding natural beauty, offering residents seamless access to the surrounding landscape and historic Sky Tip. Progressive ideals are prioritized throughout every aspect of the development, which is associated with NHS England’s Healthy New Towns program. The award-winning master plan includes walking trails, running facilities, areas for local food production, and a 350-acre country park set among five lakes.

Sustainability is one of the project’s pillars as exemplified by the development’s 7.5 MW on-site solar farm*, which generates clean energy to power over 1,100 homes. West Carclaze homes achieve the highest eco-standards, and are EPC “A” rated, a feat accomplished by less than 0.2% of homes in England**. As part of our focus on constant improvement, our next

release of homes will be carbon positive, producing more energy than they require to run, offsetting over a ton of carbon and reducing fuel costs dramatically.

Eco-Bos is set to further the initial pre-development process at Par Harbour, which the Company identifies as a unique opportunity to establish an up-and-coming coastal leisure and lifestyle destination in Cornwall. Par Harbour will be developed with the same community and sustainability ideals found in Garden Village, in an unmatched seaside setting.

Day-to-day operations are managed by a team of real estate experts with experience in the UK and international markets. Led by Maher Maksoud, a veteran of the ODH family, the team is extremely proud to be part of the exciting development of communities in Cornwall, the West Country, and elsewhere in the UK.

*Delivered by partners Clean Earth Energy
 **Source ONS correct as of July 2021

6.5 mn
m²

Total Land Area

CHF 20.7 mn

Total Revenue

5.8 mn
m²

Undeveloped Land Area

CHF 13.7 mn

Net Value of Contracted Units



2023 Highlights

- 49 new homes are under construction.
- 21 homes are close to delivery, while 49 homes have been completed in 2023, with a total of 135 homes completed by the end of 2023.
- EPC “A” rating achieved.
- Over 5 tons of carbon saved per home per year.
- The value of contracted units reached CHF 13.7 million.
- A total of 89 homes will be completed in 2024.
- Carbon positive EPC “A” rating will be achieved.

1,500

Energy Efficient New Homes

5

Stunning Lakes

500

Acres

Activities

Walking Trails, Cycle Paths, Bridle Paths

210

Place Primary School and Nursery

Amenities

Retail and Dining Outlets, Community Center, Clinics, Dental Centers

7.5_{mw}

Solar Park

KPIs	FY 2023	FY 2022	% Chg.
Real Estate			
Net value of contracted units (CHF mn)	13.7	9.3	47.3%
Number of contracted units	28	26	7.7%
Average selling price (CHF/m ²)	3,639	3,629	0.3%

Revenues (CHF mn)	FY 2023	FY 2022	% Chg.
Real estate	20.7	19.0	8.9%
West Carclaze Garden Village Total	20.7	19.0	8.9%



OUR PEOPLE



3.1 THE PURSUIT OF GROWTH THROUGH OUR PEOPLE

At ODH, we firmly believe that the success of our Company depends on the skills, expertise, and dedication of our employees. As we continue to expand our operations and team in the coming year, we have been focusing on developing a comprehensive framework of human capital pillars to create an environment where everyone is empowered to thrive and grow. Our core human capital pillars are designed to provide our employees with a solid foundation on which they can build their careers. This includes initiatives such as ongoing training and development programs, mentorship opportunities, and a supportive

work culture that encourages collaboration, innovation, and diversity. By investing in our people, we aim to create a workplace that attracts and retains top talent, fosters a strong sense of community, and ultimately drives our business forward. We are committed to creating an environment where each and every employee feels valued, respected, and empowered to achieve their full potential. Our goal is to build a team of passionate and skilled professionals who are committed to delivering outstanding results for our clients and driving the growth and success of our Company.

3.2 UNIFIED COMPETENCY FRAMEWORK

Our organization is committed to becoming a global leader in destination development, and to achieve this, we have implemented several initiatives aimed at empowering our leaders and enhancing their teams' performance. One of our main focuses in 2023 was to unify, implement, and raise awareness of the ODH competency framework, which is highly relevant to our strategic goals, people capability, and organizational culture. By utilizing this new framework, we were able to attract and retain the right talent and design appropriate development plans to upskill our people with the necessary competencies. We conducted six awareness sessions on competencies at different levels of our organization, covering 401 participants, to ensure that everyone was well-versed in the framework's principles and benefits.

We also integrated competency and behavior indicators into our performance management system and introduced

the competency in ODH top performers review meetings. Additionally, we created a digital competency catalog to guide and empower people managers in their one-to-one reviews, ensuring that they have all the necessary information to provide their team members with effective feedback and support.

Moreover, we developed a series of educational and interactive communication channels to help promote the framework and its benefits throughout the organization. This included webinars, workshops, and other training programs that were designed to provide our leaders and teams with the tools they need to succeed. Overall, by implementing the ODH competency framework, we have been able to create a more effective and efficient organization that is better equipped to achieve its strategic goals and fulfill its mission of becoming a global leader in destination development.



3.3 SUCCESSION PLANNING

As we endeavor to fulfil our growth strategy and ensure business continuity, we are committed to advancing the skill sets of our employees to prepare them for the future. This entails expediting, reskilling, and upskilling our workforce on a substantial scale. Throughout the year, we developed a succession planning model and recognized critical roles across all our destinations. With the backing of the ExCom members, we evaluated the preparedness level of potential successors for each role. Furthermore, we conducted assessment centers company-wide to support the selection process, with a focus on critical roles, and provided feedback sessions to candidates.

In the year 2024, we embarked on a strategic initiative aimed at fostering the professional and personal development of our identified successors across ODH. The program was designed to create a pipeline of

emerging leaders within the organization and to provide them with the necessary skills and tools to succeed in future leadership roles.

To this end, we implemented a comprehensive personal development plan that focused on building their skills, knowledge, and abilities. Through a combination of targeted training, coaching, and mentoring, we were able to equip these individuals with the requisite competencies needed to thrive in a dynamic and ever-changing business environment.

Looking back, it is heartening to see the progress that these individuals have made since the inception of the program. We are confident that their growth and development will contribute significantly to the future success of our organization.

3.4 TOP TALENT IDENTIFICATION

In line with our commitment to attaining corporate excellence, we have launched a Top Talent Framework. This framework is designed to identify the future leaders of ODH and to foster the development and retention of talent across the Group. To achieve this, we have developed a comprehensive framework that facilitates the measurement and assessment of ODH's internal pool of talents by our leaders.

The Top Talent Framework is a crucial tool that enables us to identify and nurture the most promising talents within our organization. By identifying our future leaders,

we can ensure that we have a strong leadership team in place to guide ODH toward even greater success. Furthermore, by developing and retaining our internal talent pool, we can create a culture of excellence that attracts and retains the best talent in the industry.

Through the Top Talent Framework, we are committed to fostering a culture of development and growth within our organization. We are confident that this framework will help ODH achieve even greater heights of success and excellence in the years to come.



3.5 LEARNING AND DEVELOPMENT

In 2023, we developed an L&D platform with three main pillars to fuel our growth: fulfilling our learning requirements and gaps, creating a digital platform for learning flexibility, and implementing our ODH leadership journey called LeaderSHIFT. LeaderSHIFT focuses on equipping our leaders with the necessary skills derived from our competency framework, covering around 200 leaders.

We also established the O STAR Academy in 2023 to support ODH leaders with all the learning initiatives they would need during each milestone of our O STAR annual cycle. The academy includes O TALKs, which deliver idea-focused talks on various performance management subjects to around 700 leaders across ODH. One of the academy's main goals is to equip our leaders with the necessary skills to manage an effective performance dialogue called "O STAR."

In 2024, we plan to implement technical tracks in the learning journey of our core functions (Sales, Marketing, and Development) to continue moving forward in our path to growth.



CORPORATE GOVERNANCE



4.1 GROUP STRUCTURE AND SIGNIFICANT SHAREHOLDERS

Group Structure

The operating business of Orascom Development Holding AG ("Orascom Development" or the "Company," and together with its subsidiaries the "Group") is organized along the following segments:

- Hotels
- Real Estate and Construction
- Land Sales
- Destination Management
- Other Operations

The Group operates pursuant to a destination-based approach. The overall responsibility for each of the destinations operated by the Group lies with a destination

CEO who reports to the Group CEO. The hotels' strategy for each destination is the responsibility of the destination CEO. Monitoring the hotels' operator within each destination is the responsibility of the owner representative and the destination CEO. See note 6 (Segment Information) on page 101 of the notes to the consolidated financial statements for our segment reporting.

The shares of the Company are listed on the SIX Swiss Exchange according to the International Reporting Standard. In addition, the shares of the Company's subsidiary Orascom Development Egypt S.A.E are listed on the Egyptian Exchange (EGX). More information on the listings is presented below:

Company	Listing Venue
Orascom Development Holding AG (Altdorf, Switzerland)	Listing on the SIX Swiss Exchange
	Exchange: SIX Swiss Exchange
	Market Capitalization: CHF 287.1 million as of 31 December 2023
	Symbol: ODHN
	Security Number: 003828567
Orascom Development Egypt S.A.E. (Cairo, Egypt)	EGX Registration
	Exchange: Egyptian Exchange (EGX)
	Market Capitalization: EGP 12.5 billion as of 31 December 2023
	Symbol: ORHD
	ISIN: EGS70321C012
Orascom Development Egypt S.A.E. is 75.1% owned by Orascom Development as of 31 December 2023	



Corporate Governance

The Group has control over all the subsidiaries below, either directly or indirectly through subsidiaries controlled by the Company. Details of the Group's most significant subsidiaries in terms of revenue contribution for the Group at the end of the reporting period are as follows:

Company Name	Registered Office	Share Capital	Percentage of Ownership Interest and Voting Power Held by the Group
Accasia for Hotels Company	Giza, Egypt	EGP 25,000,000	74.04%
Arena for Hotels Company S.A.E.	Red Sea, Egypt	EGP 20,000,000	99.91%
Captain for Hotels Company	Red Sea, Egypt	EGP 768,700	73.77%
El Dawar for Hotels Company	Red Sea, Egypt	EGP 9,560,000	74.04%
El Khamsa for Hotels and Touristic Establishments	Giza, Egypt	EGP 48,000,000	74.09%
El Golf for Hotels Company and Touristic Establishments	Giza, Egypt	EGP 26,800,000	74.07%
El Gouna for Hotels Company S.A.E.	Giza, Egypt	EGP 79,560,000	52.41%
El Gouna Hospital Company	Giza, Egypt	EGP 19,000,000	56.13%
El Gouna Services Company	Red Sea, Egypt	EGP 1,000,000	74.35%
El Mounira for Hotels Company S.A.E.	Red Sea, Egypt	EGP 14,000,000	55.42%
El Tebah for Hotels and Touristic Establishments Company	Giza, Egypt	EGP 52,000,000	52.40%
International Hotel Holding	Giza, Egypt	EGP 452,367,300	74.11%
Marina 3 for Hotels and Touristic Establishments Company	Giza, Egypt	EGP 26,000,000	74.07%
Misr El Fayoum for Touristic Development Company S.A.E.	Giza, Egypt	EGP 28,000,000	75.07%
Mokbela for Hotels Company S.A.E.	Taba, Egypt	EGP 85,000,000	61.02%
Mowassem for Touristic Hotels S.A.E.	Red Sea, Egypt	EGP 7,500,000	73.38%
Orascom Housing Company	Giza, Egypt	EGP 22,000,000	73.86%
Orascom Real Estate	Cairo, Egypt	EGP 62,687,500	52.57%
Paradisio for Hotels and Touristic Establishments Company S.A.E.	Red Sea, Egypt	EGP 18,500,000	74.09%
Makadi Heights for Tourism Development	Cairo, Egypt	EGP 50,000,000	55.59%
Tawila for Hotel Company S.A.E.	Giza, Egypt	EGP 68,000,000	74.04%
Business Park one for Office Management	Red Sea, Egypt	EGP 812,500	100.00%
Luštica Development Ad Podgorica	Podgorica, Montenegro	EUR 69,559,781	92.76%
LB RE Development and Partners AD Tivat Company	Podgorica, Montenegro	EUR 25,000	92.75%
Qued Chibika Development	Casablanca, Morocco	MAD 419,346,618	55.00%

Company Name	Registered Office	Share Capital	Percentage of Ownership Interest and Voting Power Held by the Group
Chbika Rive Hotel	Casablanca, Morocco	MAD 16,500,000	65.00%
Madrakah Hotels Management Company LLC	Muscat, Oman	OMR 4,350,000	70.00%
Muriya Tourism Development Company (S.A.O.C.)	Muscat, Oman	OMR 28,505,800	70.00%
Salalah Beach Contracting LLC	Muscat, Oman	OMR 250,000	70.00%
Salalah Beach Tourism Development Company (S.A.O.C.)	Muscat, Oman	OMR 80,192,748	70.00%
Salalah Investment and Development LLC	Muscat, Oman	OMR 150,000	70.00%
Sifah Tourism Development Company	Muscat, Oman	OMR 49,605,530	70.00%
Wateera Property Management Company	Muscat, Oman	OMR 270,000	70.00%
RAK Tourism Investment FZC	Ras al Khaimah, UAE	AED 7,300,000	73.00%
Eco-Bos Development Limited	Cornwall, UK	GBP 10,000,000	75.00%
Darbat Hotel Management LLC	Muscat, Oman	OMR 8,347,120	70.00%



Significant Shareholders

The following shareholders have disclosed as holding a participation in the Company of 3% or more in voting rights in accordance with Art. 120 of the Financial Market Infrastructure Act (FinMIA):

Shareholder	Number of Shares and Voting Rights	Percentage of Voting Rights
Samih O. Sawiris et al. ¹	27,361,067	67.4

¹ The group of shareholders comprised the following individuals and entities: Samih O. Sawiris, Naguib S. Sawiris, Taya Sawiris, Tary Sawiris, Talia Sawiris, and Ines Sawiris as beneficial owners and SOS Holding, Thursday Holding, and LPSO Holding as direct shareholders.

The number and percentage of shares and voting rights shown above conform to the situation at the time of the respective disclosure. They do not necessarily show the precise number as of 31 December 2023, as any changes only need to be reported if a relevant disclosure threshold is reached or crossed.

Aside from the above, the Company is not aware of a shareholder holding a participation of 3% or more voting rights as of 31 December 2023. No notification regarding the disclosure of shareholdings was received

by the Company and published on the reporting platform of the SIX Swiss Exchange during the reporting year. Past notifications can be accessed through: <https://www.ser-ag.com/en/resources/notifications-market-participants/significant-shareholders.html#/>.

Cross-Shareholdings

There are no cross-shareholdings between the Company and any other entity that exceed 5% of capital or voting rights on both sides.



4.2 CAPITAL STRUCTURE

Capital

As of 31 December 2023, the Company's issued share capital amounted to CHF 299,111,830.00 and was divided into 59,822,366 registered shares with a nominal value of CHF 5.00 each. The Company has a capital band with an upper limit of CHF 448,667,745.00 and a lower limit of CHF 149,555,915.00, which replaced the previous authorized capital. The Company also has a conditional share capital in the maximum amount of CHF 29,080,885.00. On 27 April 2023, the Company issued 19,228,617 new registered shares with a nominal value of CHF 5.00 each in a capital increase from the then existing authorized capital.

Capital Band and Conditional Capital

Capital Band

Pursuant to Art. 4a of the Articles of Incorporation (available on the Company's website: <https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents) regarding the capital band, the Company's Board of Directors is authorized until 9 May 2028 to conduct one or more increases and/or reductions of the share capital within the upper limit of

CHF 448,667,745.00, corresponding to 89,733,549 registered shares with a nominal value of CHF 5.00 each, and the lower limit of CHF 149,555,915.00, corresponding to 29,911,183 registered shares with a nominal value of CHF 5.00 each. Capital reductions can be conducted either through a reduction of the nominal value of the shares or through the cancellation of shares. The capital band allows for a capital increase in the amount of up to CHF 149,555,915.00, which corresponds to 50% of the existing share capital.

In case of a share capital increase, the Company's Board of Directors determines, to the extent necessary, the number of shares, the date of the issue, the issue price, the type of contribution, the conditions governing the exercise of subscription rights, and the commencement of dividend entitlement. It is authorized to restrict or withdraw the subscription rights (Bezugsrechte) of the shareholders and allocate such rights to individual shareholders or third parties if (a) the new shares are to be used for the acquisition of an enterprise, part(s) of an enterprise or participations, for the financing or refinancing of such transactions, or for the financing of new investment plans of the Company; (b) the new

shares are to be used for the purpose of broadening the shareholder constituency of the Company in connection with the listing of new shares on domestic or foreign stock exchanges, or for the purpose of the participation of strategic partners of the Company; or (c) in the determination of the issue price of the new shares, the market price is taken into account. The Company's Board of Directors may issue new shares by means of a firm underwriting by a bank, a syndicate, or another third party and a subsequent offer to existing shareholders. The Board of Directors may restrict or exclude trading in the subscription rights to the new shares. In the event of subscription rights not being exercised, the Board of Directors may, at its discretion, either allow such rights to expire, place them or the shares to which they are entitled at market conditions, or use them in another manner in the interest of the Company.

For the full wording regarding the capital band, see Art. 4a of the Articles of Incorporation (available on the Company's website: <https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents).

Conditional Capital

Pursuant to Art. 4b of the Articles of Incorporation (available on the Company's website: <https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents) regarding conditional capital, the Company's share capital may be increased by a maximum amount of CHF 29,080,885.00 through the issuance of up to 5,816,177 fully paid registered shares with a nominal value of CHF 5.00 each, (a) up to the amount of CHF 4,080,885.00 corresponding to 816,177 fully paid registered shares through the exercise of option rights granted to the members of the board and the management, further employees, and/or advisors of the company or its subsidiaries; (b) up to the amount of CHF 25,000,000.00 corresponding to 5,000,000 fully paid registered shares through the exercise of conversion rights and/or warrants granted in connection with the issuance of newly or already issued bonds or other financial instruments by the Company or one of its Group companies. The amount of CHF 29,080,885.00 corresponds to approximately 9.7% of the existing share capital.

The subscription rights of the shareholders shall be excluded. The Board of Directors may restrict or withdraw the right for advance subscription (Vorwegzeichnungsrecht) of the shareholders in connection with (i) the financing (refinancing inclusively) of acquisitions of enterprises or parts thereof, participations, or other investment projects of the company and/or its subsidiaries, or (ii) the placement of convertible bonds or financial instruments with conversion or option rights on the national or international capital market. In case the right of advance subscription will be withdrawn, (x) the bonds or financial instruments must be placed at market conditions, (y) the period of time for exercising the conversion rights or the option rights may not exceed

10 years, and (z) the exercise or conversion price of the new registered shares has to be fixed at the conditions of the market.

The terms and conditions of convertible bonds or financial instruments with option or conversion rights, the issue price of the new shares, the dividend entitlement, as well as the type of contribution shall be determined by the Company's Board of Directors.

For the full wording regarding the conditional share capital, see Art. 4b of the Articles of Incorporation (available on the Company's website: <https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents).

Changes in Capital in the Past Three Years

2021

During the year 2021, the capital structure of the Company remained unchanged.

2022

The Company's annual general meeting held on 10 May 2022 resolved to reintroduce authorized capital in the amount of CHF 100,000,000.00 corresponding to 20,000,000 registered shares with a nominal value of CHF 5.00 each.

2023

In 2023, the Company issued 19,228,617 new registered shares with a nominal value of CHF 5.00 each in a capital increase from authorized capital. As a result, the Company's share capital increased from CHF 202,968,745.00 to CHF 299,111,830.00.

The Company's annual general meeting held on 9 May 2023 resolved to replace the remaining authorized capital with the aforementioned capital band.

Shares and Participation Certificates

All of the 59,822,366 registered shares with a nominal value of CHF 5.00 are fully paid in. They are in the form of dematerialized securities (Wertrechte, within the meaning of the Swiss Code of Obligations) and intermediated securities (Bucheffekten, within the meaning of the Swiss Federal Intermediated Securities Act). Each registered share carries one vote and an equal right to dividend payments.

No preferential or similar rights have been granted.

No participation certificates (Partizipationsscheine) have been issued.

Profit Sharing Certificates

The Company has not issued any dividend-right certificates (Genussscheine).

Limitations on Transferability and Nominee Registrations

Limitations on Transferability for Each Share Category; Indication of Statutory Group Clauses and Rules for Granting Exceptions

The Company maintains a share register in which the full name, address, and nationality (in case of legal entities, the company name and registered office) of the holders and usufructuaries of registered shares are recorded. Upon application to the Company, acquirers of registered shares will be recorded in the share register as shareholders with the right to vote, provided that they explicitly declare to have acquired the shares in their own name and for their own account, that there is no agreement on the redemption or return of the shares, and that the shareholder bears the economic risk associated with the shares.

Acquirers who do not make this declaration will be recorded in the share register as shareholders without the right to vote (for an exception to permit nominee registrations, see below).

Exemptions in the Year Under Review

No exemptions from the limitations on transferability of shares have been granted in the year under review.

Permissibility of Nominee Registrations; Indication of any Percent Clauses and Registration Conditions

The Company may register a nominee in its share register as a shareholder with the right to vote if either such nominee's shareholdings do not exceed 5% of the issued share capital, as set forth in the Commercial Register, or if such nominee's shareholdings exceed that threshold, the respective nominee discloses to the Company the names, addresses, locations or registered offices, nationalities, and the number of shares held on behalf of all beneficial owners whose beneficial shareholdings exceed 0.5% of the issued share capital.

Procedure and Conditions for Cancelling Statutory Privileges and Limitations on Transferability

The Articles of Incorporation do not provide for any privileges. The limitations on transferability of the Company's shares, as described before, may be cancelled by a resolution (amending the Articles of Incorporation) of a general meeting of shareholders reuniting the majority of votes represented at the general meeting (see section [4.7] below).

Convertible Bonds and Warrants/Options

As of 31 December 2023, the Company had no convertible bonds, warrants, or options outstanding.

4.3 BOARD OF DIRECTORS

Introduction

All members of the Board of Directors were re-elected for a term of one year at the annual general meeting held on 9 May 2023, and Mr. Naguib S. Sawiris was re-elected as the Board's Chairman.



Naguib S. Sawiris

Non-Executive Member, Chairman

Mr. Naguib S. Sawiris is an entrepreneur and executive who drives the asset management of a multinational private investment portfolio. He is also an active venture technology investor. He serves as a member of the board at Andermatt Swiss Alps AG (2020–present) and Tawkify Inc. (2019–present), chairman of the board of trustees at Manara School (2022–present), and chairman of the supervisory board at FTI Touristik GmbH (2023–present). Mr. Sawiris is also a founding partner of Anchor (2022–present), a venture development platform and dedicated fund. He was the founder, CEO (2013–2020), and board member (2020–2022) of Yup Technologies Inc., an education technology company based in San Francisco that was acquired by Prenda Inc. As part of the acquisition, Mr. Sawiris serves as a board member of Prenda Inc. (2022–present). He was the chairman of the foundation board at Egyptian Education Foundation (2022–2023) and the key shareholder representative, chairing the shareholder committee, at FTI Touristik GmbH (2021–2023). Mr. Sawiris attended Stanford University, majoring in Economic and Enterprise Engineering.



Jürgen Fischer

Non-Executive Member, Lead Director

Mr. Jürgen Fischer provides senior management and leadership support for hospitality, travel, leisure, and real estate companies. Mr. Fischer served as non-executive member of the board (2008–2014) and as chairman (2014–2018) of Mövenpick Hotels & Resorts Management. From 2008 to 2014, Mr. Fischer worked for several subsidiaries of Dubai Holding, including as CEO of Dubai Properties LLC (2010–2014), and as senior vice president at Tatweer LLC (2008–2012). He held several senior positions with Hilton International Hotels, including president for Europe, Middle East, and Africa; president of Scandic Hotels; and president commercial, international operations. For the Walt Disney Company, he held senior management roles in Florida and Paris (1989–1995). Since 2022, Mr. Fischer has been a non-executive member of the board at Economic Cities & Free Zones, a subsidiary of AD Ports Group, Abu Dhabi. He has also been a member of the board of directors of Andermatt Swiss Alps AG since 2022. Mr. Fischer started his professional life as a chef, graduated from the Ecole Hôtelière de Lausanne in Switzerland, and obtained an MBA with honors from IMD/IMEDE.



Franz Egle

Non-Executive Member

Mr. Franz Egle's background lies in public affairs/government relations and corporate communications/media relations. After holding senior positions in the private sector, he was the head of communications at the Swiss Federal Department of Foreign Affairs and an advisor to the Minister of Foreign Affairs from 1993 to 1998. Mr. Egle is a co-founder and senior partner (as from 1 January 2023: senior counselor) of Dynamics Group (since 2006), a Swiss company providing strategic consulting, communication management, and research analysis, where he was also member of the board of directors (2006–2020) and acted as chairman of the board (2006–2014). Mr. Egle has also been a member of the board of directors of Andermatt Swiss Alps AG since 2007. He holds a doctorate in Sociology from the University of Zurich.





Amine Omar Tazi-Riffi

Non-Executive Member

Mr. Amine Omar Tazi-Riffi is a former senior partner of McKinsey (1993-2017), based in the Geneva and Zurich offices. He is now an independent advisor, PE investor, and board member.

During his nearly 25-year career at McKinsey, Mr. Tazi-Riffi served leading institutions and governments, both in Switzerland and in emerging economies (mainly in the Middle East, Africa, and Central and Eastern Europe). He is the founder of the North and West Africa practice, and he co-led the expansion of the business on the continent. He also served as co-leader of the Global Energy and Mining, Infrastructure and Logistics, and Telecom and High-Tech practices, as well as a regional leader for the Public and Social Sector practice in Europe, the Middle East, and Africa. He has extensive experience in the travel and hospitality sector, both as a consultant and in the PE space.

Mr. Tazi-Riffi is a senior advisor with GlobalSouth Partners, Advisory & Investments in Dubai (2019–present) and collaborates with PE platforms in the Middle East and Africa. He is the founder and executive chairman of Rolling Laser Solutions, Switzerland (2019–present), and he serves on the board of directors of Togo Telecom (2021–present) and Plateforme Industrielle d'Adetikopé Togo (2023–present), as well as on the advisory board of Cerco DMCC. He also served on the board of directors of Lonrho Holdings Limited (2020–2023). Mr. Tazi-Riffi was a senior advisor at TELL AG (2018–2020) and senior advisor and shareholder representative with FTI Touristik GmbH (2021). He is currently an independent advisor at Amine Tazi-Riffi Advisory & Investments (ATRAI) (2019–present).

Mr. Tazi-Riffi holds a BSc and MSc from Ecole Polytechnique Fédérale de Lausanne (EPFL) in Electrical Engineering and Telecommunications, an MSc from MIT in Electrical Engineering and Computer Science, and an MBA from INSEAD.



Eskandar Tooma

Non-Executive Member

Mr. Eskandar Tooma has always combined academic experience with practical exposure through assuming a variety of professional assignments. He was a professor of finance at the School of Business at The American University in Cairo from 2003 until the end of 2023. He has also held a visiting professorship position, in the 2008/2009 academic year, at the Imperial College's Business School in London, England. He was a senior advisor to the Egyptian Capital Market Authority (2005–2007) and a member of a variety of committees, including the EGX30 Index Committee (in 2006), Market Advancement Committee at the Egyptian Stock Exchange (in 2006), and a member of the Derivatives and Commodities Exchange Task Force (in 2007), as well as a consultant to the Ministry of International Cooperation in order to document Egypt's debt swap experience (in 2004). Privately, Mr. Tooma has advised leading financial institutions, including but not limited to: Citadel Capital (Qalaa Holdings) Private Equity, Beltone Financial Holding, and the Arab African International Bank. He sat on the boards (as a non-executive member) of EGX-listed companies, including Telecom Egypt (2015–2017), Egyptian Resorts Company (2009–2019), Orascom Development Egypt (formerly Orascom Hotels and Development; 2013–2016), Vodafone Egypt (2015–2019), and the oversight board of the HSBC Egypt money market fund (2015–present). He currently sits on the boards of Red Sea for Construction & Development (2016–present), EGX-listed Madinet Nasr for Housing and Development (2013–present), and Taaleem Management Services (2021–present). Mr. Tooma was previously a member of the Board of Directors of the Company (2013–2016) and of Andermatt Swiss Alps (2014–2020), and he served as Chief Financial Officer (CFO) of the Company on an ad interim basis (2013–2016).

Mr. Tooma obtained his BA in business from The American University in Cairo and Adelphi University. He holds two MS degrees, the first in Finance and the second in International Economics from Adelphi and Brandeis Universities, respectively. He also holds a PhD in Finance from Brandeis University.



Maria Davidson

Non-Executive Member

Mrs. Maria Davidson is the CEO, founder, and a board member (2018–present) of Kojo Technologies, Inc., the leading construction materials management software platform in the United States. She also co-founded Real Capital Innovation (2007–2020), a financial technology company providing financial forecasting solutions to institutional investors, which was acquired by Addepar in December 2020. She was previously chief of staff (2016–2018) to Joe Lonsdale, co-founder of Palantir, and helped him build 8VC, a venture capital fund with over USD 3.5 billion in assets under management. Mrs. Davidson formerly worked as an investment banking analyst at Goldman Sachs, focused on the real estate, healthcare, and consumer sectors (2014–2016). Mrs. Davidson holds an MA in Philosophy, Politics, and Economics from Oxford University, where she was also president of the Oxford Union.



Members of the Board of Directors

Name	Function	Nationality	Year of Birth	First Elected	Elected Until	Audit Committee	Nomination and Compensation Committee
Naguib S. Sawiris	Chairman	Egyptian	1991	2016	2024		Chairman
Jürgen Fischer	Member, Lead Director	Swiss	1955	2014	2024	Chairman	Member
Franz Egle	Member	Swiss	1957	2008	2024		
Amine Omar Tazi-Riffi	Member	Swiss and Moroccan	1970	2021	2024	Member	
Eskandar Tooma	Member	Egyptian, Canadian and Cyprian	1977	2013*	2024	Member	Member
Maria Davidson	Member	British	1991	2022	2024		

*First tenure until 2016. Re-elected in 2021.

The current members of the Board of Directors were all non-executives as of 31 December 2023. Other than as individually mentioned above, none of these members, and no enterprise or organization represented by them, maintains any substantial business relationship with the Company or any of its subsidiaries.

External Mandates

For restrictions regarding the number of external mandates, see Art. 20 of the Articles of Incorporation, which are available on the Company's website (<https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents).

Elections and Terms of Office

The members of the Board of Directors and the Board's Chairman are elected individually by the general meeting of shareholders for a term of one year until the completion of the next ordinary general meeting. The Board is composed of a minimum of three and a maximum of 15 members. The members may be re-elected.

Internal Organizational Structure

Board of Directors

The Board of Directors governs the Company and is ultimately responsible for the Company's business strategy and management. It has the authority to decide on all corporate matters not reserved by law or the Articles of Incorporation to the general meeting of shareholders or to another body.

Subject to its inalienable duties pursuant to the law and to a number of additional reserved matters, the Board of Directors has delegated the management of the Company's business to the CEO. The Board of Directors appoints the CEO and the other members of the Executive Management.

Subject to the powers of the general meeting of shareholders, the Board of Directors constitutes itself autonomously and appoints its Secretary, who does not have to be a member of the Board of Directors. It is quorate if the majority of its members is present at a meeting. Decisions are taken by the majority of votes cast. In case of a deadlock, the Chairman has a casting vote.

In order to ensure good corporate governance and a balance of leadership and control for the Company, Jürgen Fischer has been appointed as Lead Director by the Board of Directors since 10 May 2022. The Lead Director must be non-executive. He has the right to access any files or records of the Group and to have any information provided by the members of the Executive Management at any time.

Committees

Two permanent committees have been formed to support the Board of Directors: the Audit Committee and the Nomination and Compensation Committee. The duties and competences of both committees are outlined below.

Audit Committee

The Audit Committee currently consists of the following three non-executive members of the Board of Directors: Jürgen Fischer (committee chairman), Amine Omar Tazi-Riffi, and Eskandar Tooma. The members and the chairman of the Audit Committee are elected by the Board of Directors. The chairman of the Audit Committee appoints a secretary, who does not have to be a member of the Audit Committee. The members of the Audit Committee have broad experience in finance and accounting on the basis of their professional backgrounds.

The Audit Committee assists the Board of Directors in the discharge of its responsibilities with respect to financial reporting and audit. The committee reports and issues recommendations to the Board of Directors regarding yearly and interim financial statements, the auditing process, the internal control system, the

integrity and effectiveness of the Company's external and internal auditors, and other topics submitted to it by the Board of Directors from time to time. The Audit Committee has no decision-making power.

Nomination and Compensation Committee

The Nomination and Compensation Committee currently consists of the following three non-executive members of the Board of Directors: Naguib S. Sawiris (committee chairman), Jürgen Fischer, and Eskandar Tooma. The members are elected individually by the general meeting of shareholders for a term of one year until the completion of the next ordinary general meeting. The chairman of the Nomination and Compensation Committee is appointed by the Board of Directors. The chairman of the Committee appoints a secretary, who does not have to be a member of the committee.

The mission of the Nomination and Compensation Committee is to assist the Board of Directors in the discharge of certain responsibilities of the Board relating to the compensation and nomination of members of the Board of Directors and Executive Management.



The Nomination and Compensation Committee issues recommendations to the Board of Directors regarding matters of the compensation of members of the Board of Directors and Executive Management and regarding other matters of compensation. It also issues recommendations regarding the nomination of members of the Board of Directors and of Executive Management, and other topics submitted to it by the Board of Directors for consideration. The Nomination and Compensation Committee has no decision-making power.

The Articles of Incorporation containing the principal duties of the Nomination and Compensation Committee (Art. 16) are available on the Company's website (<https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents).

Work Methods of the Board of Directors and Its Committees

Invitations to attend meetings of the Board of Directors or its committees are extended by the respective chairman or the secretary on his behalf. Any member of the Board of Directors or a committee may request the chairman of the Board of Directors or the committee, respectively, to convene a meeting. The members of the Board of Directors and the committees are provided with all necessary supporting material before a meeting is held, enabling them to prepare for the discussion of the relevant agenda items.

The Board of Directors meets as often as business requires, but as a general rule, at least six times per year. On average, meetings therefore take place at least every two months. The committees of the Board of Directors shall, in principle, convene at least once (in the case of the Nomination and Compensation Committee) or twice a year (in the case of the Audit Committee), but they can be summoned by their respective chairman as often as the business requires. Following meetings of the committees, the committee chairman informs the Board of Directors at its next meeting about the matters discussed in the committee meeting.

In the 2023 financial year, the Board of Directors convened for nine meetings and passed one circular resolution. The meetings were either held physically, in hybrid form (i.e., with only some members attending physically and others joining virtually) or via video conferences. The average duration of the meetings was

two hours, with hybrid and physical meetings typically lasting four to five hours while virtual meetings lasted up to one hour. The Audit Committee convened for four meetings with an average duration of one hour. The Nomination and Compensation Committee convened for two meetings, which lasted for half an hour in average. Meetings of the Board of Directors and its committees may, upon invitation by the chairman, be attended by members of the Executive Management. Members of the Executive Management do not have a right to attend meetings of the Nomination and Compensation Committee or the Board of Directors at which their compensation is discussed, or decisions are taken regarding their compensation, or otherwise to participate in the decision-making process. As a rule, the Company's CEO and CFO attend meetings (or parts thereof) of the Board of Directors, which was the case for all the meetings held in the reporting year. Further, the Company's CFO attended all meetings of the Audit Committee in the reporting year. No advisors attended any meetings of the Board of Directors or the committees, other than representatives of the Company's auditors who attended all meetings of the Audit Committee in 2023 and a service provider providing internal audit services who attended one meeting of the Audit Committee in 2023.

See sections 4.3 (Board of Directors) and 4.3 (Committees) above for information on the interaction between the Board of Directors and its committees, as well as the division of authorities.

Definition of Areas of Responsibility

The Board of Directors has entrusted the preparation and the execution of its decisions and the supervision of certain tasks to its committees. The Board of Directors has delegated the management of the Company's business to the CEO, who may further delegate any of his duties and competencies to the Executive Management and other members of the Company's management, although the CEO remains fully responsible for all duties and competencies delegated to him by the Board of Directors.

In addition to the inalienable duties of the Board of Directors pursuant to statutory law (Art. 716a of the Swiss Code of Obligations) and the duties of the Board of Directors' permanent committees (as described above), certain important matters have been excluded from such delegation to the CEO and thus remain reserved to the Board of Directors, including the following:



- The approval of the issuance of securities or other capital market transactions or the entering into loan agreements in excess of a defined threshold.
- The approval of material investments, acquisitions (including the acquisition of real property), and material divestments.
- The provision of guarantees, suretyships, liens, pledges, and other securities in excess of a defined threshold.
- The approval of material inter-company agreements.
- The entering into any other material agreements.

Information and Control Instruments vis-à-vis Senior Management

To ensure that comprehensive information is provided to the Board of Directors on the performance of the functions delegated by it, members of the Executive Management are regularly invited to attend meetings

of the Board to inform the Board of current business developments and major business transactions of the Group or Group companies, or to participate when individual agenda items are discussed, as described above. The Executive Management prepares an extensive quarterly report for the Board of Directors, which contains key statements on the Group and market development, information and key figures on the Group's revenue, occupation of hotel rooms, sales and profit development (including on a destination and country basis), expectations of the operational management on the development of results until the end of the financial year, information on the status of projects, a foreign exchange sensitivity analysis, information on the development of the workforce, and market expectations in regard to the business development. Individual members of the Board of Directors also support the Executive Management from time to time in various projects. Furthermore, members of the Board of Directors cultivate an informal exchange of ideas with the Company's management.

During the year under review, PwC Muscat has been appointed to provide the services of internal audit in Oman. In general, the internal audit function performs ad-hoc assignments in addition to its pre-planned assignments. For each assignment, a report of major findings is presented to and discussed with the management on the entity level, and corrective actions are agreed upon.

During the year under review, Protiviti Global Business Consulting has been appointed to provide the services of internal audit for the real estate business of Orascom Development Egypt. From July to November 2023, Protiviti Global Business Consulting carried out a risk assessment and developed a 3-year risk-based internal audit plan. The results of the risk assessment as well as the internal audit plan were discussed with the Audit Committee before they were presented to the Board of Directors in December 2023. The plan will be implemented in the years 2024 to 2026.

Executive Management meetings, usually chaired by the CEO, are held at least monthly. In the meetings, the performance of the operating projects is reviewed

alongside the budget and in comparison to the previous financial year. Key performance indicators are reviewed; updates on new projects, whether off-plan or under construction, are shared; and future steps are agreed upon.

The Board of Directors has implemented a comprehensive system for monitoring and controlling the risks associated with business activities. This process includes risk identification, analysis, control, and reporting. Operationally, the Executive Management is responsible for controlling risk management. In addition, responsible persons are designated in the Group for significant individual risks. These responsible parties decide on specific actions for risk mitigation and monitor their implementation. Significant risks are also constantly discussed in the meetings of the Executive Management, the Audit Committee, and the Board of Directors, which take place on a regular basis.

For information on the management of financial and market risks, see note 33.1 (Capital risk management) to 33.10 (Liquidity risk management) on page 117 - 121 of the notes to the consolidated financial statements.



4.4 EXECUTIVE MANAGEMENT

Definition of Areas of Responsibility

The CEO, responsible for the day-to-day operational management of the Company, is supported by the Executive Management who assists the CEO in developing and implementing the overall strategic business plans for the Company and the principal businesses, subject to approval by the Board of Directors. No management functions have been delegated to third parties.

The Executive Management further reviews and coordinates significant initiatives, projects, and business developments in the segments, regions, and corporate services functions, and it implements Group-wide policies.



Omar El Hamamsy

Chief Executive Officer

Mr. Omar El Hamamsy, an Egyptian and Canadian national, has been the Company's Chief Executive Officer (CEO) since 2020. He has also been a board member and the CEO of Orascom Development Egypt since 2020 and sits on the board of other subsidiaries of the Group. Previously, he was senior partner in the Middle East office (2002–2020) and the Belgium office (2003–2004) of McKinsey & Company. In his 18 years at McKinsey, he led various practices, including travel and transport. In his client work, his main focus was leading comprehensive transformations of multi-national companies in the Middle East and Europe. He also worked on a number of cross-border acquisitions and integrations for these companies. Mr. El Hamamsy's clients at McKinsey spanned many sectors, and he supported them on topics ranging from strategy and organization to sales, marketing, operations, and finance. Prior to joining McKinsey, Mr. El Hamamsy worked for six years at AT&T's Bell Labs in the US, where he was managing a global engineering team for wireless product development. He holds a master's degree in Electrical Engineering from Stanford University. Since 2007, Mr. El Hamamsy has been sitting on the regional board of directors of Injaz Al-Arab (a member of Junior Achievement Worldwide), a non-profit organization focused on youth education, where he leads the board's operations committee. Additionally, Mr. El Hamamsy currently acts as a consultant to the family office of Mr. Samih O. Sawiris, Orascom Development's major shareholder, with respect to certain other investments, including FTI Group, Raiffeisen Touristik, and Andermatt Swiss Alps.



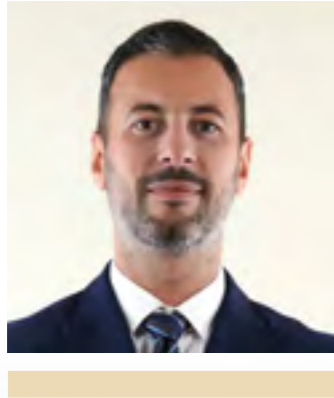
Ashraf Nessim

Chief Financial Officer

Mr. Ashraf Nessim, an Egyptian national, has more than 25 years of experience in various fields, including finance, infrastructure, and hospitality. Since 2017, he has been holding the position of Chief Financial Officer (CFO) of Orascom Development, after having already served in this function on an ad interim basis starting 2016. He has also been the CFO and a board member of Orascom Development Egypt (ODE), the largest Egyptian subsidiary of the Group, since 2012. He also held the position of Co-CEO of ODE from January 2020 to September 2020, and he sits on the board of several subsidiaries of the Group. Prior to joining the Group, he was the CFO representing Beltone Private Equity in their Pick Albatros Investment from 2010 until 2012.

From 2007 to 2010, Mr. Nessim was the Group CFO of Mobiserve, a key player in the mobile telecom network infrastructure in nine countries within the Middle East and South Asia. Prior to shifting his career to finance, he established the operation of Raya Distribution in Algeria and managed merchandising activities in all 34 shops of Nokia and Samsung in Egypt from 2004 until 2006. Mr. Nessim holds a bachelor's degree in Mechanical Engineering, and he obtained the Chartered Financial Analyst (CFA) designation in 2004.





Tarek Gadallah

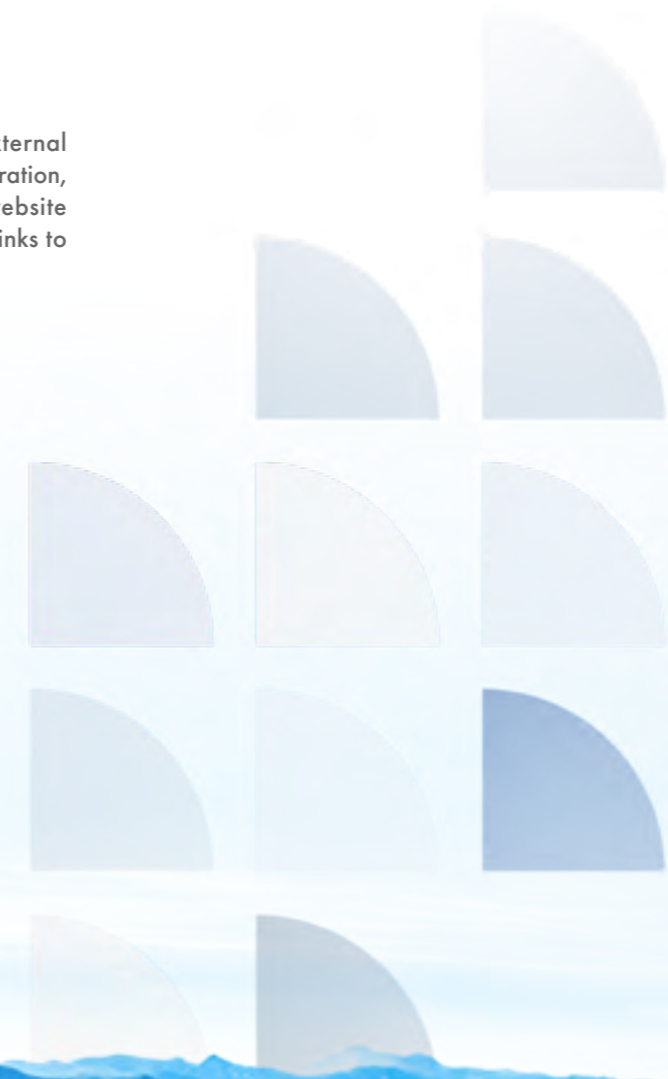
Group General Counsel

Mr. Tarek Gadallah, an Egyptian national, has been the General Counsel of the Group since 2017, and he sits on the board of several subsidiaries of the Group. He has extensive experience in mergers and acquisitions, private equity, restructuring and debt, and equity capital markets transactions. His experience also includes project financing and public-private partnership (PPP) projects, covering all stages of the process from inception to commercial operations. From 2009 until 2016, Mr. Gadallah worked in a private practice as senior partner with Ibrachy Legal Consultancy (I&P), a top-tier law firm in Egypt, where he advised local and international clients on high-value, complex, and cross-border transactions across a wide range of industries, including financial services, real estate, tourism, energy, and pharmaceuticals.

Mr. Gadallah also advised public companies on regulatory, compliance, and corporate governance issues. In conjunction with his corporate practice, he has handled a number of high-value and complex international commercial arbitration cases and represented financial institutions and investors in several securities and capital markets litigation. Prior to his private practice, he worked as group general counsel at Naeem Holding, a regional investment bank, from 2006 until 2009, where he handled a variety of debt and equity transactions in Egypt and the Gulf Cooperation Council (GCC) region. Mr. Gadallah received his Master of Law from Cairo University, his executive education in Accounting and Finance from Cambridge Judge Business School, and M&A executive education from Wharton Business School.

External Mandates

For restrictions regarding the number of external mandates, see Art. 20 of the Articles of Incorporation, which are available on the Company's website (<https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents).



4.5 COMPENSATION, SHAREHOLDINGS, AND LOANS

For detailed information regarding the compensation determination procedure and compensation paid to the members of the Board of Directors and Executive Management for the financial year 2023, and on shares and options held by and loans granted to these persons as of 31 December 2023, please refer to the Compensation Report 2023 and to note 35 of the consolidated financial statements.

Rules on Compensation in the Articles of Incorporation

See Art. 21, 23 and 25 of the Articles of Incorporation, which are available on the Company's website (<https://www.orascomdh.com>), following the links to Investor Relations and Corporate Documents).

Loans, Credit and Pension Benefits

See Art. 26 of the Articles of Incorporation, which are available on the Company's website (<https://www.orascomdh.com>), following the links to Investor Relations and Corporate Documents).

Shareholder Approval of Compensation

See Art. 22 of the Articles of Incorporation, which are available on the Company's website (<https://www.orascomdh.com>), following the links to Investor Relations and Corporate Documents).

4.6 SHAREHOLDERS' PARTICIPATION

Voting Rights Restrictions and Representation

With the exception of restrictions on the registration of shares (see section 4.2, Limitation on Transferability and Nominee Registrations, above), there are no limitations on voting rights. At a general meeting of shareholders, each share entitles its owner to one vote. By means of a written proxy, each shareholder may be represented by a third person who does not need to be a shareholder. Shareholders may also have their shares represented by an independent proxy and have the possibility to authorize and instruct such independent proxy electronically. The Board of Directors informs in detail about the written and electronic proxy and instructions in the invitation to the general meeting of shareholders.

Statutory Quora

According to Art. 10 of the Articles of Incorporation (available on the Company's website <https://www.orascomdh.com>), following the links to Investor Relations and Corporate Documents), the general meeting of shareholders passes resolutions and elections with the absolute majority of the votes represented, unless the law or the Articles of Incorporation require otherwise. However, the Articles of Incorporation do not currently contain any quorum deviating from the statutory rules.

Convocation of the General Meeting of Shareholders

An ordinary general meeting of shareholders is to be held annually within six months following the closing of the financial year. It is called by the Board of Directors or, if necessary, by the auditors. Extraordinary general meetings may be called by the Board of Directors, the auditors, the liquidators, representatives of bond creditors, or by a general meeting of shareholders.

One or more shareholders representing at least 5% of the share capital or votes may request in writing that the Board of Directors calls an extraordinary

general meeting of shareholders. The request must state the agenda items and motions. General meetings of shareholders are held at the statutory seat of the Company or at such other place as determined by the Board of Directors. The general meeting of shareholders may also be held virtually by electronic means and without a physical venue.

Notice of a general meeting of shareholders is given electronically, by means of a single publication in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt), or by letter to the shareholders entered in the share register.

Agenda

Shareholders who represent at least 0.5% of the share capital or votes may request for an item to be added to the agenda. The request must be communicated to the Board of Directors in writing, by stating the agenda item and the shareholder's corresponding motion, at least 45 days prior to the general meeting of shareholders.

Record Date for Entry into the Share Register

Only shareholders who are registered in the share register as shareholders with voting rights on the record date are entitled to attend a general meeting and to exercise their voting rights. The registration follows the procedure set out in Art. 5 of the Articles of Incorporation (available on the Company's website <https://www.orascomdh.com>), following the links to Investor Relations and Corporate Documents). The record date is set as close as possible to the date of the general meeting. The record date is published together with the invitation to the general meeting in the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt).



4.7 CHANGES OF CONTROL AND DEFENSE MEASURES

Duty to Make an Offer

The Company's Articles of Incorporation do not provide for any "opting out" or "opting up" arrangements within the meaning of Art. 125 and Art. 135 of the FMIA.

Clauses of Change of Control

No change of control clauses benefiting members of the Board of Directors, Executive Management, or other members of the Company's management have been agreed upon, other than customary acceleration provisions regarding the contingent compensation of Omar El Hamamsy, the Company's CEO (please refer to section 5.2 of the 2023 Compensation Report on page 73).

4.8 EXTERNAL AUDITORS

Duration of the Mandate and Term of Office of the Lead Auditor

Since the foundation of the Company on 17 January 2008, Deloitte AG, Zurich, has been the external auditor with responsibility for the audit of the Company's non-consolidated and consolidated financial statements. Since 1 January 2020, Chris Krämer has been the auditor in charge for the Company at Deloitte AG. A rotation cycle of seven years is foreseen for the position of the auditor in charge. In selecting the auditors, the Board of Directors takes various criteria into account, in particular the independence, quality, reputation, and costs of the external auditor.

Fees

Deloitte received the following fees for its services as the external auditor of the Company and for additional services:

In CHF	2023	2022
Auditing fees	795,136	683,874
Audit-related fees	190,000*	105,000**
Total fees	985,136	788,874

* The fee is related to the capital increase and the related capital market transaction.

** The fee is related to review of financial statements for the third quarter of 2022.

Informational Instruments Pertaining to the External Audit

The Board of Directors' Audit Committee is responsible for ensuring the effective and regular supervision of the auditors' reporting with the aim of ensuring its integrity, transparency, and quality. Prior to the audit for each financial year, the proposed auditing schedule is presented to and discussed with the Audit Committee.

During the audit, the Audit Committee holds one or more update meetings with the auditors to monitor the progress of the audit and take any required actions. After the audit, important observations by the auditors, together with appropriate recommendations, are presented to the Audit Committee (after discussions with the CFO) during its relevant meeting. Subsequently, the auditors' management letter is issued in final form. The chairman of the Audit Committee informs the Board of Directors at each meeting of any observations and recommendations discussed with the external auditor.

The Board of Directors decides on any necessary measures based on recommendations made by the Audit Committee. During the year, the external auditor is in regular contact with the chairman of the Audit

Committee to discuss matters arising in the performance of its task.

Based on these communications, the Audit Committee discusses its impression of the performance, integrity, effectiveness, fees, and independence of the external auditor's work, and it issues a recommendation to the Board of Directors concerning the proposal to the general meeting of shareholders whether to re-elect the auditor for the following year. The Audit Committee uses the following criteria to assess the performance and fees of the auditors: technical and operational expertise and quality, independence and objectivity, appropriate use of resources, focus on areas that involve significant risks for the Group, ability to provide effective and practical recommendations in all of the Group's relevant destinations, and the level of openness and efficiency of the communication and coordination with the Audit Committee and the Executive Management.

In 2023, representatives of the external auditor attended all four meetings of the Audit Committee.

4.9 GENERAL BLACKOUT PERIODS

The Company's general blackout periods apply from the last day of the period for which financial performance data for public release are established (i.e., 31 December for the annual results, 30 June for the half-year interim results, and 31 March and 30 September for quarterly results) until one full trading day after the public release of the financial performance data.

During the blackout period, no director, officer, or employee of the Group may trade in shares of

the Company or the Company's listed Egyptian subsidiary, Orascom Development Egypt S.A.E., or any other relevant securities (such as option rights or other financial instruments related to any traded security of the Company or any subsidiary).

The Audit Committee, together with the CEO, may grant exceptions. No such exemptions were granted in 2023.

4.10 INFORMATION POLICY

The CEO, the CFO, and the Investor Relations Department are primarily responsible for the communication with investors. The Company updates the financial community through press releases, discussions, and presentations held through various roadshows, as well as earnings results and other investor conferences.

Orascom Development is committed to an open information policy and provides shareholders, the capital market, employees, and all stakeholders with open, transparent, and timely information. The information policy accords with the requirements of SIX Swiss Exchange and the relevant statutory requirements. As a company listed on SIX Swiss Exchange, Orascom Development also publishes information relevant to its stock price in accordance with Art. 53 of the Listing Rules of the SIX Swiss

Exchange (ad hoc publicity). Any such releases can be accessed on the Company's website through <https://www.orascomdh.com/investor-relations/news-releases>. In addition, interested parties can subscribe to receive any releases by e-mail on the Company's website under <https://www.orascomdh.com/investor-relations/contact-ir>.

The financial reporting system is comprised of quarterly, interim (semiannual), and annual reports. Consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) in compliance with Swiss law and the rules of the SIX Swiss Exchange.

The statutory publication organ of the Company is the Swiss Official Gazette of Commerce (Schweizerisches Handelsamtsblatt).

Corporate Calendar

Publication of results for the 2023 financial year and results conference	26 March 2024
Publication of the annual report for the 2023 financial year	15 April 2024
Annual general meeting of shareholders	7 May 2024
Publication of results for the first quarter of 2024 and results conference	15 May 2024
Publication of results for the first half of 2024 and results conference	14 August 2024
Publication of results for the third quarter of 2024 and results conference	14 November 2024



Further Information and Contact

Investors and other interested stakeholders can find further information on Orascom Development online at <https://www.orascomdh.com>. Investors may also contact the Investor Relations Department as follows:

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Director of Investor Relations
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E-Mail: ir@orascomdh.com

Registered Office

The Company's registered office is at Gotthardstrasse 12, 6460 Altdorf, Switzerland.

COMPENSATION REPORT



5.1 INTRODUCTION

This Compensation Report provides details of the compensation of the members of the Board of Directors and the Executive Management of Orascom Development Holding AG ("ODH" or the "Company," together with its subsidiaries the "Group") for the reporting year which ended 31 December 2023, together with comparative figures for the prior financial year. Furthermore, it provides an overview of

ODH's compensation policy and principles as well as the architecture of the compensation of the Board of Directors and the Executive Management and describes the governance of the determination of compensation. The report was prepared in accordance with the Swiss Code of Obligations and the Corporate Governance Directive of the SIX Swiss Exchange.

5.2 PRINCIPLES OF COMPENSATION

The compensation principles of the Group are designed to support a performance culture which fosters teamwork and collaboration and in which both company performance and individual contributions are recognised and rewarded. Furthermore, it aims to promote effective risk management practices.

The principles take into account the long-term performance of the Group and balance the fixed and variable compensation components to reflect the value and responsibility of the roles that the Board of

Directors and the Executive Management perform. They are aimed at attracting and retaining employees and motivating employees to achieve results with integrity and fairness. Furthermore, the compensation principles are framed to achieve an appropriate balance between the interests of employees and shareholders in order to create sustainable value for the Group.

Any revisions of the compensation principles are reviewed by the Nomination and Compensation Committee and approved by the Board of Directors.

5.3 COMPENSATION GOVERNANCE

5.3.1 Articles of Incorporation

The Company's articles of incorporation in their current version dated 9 May 2023 (the "Articles") which are available on the Company's website (<https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents) contain certain rules regarding compensation summarized below:

Compensation policy – Board of Directors (art. 21 para. 1 of the Articles)	The members of the Board of Directors receive a fixed amount of cash or shares of the Company. The value of the shares at grant shall not exceed the compensation in cash.
Compensation policy – Executive Management (art. 21 para. 2 and art. 25 of the Articles)	The compensation for the members of the Executive Management comprises fixed and performance-related elements, each of which may be paid, in whole or in part, in cash or in restricted or unrestricted shares or in entitlements to shares of the Company. The performance-related compensations shall take the performance of the Company and/or the accomplishing of personal goals into account, and may as a rule amount up to 200% of the fixed compensation.
Approval (art. 22 para. 1 of the Articles)	The shareholders' meeting approves prospectively and on an annual basis, based on proposals submitted to it by the Board of Directors, the maximum total amount of the compensation for the Executive Management for the following business year and the maximum total amount of the compensation for the Board of Directors for the period until the next ordinary shareholders' meeting.
Supplementary amount (art. 23 of the Articles):	For new members of the Executive Management appointed after the approval of the compensation by the shareholders' meeting a supplementary amount of 120%, on a pro rata basis, of the highest fixed compensation paid to a member of Executive Management in the year preceding the last ordinary shareholders' meeting is available without further approval by the shareholders' meeting.
Loan, credits, and pension benefits (art. 26 of the Articles)	Loans and credits may be awarded to members of the Board of Directors or the Executive Management up to an amount of CHF 1,000,000 per member. Pension benefits may only be paid as part of a domestic or foreign pension benefit plan or an equivalent plan of the Company or its affiliates.



5.3.2 Nomination and Compensation Committee

The Nomination and Compensation Committee (“NCC”) currently consists of three members of the Board of Directors elected annually by the shareholders’ meeting. The current members are Naguib S. Sawiris (chair), Eskandar Tooma (member) and Jürgen Fischer (member), all of which were non-executive as of 31 December 2023.

The NCC assists the Board of Directors in the discharge of its responsibilities relating to compensation and nomination of members of the Board of Directors and of the Executive Management. The Articles and the Company’s organizational regulations do not currently provide for decision-making powers of the NCC. Accordingly, the NCC acts in an advisory capacity. Pursuant to Art. 16 of the Articles (available on the Company’s website <https://www.orascomdh.com>, following the links to Investor Relations and Corporate Documents), the NCC has in particular the following duties and responsibilities:

- Issue and review the compensation policy and the performance criteria and the periodical review of the implementation and submission of suggestions and recommendations to the Board of Directors.
- Preparation of the decisions for the Board of Directors regarding the compensation of the members of the Board of Directors and the Executive Management

and submission of suggestions to the Board of Directors regarding the content and amount of the annual compensation of the members of the Board of Directors and the Executive Management and a suggestion on the total amount of compensation.

- Submission of suggestions to the Board of Directors regarding the recipients of performance-related compensations and submission of suggestions to the Board of Directors regarding the definition of the annual targets for performance-related compensation.
- Decision making or preparation of the decision making according to the applicable law, the Articles or the organizational regulations.
- In addition, the NCC issues recommendations regarding the nomination of members of the Board of Directors or Executive Management, and regarding other topics submitted to the NCC by the Board of Directors for the NCC’s consideration.

The chair of the NCC submits the committee’s recommendation to the Board of Directors and informs the Board of Directors after each meeting. Members of Executive Management do not have the right to attend meetings of the NCC at which decisions are taken regarding their compensation.

5.3.3 Board of Directors

Subject to the approval of the maximum amounts of compensation by the shareholders’ meeting, the Board of Directors has the ultimate decision-making power with respect to compensation matters. Members of

the Executive Management do not attend those parts of the meetings of the Board of Directors where their compensation is discussed or determined.

5.3.4 Shareholders’ meeting

The ordinary shareholders’ meeting each year approves the following amounts of compensation with binding effect:

- the maximum total amount for the Board of Directors for the period until the next ordinary shareholders’ meeting;

- the maximum total amount (including both the fixed and variable compensation) for the Executive Management for the following business year.

In addition, the compensation report is submitted to ordinary shareholders’ meeting annual for a non-binding consultative vote.

5.3.5 Determination of compensation

The split of responsibilities between the various bodies of the Company in determining the compensation is illustrated below.

Decision on	CEO	NCC	Board of Directors	AGM
Compensation principles in the Articles			Proposal	Approval
Compensation policy and principles in line with the Articles		Proposal	Approval	
Incentive compensation plans of the Company including share-based compensation		Proposal	Approval	
Maximum aggregate amount of compensation for the Board of Directors		Proposal	Review	Approval
Maximum aggregate amount of compensation for the Executive Management		Proposal	Review	Approval
Individual compensation of members of the Board of Directors		Proposal	Approval	
Individual compensation of the CEO		Proposal	Approval	
Employment and termination agreements for the CEO		Proposal	Approval	
Individual compensation of the other members of the Executive Management	Proposal	Review	Approval	
Employment and termination agreements for the other members of the Executive Management	Proposal	Review	Approval	
Compensation report			Approval	Consultative vote



5.4 ARCHITECTURE OF COMPENSATION

5.4.1 Compensation of the Board of Directors

The members of the Board of Directors only receive fixed compensation. No performance-related compensation is paid to any member of the Board of Directors. The compensation consists of a fixed annual base fee and fixed annual committee fees for the members of the Audit Committee and the NCC. An additional fixed annual fee is paid to the Lead Director. The chairs of the Board of Directors and the committees are not entitled to any additional fees.

Until and including the financial year 2023 (with respect to the compensation paid for the financial

year 2022), the compensation of the members of the Board of Directors was fully paid in unrestricted shares of the Company, with the exception of the pro rata compensation for the year of departure of members who did not stand for re-election, which was paid in cash. From the financial year 2024 (with respect to the compensation for the financial year 2023), the compensation of the entire Board of Directors will be paid entirely in cash. There have not been any changes to gross annual fees for the individual functions during the reporting year, and they have remained unchanged since more than ten years.

	Gross annual fee (in CHF)
Board of Directors membership fee	120'000
Committee membership fee	20'000
Lead Director fee	40'000

Certain members of the Board of Directors decided to forego their compensation for the financial year 2023 (see table in section 5.5.1 of the Compensation Report).

5.4.2 Compensation of the Executive Management

5.4.2.1 Chief Executive Officer (CEO)

The compensation of the Chief Executive Officer consists of a base salary, a cash bonus and contingent compensation payments as further described below.

5.4.2.1.1 Base salary

The base salary of the CEO is paid fully in cash on a monthly basis. The base salary is complemented by a monthly lump sum for expenses and a car provision.

5.4.2.1.2 Cash bonus

The CEO is entitled to receive an annual cash bonus. The cash bonus is determined based on the achievement of financial and non-financial metrics.

5.4.2.1.3 Contingent compensation

The employment contract with the CEO provides for contingent compensation payments based on incremental improvements of the market capitalization of the Company. The contingent compensation is designed as a long-term incentive compensation component. Accordingly, in order for the CEO to achieve the maximum pay-out (i.e., pay-out of all contingency payments), ODH would have to become a multi-billion CHF company. Each contingent compensation payment is expressed as a percentage of the relevant increment of improvement. Upon achievement of a relevant incremental improvement, the respective payment will be made in instalments over a period of several months,

subject to the condition of the CEO remaining employed by the Company. The compensation may be paid, at the Company's discretion, in cash or in (unrestricted) shares of the Company based on an average of the ODH share prices during a period prior to the triggering of the specific contingent payment. As the employment contract with the CEO was entered into in 2020 and thus the grant date for such contingent compensation for the purposes of disclosure in the Compensation Report was in 2020, the aggregate maximum pay-out amount of all contingent compensation payments relating to improvements of market capitalization that may potentially be paid to the CEO over the life of the employment contract was disclosed as part of the compensation for the 2020 financial year in the 2020 Compensation Report.

In addition, the CEO and the Company have agreed to negotiate in good faith and to agree on the terms and conditions of a contingent compensation based on a combination of financial metrics and targets (such as adjusted EBITDA, net income, free cash flow, return on invested capital, return on capital employed and debt levels) which shall apply from the 2023 financial year with the first pay-out (if any) to occur in 2024 at the earliest. Subject to the agreed targets being met, the CEO may receive a compensation of up to 2.5% of the then issued (unrestricted) shares of the Company or, at the Company's discretion, the cash equivalent thereof. The amount of contingent compensation based on financial metrics will be disclosed in the compensation report for the relevant grant year, i.e., the year when the Company and the CEO agree on the terms and conditions.

5.4.3 Employment terms and conditions

All members of the Executive Management have employment contracts with notice periods of six months, except for the CEO of the Company who has

5.4.2.2 Other members of the Executive Management

The compensation of the members of the Executive Management for their service consists of a base salary and performance-related remuneration.

5.4.2.2.1 Base salary

The base salaries of the members of the Executive Management are paid fully in cash on a monthly basis. The base salary is complemented by a monthly lump sum for expenses and a car provision. The base salary is determined on the basis of the scope and responsibilities of the position, the qualifications and experience of the respective member and the market value of the role.

5.4.2.2.2 Performance related remuneration

The current employment agreements of the members of Executive Management provide for the possibility to pay a cash bonus and a long-term incentive award. The cash-bonus can in principle reach up to 50% of the relevant Executive Management member's annual gross base salary.

The payment of the cash bonus is dependent on the achievement of individual goals of the respective member of Executive Management and/or on the (financial) performance of the Company or its segments or certain destinations, depending on the relevant member's area of responsibility. The individual goals may also include objectives related to management of strategic projects in the relevant reporting period and leadership.

In addition, the members of Executive Management may be eligible to participate in incentive plans of the Company. In the reporting year, no member of the Executive Management was awarded any stock options or other entitlements under any such plans.

a notice period of twelve months. The employment agreements do not entitle the members of the Executive Management to severance payments.



5.5 COMPENSATION AND SHARE OWNERSHIP (AUDITED)

5.5.1 Board of Directors

The table below shows the compensation of the members of the Board of Directors for the 2023 financial year.

Compensation for 2023 CHF (gross amounts)		Fees	Other benefits (car, insurance, etc.)	Pension contri- butions	Total remun- eration
Board of Directors					
Naguib S. Sawiris ^{1,2}	Chair	0	0	0	0
Jürgen Fischer ³	Member	200'000	0	0	200'000
Franz Egle	Member	120'000	0	0	120'000
Eskandar Tooma ^{1,4}	Member	0	0	0	0
Amine Omar Tazi-Riffi ^{1,5}	Member	0	0	0	0
Maria Davidson	Member	120'000	0	0	120'000
Total Compensation		440'000	0	0	440'000

¹ Naguib S. Sawiris, Eskandar Tooma and Amine Tazi-Riffi decided to forego and waive their compensation for the financial year 2023.

² Chair of the Nomination and Compensation Committee.

³ Lead Director, chair of the Audit Committee and member of the Nomination and Compensation Committee.

⁴ Member of the Audit Committee and of the Nomination and Compensation Committee.

⁵ Member of the Audit Committee.

The total amount of the compensation of the Board of Directors for the 2023 financial year is below the maximum amount of the compensation approved by the shareholders' meetings held in 2022 (for the period from 1 January 2023 to the shareholders' meeting held in 2023) and in 2023 (for the period from such shareholders' meeting until 31 December 2023).



The table below shows the compensation of the members of the Board of Directors for the 2022 financial year.

Compensation for 2022 CHF (gross amounts)		Fees	Unrestricted shares	Other benefits (car, insurance, etc.)	Pension contri- butions	Total remun- eration
Board of Directors						
Samih O. Sawiris ^{1,6}	Member and Chair until 10 May 2022	0	0	0	0	0
Naguib S. Sawiris ^{1,2}	Member until 10 May 2022; Chair since 10 May 2022	0	0	0	0	0
Jürgen Fischer ³	Member	0	180'000	0	0	180'000
Franz Egle	Member	0	120'000	0	0	120'000
Eskandar Tooma ^{1,4}	Member	0	0	0	0	0
Amine Omar Tazi-Riffi ^{1,5}	Member	0	0	0	0	0
Carolina Müller-Möhl ⁶	Member until 10 May 2022	40'000	0	0	0	40'000
Jürg Weber ⁶	Member until 10 May 2022	60'000	0	0	0	60'000
Barbara Heller ⁶	Member until 10 May 2022	46'667	0	0	0	46'667
Maria Davidson	Member since 10 May 2022	0	80'000	0	0	80'000
Total Compensation		146'667	380'000	0	0	526'667

¹ Samih O. Sawiris, Naguib S. Sawiris, Eskandar Tooma and Amine Tazi-Riffi decided to forego and waive their compensation for the financial year 2022.

² Chair of the Nomination and Compensation Committee.

³ Lead Director, chair of the Audit Committee and member of the Nomination and Compensation Committee.

⁴ Member of the Audit Committee and of the Nomination and Compensation Committee.

⁵ Member of the Audit Committee.

⁶ Samih O. Sawiris, Carolina Müller-Möhl, Jürg Weber and Barbara Heller did not stand for re-election at the Annual General Meeting 2022 of 10 May 2022. Therefore, only services rendered until 10 May 2022 were remunerated. See footnote 1 for Samih O. Sawiris.

Compensation Report

The decrease of the total compensation paid to the members of the Board of Directors in 2023 compared to 2022 is due to the decrease of the number of members of the Board of Directors.

As at 31 December 2023 and 2022, the members of the Board of Directors held the following number of shares in the Company.

		31 December 2023	31 December 2022
Board of Directors			
Naguib S. Sawiris	Chair	46'344'760 ¹	259'439
Franz Egle	Member	145'159	130'149
Jürgen Fischer	Member	161'641	143'902
Eskandar Tooma	Member	200'000	200'000
Amine Omar Tazi-Riffi	Member	0	0
Maria Davidson	Member	7'717	0
Total Holding of Shares		46'859'277	733'490

¹ Including shares held by related parties.

No loans or credits were granted to members of the Board of Directors or parties closely linked to them during 2023 and 2022. The members of the Board of Directors did not hold any options on shares in the Company as of the relevant dates.

5.5.2 Executive Management

The table below shows the compensation of the three members of the Executive Management for the 2023 financial year.

Compensation for 2023 CHF	Gross value of base salaries	Gross value of cash bonuses	Other benefits (car, insurance, etc.)	Pension contributions	Total remuneration
Executive Management					
Omar El Hamamsy, CEO	1'622'400	1'081'600	48'000	0	2'752'000
Total other members of Executive Management	840'000	399'000	96'000	0	1'335'000
Total Compensation	2'462'400	1'480'600	144'000	0	4'087'000

The variable remuneration paid out to members of the Executive Management ranged from 44 to 67 per cent of the fixed pay component.

The table below shows the compensation of the four members of the Executive Management for the 2022 financial year.

Compensation for 2022 CHF	Gross value of base salaries	Gross value of cash bonuses	Other benefits (car, insurance, etc.)	Pension contributions	Total remuneration
Executive Management					
Omar El Hamamsy, CEO	1'560'000	1'040'000	48'000	0	2'648'000
Total other members of Executive Management	1'131'297	418'000	96'000	0	1'645'297
Total Compensation	2'691'297	1'458'000	144'000	0	4'293'297

The compensation paid to the members of Executive Management in 2023 decreased in comparison to the previous year due to a reduction of the number of members of Executive Management. The decrease was partially offset due to higher cash bonuses paid to the members of the Executive Management.

As at 31 December 2023 and 2022, the members of the Executive Management held the following number of shares in the Company:

		31 December 2023	31 December 2022
Executive Management			
Omar El Hamamsy	CEO	0	0
Ashraf Nessim	CFO	0	0
Tarek Gadallah	Group General Counsel	0	0
Tarek Kamel ¹	Member of the Executive Management	n/a	0
Total Executive Management		0	0

¹ Member of the Executive Management until 31 December 2022.

No loans or credits were granted to members of the Executive Management or parties closely linked to them during 2023 and 2022. The members of the Executive Management did not hold any options on shares in the Company as of the relevant dates.



5.6 EXTERNAL MANDATES (AUDITED)

Sections 4.3 and 4.4 of the Corporate Governance section of the financial statements for the 2023 financial year provide detailed biographies of the current members of the Board of Directors and Executive Management. In addition, the following table sets forth the external mandates of members of the Board of Directors and Executive Management in other undertakings with a commercial purpose in 2023.

Board of Directors	
Name of Member	Mandates
Naguib S. Sawiris	<ul style="list-style-type: none"> - Member of the board of directors at Andermatt Swiss Alps AG (Andermatt, Switzerland) - Member of the board of directors at Tawkify Inc. (Wilmington DE, USA) - Chairman of the supervisory board at FTI Touristik GmbH (chairman of the shareholder committee until August 2023) (Munich, Germany) - Member of the board of directors at Prenda Inc. (Delaware, USA) - Partner at Anchor (New York, USA)
Jürgen Fischer	<ul style="list-style-type: none"> - Member of the board of directors at Andermatt Swiss Alps AG (Andermatt, Switzerland) - Member of the board of directors at Economic Cities & Free Zones (Abu Dhabi, UAE) (subsidiary of AD Ports Group, which is listed)
Franz Egle	<ul style="list-style-type: none"> - Member of the board of directors at Andermatt Swiss Alps AG (Andermatt, Switzerland) - Senior counselor at Dynamics Group AG (Zurich, Switzerland) - Consultant at Dr. Franz Egle Consulting GmbH (Lucerne, Switzerland)
Eskandar Tooma	<ul style="list-style-type: none"> - Member of the board of directors at Madinet Nasr for Housing and Development (Cairo, Egypt) (listed) - Member of the oversight board of HSBC Egypt money market fund at HSBC Bank Egypt SAE (Cairo, Egypt) (subsidiary of HSBC Holdings plc, which is listed) - Member of the board of directors at Taaleem Management Services (Cairo, Egypt) (listed) - Member of the board of directors at Red Sea for Construction & Development (Cairo, Egypt) - Member of the board of directors at Tamweel Holding (Cairo, Egypt)
Amine Omar Tazi-Riffi	<ul style="list-style-type: none"> - Executive chairman of the board of directors at Rolling Laser Solutions SA (Crans VD, Switzerland) - Member of the board of directors at Togo Telecom (Lomé, Togo) - Member of the board of directors at Plateforme Industrielle d'Adétikopé Togo (Adétikopé, Togo) - Member of the board of directors at Lonrho Holdings Limited (London, UK) - Senior advisor at GlobalSouth Partners, Advisory, & Investments (Dubai, UAE) - Owner of and independent advisor at Amine Tazi-Riffi Advisory & Investments (ATRAI) (Crans VD, Switzerland) - Member of the advisory board at Cerco DMCC (Dubai, UAE)
Maria Davidson	<ul style="list-style-type: none"> - CEO and member of the board of directors at Kojo Technologies, Inc. (Covina, USA)

Executive Management	
Name of Member	Mandates
Omar El Hamamsy	<ul style="list-style-type: none"> - Consultant to the family office of Mr. Samih O. Sawiris (George Town, Cayman Islands)
Ashraf Nessim	<ul style="list-style-type: none"> - Member of the board of directors at Red Sea for Construction & Development (Cairo, Egypt) - Member of the board of directors at Jordan Company for Projects and Touristic Development (Amman, Jordan)
Tarek Gadallah	<ul style="list-style-type: none"> - Member of the board of directors at Jordan Company for Projects and Touristic Development (Amman, Jordan)





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ORASCOM DEVELOPMENT HOLDING AG, ALTDORF

Report on the Audit of the Compensation Report according to Art. 734a-734f CO

Report on the Audit of the Compensation Report according to Art. 734a-734f CO

REPORT OF THE STATUTORY AUDITOR

To the General Meeting of

ORASCOM DEVELOPMENT HOLDING AG, ALTDORF

Report on the Audit of the Compensation Report

Opinion

We have audited the compensation report of Orascom Development Holding AG (the Company) for the year ended December 31, 2023. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in sections "5.5 Compensation and Share Ownership", and "5.6 External Mandates" on pages 77 to 79 of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying compensation report complies with Swiss law and the Company's articles of incorporation.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibility for the Audit of the Compensation Report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the tables "audited" in the compensation report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon.

Our opinion on the compensation report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the compensation report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the compensation report, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' Responsibilities for the Compensation Report

The Board of Directors is responsible for the preparation of a compensation report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a compensation report that is free from material misstatement, whether due to fraud or error. It is also charged with structuring the compensation principles and specifying the individual compensation components.

Auditor's Responsibilities for the Audit of the Compensation Report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is 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 Swiss law and SA-CH 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 this compensation report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the compensation report, 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.

We communicate with the Board of Directors or its relevant committee 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 Board of Directors and/or its relevant committee 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.

Deloitte AG

Chris Kraemer
Licensed Audit Expert
Auditor in Charge

Adrian Kaeppli
Licensed Audit Expert

Zurich, March 26, 2024



INVESTOR INFORMATION



6.0 INVESTOR INFORMATION

Orascom Development Holding AG has a primary listing on SIX Swiss Exchange (SIX). ODH's largest subsidiary in Egypt, Orascom Development Egypt (ODE), has a primary listing on the main board of the Egyptian Stock Exchange (EGX).

Orascom Development Holding (ODH) Share Information

Overview

Switzerland	31 December 2023	31 December 2022
Shares Registered in the Share Register	52,333,408	23,491,339
Dispo Shares	7,488,958	17,102,410
Total Number of Shares	59,822,366	40,593,749
Market Capitalization (in CHF Million)	287.1	300.4

Share Information ¹

Listing	SIX Swiss Exchange
Number of Shares	59,822,366
ISIN Code	CH0038285679
Currency	Swiss Franc
Index	SPI
Ticker Code (Bloomberg)	ODHN:SW
Ticker Code (Reuters)	ODHN.S

¹ As of end of 2023

Per Share Data ²

	FY 2023	FY 2022
Share Price at Year-end (in CHF)	4.80	7.40
Highest Share Price During the Year (in CHF)	8.00	11.00
Lowest Share Price During the Year (in CHF)	4.50	6.80
Number of Traded Shares (in millions)	1.12	1.36
Value of Traded Shares (in CHF million)	7.10	11.47
Average Number of Traded Shares per Day	4,465	5,163
Average Traded Value per Day (in CHF)	28,140	45,187

² Source: Bloomberg

Shareholder Structure

Shareholders by Type

Categories	Number of Registered Shareholders	Number of Registered Shares
Natural Persons	2,920	4,866,514
Legal Persons	62	46,650,233
Banks	15	87,909
Investment Funds	32	619,818
Public Corporations	2	253
Pension Funds	9	41,141
Foundations	6	57,391
Insurance Companies	1	10,149
Total	3,047	52,333,408



Shareholders by Country

Country	Number of Shareholders	Number of Registered Shares
Switzerland	2,930	5,662,365
United States	3	337,651
Germany	48	52,707
United Kingdom	2	25,678
Egypt	6	111,249
Italy	7	7,251
Austria	12	58,045
Cayman Islands	3	45,672,426
Netherlands	5	3,792
Slovenia	1	210
Spain	7	1,891
Belgium	1	1,526
Portugal	1	35
Romania	1	500
Hungary	1	120
France	2	162,891
Liechtenstein	5	19,648
Denmark	2	4,115
Macedonia	1	190
Canada	1	4,241
Slovakia	1	68
Moldova	1	100
Cyprus	1	200,000
Croatia	1	10
Finland	1	200
Ukraine	1	4,999
Others	2	1,500
Total	3,047	52,333,408

Orascom Development Egypt (ODE) Share Information

Overview

Egypt	31 December 2023	31 December 2022
Total Number of Shares	1,130,473,523	1,130,473,523
Market Capitalization (in EGP million)	12,548	7,913

Share Information ¹

Listing	Egyptian Exchange (EGX)
Number of Shares	1,130,473,523
ISIN Code	EGS70321 C012
Currency	Egyptian Pound (EGP)
Ticker code (Bloomberg)	ORHD:SW
Ticker code (Reuters)	ORHD.S

¹ As at end of 2023.Per Share Data ¹

	FY 2023	FY 2022
Share Price at Year-end (in EGP)	11.1	7.00
Highest Share Price During the Year (in EGP)	13.85	7.55
Lowest Share Price During the Year (in EGP)	6.66	3.35
Number of Traded Shares (in millions)	634.4	231.4
Value of Traded Shares (in EGP millions)	6,553.7	1,175.1
Average Number of Traded Shares per Day	2,632,276	948,195
Average Traded Value per Day (in EGP)	27,193,923	4,815,858

¹ Source: Bloomberg

Orascom Development Holding (ODH) Corporate Calendar

Date	Event
7 May 2024	16 th Annual General Assembly Meeting
15 May 2024	1Q 2024 Results
14 August 2024	1H 2024 Results
14 November 2024	9M 2024 Results

Orascom Development Holding

Investor Contacts

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<https://www.orascomdh.com/investor-relations>



FINANCIAL STATEMENTS



7.1 ORASCOM DEVELOPMENT HOLDING AG

Consolidated financial statements
together with auditor's report for
the year ended 31 December 2023

Orascom Development Holding AG

Consolidated statement of comprehensive income for the year ended 31 December 2023

CHF	Notes	2023	2022
Revenue	5/6	655,226,389	689,716,328
Cost of sales	6.2	(503,697,846)	(535,827,582)
Impairment losses recognised on receivables, net	33.9	(682,648)	(3,452,318)
GROSS PROFIT		150,845,895	150,436,428
Investment income	8	18,202,279	18,832,662
Other gains	9	17,833,778	11,012,117
Administrative expenses		(33,406,226)	(44,778,566)
Finance costs	10	(50,126,783)	(37,816,548)
Share of profit of associates	18	5,778,433	23,719,614
Other losses	11	(22,941,041)	(36,770,582)
PROFIT before tax		86,186,335	84,635,125
Income tax expense	12	(31,796,642)	(33,323,523)
PROFIT FOR THE YEAR		54,389,693	51,311,602
OTHER COMPREHENSIVE LOSS, NET OF INCOME TAX			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Net gain/(loss) on revaluation of financial assets at FVTOCI		2,922	(11,511)
Remeasurement of defined benefit obligation	32	(374,438)	512,127
Share of other comprehensive (loss)/income of associates	18	(929,957)	1,606,955
		(1,301,473)	2,107,571
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences arising on translation of foreign operations		(100,077,582)	(131,857,970)
		(100,077,582)	(131,857,970)
TOTAL OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF INCOME TAX		(101,379,055)	(129,750,399)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(46,989,362)	(78,438,797)

CHF	Notes	2023	2022
Profit attributable to:			
Owners of the Parent Company		26,952,563	22,885,746
Non-controlling interests		27,437,130	28,425,856
		54,389,693	51,311,602
Total comprehensive loss attributable to:			
Owners of the Parent Company		(44,545,673)	(63,107,366)
Non-controlling interests		(2,443,689)	(15,331,431)
		(46,989,362)	(78,438,797)
Earnings per share from continuing operations			
Basic	13	0.51	0.57
Diluted	13	0.51	0.57



Naguib S. Sawiris
Chairman of the Board



Ashraf Nessim
Group CFO

Orascom Development Holding AG**Consolidated statement of financial position at 31 December 2023**

CHF	Notes	31 December 2023	31 December 2022
ASSETS			
NON-CURRENT ASSETS			
Property, plant, and equipment	14	723,603,406	742,495,934
Investment property	15	42,155,911	36,895,453
Goodwill	16	1,391,730	1,908,454
Investments in associates	18	49,009,962	51,346,118
Non-current receivables	19	116,310,911	106,813,094
Deferred tax assets	12.4	12,299,172	13,526,260
Other financial assets	20	1,411	2,035
TOTAL NON-CURRENT ASSETS		944,772,503	952,987,348
CURRENT ASSETS			
Inventories	21	434,612,307	437,025,570
Trade and other receivables	22	171,532,988	164,655,322
Current receivables due from related parties	35.1	18,411,517	21,833,394
Other current assets	23	64,336,582	67,249,217
Cash and bank balances	24	213,850,134	180,298,029
TOTAL CURRENT ASSETS		902,743,528	871,061,532
TOTAL ASSETS		1,847,516,031	1,824,048,880

Orascom Development Holding AG**Consolidated statement of financial position at 31 December 2023**

CHF	Notes	31 December 2023	31 December 2022
EQUITY AND LIABILITIES			
CAPITAL AND RESERVES			
Issued capital	25	299,111,830	202,968,745
Reserves	26	295,905,192	329,490,811
(Accumulated losses)		(219,171,003)	(247,650,476)
Equity attributable to owners of the Parent Company		375,846,019	284,809,080
Non-controlling interests	17.1	159,715,716	157,949,560
TOTAL EQUITY		535,561,735	442,758,640
NON-CURRENT LIABILITIES			
Borrowings	27	286,847,745	418,407,070
Trade and other payables	28	206,657,108	243,104,128
Contract liabilities	29	43,827,432	60,099,754
Notes payable		5,807	70,615
Provisions	30	21,101,315	20,613,065
Retirement benefit obligation	32	744,665	433,948
Deferred tax liabilities	12.4	18,852,619	24,512,092
TOTAL NON-CURRENT LIABILITIES		578,036,691	767,240,672
CURRENT LIABILITIES			
Trade and other payables	28	36,933,191	37,896,237
Borrowings	27	193,670,204	49,287,553
Due to related parties	35.1	17,610,169	20,311,188
Current tax liabilities	12.3	41,095,483	40,304,227
Provisions	30	38,672,057	44,660,414
Other current liabilities	31	405,936,501	421,589,949
TOTAL CURRENT LIABILITIES		733,917,605	614,049,568
TOTAL LIABILITIES		1,311,954,296	1,381,290,240
TOTAL EQUITY AND LIABILITIES		1,847,516,031	1,824,048,880



Naguib S. Sawiris
Chairman of the Board



Ashraf Nessim
Group CFO

Orascom Development Holding AG**Consolidated statement of changes in equity for the year ended 31 December 2023**

CHF	Issued Capital	Share premium	Treasury shares	Share-based payment reserve	PP&E revaluation reserve	Investments revaluation reserve	General reserve	Foreign currency translation reserve	Reserve from common control transactions	(Accumulated losses)	Attributable to owners of the Parent Company	Non-controlling interests	Total
Balance at 1 January 2022	202,968,745	836,750,750	(2,627,923)	684,208	4,638,989	(1,115,095)	4,916,868	(353,723,501)	(72,519,921)	(272,381,871)	347,591,249	171,197,040	518,788,289
Profit for the year	-	-	-	-	-	-	-	-	-	22,885,746	22,885,746	28,425,856	51,311,602
Other comprehensive income for the year, net of income tax	-	-	-	-	-	(11,511)	-	(88,100,683)	-	2,119,082	(85,993,112)	(43,757,287)	(129,750,399)
Total comprehensive income for the year	-	-	-	-	-	(11,511)	-	(88,100,683)	-	25,004,828	(63,107,366)	(15,331,431)	(78,438,797)
Acquisition of treasury shares	-	-	(699,940)	-	-	-	-	-	-	-	(699,940)	-	(699,940)
Board of Directors distribution	-	-	421,450	-	-	-	-	-	-	270,444	691,894	-	691,894
Other disposal of treasury shares	-	-	784,706	-	-	-	-	-	-	(125,898)	658,808	-	658,808
Share-based payments (note 34)	-	-	-	513,156	-	-	-	-	-	-	513,156	-	513,156
Effect of exercised options in subsidiaries	-	(420,742)	-	-	-	-	-	-	-	560,265	139,523	(139,523)	-
Acquisition of non-controlling interests without change in control	-	-	-	-	-	-	-	-	-	(978,244)	(978,244)	(210,024)	(1,188,268)
Non-controlling interests' share in equity of consolidated subsidiaries	-	-	-	-	-	-	-	-	-	-	-	2,433,498	2,433,498
Balance at 31 December 2022	202,968,745	836,330,008	(2,121,707)	1,197,364	4,638,989	(1,126,606)	4,916,868	(441,824,184)	(72,519,921)	(247,650,476)	284,809,080	157,949,560	442,758,640
Balance at 1 January 2023	202,968,745	836,330,008	(2,121,707)	1,197,364	4,638,989	(1,126,606)	4,916,868	(441,824,184)	(72,519,921)	(247,650,476)	284,809,080	157,949,560	442,758,640
Profit for the year	-	-	-	-	-	-	-	-	-	26,952,563	26,952,563	27,437,130	54,389,693
Other comprehensive income for the year, net of income tax	-	-	-	-	-	2,922	-	(70,196,763)	-	(1,304,395)	(71,498,236)	(29,880,819)	(101,379,055)
Total comprehensive income for the year	-	-	-	-	-	2,922	-	(70,196,763)	-	25,648,168	(44,545,673)	(2,443,689)	(46,989,362)
Capital increase	96,143,085	38,457,234	-	-	-	-	-	-	-	-	134,600,319	-	134,600,319
Transaction costs directly related to capital increase	-	(2,537,163)	-	-	-	-	-	-	-	-	(2,537,163)	-	(2,537,163)
Acquisition of treasury shares	-	-	(318,134)	-	-	-	-	-	-	-	(318,134)	-	(318,134)
Board of Directors distribution	-	-	254,240	-	-	-	-	-	-	54,521	308,761	-	308,761
Distribution to others	-	-	285,867	-	-	-	-	-	-	14,146	300,013	-	300,013
Disposal of shares in subsidiaries	-	-	-	-	-	-	-	-	-	2,859,146	2,859,146	947,972	3,807,118
Other disposal of treasury shares	-	-	382,149	-	-	-	-	-	-	(96,508)	285,641	-	285,641
Share-based payments (note 34)	-	-	-	513,156	-	-	-	-	-	-	513,156	-	513,156
Cash payment under share-based payments plan (note 34)	-	-	-	(396,165)	-	-	-	-	-	-	(396,165)	-	(396,165)
Effect of exercised options in subsidiaries	-	(32,962)	-	-	-	-	-	-	-	-	(32,962)	(10,929)	(43,891)
Non-controlling interests' share in equity of consolidated subsidiaries	-	-	-	-	-	-	-	-	-	-	-	3,272,802	3,272,802
Balance at 31 December 2023	299,111,830	872,217,117	(1,517,585)	1,314,355	4,638,989	(1,123,684)	4,916,868	(512,020,947)	(72,519,921)	(219,171,003)	375,846,019	159,715,716	535,561,735



Orascom Development Holding AG**Consolidated cash flow statement for the year ended 31 December 2023**

CHF	Notes	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the year		54,389,693	51,311,602
Adjustments for:			
Income tax expense recognised in profit or loss	12.1	31,796,642	33,323,523
Share of (gains)/losses of associates	18	(5,778,433)	(23,719,614)
Finance costs recognised in profit or loss	10	50,126,783	37,816,548
Investment income recognised in profit or loss	8	(18,202,279)	(18,832,662)
Impairment loss on trade receivables and other assets	11/33.9	3,268,119	3,452,318
Reversal of impairment loss on trade receivables	33.9	(1,336,934)	(946,867)
Impairment losses on inventory	11/21	685,090	2,342,412
Impairment losses on related party receivables	11	1,199,143	2,133,771
Impairment loss on property, plant and equipment	11/14	8,672,938	9,780,475
Depreciation of property, plant and equipment	14	23,668,036	25,412,083
Gain on revaluation of investment properties	9/15	(4,577,056)	(3,534,120)
Gain from short-term investments	9	(10,440,480)	-
Provision formed	30	36,503,702	46,981,726
Share-based payments	34.1	513,156	513,156
Net foreign exchange losses / (gains)	11	11,135,333	22,513,924
MOVEMENTS IN WORKING CAPITAL			
Decrease/(increase) in trade and other receivables		(76,997,561)	(105,740,613)
(Increase) in inventories		(55,416,024)	(35,828,065)
Decrease/(increase) in other current assets		1,826,568	(11,189,282)
(Decrease) in trade and other payables		(9,236,721)	(7,900,864)
(Decrease) in provisions		(28,682,594)	(25,298,475)
(Decrease)/increase in other current liabilities		76,442,651	72,949,034
Cash generated by operations		89,559,772	75,540,010
Interest paid		(43,044,179)	(22,047,290)
Income tax paid		(21,121,682)	(30,490,760)
Net cash generated by operating activities		25,393,911	23,001,960

Orascom Development Holding AG**Consolidated cash flow statement for the year ended 31 December 2023**

CHF	Notes	2023	2022
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment and investment property	14/15	(125,808,153)	(101,704,810)
Proceeds from sale of investments	9	10,440,480	-
Proceeds from treasury bills		674,356	6,671,213
Dividends received	18	3,119,051	4,589,988
Interest received		10,361,092	10,994,799
Net cash (used in) investing activities		(101,213,174)	(79,448,810)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from capital increase		42,534,284	-
Payments for transaction costs in relation to capital increase		(2,537,163)	-
Proceeds from/(payments for) treasury shares and shares in subsidiaries		3,774,625	(41,132)
Non-controlling interests' shares in equity of consolidated subsidiaries		3,272,802	2,433,498
Repayment of lease liabilities	27.3	(535,797)	(948,455)
Repayment of borrowings		(20,102,384)	(26,706,977)
Proceeds from borrowings		124,339,295	116,230,684
Net cash generated by financing activities		150,745,662	90,967,618
Net increase in cash and bank balances		74,926,399	34,520,768
Cash and bank balances at the beginning of the year		180,298,029	206,999,539
Effects of exchange rate changes on the balance of cash held in foreign currencies		(41,374,294)	(61,222,278)
Cash and bank balances at the end of the year	24	213,850,134	180,298,029

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Orascom Development Holding AG

Notes to the consolidated financial statement for the year ended 31 December 2023

1 GENERAL INFORMATION

Orascom Development Holding AG ("ODH" or "the Parent Company"), a limited company incorporated in Altdorf, Switzerland, is a public company whose shares are traded on the SIX Swiss Exchange.

The Company and its subsidiaries (the "Group") is a leading developer of fully integrated towns that include hotels, private villas and apartments, leisure facilities such as golf courses, marinas and supporting infrastructure. The Group's diversified portfolio of projects is spread over seven jurisdictions (Egypt, UAE, Oman, Switzerland, Morocco, Montenegro, and the United Kingdom), with primary focus on touristic towns and recently primary housing. The Group currently operates ten destinations; five in Egypt (El Gouna, Taba Heights, Fayoum, Makadi and O-West), The Cove in the United Arab Emirates, Jebel Sifah and Hawana Salalah in Oman, Luštica Bay in Montenegro, and Cornwall in the UK.

The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report.

2 APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

2.1 Amendments to IFRSs and the new Interpretation that are mandatorily effective for the current year

In the current year, the Group has applied a number of amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for the current year. These revised Standards have not had a material effect on these consolidated financial statements. The details of the revised Standards are as follows:

Amendments to IAS 1 Presentation of Financial Statements

The amendments help preparers in deciding which accounting policies to disclose in their financial statements which led to certain changes in the summary of material accounting policies in note 3.

Amendments to IAS 8

The amendments help entities to distinguish between changes in accounting policies and changes in accounting estimates and correction of errors.

Amendments to IAS 12

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations.

2.2 Standards and Interpretations in issue but not yet effective

At the date of authorisation of these consolidated financial statements, the Group has not adopted the following Standards that have been issued but are not yet effective. They will be effective for annual periods beginning on or after the dates indicated below, with earlier application permitted.

Amendments to IFRS 7 and IAS 7	Supplier finance arrangements	1 January 2024
Amendments to IFRS 16	Lease liability in a sale leaseback	1 January 2024
Amendments to IAS 1	Classification of liabilities as current or non-current	1 January 2024
Amendments to IAS 21	Lack of exchangeability of currencies	1 January 2025

Management of the Group does not expect that the adoption of the amended Standards listed above will have a material impact on the financial statements of the Group in future periods. In addition to the amended Standards mentioned above, there are other Standards applicable starting next year, which are immaterial or not applicable for the Group.



3 MATERIAL ACCOUNTING POLICIES

3.1 Statement of compliance

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

3.2 Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for financial instruments that are measured at fair value or amortised cost, as appropriate and investment properties that are measured at fair value as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The principal accounting policies are set out below.

3.3 Basis of consolidation

The consolidated financial statements of the Group incorporate the financial statements of the Parent Company and entities (including special purpose entities) controlled by the Parent Company (its subsidiaries). Control is achieved when the Company has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.

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

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

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

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of a group entity to bring its accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Parent Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received or receivable and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. When assets of the subsidiary are carried at re-valued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Parent Company had directly disposed of the relevant assets (i.e. reclassified to profit or loss or transferred directly to retained earnings as specified by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 Financial Instruments or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

3.4 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.



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When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Business combinations that took place prior to 1 January 2010 were accounted for in accordance with the previous version of IFRS 3. The policy described above is applied to all business combinations that took place on or after January 2010.

For common control transactions in which all of the combining entities or businesses ultimately are controlled by the same party or parties both before and after the combination, and that control is not transitory, the Group recognises the difference between purchase consideration and carrying amount of net assets of acquired entities or businesses as an adjustment to equity. This accounting treatment is also applied to later acquisitions of some or all shares of the non-controlling interests in a subsidiary.

3.5 Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results, assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting.

Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Any other changes in equity recognised directly through equity in the associates is recognised directly through equity of the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities, and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3.6 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 3.4) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill acquired in a business combination is allocated, starting from the acquisition date, to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. When assessing each unit or group of units to which

the goodwill is so allocated, the Group's objective is to test goodwill for impairment at a level that reflects the way the Group manages its operations and with which the goodwill would naturally be associated under the reporting system in place.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of comprehensive income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

The Group's policy for goodwill arising on the acquisition of an associate is described in note 3.5.

3.7 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control of a product or service to a customer. Revenue is reduced for estimated customer returns, rebates and other similar allowances. The Group is always acting as principal in relation to its contracts with customers.

Different policies for revenue recognition apply across the Group's business segments. The following table shows the link between the accounting policies for revenue recognition and segment information.

Accounting policies	Segments classified by type of activity
3.7.1 Revenue on sale of land	Sale of land
3.7.2 Revenue from agreements for construction of real estate	Real estate and construction
	Hotels
3.7.3 Revenue from the rendering of services	Destination management
	Other operations

3.7.1 Revenue on sale of land

Revenue from sale of land, sale of land right and associated cost are recognised when control has been transferred to the buyer. In general, control is transferred when the land is delivered to the buyer as from this point in time, the buyer has the ability to direct the use of the land and obtain substantially all of the remaining benefits. Management uses its judgment and considers the opinion obtained from the legal advisors in assessing whether the Group's contractual and legal rights and obligations in the agreements are satisfied and the above criteria are met.

3.7.2 Revenue from agreements for construction of real estate

In general, the revenue is recognised either from agreements for construction of apartments or for construction of villas.

Apartments

For apartments, the performance obligations are not capable of being distinct as the customer cannot benefit from the goods and services either on their own or together with other readily available resources. The provided goods and services are dependent on each other. Therefore, the Group accounts for all goods and services defined in the contract as a single performance obligation. The "Unit" performance obligation in apartments include the "Land" as the land represents the plot's undivided share.

Since performance of the Group does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date, revenue from construction of apartments is recognised over time as construction progresses.

The Group uses the percentage-of-completion method to measure the progress towards satisfaction of the performance obligations as based on management's assessment this represents best the progress of the respective performance obligation. The contractors' progress reports are used to measure the percentage of completion.



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Villas

For villas, management of the Group considers “land” as a separate performance obligation as the customers get the control of a specific and defined land plot once the contract is signed and there is no more work in progress related to land itself. The second performance obligation is the construction of the villa.

For land, revenue is recognised at the point in time where land control is transferred to the buyer which in general is when the contract is signed.

Revenue for the second performance obligation, being the construction of the villas, is recognised over time as construction progresses. The Group uses the percentage-of-completion method to measure the progress towards satisfaction of the performance obligations as based on management’s assessment this represents best the progress of the respective performance obligation. The contractors’ progress reports are used to measure the percentage of completion.

Financing component

In Montenegro, the applied milestones payment method imposes no financing component as the customer pays only when certain milestones are reached, i.e. upon the completion of relevant works.

In Egypt and Oman, the time to build a unit is approximately two to four years while payment is scheduled through instalments for periods longer than five years. Accordingly, the payment schedule provides the customer with a significant benefit of financing and interest expenses and revenue are accounted for in Egypt by discounting contract value.

3.7.3 Revenue from the rendering of services

Revenue from services is recognised over time and point in time in the accounting periods in which the services are rendered.

3.7.4 Cost of sales

Cost of sales comprises costs related directly to the sale of goods or rendering of services. These costs include also administration expenses of revenue generating entities in the Group. Under administration expenses are costs allocated for corporate and head quarter functions as well as non-revenue generating entities, such as corporate companies, holding companies and start-up companies. Companies providing these services are marked as HQ in the subsidiaries’ list in note 17.

3.8 Leasing

The Group as lessee

The Group assesses whether a contract is or contains a lease at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has the option, for some of its leases to lease the assets for additional terms. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or to terminate the lease. The Group considers all relevant factors that create an economic incentive for it to exercise the renewal or to terminate the lease. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew or to terminate the lease.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate for such liabilities.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate.

The lease liability is subsequently measured increase the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment on exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the leases payments change is due to a change in a floating interest rate, in which case a revised discount rate is used);
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets recognised within property, plant and equipment comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Property, plant and equipment” policy.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are include in the lines “cost of sales” and “administrative expenses” in the statement of profit or loss.

As a practical expedient IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease component as a single arrangement. The Group has not used this practical expedient.

The Group as lessor

The Group enters into lease arrangements as a lessor with respect to some of its investment properties.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract classifies as a finance lease. All other leases are classified as operating lease. The Group currently only has operating leases.

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



3.9 Foreign currencies

The individual financial statements of each subsidiary are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the preparation of the Group's consolidated financial statements, the results and financial position of each subsidiary are translated into Swiss Franc (CHF), which is the Group's presentation currency.

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- Exchange differences on monetary items that qualify as hedging instruments in transactions entered into to hedge certain foreign currency risks; and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Swiss Francs (CHF) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in the Group's foreign currency reserve, a separate component in equity (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in other comprehensive income in respect of that operation attributable to the owners of the Parent are reclassified to profit or loss.

In the case of a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. reductions in the Group's ownership interest in associates that do not result in the Group losing significant influence), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the end of each reporting period. Exchange differences arising are recognised in equity.

The exchange rates for the major foreign currencies against CHF relevant to the annual consolidated financial statements were:

Currency table	2023		2022	
	Average	Year end	Average	Year end
1 EGP Egyptian Pound	0.0293	0.0272	0.05056	0.0373
1 USD US Dollar	0.8984	0.8432	0.9551	0.9262
1 EUR Euro	0.9713	0.9321	1.0046	0.9901
1 OMR Oman Rial	2.3344	2.1872	2.4821	2.4017
1 AED United Arab Emirates Dirham	0.2446	0.2292	0.2600	0.2518
1 MAD Moroccan Dirham	0.0887	0.0853	0.0941	0.0885
1 JOD Jordanian Dinar	1.2663	1.1858	1.3469	1.3018

3.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction, or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time, as the assets are substantially ready for their intended use or sale.

The following principles apply when borrowing costs are partly or fully capitalised by the Group as part of a qualifying asset:

- Where variable rate borrowings are used to finance a qualifying asset and a derivative is designated to cash flow hedge the variability in interest rates on such borrowings, any gain or loss on the hedging derivative that is effective and, therefore previously recognised in other comprehensive income, is reclassified from equity to profit or loss when the hedged risk impacts profit or loss. The hedged interest component of the qualifying asset (hedged risk) impacts profit or loss when the qualifying asset is amortised, impaired, or sold.
- Where fixed rate borrowings are used to finance a qualifying asset and a derivative is designated to hedge the fair value exposure to changes in interest rates of such borrowings, the synthetic floating interest rate that is achieved as a result of a highly effective hedge is capitalised, so that borrowing costs always reflect the hedged interest rate. The amount of borrowing costs capitalised in such a case comprises the actual fixed rate on the borrowings plus the effect of swapping this fixed rate into floating rates.

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.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

As the financing activity is co-ordinated centrally and generally by the parent and some of the main subsidiaries, the group determines the amount of borrowing costs eligible for capitalisation by applying a capitalisation rate to the expenditures on that asset. The group includes all borrowings of the parent and its subsidiaries when computing the weighted average of the borrowing costs applicable to the borrowings that are outstanding during the period other than borrowings made specifically for the purpose of obtaining a qualifying asset.

The amount of borrowing costs that an entity capitalises during the period shall not exceed the amount of borrowing costs it incurred during that period, provided that the carrying amount of the qualifying asset on which eligible borrowing costs have been capitalised does not exceed its recoverable amount (being the higher of fair value less costs to sell or amount in use for that asset).



3.11 Retirement benefit costs

Employee pension and retirement benefits are based on the regulations and prevailing circumstances of those countries in which the Group is represented. In Switzerland, ordinary pension and retirement benefit plans qualify as defined-benefit plans and are accounted for in conformity with IAS 19 Employee Benefits.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each reporting period. Actuarial gains and losses are recognised immediately through other comprehensive income, whereas past service-costs (vested and unvested) are recognised immediately in profit or loss.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the present value of the defined benefit obligation reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the plan.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contribution.

Gains or losses on settlement of a defined benefit plan are recognised when the settlement occurs. Net interest is calculated by applying a discount rate to the net defined benefit liability or asset. Defined benefit costs are split into three categories:

- service costs, which includes current service cost, past service cost and gains and losses on curtailments and settlements;
- net interest expense or income; and
- remeasurements.

3.12 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

3.12.1 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3.12.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Balance Sheet Liability Method.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax liabilities are not recognised if the temporary difference arises from goodwill and no deferred tax assets or liabilities are recognised for temporary differences resulting from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

3.12.3 Current and deferred tax for the year

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.12.4 Income Taxes

Significant judgement is required in determining liabilities related to uncertain tax positions. A tax provision is recognised when the Group has a present obligation as a result of a past event, and it is more likely than not that the Group will be required to settle that obligation. A current tax provision is measured using the single best estimate of the likely outcome approach.

3.13 Property, plant, and equipment

Buildings, plant and equipment, furniture and fixtures held for use in the production, supply of goods or services or for administrative purposes are stated in the consolidated statement of financial position at cost less any accumulated depreciation and accumulated impairment losses.

Properties in the course of construction for production, administrative purposes or for a currently undetermined future use are carried at cost less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy as described in note 3.10. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Hotels managed by third party companies are classified within property, plant and equipment as the Group is exposed to the entire risk and reward of the hotel as if it is managed by the Group itself. The only income the management company receives from the ongoing operation is a management fee out of operational income for their services as the hotel management company.

Depreciation of buildings, plant, and equipment as well as furniture and fixtures commence when the assets are ready for their intended use.

Freehold land is not depreciated.



Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

The following estimated useful lives are used in the calculation of depreciation:

- Buildings 20 – 50 years
- Plant and equipment 4 – 25 years
- Furniture and fixtures 3 – 15 years

3.14 Investment property

Investment properties are properties (land or a building – or part of a building – or both) held by the Group entities to earn rentals and / or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value at the end of each reporting period. Gains and losses arising from changes in the fair value of investment properties are recognised in profit or loss including an adjustment to the related deferred tax position in the period in which they arise.

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The fair value of investment properties reflects market conditions at the end of each reporting period and is determined without any deduction for transaction costs which the Group may incur on sale or other disposal. The fair value of investment properties is determined based on evaluations performed by independent valuers or internal valuations.

Property is only transferred to, or from, investment property when, and only when, there is a change in use. A change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. If property becomes an investment property which is carried at fair value, any difference at the date of change in use between the carrying amount of the property and its fair value is recognised through other comprehensive income.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

3.15 Impairment of tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current

market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3.16 Inventories

Inventories are stated at the lower of cost and net realizable value.

Costs, including an appropriate portion of fixed and variable production overheads as well as other costs incurred in bringing the inventories to their present location and condition, are assigned to inventories by the method most appropriate to the particular class of inventory, with the majority being valued on a weighted average basis. For items acquired on credit and where payment terms of the transaction are extended beyond normal credit terms, the cost of that item is its cash price equivalent at the recognition date with any difference from that price being treated as an interest expense on an effective-yield basis (see note 10).

Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Estimates of net realisable value are generally made on an item-by-item basis, except in circumstances, where it is more appropriate to group items of similar or related inventories.

The net realizable value of an item of inventory may fall below its cost for many reasons including, damage, obsolescence, slow moving items, a decline in selling prices, or an increase in the estimate of costs to complete and costs necessary to make the sale. In such cases, the cost of that item is written down to its net realizable value and the difference is recognised immediately in profit or loss.

Properties intended for sale in the ordinary course of business or in the process of construction or development for such a sale are included in inventories. These are stated at the lower of cost and net realizable value. The cost of development properties includes the cost of land and other related expenditure attributable to the construction or development during the period in which activities are in progress that are necessary to get the properties ready for its intended sale.

3.17 Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.



3.17.1 Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

3.18 Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3.19 Financial assets

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

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

3.19.1 Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt investments that are designated as at fair value through profit or loss on initial recognition):

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

In general, cash and bank balances, trade and other receivables as well as amounts due from related parties are measured at amortised cost. All other financial assets are subsequently measured at fair value.

3.19.2 Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees or points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments measured subsequently at amortised cost. Interest income is recognised in profit or loss and is included in the "investment income" line item.

3.19.3 Financial assets at fair value through other comprehensive income (FVTOCI)

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the investments.

The Group has designated all investments in equity instruments, that are not held for trading, as at FVTOCI. These are included in other financial assets.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. Dividends earned are recognised in profit or loss and are included in the "investment income" line item.

3.19.4 Impairment of financial assets

Financial assets that are measured at amortised cost as well as financial assets held at FVTOCI are assessed for impairment at the end of each reporting period.

Expected Credit Losses ("ECL") are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

In general, ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Loss given default ("LGD") is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, considering cash flows from collateral and integral credit enhancements. Further, the probability of default is determined based on historical data of cash flows from receivables. However, in certain cases, the Group may also consider a financial asset to be in default when internal and external information indicates that the Group is unlikely to receive the outstanding contractual amount in full before considering any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

For trade and other receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Impairment models used by the Group to calculate the ECL of its trade receivables are based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Refer to note 33.9 for further details on credit-impaired financial assets.

In order to calculate ECL, the Group has established an impairment test model that uses the flow rate approach to get the weighted probability of default for diverse aging buckets, i.e. the average percentage of irregular clients for each bucket is derived by computing the historical 'flow rate' of trade receivables, based on their ageing and arriving at an average loss rate.

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The flow rate shows the percentage of receivables in an aging bucket that have not been collected on their due dates (i.e. during the month/ quarter they should have been collected) and have therefore moved into the next aging bucket in the following month/quarter's ageing).

Based on Group's business history and the time value of money concept, management assumes loss rate to be 100% for balances overdue by more than 360 days, as at this point in time, they start to impose significant credit risks and losses in real value of cash. Default rates of other buckets, groups of balances overdue since less than 360 days, are projected from the flow rate study.

For assets measured at amortised cost other than receivables, the Group evaluates at every reporting date whether the debt instrument is considered to have low credit risk or not, using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation. The Group reassesses the credit rating of the financial asset using either external or internal credit ratings. In order to ensure reliability, internal credit ratings are usually mapped to external ratings or supported by default studies.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3.19.5 De-recognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of a financial asset that is classified as FVTOCI, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss but is reclassified to retained earnings.

3.20 Financial liabilities and equity instruments

3.20.1 Classification as debt or equity

Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3.20.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

The instrument is an equity instrument if, and only if, both conditions (a) and (b) below are met:

- a) The instrument includes no contractual obligation:
 - i. to deliver cash or another financial asset to another entity; or
 - ii. to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the issuer.
- b) If the instrument will or may be settled in the issuer's own equity instruments, it is:
 - i. a non-derivative that includes no contractual obligation for the issuer to deliver a variable number of its own equity instruments; or
 - ii. a derivative that will be settled only by the issuer exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

A contract that will be settled by the Group entity receiving or delivering a fixed number of its own equity instruments in exchange for a fixed amount of cash or another financial asset is an equity instrument.

Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue, or cancellation of the Company's own equity instruments.

3.20.3 Financial liabilities

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

A financial liability is classified as current liability when it satisfies any of the following criteria:

- It is expected to be settled in the entity's normal operating cycle;
- It is held primarily for the purposes of trading;
- It is due to be settled within twelve months after the reporting period;
- The entity does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other financial liabilities are classified as non-current.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "finance costs" line item.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.



3.21 Share-based payment arrangements

3.21.1 Share-based payment transactions of the Parent Company

Share-based payment transactions in which the terms of the arrangement provide the entity with the choice to settle the transaction in cash (or other assets) or in equity instruments issued by the entity, are accounted for as a cash-settled share-based payment transaction if, and to the extent that, the entity has incurred a liability to settle in cash or other assets, or as an equity-settled share-based payment transaction if, and to the extent that, no such liability has been incurred.

Share-based payment arrangements whose terms provide the Company with the choice to settle the transaction in cash or, at its discretion, in its own equity shares issued to employees are accounted for as equity-settled and measured at the fair value of the contingent consideration by reference to the market price of the Company's equity shares at the grant date. Details regarding the determination of the fair value of equity-settled share-based payment transaction are set out in note 34.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimate, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled share-based payment reserve in equity.

Upon settlement of a share-based payment transaction in which the terms of the arrangement provide the entity with a choice of settlement, then:

- if the entity elects to settle in cash, the cash payment is accounted for as the repurchase of an equity interest (i.e. as a deduction from equity, except as noted below).
- if the entity elects to settle by issuing equity instruments, no further accounting is made (other than a transfer from one component of equity to another, if necessary), except as noted below.
- if the entity elects the settlement alternative with the higher fair value, as at the date of settlement, an additional expense is recognised for the excess value given (i.e. the difference between the cash paid and the fair value of the equity instruments that would otherwise have been issued, or the difference between the fair value of the equity instruments issued and the amount of cash that would otherwise have been paid, whichever is applicable).

4 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

4.1 Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see note 4.2), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

4.1.1 Deferred taxation on investment property

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties management concluded that the Group's investment properties are held under a business model whose objective is

to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sales. Therefore, in determining the Group's deferred taxation on investment properties, management has determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has recognised deferred taxes on changes in fair value of investment properties.

4.2 Key sources of estimation uncertainty

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

4.2.1 Revenue recognition of agreement for construction of real estate

The Group uses the percentage-of-completion method to measure the progress towards satisfaction of the performance obligations. The assessment of the percentage of completion involves a significant degree of estimation uncertainty as it needs to be assessed based on future estimations of the outcome of the individual contracts as well as on contractors' progress reports. For further details on the accounting policy used refer to note 3.7.2.

4.2.2 Impairment of tangible assets and investments in associates

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets and investments in associates to determine whether there is any indication that those assets have suffered an impairment loss.

If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise, they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Management reconsidered the recoverability of the Group's significant items of property, plant and equipment and its investments in associates, which are included in the consolidated statement of financial position at 31 December 2023 at CHF 723,603,406 and CHF 49,009,962 respectively (31 December 2022: CHF 742,495,934 and CHF 51,346,118).

In 2023, the impairment review did result in impairment of property, plant, and equipment of CHF 8.7 million (2022: CHF 9.8 million) in relation to development projects and leasing assets.

4.2.3 Useful lives of property, plant, and equipment

The carrying value of the Group's property, plant, and equipment at the end of the current reporting period is CHF 723,603,406 (31 December 2022: CHF 742,495,934). Management's assessment of the useful life of property, plant and equipment is based on the expected use of the assets, the expected physical wear and tear on the assets, technological developments as well as past experiences with comparable assets. A change in the useful life of any asset may affect the amount of depreciation that is to be recognised in profit or loss for future periods.

4.2.4 Provisions

The carrying amount of provisions at the end of the current reporting period is CHF 59,773,372 (31 December 2022: CHF 65,273,479). This amount is based on estimates of future costs for infrastructure completion, legal cases, government fees, employee benefits and other charges including taxes (other than income tax) in relation to the Group's operations (see note 30). As the provisions cannot be determined exactly, the amount could change based on future developments. Changes in the amount of provisions due to change in management estimates are accounted for on a prospective basis and recognised in the period in which the change in estimates arises.

4.2.5 Impairment of financial assets

The carrying amount of the allowance for trade and other receivables at the end of the current year is CHF 23,023,176 (31 December 2022: 25,587,961).



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For trade and other receivables across Group's business segments, management applies the Simplified Approach and accordingly impairment loss is measured as "lifetime expected credit loss".

The probability of default reflects the average percentage of irregular clients for each bucket; and is derived by computing the historical 'flow rate' of trade receivables based on their ageing and arriving at an average loss rate.

The assessment of the correlation between historical observed default rates and, forecast economic conditions is considered in ECLs estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The default rates based on Group's historical credit loss experience are calibrated with diverse forecasts of economic conditions to reach most accurate estimates for customer's default in the future.

For all other financial assets held at amortised cost, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data (e.g. magnitude of instances of counter party defaulting in recent past years for similar financial assets), factoring in external and internal credit-ratings, adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

Refer to note 33.9 for further details on the impairment calculation of financial assets.

4.2.6 Classification and valuation of investment property

Generally real estate units are constructed either for the Group's own use or for the sale to third parties and carried at cost. However, when a unit may not be sold, as soon as a long-term rent contract over more than 1 year is agreed with a third party at market conditions, the unit is classified as an investment property and measured at the fair value determined based on internal valuation models or obtained from independent, third-party valuation experts. The fair value of investment properties at 31 December 2023 is CHF 42,155,911 (31 December 2022: CHF 36,895,453).

The fair values at 31 December 2023 were determined based on an internal valuation model. Note 15 provides detailed information about the valuation techniques applied and the key assumptions used in the determination of the fair value of each investment property.

4.2.7 Net realisable value of inventory

Inventory mainly includes unsold real estate construction work under progress which is recognised at cost or net realisable value. Given that the majority of real estate under construction is already sold at market prices which are significantly higher than construction cost, the estimation uncertainty only relates to the unsold real estate under construction. In general, the profit margins on these real estate projects are high and management currently does not expect any of these projects to be sold below cost except for the following:

In 2023, impairment losses of CHF 0.7 million (2022: CHF 2.3 million) were recognised in relation to inventory of a development project.

4.2.8 Infrastructure cost

The Group has an obligation under the terms of its sale and purchase agreements to develop the infrastructure of the sold land. Infrastructure cost is deemed to form part of the cost of revenue and is based on management estimate of the future budgeted costs to be incurred in relation to the project including, but are not limited to, future subcontractor costs, estimated labour costs, and planned other material costs. The provision for infrastructure costs requires the Group's management to revise its estimate of such costs on a regular basis in light of current market prices for inclusion as part of the cost of revenue.

4.2.9 Liquidity shortages and related uncertainties

For further details on management's plans to manage liquidity shortages and related uncertainty please refer to note 24.1.

4.2.10 Minimum building obligations

One part of the Group's business is to acquire land for the development of tourism projects. Out of these business opportunities often no legally binding commitments incur however the Group has unbinding business opportunity commitments in relation to their projects. These contingent liabilities are further explained in note 38.1. Due to the complexity of the projects and the ongoing negotiations, estimation of the contingent liability involves a high degree of uncertainty.

5 REVENUE

An analysis of the Group's revenue for the year is as follows:

CHF	2023	2022
Revenue from the rendering of services and rental income	241,679,738	226,244,288
Revenue from agreements for construction of real estate	402,035,727	463,472,040
Revenue from sale of land	11,510,924	-
TOTAL	655,226,389	689,716,328

Of the total revenue from the rendering of services and rental income of CHF 241.7 million (2022: CHF 226.2 million), CHF 176.9 million (2022: 149.2 million) are recognised at point in time and CHF 64.8 million (2022: CHF 77.0 million) are recognised over time.

Of the total revenue from agreements for construction of Real Estate of CHF 402.0 million (2022: CHF 463.5 million), CHF 348.6 million (2022: CHF 398.9 million) is recognised over time and CHF 53.4 million (2022: CHF 64.6 million) are recognised at point in time.

The entire revenue from sale of land of CHF 11.5 million (2022: none) is recognised at point in time.

The transaction price allocated to (partially) unsatisfied performance obligation in relation to construction of real estate is CHF 144.9 million (2022: CHF 99.4 million).

Construction projects of the Group in general take several years to be finalised. The following table shows a summary of all satisfied and unsatisfied contracts for the respective financial years:



in CHF mill.	Satisfied Contracts	Unsatisfied Contracts			
	Revenue Recognition	Deferred Revenue at year end		No deferred revenue at year end	
		to be recognised within 12 months	to be recognised later	to be recognised within 12 months	to be recognised later
Financial year 2022	463.5	221.6	99.4	92.9	282.7
Financial year 2023	402.0	226.0	144.9	39.0	333.2

In the table above, unsatisfied contracts are split into “deferred revenue at year end” which are contracts for which construction has already started as well as “no deferred revenue at year end” which are contracts for which constructions has not yet been started. The amounts shown are the contractual amounts of the construction contracts.

Contract assets and liabilities in relation to revenue mentioned above are recognised in the following line items of the statement of financial position:

CHF	2023	2022
CONTRACT ASSETS		
Non-current receivables (note 19)	116,310,911	106,813,094
Trade and other receivables (note 22)	171,532,988	164,655,322
Current receivables due from related parties (note 35.1)	5,551,925	4,258,638
Other current assets (prepaid sales commissions) (note 23)	28,921,440	23,449,545
TOTAL CONTRACT ASSETS	322,317,264	299,176,599
CONTRACT LIABILITIES		
Contract liabilities (note 29)	43,827,432	60,099,754
Other current liabilities (advances from customers) (note 31)	166,230,723	122,030,613
TOTAL CONTRACT LIABILITIES	210,058,155	182,130,367

In 2023, CHF 52.4 million of the advances from customers as at 31 December 2022 have been recognised within revenue.

In 2022, CHF 54.7 million of the advances from customers as at 31 December 2021 have been recognised within revenue.

6 SEGMENT INFORMATION

6.1 Products and services from which reportable segments derive their revenues

The Group has four reportable segments, as described below, which are the Group’s strategic divisions. The strategic divisions offer different products and services and are managed separately because they require different skills or have different customers. For each of the strategic divisions, the Country CEOs and the Head of Segments review the internal management reports at least on a quarterly basis. The following summary describes the operation in each of the Group’s reportable segments:

- Hotels – Include provision of hospitality services in two- to five-star hotels owned by the Group which are managed by international or local hotel chains or by the Group itself.
- Real estate and construction – Include acquisition of land in undeveloped areas and addition of substantial value by building residential real estate and other facilities in stages.
- Land sales – Include sale of land and land rights to third parties on which the Group have developed or will develop certain infrastructure facilities and where the Group does not have further development commitments.
- Destination management – Include provision of facility and infrastructure services at operational resorts and towns.

The real estate and construction segment includes two lines of business each of which is considered as a separate operating segment. For financial statements presentation purposes, these individual operating segments have been aggregated into a single operating segment taking into account the following factors:

- These operating segments have similar long-term gross profit margins;
- The nature of the products and production processes are similar.

Other operations include the provision of services from businesses not allocated to any of the segments listed above comprising rentals from investment properties, mortgages, sports, hospital services, educational services, marina, limousine rentals, laundry services and other services. None of these segments meets any of the quantitative thresholds for determining a reportable segment in 2023 or 2022.

The following is an analysis of the Group’s revenue from continuing operations by its major products and services.

Segment	Product	Revenue from external customers	
		2023	2022
Hotels	Hotels managed by international chains	14,582,864	16,331,566
	Hotels managed by local chains	15,441,115	13,814,059
	Hotels managed by the Group	140,058,168	112,410,812
	Segment total	170,082,147	142,556,437
Real estate and construction	Tourism real estate	402,035,727	463,472,040
Land sales	Sales of land and land rights	11,510,924	-
Destination management	Utilities (e.g. water, electricity)	45,998,630	57,070,354
Other operations	Sport (Golf)	1,329,422	1,163,134
	Rentals ⁽ⁱ⁾	6,638,665	8,242,762
	Hospital services	5,371,397	5,508,952
	Educational services	1,341,059	1,765,972
	Marina	8,217,487	7,859,758
	Limousine	11,443	12,314
	Others	2,689,488	2,064,605
	Segment total	25,598,961	26,617,497
TOTAL		655,226,389	689,716,328

⁽ⁱ⁾ In 2023, rentals include income from investment property of CHF 6,638,665 (2022: CHF 8,242,762).



6.2 Segment revenue and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable segments:

CHF	Total segment revenue		Inter-segment revenue		Revenue external customers		Cost of revenue		Depreciation		Gross profit/(loss)		Segment result	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Hotels	171,133,099	143,614,754	(1,050,952)	(1,058,317)	170,082,147	142,556,437	(118,208,063)	(112,927,462)	(12,178,172)	(13,362,761)	39,695,912	16,266,214	26,729,889	7,886,590
Real estate and construction	432,809,656	479,898,142	(30,773,929)	(16,426,102)	402,035,727	463,472,040	(292,646,515)	(311,153,071)	(959,344)	(1,212,065)	108,429,868	151,106,904	115,955,783	183,735,578
Land sales	11,510,924	-	-	-	11,510,924	-	(805,367)	(491,115)	(328,682)	(564,919)	10,376,875	(1,056,034)	8,114,912	(376,456)
Destination management	73,437,709	82,722,977	(27,439,079)	(25,652,623)	45,998,630	57,070,354	(46,483,461)	(49,392,025)	(6,164,282)	(6,708,089)	(6,649,113)	970,240	(4,623,449)	4,680,899
Other operations	43,793,595	41,747,416	(18,194,634)	(15,129,919)	25,598,961	26,617,497	(22,569,052)	(39,904,144)	(4,037,556)	(3,564,249)	(1,007,647)	(16,850,896)	968,794	(14,485,732)
Total	732,684,983	747,983,289	(77,458,594)	(58,266,961)	655,226,389	689,716,328	(480,712,458)	(513,867,817)	(23,668,036)	(25,412,083)	150,845,895	150,436,428	147,145,929	181,440,879
Unallocated items⁽¹⁾:														
Share of profit/(losses) of associates												5,778,433	23,719,614	
Other losses												(12,160,866)	(57,623,390)	
Investment income												3,819,599	3,692,996	
Central administration costs and directors' salaries												(33,406,226)	(44,778,566)	
Finance costs												(24,990,534)	(21,816,408)	
Profit before tax												86,186,335	84,635,125	
Income tax expenses												(31,796,642)	(33,323,523)	
Profit for the year												54,389,693	51,311,602	

⁽¹⁾ For the purposes of segment reporting, part of the amounts reported for these items in the consolidated statement of comprehensive income have been allocated in the table above to their relevant segments.

In 2023, of the total impairment losses CHF 8.1 million were allocated to the hotel segment, CHF 1.4 million to the real estate and construction segment, CHF 1.4 million to destination management and CHF 0.9 million to other operations.

In 2022, of the total impairment losses CHF 5.3 million were allocated to the hotel segment, CHF 3.0 million to the real estate and construction segment, 0.3 million to the development management segment and CHF 5.7 million to other operations.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Segment result represents the profit earned by each segment without allocation of central administration costs and directors' salaries, share of profits (losses) of associates, investment income, other gains and losses, finance costs and income tax expense, as included in the internal management reports that are regularly reviewed by the Board of Directors. This measure is considered being most relevant for the purposes of resources allocation and assessment of segment performance.

6.3 Segment assets and liabilities

6.3.1 Segment assets and liabilities

CHF	31 December 2023	31 December 2022
SEGMENT ASSETS		
Hotels	476,404,442	516,021,008
Real estate and construction	1,144,129,415	1,181,551,093
Land sales	143,974,096	100,941,369
Destination management	93,688,471	89,309,808
Other operations	59,970,542	70,976,514
Segment assets before elimination	1,918,166,966	1,958,799,792
Inter-segment elimination	(377,573,585)	(438,102,151)
Segment assets after elimination	1,540,593,381	1,520,697,641
Unallocated assets	306,922,650	303,351,239
CONSOLIDATED TOTAL ASSETS	1,847,516,031	1,824,048,880

CHF	31 December 2023	31 December 2022
SEGMENT LIABILITIES		
Hotels	304,783,935	333,578,984
Real estate and construction	729,106,818	761,404,713
Land sales	46,056,367	14,762,215
Destination management	153,059,801	146,429,434
Other operations	47,129,190	58,425,909
Segment liabilities before elimination	1,280,136,111	1,314,601,255
Inter-segment elimination	(229,485,297)	(244,147,060)
Segment liabilities after elimination	1,050,650,814	1,070,454,195
Unallocated liabilities	261,303,482	310,836,045
CONSOLIDATED TOTAL LIABILITIES	1,311,954,296	1,381,290,240

For the purposes of monitoring segment performance and allocation of resources between segments, all assets and liabilities are allocated to reportable segments except for the assets of holding companies or companies which are not yet operational. Goodwill is allocated to reportable segments as described in note 16.

It is the Group's policy to reassess the classification of certain assets and liabilities within the reporting segments once a certain development stage of the destination is achieved. In 2023 and 2022 no such transfers were made.

6.3.2 Additions to non-current assets

CHF	2023	2022
Hotels	34,562,777	35,789,957
Real estate and construction	36,869,277	21,300,732
Destination management	26,249,267	24,413,155
Other operations	28,126,831	20,200,966
TOTAL	125,808,152	101,704,810

6.4 Geographical information

The Group currently operates in seven principal geographical areas – Egypt, Oman, United Arab Emirates, Switzerland, UK, Montenegro and Morocco. The Group's revenue from continuing operations from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

CHF	Revenue		Non-current assets	
	2023	2022	2023	2022
Egypt	453,187,369	523,674,004	239,818,877	244,884,223
Oman	89,124,760	78,360,333	317,242,327	342,277,126
United Arab Emirates	23,949,042	23,236,193	45,268,764	51,258,232
UK	20,634,370	19,024,515	59,289	77,763
Montenegro	66,413,028	44,545,055	163,744,275	140,875,315
Others	1,917,820	876,228	1,017,515	1,927,182
TOTAL	655,226,389	689,716,328	767,151,047	781,299,841

The revenue realised from a single client did not exceed the rate of 10% or more of the total Group's revenue during 2023 and 2022.

Non-current assets exclude investments in associates, financial instruments, and deferred tax assets.

6.5 Additional information on segment results

Total segment result of CHF 147.1 million (2022: CHF 181.4 million) mainly decreased by 19% due to the following:

Real estate revenues experienced a decline of 13.2%, reaching CHF 402.0 million in financial year 2023. The decrease in real estate revenues was driven mainly by the significant devaluation of the Egyptian Pound, which negatively translated the revenues of the Egyptian subsidiary entities in 2023.

With strong growth in 2023, our hotels' positive performance throughout the year reflects our resilience and leadership across markets amidst various global macro and geopolitical challenges, especially in the Middle East. Tourism recovery has been more robust and quicker, and the Group's hotels have seen significant performance improvement. The summer and winter seasons ended on a solid base as guests travelled further, stayed longer, and spent more at the Group's hotels. The demand for the Group's hotels remained robust throughout the year. During 2023, the Group saw a robust occupancy rate and significant growth in hotel average room rates, which drove the Group's hospitality revenue up 19.4% year-to-year to CHF 170.1 million during 2023. The Group's Gulf hotels are on the rise, and hotels in El Gouna continue to be the best in Egypt.

During 2023, the Group sold 45,350 sqm of land in El Gouna for a total value of CHF 11.5 million (CHF 250/sqm). The land plot is in the middle of El Gouna with no beach access and will be used to construct a new school in the destination.

The Group's destination management and other operations segments results were affected by the devaluation of the Egyptian Pound with revenues in 2023 down by 14.4% to reach CHF 71.6 million (2022: CHF 83.7 million). El Gouna's revenues represent a staggering 73% of the total segment revenues. However, the devaluation of EGP has had a pronounced impact on revenues.



7 EMPLOYEE BENEFITS EXPENSE

CHF	2023	2022
Employee benefits expense	103,272,299	103,907,999
Thereof included in cost of sales	77,897,522	76,232,094
Thereof included in administration expenses	25,374,777	27,675,905

8 INVESTMENT INCOME

CHF	2023	2022
Interest income:		
- Bank deposits and treasury bills	10,361,092	10,994,799
- Net interest income related to real estate sales ⁽ⁱ⁾	7,841,187	7,837,863
TOTAL	18,202,279	18,832,662

⁽ⁱ⁾ Interest income on receivables due from real estate buyers of CHF 12.1 million (2022: CHF 14.2 million) are partly netted off by interest expenses on advances from real estate buyers of CHF 4.3 million (2022: CHF 6.4 million). Investment income mainly decreased due to foreign exchange losses.

Investment income earned on financial assets by category of assets is CHF 18,202,279 (2022: CHF 18,832,662) for financial assets at amortised cost including cash and bank balances.

9 OTHER GAINS

CHF	2023	2022
Gain from short-term investments ⁽ⁱ⁾	10,440,480	-
Gain in relation to settlement of borrowing with a third party ⁽ⁱⁱ⁾	-	5,041,607
Gain from change in fair value of investment properties (note 15)	4,577,056	3,534,120
Other gains	2,816,242	2,436,390
TOTAL	17,833,778	11,012,117

⁽ⁱ⁾ In 2023, gains were mainly due to short-term investments bought and sold at a premium during the year.

⁽ⁱⁱ⁾ In 2022, a loan agreement in Oman was rescheduled resulting in gains in relation to the amortised cost amount of the loan- (note 27.2.2).

10 FINANCE COSTS

CHF	2023	2022
Interest on loans	(50,217,325)	(37,112,524)
Interest on lease liabilities	(4,536,010)	(2,426,823)
Effective interest expense ⁽ⁱ⁾	(31,979,523)	(49,388,955)
Total interest expense for financial liabilities not classified as at fair value through profit or loss	(86,732,858)	(88,928,302)
Less: amounts included in the cost of qualifying assets	36,606,075	51,111,754
TOTAL	(50,126,783)	(37,816,548)

⁽ⁱ⁾ The Group has purchased land on deferred payment terms. The liabilities are accounted for at amortised cost resulting in an effective interest expense which is included in the cost of qualifying assets.

Overall finance cost increased by CHF 12.3 million from CHF 37.8 million to CHF 50.1 million due to increases in interest rates in Egypt as well as Oman, Montenegro, UAE, and UK, in addition to the increased loans for Orascom Real Estate Company and the new loans for Makadi Heights.

The rate used by the Group to determine the amount of borrowing costs eligible for capitalization is 13.9% per annum for the Eco Bos project and 21.7% per annum for the O-West project (2022: 9% per annum).

11 OTHER LOSSES

CHF	2023	2022
Net foreign exchange losses	(11,135,333)	(22,513,924)
Impairment losses on property, plant and equipment ⁽ⁱ⁾	(8,672,938)	(9,780,475)
Impairment losses on inventory (note 21)	(685,090)	(2,342,412)
Impairment losses on other assets (note 23)	(1,248,537)	-
Impairment losses on related party receivables (note 35.1)	(1,199,143)	(2,133,771)
TOTAL	(22,941,041)	(36,770,582)

⁽ⁱ⁾ In 2023, impairment losses of CHF 8.7 million were recognised on land as well as leasing assets. In 2022, impairment losses of CHF 9.8 million were recognised on buildings, property under construction as well as leasing assets in relation to development projects (note 14).

12 INCOME TAXES

12.1 Income tax recognised in profit or loss

CHF	2023	2022
CURRENT TAX		
Current tax expense for the current year	34,918,683	45,573,250
	34,918,683	45,573,250
DEFERRED TAX		
Deferred tax (income)/expense recognised in the current year	(3,122,041)	(12,249,727)
	(3,122,041)	(12,249,727)
TOTAL INCOME TAX EXPENSE RECOGNISED IN THE CURRENT YEAR RELATING TO CONTINUING OPERATIONS	31,796,642	33,323,523

The following table provides reconciliation between income tax expense recognised for the year and the tax calculated by applying the applicable tax rates on accounting profit:

CHF	2023	2022
Profit before tax from continuing operations	86,186,335	84,635,125
Income tax expense calculated at 22.11% (2022: 22.18%)	19,057,153	18,771,684
Unrecognised deferred tax assets during the year	3,370,491	3,902,327
Effect of (income)/expenses that are not deductible in determining taxable profit	9,368,998	10,649,512
INCOME TAX EXPENSE RECOGNISED IN PROFIT OR LOSS	31,796,642	33,323,523

The average effective tax rate of 22.11% (2022: 22.18%) is the effective weighted average tax rate from countries in which the company generates taxable profit.



12.2 Income tax recognised in other comprehensive income

CHF	2023	2022
Share of other comprehensive income of associates	122,133	(167,663)
TOTAL INCOME TAX RECOGNISED IN OTHER COMPREHENSIVE INCOME	122,133	(167,663)

12.3 Current tax liabilities

CHF	2023	2022
Current tax expense	34,918,683	45,573,250
Balance due in relation to current tax of prior years	6,322,452	4,659,508
Foreign currency difference	(145,652)	(9,928,531)
CURRENT TAX LIABILITIES	41,095,483	40,304,227

Income tax liabilities include CHF 6.3 million (2022: CHF 4.7 million) relating to uncertain tax positions.

12.4 Deferred tax balances

Deferred tax assets and liabilities arise from the following:

2023	Opening balance	Recognised in profit/(loss)	Recognised in OCI	Exchange difference	Closing balance
CHF					
ASSETS					
Temporary differences					
Unrecognised foreign exchange losses	11,823,504	6,314,679	-	(3,643,215)	14,494,968
Carry forward tax losses	1,702,756	239,738	-	67,183	2,009,677
	13,526,260	6,554,417	-	(3,576,032)	16,504,645
Netting deferred tax assets ⁽ⁱ⁾	-	(4,205,473)	-	-	(4,205,473)
Total deferred tax assets	13,526,260	2,348,944	-	(3,576,032)	12,299,172
LIABILITIES					
Temporary differences					
Property, plant & equipment	22,505,456	2,916,521	-	(4,478,892)	20,943,085
Investment property	2,006,636	515,855	-	(407,484)	2,115,007
	24,512,092	3,432,376	-	(4,886,376)	23,058,092
Netting deferred tax liabilities ⁽ⁱ⁾	-	(4,205,473)	-	-	(4,205,473)
Total deferred tax liabilities	24,512,092	(773,097)	-	(4,886,376)	18,852,619
NET DEFERRED TAX LIABILITY	10,985,832	(3,122,041)	-	(1,310,344)	6,553,447

⁽ⁱ⁾ Deferred tax assets and liabilities within the same tax jurisdiction are offset against each other.

2022	Opening balance	Recognised in profit/(loss)	Recognised in OCI	Exchange difference	Closing balance
CHF					
ASSETS					
Temporary differences					
Unrecognised foreign exchange losses ⁽ⁱ⁾	369,004	15,685,110	-	(4,230,610)	11,823,504
Carry forward tax losses	1,229,380	631,583	-	(158,207)	1,702,756
	1,598,384	16,316,693	-	(4,388,817)	13,526,260
LIABILITIES					
Temporary differences					
Property, plant & equipment	26,937,137	3,701,018	-	(8,132,699)	22,505,456
Investment property	1,827,641	365,948	-	(186,953)	2,006,636
	28,764,778	4,066,966	-	(8,319,652)	24,512,092
NET DEFERRED TAX LIABILITY	27,166,394	(12,249,727)	-	(3,930,835)	10,985,832

⁽ⁱ⁾ The increase in 2022 is mainly due to the devaluation of the EGP (for further details refer to notes 26.7).

The Parent Company has not recognised deferred tax balances associated with investments in subsidiaries where ODH can control the reversal of the timing differences and where it is not probable that the temporary differences will reverse in the foreseeable future.

12.5 Unrecognised deferred tax assets

Deferred tax assets related to the Parent Company not recognised at the reporting date:

CHF	2023	2022
Tax losses in Parent Company (expiry 2023) ⁽ⁱ⁾	-	2,955,358
Tax losses in Parent Company (expiry 2025) ⁽ⁱ⁾	50,020,753	50,020,753
Tax losses in Parent Company (expiry 2026) ⁽ⁱ⁾	30,411,099	30,411,099
Tax losses in Parent Company (expiry 2027) ⁽ⁱ⁾	24,213,916	24,213,916
Tax losses in Parent Company (expiry 2028) ⁽ⁱ⁾	12,714,068	12,714,068
Tax losses in Parent Company (expiry 2029) ⁽ⁱ⁾	9,768,060	9,768,060
Tax losses in Parent Company (expiry 2030) ⁽ⁱ⁾	14,717,932	-
Tax losses in subsidiaries ⁽ⁱⁱ⁾	31,030,017	44,508,661

⁽ⁱ⁾ At 31 December 2023, the Parent Company's tax losses amounted to CHF 141,845,828 which mainly related to tax losses caused by impairment charges recognised on investments as result of the original restructuring of the Group. The historical cost value of these investments was the fair value of the investments at the date of the stock market listing in Switzerland.

The Parent Company incorporated in Switzerland is a holding company and enjoys a privileged taxation for dividend income from subsidiaries, as such income is tax exempted if certain criteria are met.

The Parent Company does not expect to have any substantial income streams other than tax exempted dividend income in the foreseeable future and therefore it is not probable that the unused tax losses can be utilised. Therefore, and unchanged to prior year, all tax losses accumulated in the Parent Company which amounted to CHF 141,845,828 at 31 December 2023 were treated as unrecognised deferred tax assets.

⁽ⁱⁱ⁾ The amount represents unrecognised tax losses at the subsidiaries level.

13 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the earnings from continuing operations attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. As the Company does not have any dilutive potential, the basic and diluted earnings per share are the same.

The earnings from continuing operations and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

CHF	2023	2022
EARNINGS (for basic and diluted earnings per share)		
Profit/ (loss) for the period attributable to owners of the parent	26,952,563	22,885,746
NUMBER OF SHARES (for basic and diluted earnings per share)		
Weighted average number of ordinary shares for the purposes of EPS	53,359,160	40,281,639
EARNINGS PER SHARE FROM CONTINUING OPERATIONS	0.51	0.57

14 PROPERTY, PLANT AND EQUIPMENT

CHF	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Property under construction	Right-of-use assets ⁽¹⁾	Total
COST							
Balance at 1 January 2022	90,771,812	593,929,975	117,012,007	70,244,394	193,941,294	51,510,868	1,117,410,350
Additions	-	18,838,669	5,386,480	8,321,880	64,734,600	1,898,309	99,179,938
Transfer from property under construction	-	38,856,562	3,409,131	3,226,526	(45,492,219)	-	-
Foreign currency exchange differences	(9,918,191)	(94,271,546)	(22,843,518)	(11,371,442)	(20,906,723)	(3,795,603)	(163,107,023)
Balance at 31 December 2022	80,853,621	557,353,660	102,964,100	70,421,358	192,276,952	49,613,574	1,053,483,265
Additions	3,290,397	2,401,959	12,055,141	11,098,312	89,685,160	980,847	119,511,816
Transfer from property under construction	-	46,476,944	1,391,326	800,182	(48,668,452)	-	-
Disposals	-	-	(234,992)	(298,864)	-	-	(533,856)
Foreign currency exchange differences	(10,756,351)	(82,975,119)	(17,560,943)	(10,562,764)	(19,902,086)	(3,997,880)	(145,755,143)
Balance at 31 December 2023	73,387,667	523,257,444	98,614,632	71,458,224	213,391,574	46,596,541	1,026,706,082

CHF	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Property under construction	Right-of-use assets ⁽¹⁾	Total
ACCUMULATED DEPRECIATION AND IMPAIRMENT							
Balance at 1 January 2022	-	124,085,822	84,528,536	55,572,374	43,523,891	11,870,345	319,580,968
Depreciation expense	-	13,355,669	6,101,477	4,318,414	-	1,636,523	25,412,083
Impairment expense (note 11)	-	5,296,672	-	-	4,248,959	234,844	9,780,475
Foreign currency exchange differences	-	(19,870,552)	(14,376,051)	(7,087,182)	(840,978)	(1,611,432)	(43,786,195)
Balance at 31 December 2022	-	122,867,611	76,253,962	52,803,606	46,931,872	12,130,280	310,987,331
Depreciation expense	-	12,197,879	5,845,562	4,133,236	-	1,491,359	23,668,036
Impairment expense (note 11)	7,604,484	-	-	-	-	1,068,454	8,672,938
Disposals	-	-	(216,789)	(173,815)	-	-	(390,604)
Foreign currency exchange differences	-	(17,623,541)	(11,682,121)	(6,865,892)	(2,200,001)	(1,463,470)	(39,835,025)
Balance at 31 December 2023	7,604,484	117,441,949	70,200,614	49,897,135	44,731,871	13,226,623	303,102,676
CARRYING AMOUNT							
At 31 December 2022	80,853,621	434,486,049	26,710,138	17,617,752	145,345,080	37,483,294	742,495,934
At 31 December 2023	65,783,183	405,815,495	28,414,018	21,561,089	168,659,703	33,369,918	723,603,406

⁽¹⁾ For further details refer to note 37.



Financial Statements

At 31 December 2023, property, plant and equipment (PPE) of the Group with a carrying amount of CHF 195.0 million (31 December 2022: CHF 205.8 million) were pledged to secure borrowings of the Group as described in note 27. See note 10 for the capitalised finance cost during the year.

During 2023, land in the amount of CHF 7.6 million as well as leasing assets in the amount of CHF 1.1 million were impaired. Increasing the discount rate by 0.5% would have led to an additional impairment of CHF 4.1 million.

During 2022, buildings, property under construction as well as leasing assets in relation to development projects in the total amount of CHF 9.8 million were impaired after management reassessed that the projects will not lead to inflow of economic benefits in future years. For 2022, increasing the discount rate by 0.5%, would have led to an additional impairment of CHF 11.0 million.

15 INVESTMENT PROPERTY

The following table summarizes movements, which have occurred, during the current reporting period, on the carrying amount of investment property.

CHF	2023	2022
FAIR VALUE OF COMPLETED INVESTMENT PROPERTY		
Balance at the beginning of the year	36,895,453	37,319,156
Addition	6,296,336	2,524,872
Revaluation gain/(loss) (through P&L) (notes 9)	4,577,056	3,534,120
Foreign currency translation adjustment	(5,612,934)	(6,482,695)
Balance at the end of the year	42,155,911	36,895,453

The fair values at 31 December 2023 were determined based on an internal valuation model performed by Group management. In estimating the fair value of the investment properties, management considers the current use of the properties as their highest and best use.

The internal valuation model relies on the Discounted Cash Flow (DCF) method to determine the fair value of the investment property. The Discounted Cash Flow (DCF) approach describes a method to value the investment property using the concepts of the time value of money. All future cash flows are estimated and discounted to give them a present value. This valuation method is in conformity with the International Valuation Standards. The same method was used for any previous external valuations. As investment property only consists of a few properties in Egypt, Oman and Montenegro, management has decided to use an internal valuation model due to efficiency and cost saving reasons.

For the valuation of the investment property which is situated in Egypt the model used cash flow projections based on financial budgets for the next five years and an average discount rate of 37.7% (cost of equity) (2022: 30.7%). For the terminal value a perpetual growth rate of 3% (2022: 3%) was used. For 2023, increasing the discount rate by 2%, would have led to a lower value of CHF 0.5 million.

For the valuation of the investment property which is situated in Oman an average discount rate of 11.5% (cost of equity) (2022: 12.0%) was used. Cash flow projections based on financial budgets for the next five years were used and for the terminal value a perpetual growth rate of 3% (2022: 3%) was applied. For 2023, increasing the discount rate by 2%, would have led to a lower value of CHF 1.1 million.

For the valuation of the investment property in Montenegro an average discount rate of 10.4% (2022: 12.0%) was used. The beta used was 1 (2022: 1). Cash flow projections based on financial budgets for the next five years were used and for the terminal value a perpetual growth rate of 1% (2022: 1%) was applied. For 2023, increasing the discount rate by 2%, would have led to a lower value of CHF 2.6 million.

At 31 December 2023, investment property of the Group with a carrying amount of CHF 2.5 million (31 December 2022: CHF 3.4 million) were pledged to secure borrowings of the Group.

All of the Group's investment property is held under freehold interests. The following table summarizes income and direct operating expenses from investment properties rented out to third parties.

CHF	2023	2022
Rental income from investment properties ⁽ⁱ⁾	6,638,665	8,242,762
Direct operating expenses (including repairs and maintenance) arising from investment properties that generated rental income during the period	398,853	445,139

⁽ⁱ⁾ See note 6.1 for further information on the Group's rental income.

16 GOODWILL

CHF	2023	2022
Cost	1,391,730	1,908,454
Accumulated impairment losses	-	-
Carrying amount at end of year	1,391,730	1,908,454

CHF	2023	2022
COST		
Balance at beginning of year	1,908,454	2,974,101
Effect of foreign currency exchange differences	(516,724)	(1,065,647)
Balance at end of year	1,391,730	1,908,454

16.1 Allocation of goodwill to cash-generating units

Annual test for impairment

An impairment test of goodwill was performed by the Group to assess the recoverable amount of its goodwill. No impairment was recorded as result of this test. All cash-generating units were tested for impairment using the Discounted Cash Flow (DCF) method in accordance with IFRS.

The Group's business segments have been identified as cash-generating units. The DCF model utilised to evaluate the recoverable amounts of these units was based on a five-year projection period. A further description of the assumptions used in the model is given in the following paragraphs.

The carrying amount of goodwill that has been allocated for impairment testing purposes is as follows:

CHF	Segment	2023	2022
Hotel companies*	Hotels	1,391,730	1,908,474
		1,391,730	1,908,474

* Each subsidiary considered separately

Hotels

The recoverable amount of each cash-generating unit has been determined based on a value in use calculation which uses cash flow projections based on the financial budgets approved by management covering a five-year period with an average discount rate of 37.66% per annum (2022: 30.67% per annum). The discount rate is based on a risk-free post-tax interest rate of 22.09% (the pre-tax risk free rate used is 27.61%; applying the 20% Egyptian tax rate for sovereign bonds, the post-tax risk free rate of 22.09% resulted) as well as a equity risk premium of 15.57% (2022: 15.43%). For the terminal value calculation, a terminal growth rate of 3% (2022: 3%) was used.

Sensitivity analysis, where the average discount rate was increased by 4.5% and the growth rate reduced by 0.5%, which according to management is a reasonably possible change in key assumptions based on their business forecasts, did not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

Furthermore, management believes that any reasonably possible change in the key assumptions (sensitivity analysis) on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.



17 SUBSIDIARIES

The Group has control over all the subsidiaries below either directly or indirectly through subsidiaries controlled by the Parent Company. There were no major changes in ownership compared to prior year. Details of the Group's significant subsidiaries at the end of the reporting period are as follows:

Country – Company name	Domicile	FC	Share/ paid in capital	Proportion of ownership interest and voting power held by the Group	Segment					
					HO*	R&C	LS	DM	Other HQ	
Egypt										
Abu Tig for Hotels Company	Red Sea	EGP	6,000,000	73.93%	4					
Accasia for Hotels Company	Cairo	EGP	25,000,000	74.03%	5					
Arena for Hotels Company S.A.E	Cairo	EGP	20,000,000	99.92%	4					
Captain for Hotels Company	Red Sea	EGP	768,750	73.76%	3					
El Dawar for Hotels Company	Cairo	EGP	9,560,000	74.03%	4					
El Khamsa for Hotels & Touristic Establishments	Red Sea	EGP	48,000,000	74.09%	5					
El Golf for Hotels Company & Touristic Establishments	Cairo	EGP	26,800,000	74.07%	5					
El Gouna for Hotels Company S.A.E	Cairo	EGP	79,560,000	52.41%	5					
El Gouna Hospital Company	Red Sea	EGP	19,000,000	56.13%						
El Gouna Services Company	Red Sea	EGP	1,000,000	74.35%						
El Mounira for Hotels Company S.A.E	Red Sea	EGP	14,000,000	55.42%	4					
El Tebah for Hotels & Touristic Establishments Company	Cairo	EGP	52,000,000	52.40%	5					
El Wekala for Hotels Company	Cairo	EGP	39,000,000	55.73%	4					
International Hotel Holding	Cairo	EGP	452,367,300	74.11%						
Marina 3 for Hotels & Touristic Establishments Company	Cairo	EGP	26,000,000	74.07%						
Misr El Fayoum for Touristic Development Company S.A.E	Cairo	EGP	28,000,000	75.07%						
Mokbela for Hotels Company S.A.E	Cairo	EGP	85,000,000	61.02%	5					
Mowassem for Touristic Hotels S.A.E	Cairo	EGP	7,500,000	73.37%	5					
Orascom Development Egypt S.A.E	Cairo	EGP	1,130,473,523	75.10%						
Orascom Housing Company	Red Sea	EGP	22,000,000	73.86%						
Orascom Real Estate	Cairo	EGP	62,687,500	52.57%						
Paradisio for Hotels & Touristic Establishments Company S.A.E	Red Sea	EGP	18,500,000	74.09%	4					
Makadi Heights for Tourism Development Company	Red Sea	EGP	50,000,000	55.59%						
Taba Heights Company S.A.E	South Sinai	EGP	157,510,000	73.60%						

Country – Company name	Domicile	FC	Share/ paid in capital	Proportion of ownership interest and voting power held by the Group	Segment					
					HO*	R&C	LS	DM	Other HQ	
Tawila for Hotel Company S.A.E	Cairo	EGP	68,000,000	74.04%	5					
Business Park for Office Management	Red Sea	EGP	812,500	100.00%						
Montenegro										
Lustica Development Ad Podgorica	Podgo-rica	EUR	69,559,781	92.76%						
LB Development & Partners AD Tivat company	Podgo-rica	EUR	25,000	92.76%						
Morocco										
Oued Chibika Development (SA)	Casa-blanca	MAD	419,346,618	55.00%						
Chbika Rive Hotel	Casa-blanca	MAD	16,500,000	65.00%	UC					
Oman										
Madrakah Hotels Management Company LLC	Muscat	OMR	4,350,000	70.00%	UC					
Muriya Tourism Development Company (S.A.O.C)	Muscat	OMR	28,505,800	81.00%						
Salalah Beach Contracting LLC	Muscat	OMR	250,000	70.00%						
Salalah Beach Tourism Development Company (S.A.O.C)	Muscat	OMR	80,192,748	70.00%						
Salalah Investment and Development LLC	Muscat	OMR	150,000	70.00%						
Sifah Tourism Development Company (S.A.O.C)	Muscat	OMR	49,605,530	70.00%						
Wateera Property Management Company LLC	Muscat	OMR	270,000	70.00%						
United Arab Emirates										
RAK Tourism Investment FZC	Ras al Khaimah	AED	7,300,000	73.00%	5					
United Kingdom										
Eco-Bos Development Limited	Cornwall	GBP	10,000,000	75.00%						

Abbreviations:

- HO Hotels
- R&C Real estate and construction
- LS Land sales
- DM Destination management
- HQ Headquarter or not yet operational
- Other Other operations
- * Number of stars the hotel holds
- UC Hotel under construction



17.1 Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests. The assessment whether a non-controlling interest is material is based on the carrying amounts of such non-controlling interests.

Name of subsidiary	Proportion of ownership interest and voting power held by non-controlling interests		Profit/(loss) allocated to non-controlling interests		Accumulated non-controlling interests	
	31/12/2023	31/12/2022	31/12/2023	31/12/2022	31/12/2023	31/12/2022
Orascom Development Egypt S.A.E.	24.90%	24.90%	23,097,548	24,322,814	36,855,122	39,690,911
Salalah Beach Tourism Development Co. & Sifah Tourism Development Co.	30.00%	30.00%	(2,821,185)	(3,474,144)	43,487,740	47,062,772
RAK Tourism Investment FZC	27.00%	27.00%	540,047	(70,522)	7,040,546	7,176,052
Individually immaterial subsidiaries with non-controlling interests					72,332,308	64,019,825
TOTAL					159,715,716	157,949,560

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	ODE		Salalah & Sifah		RAK	
	31/12/2023	31/12/2022	31/12/2023	31/12/2022	31/12/2023	31/12/2022
Current assets	697,266,000	691,748,303	127,003,365	139,328,768	5,803,288	6,764,733
Non-current assets	369,087,967	358,716,602	162,800,094	183,895,716	48,918,883	55,266,768
Current liabilities	(409,543,741)	(328,512,037)	(137,316,277)	(158,040,038)	(15,317,027)	(18,702,217)
Non-current liabilities	(381,422,533)	(468,423,547)	(7,528,052)	(8,308,539)	(13,329,047)	(16,751,318)
Equity attributable to owners	(238,532,571)	(213,838,410)	(101,471,390)	(109,813,135)	(19,035,551)	(19,401,914)
Non-controlling interests	(36,855,122)	(39,690,911)	(43,487,740)	(47,062,772)	(7,040,546)	(7,176,052)
Revenue	448,737,917	519,092,384	53,759,902	43,896,981	23,907,593	23,236,193
Profit/(loss) for the year	92,761,238	97,681,983	(9,403,950)	(11,580,480)	2,000,173	(261,191)
attributable to owners	69,663,690	73,359,169	(6,582,765)	(8,106,336)	1,460,126	(190,669)
attributable to non-controlling interests	23,097,548	24,322,814	(2,821,185)	(3,474,144)	540,047	(70,522)

	ODE		Salalah & Sifah		RAK	
	31/12/2023	31/12/2022	31/12/2023	31/12/2022	31/12/2023	31/12/2022
Other comprehensive income for the year	58,192,411	86,940,607	-	-	-	-
attributable to owners	43,702,501	65,292,396	-	-	-	-
attributable to non-controlling interests	14,489,910	21,648,211	-	-	-	-
Total comprehensive income for the year	150,953,649	184,622,590	(9,403,950)	(11,580,480)	2,000,173	(261,191)
attributable to owners	113,366,190	138,651,565	(6,582,765)	(8,106,336)	1,460,126	(190,669)
attributable to non-controlling interests	37,587,459	45,971,025	(2,821,185)	(3,474,144)	540,047	(70,522)
Net cash inflow/(outflow)	48,885,465	45,889,681	1,738,133	4,913,104	(921,403)	(1,096,780)
from operating activities	37,596,679	52,850,351	2,069,206	5,842,514	1,004,659	1,874,584
from investing activities	(48,971,459)	(44,457,471)	(13,161,605)	(184,063)	(562,769)	(2,154,890)
from financing activities	60,260,245	37,496,801	12,830,532	(745,347)	(1,363,293)	(816,474)

Except for exchange differences arising on translating the foreign operations there are no other items of other comprehensive income.

17.2 Changes in the Group's ownership interests which have occurred during the year

In 2023, there have been no major changes in the group structure (2022: none).

18 INVESTMENTS IN ASSOCIATES

Details of the Group's associates at the end of the reporting period are as follows:

Name of associate	Place of incorporation/business	Proportion of ownership interest and voting power held by the Group		Carrying value (CHF)	
		2023	2022	2023	2022
Andermatt Swiss Alps AG ⁽ⁱ⁾	Switzerland	49.00%	49.00%	36,751,060	36,078,096
Jordan Company for Projects and Touristic Development ⁽ⁱⁱ⁾	Jordan	18.33%	18.33%	-	-
Red Sea for Construction & Development ⁽ⁱⁱⁱ⁾	Egypt	40.20%	40.20%	12,258,902	15,268,022
TOTAL				49,009,962	51,346,118

The Group measures all its associates using the equity method of accounting as described in policy 3.5 of the notes to the consolidated financial statements. Management considers ASA, JPTD and RSCD as the only associate that are material to the Group. In 2023, the Group received dividends from investments in associates of CHF 3.1 million (2022: CHF 4.6 million).



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(i) Andermatt Swiss Alps AG

On 25 June 2013, the Group lost control over Andermatt Swiss Alps AG ("ASA") due to various capital increases in ASA in which the Group did not fully participate. With a remaining share of interest of 49% in ASA, the investment is classified as investment in associates.

The fair value of ASA on initial recognition as investment in associates is based on a third-party valuation which supported the transaction price paid by Mr. Samih Sawiris.

On 23 June 2020, the share capital of ASA was increased by CHF 70 million. The Group participated in this capital increase according to its interest of 49% by contributing CHF 34.3 million.

ASA is not subject to any restrictions on transferring funds to ODH whether resulting from regulatory requirements, borrowing arrangements or contractual arrangements between ASA and ODH.

Summarised financial information in respect of ASA is set out below:

CHF	2023	2022
Current assets	209,345,965	268,358,842
Non-current assets	305,015,373	290,959,423
Current liabilities	(177,423,177)	(215,998,367)
Non-current liabilities	(292,113,083)	(297,370,202)
Net assets	44,825,078	45,949,696
thereof equity attributable to the owners of the company	55,066,718	53,693,320
thereof non-controlling interests	(10,241,640)	(7,743,624)
Revenue for the year	255,595,157	180,880,856
Profit for the year attributable to the owners of the company	3,271,270	34,482,269
Other comprehensive (loss)/income for the year attributable to the owners of the company	(1,897,872)	3,279,500
Total comprehensive income for the year attributable to the owners of the company	1,373,398	37,761,769
Group's share of comprehensive income for the year	672,965	18,503,267
thereof from profit for the year	1,602,922	16,896,312
thereof from other comprehensive (loss)/income for the year	(929,957)	1,606,955

Reconciliation of the above summarised financial information to the carrying amount of the interest in ASA recognised in the consolidated financial statements:

CHF	2023	2022
Net assets of the associate attributable to the owners of the company	55,066,718	53,693,320
Proportion of the Group's ownership interest in ASA	49%	49%
The Group's share of ASA's net assets	26,982,691	26,309,727
Goodwill included in the carrying amount of the investment in ASA	9,768,369	9,768,369
Carrying amount of the Group's interest in ASA	36,751,060	36,078,096

The "goodwill" which was included in net assets upon deemed loss of control.

(ii) Jordan Company for Projects and Touristic Development (JPTD)

JPTD is investing in property, destination management and development in Aqaba in Jordan. Since 2008 the Group exercised significant influence with their two active board members out of eleven leading to changes in the JPTD's Executive Management and provision of essential technical information.

JPTD is not subject to any restrictions on transferring funds to ODH whether resulting from regulatory requirements, borrowing arrangements or contractual arrangements between JPTD and ODH.

Summarised financial information in respect of JPTD is set out below:

CHF	2023	2022
Current assets	28,213,842	30,988,353
Non-current assets	95,307,404	111,387,055
Current liabilities	(74,183,671)	(70,357,742)
Non-current liabilities	(24,756,373)	(46,767,572)
Net assets	24,581,202	25,250,094
Revenue for the year	7,715,623	17,827,204
Loss for the year	(15,173,550)	(3,429,812)
Other comprehensive income for the year	-	-
Total comprehensive income for the year	(15,173,550)	(3,429,812)
Group's share of comprehensive income for the year	-	-
Impairment loss recognised on investment in associate	-	-
Total share of losses in associate	-	-

Reconciliation of the above summarised financial information to the carrying amount of the interest in JPTD recognised in the consolidated financial statements:

CHF	2023	2022
Net assets of the associate over Group level	24,581,202	25,250,094
Proportion of the Group's ownership interest in JPTD	18.33%	18.33%
Proportional amount of the Group's interest in JPTD	4,505,734	4,628,342
Impairment loss recognised on investment in associate in prior years	(4,505,734)	(4,628,342)
Carrying amount of the Group's interest in JPTD	-	-

As at 31 December 2023 and 2022, the carrying amount of the Group's interest was fully impaired due to going concern and liquidity issues of the investment in associates.

(iii) Red Sea for Construction & Development ("RSCD")

During 2016, Red Sea for Construction & Development, of which the Group held a direct interest of 0.4% as well as an indirect interest of 14% through Orascom Housing Company, increased its share capital from EGP 25 million to EGP 50 million. Of these EGP 25 million, the Group invested EGP 20 million (CHF 2.2 million), resulting in a total interest of 40.20%. Hence, the investment is now classified as an associate. The investment in associates is initially recognised at the consideration paid for the capital increase with any previously acquired interests recognised at fair value.

RSCD is not subject to any restrictions on transferring funds to ODH whether resulting from regulatory requirements, borrowing arrangements or contractual arrangements between RSCD and ODH.



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Summarised financial information in respect of RSCD is set out below:

CHF	2023	2022
Current assets	130,334,984	150,111,341
Non-current assets	13,928,658	16,067,461
Current liabilities	(113,768,863)	(128,198,648)
Non-current liabilities	-	-
Net assets	30,494,779	37,980,154
Revenue for the year	58,253,068	262,176,319
Profit for the year	10,386,842	16,973,388
Other comprehensive income for the year	-	-
Total comprehensive income for the year	10,386,842	16,973,388
Group's share of comprehensive income for the year	4,175,511	6,823,302

Reconciliation of the above summarised financial information to the carrying amount of the interest in RSCD recognised in the consolidated financial statements:

CHF	2023	2022
Net assets of the associate over Group level	30,494,779	37,980,154
Proportion of the Group's ownership interest in RSCD	40.20%	40.20%
Carrying amount of the Group's interest in RSCD	12,258,902	15,268,021

19 NON-CURRENT RECEIVABLES

CHF	2023	2022
Trade receivables	31,187,012	32,245,628
Notes receivable	85,393,435	74,951,965
Credit loss allowance for doubtful debts non-current	(269,536)	(384,499)
TOTAL	116,310,911	106,813,094

Non-current receivables include long term receivables for land and real estate contracts, which will be collected over an average collecting period of 6.5 years (2022: 6.5 years). Receivables are split into trade receivables, which are not covered by cheques, and notes receivable, which are covered by cheque. The purpose of the cheques is to facilitate the collection process.

For details on the calculation of the loss allowance, refer to note 33.9.

The increase in non-current receivables is mainly due to an increase in notes receivable.

20 OTHER FINANCIAL ASSETS

Details of the Group's other financial assets are as follows:

CHF	2023	2022
Financial assets carried at fair value through other comprehensive income (FVTOCI)		
Nasr City company for Housing & Development (N.C.H.R.)	812	897
Egyptian Resort Company	599	1,138
Reclaim Limited	-	-
Desert Cruise LLC	-	-
Camps and Lodges Company	-	-
Palestine for Tourism Investment Company	-	-
El Koseir Company	-	-
TOTAL	1,411	2,035

At 31 December 2023, management assessed that the fair value of the non-listed other financial assets is nil (31 December 2022: nil).

21 INVENTORIES

CHF	2023	2022
Construction work in progress ⁽ⁱ⁾	89,207,510	82,279,579
Land held for development under purchase agreements ⁽ⁱⁱ⁾	306,990,934	315,057,963
Right of use inventory (note 37)	14,409,788	15,604,414
Other inventories ⁽ⁱⁱⁱ⁾	24,004,075	24,083,614
TOTAL	434,612,307	437,025,570

(i) This amount includes unsold real estate construction work under progress. For further details on the net realisable value of construction work in progress refer to note 4.2.7.

(ii) This amount mainly includes land held for development which was received from the Egyptian New Urban Communities Authority ("NUCA") in 2019 to co-develop an integrated community project in 6th of October City in West Cairo ("O West project"). The project is expected to compile residential & commercial units over total land area of 1,007 feddan (4.2 million sqm) One part of the land purchase price is paid through deferred cash payment, which is based on cash inflows from the sale of units within the next 7 years. The other part of the land price is settled in-kind by providing NUCA with semi-finished units in the defined built-up area in year 7 to year 9. The cash-part is recognised as current and non-current trade payables (note 28) whereas as the in-kind part is classified as non-current contract liabilities (note 29). As at 31 December 2023, the carrying amount of inventory related to O West project is CHF 248.3 million (31 December 2022: CHF 307.1 million). The decrease is mainly due to foreign exchange losses.

Further, in February 2023, Orascom Development Egypt ("ODE") signed a comprehensive milestone master agreement with the Egyptian authorities regarding its flagship project El Gouna which will further support ODE's long-term strategy for the undeveloped land area and efforts to drive growth. Based on the agreement, the Group has recognised inventory in the total amount of USD 85.5 million (CHF 72 million) with a corresponding increase within trade and other payables, being the present value of the Group's contractual obligations. In 2023, USD 60 million of this liability were already paid. Hence, the main reason for the increase in inventory compared to 31 December 2022 is inventory recognised as part of the milestone master agreement. The increase is partly netted-off by foreign exchange losses.

(iii) This amount includes hotels inventory of CHF 20.6 million (2022: CHF 18.8 million) as well as completed but unsold units of CHF 3.4 million (2022: CHF 5.3 million).

In 2023, inventory in the amount of CHF 0.7 million (2022: CHF 2.3 million) was written off.



22 TRADE AND OTHER RECEIVABLES

CHF	2023	2022
Trade receivables ⁽ⁱ⁾	86,833,213	90,194,356
Notes receivable	107,453,415	99,664,428
Credit loss allowance (note 33.9)	(22,753,640)	(25,203,462)
TOTAL	171,532,988	164,655,322

⁽ⁱ⁾ The average credit period on sales of real-estate is 6.5 years.

23 OTHER CURRENT ASSETS

CHF	2023	2022
Prepaid sales commissions related to uncompleted units ⁽ⁱ⁾	28,921,440	23,449,545
Advance to suppliers	14,309,634	19,186,803
Withholding tax ⁽ⁱⁱⁱ⁾	5,647,770	5,230,606
Other debit balances ⁽ⁱⁱⁱ⁾	5,219,766	6,435,666
Prepaid expenses	4,921,478	4,529,951
Accrued revenue ⁽ⁱⁱⁱ⁾	3,131,027	4,740,524
Deposit with others ⁽ⁱⁱⁱ⁾	1,712,658	2,210,068
Letters of guarantee – cash margin ⁽ⁱⁱⁱ⁾	298,722	333,556
Cash imprest ⁽ⁱⁱⁱ⁾	174,087	272,484
Treasury bills ⁽ⁱⁱ⁾⁽ⁱⁱⁱ⁾	-	860,014
TOTAL	64,336,582	67,249,217

⁽ⁱ⁾ Prepaid sales commissions mainly increased due to sales in relation to O-West project in Egypt. The increase was partly netted off by foreign exchange losses.

⁽ⁱⁱ⁾ Treasury bills with a residual term of more than 3 months are shown within other assets whereas such with a residual term of less than 3 months are shown within cash and bank balances (note 24).

⁽ⁱⁱⁱ⁾ These other current assets in the total amount of CHF 16.2 million (2022: CHF 20.1 million) are considered financial assets in accordance with IFRS 9 (note 33.3).

In 2023, other current assets in the amount of CHF 1.2 million (2022: nil) were impaired (note 11).

24 CASH AND BANK BALANCES

CHF	2023	2022
Cash on hand	320,601	402,559
Cash at banks	152,332,414	75,010,109
Treasury bills and bank deposits	61,197,119	104,885,361
TOTAL	213,850,134	180,298,029

For the purposes of the consolidated cash flow statement, cash and bank balances include cash on hand, demand deposits and balances at banks. Bank balances are short-term, highly liquid investments of maturities of three months or less from the acquisition date, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The Group performed an ECL test for the cash and bank balances which resulted in immaterial losses (note 33.9).

Cash at bank disclosed above includes an amount of CHF 0.2 million that are held by CIB bank as collateral against the NUCA share of 26% at O west project at the end of the year.

24.1 Management's plans to manage liquidity shortages and related uncertainty

In 2023, the Company faced several challenges due to global pressures, rising inflation, geopolitical instability, and the devaluation of the EGP. Despite these difficulties, the Group maintained its momentum and expanded its revenue stream across many destinations, increasing its profitability year over year. This success was due to the Group's commitment to making strategic investments tailored to each country where it operates, no matter the conditions.

In April 2023, the Parent Company completed a right offering by issuing 19,228,617 new registered shares in the capital increase. This increased the total issued share capital to CHF 299,111,830, divided into 59,822,366 registered shares with a nominal value of CHF 5.00 each. The capital increase increased equity, after deducting transaction fees, by approximately CHF 132.0 million. This amount was generated from the net cash proceeds of approximately CHF 39.9 million and the partial conversion of the shareholder loan from the major shareholder, which amounted to around CHF 92.1 million. The Group plans to use the cash proceeds to finance its current development projects in Oman, Montenegro, and the United Kingdom, as well as for general corporate purposes.

On 5 November 2023, Orascom for Real Estate S.A.E (ORE) signed a syndicated loan agreement of EGP 6.0 billion (equivalent to CHF 177 million) to fund its flagship project, O West, in Cairo. The loan has a tenor of ten years and will be used to refinance the EGP 1.5 billion (equivalent to CHF 44 million) facility obtained last year for the O West project. Additionally, the loan will partially finance the development of O West, thereby accelerating the construction of the project phases.

Finally, Orascom Development Egypt (ODE), the largest subsidiary of the group, completed the sale of 15,501,273 treasury shares on 25 September 2023, for a total value of EGP 155,012,730 (CHF 4.2 million).

Management has undertaken several precautionary measures considering the current global circumstances and economic downturn. Management believes that these plans are enough to substantially mitigate the liquidity risk and confirms on the strength of ODH business model and financial position.

25 CAPITAL**25.1 Issued capital**

CHF	2023	2022
Par value per share	5.00	5.00
Number of ordinary shares issued and fully paid	59,822,366	40,593,749
Issued capital	299,111,830	202,968,745

25.2 Fully paid ordinary shares

On 28 April 2023, the Company successfully completed its rights offering. The Company issued 19,228,617 new registered shares in the capital increase. The new shares were first traded on SIX Swiss Exchange on 28 April 2023. As a result of the capital increase, the equity of ODH, after deducting transaction fees, increased by CHF 132.0 million. This increase came from net cash proceeds of CHF 39.9 million and the partial conversion of the shareholder loan from the majority shareholder in the amount of CHF 92.1 million into equity. In 2022, there were no changes to the issued capital.

During 2023 and 2022, no dividends had been paid. In respect of the current year, the Board of Directors does not propose a dividend or a capital reduction to the shareholders at the Annual General Meeting.

25.3 Capital band

The Company's Board of Directors is authorized until 9 May 2028 to conduct one or more increases and/or reductions of the share capital within the upper limit of CHF 448,667,745, corresponding to 89,733,549 registered shares with a nominal value of CHF 5 each, and the lower limit of CHF 149,555,915, corresponding to 29,911,183



registered shares with a nominal value of CHF 5 each. Capital reductions can be conducted either through a reduction of the nominal value of the shares or through the cancellation of shares. The capital band allows for a capital increase in the amount of up to CHF 149,555,915, which corresponds to 50% of the existing share capital.

25.4 Conditional capital

The share capital may be increased by a maximum amount of CHF 29,080,885 through the issuance of up to 5,816,177 fully paid registered shares with a nominal value of CHF 5 each

- a) up to the amount of CHF 4,080,885 corresponding to 816,177 fully paid registered shares through the exercise of option rights granted to the members of the Board and the management, further employees and / or advisors of the Parent Company or its subsidiaries.
- b) up to the amount of CHF 25 million corresponding to 5 million fully paid registered shares through the exercise of conversion rights and / or warrants granted in connection with the issuance of newly or already issued bonds or other financial instruments by the Parent Company or one of its group companies.

The subscription rights of the shareholders shall be excluded. The Board of Directors may restrict or withdraw the right for advance subscription ("Vorwegzeichnungsrecht") of the shareholders in connection with (i) the financing (refinancing inclusively) of acquisitions of enterprises or parts thereof, participations or other investment projects of the company and/or its subsidiaries or (ii) the placement of convertible bonds or financial instruments with conversion or option rights on the national or international capital market.

26 RESERVES (NET OF INCOME TAX)

CHF	2023	2022
Share premium (note 26.1)	872,217,117	836,330,008
Treasury shares (note 26.2)	(1,517,585)	(2,121,707)
Share-based payment reserve (note 26.3)	1,314,355	1,197,364
PP&E revaluation reserve (26.4)	4,638,989	4,638,989
Investments revaluation reserve (note 26.5)	(1,123,684)	(1,126,606)
General reserve (note 26.6)	4,916,868	4,916,868
Foreign currencies translation reserve (note 26.7)	(512,020,947)	(441,824,184)
Reserve from common control transactions (note 26.8)	(72,519,921)	(72,519,921)
TOTAL	295,905,192	329,490,811

26.1 Share premium

CHF	2023	2022
Balance at beginning of year	836,330,008	836,750,750
Capital increase	38,457,234	-
Transaction costs directly related to capital increase	(2,537,163)	-
Effect of exercised options in subsidiaries	(32,962)	(420,742)
Balance at end of year	872,217,117	836,330,008

26.2 Treasury shares

CHF	2023	2022
Balance at beginning of year	(2,121,707)	(2,627,923)
Acquisition of treasury shares ⁽ⁱ⁾	(318,134)	(699,940)
Disposal of treasury shares ⁽ⁱ⁾	382,149	784,706
Distribution of treasury shares ⁽ⁱⁱ⁾	540,107	421,450
Balance at end of year	(1,517,585)	(2,121,707)

As of 31 December 2023, the Company owned 206,785 own shares (31 December 2022: 286,502).

⁽ⁱ⁾ During 2023, ODH sold a total of 41,681 treasury shares (2022: 75,001) at a total amount of CHF 0.4 million (2022: CHF 0.8 million) and bought a total of 47,930 treasury shares (2022: 78,792) at a total amount of CHF 0.3 million (2022: CHF 0.7 million).

⁽ⁱⁱ⁾ During 2023, ODH transferred a total of 85,966 own shares to the members of the Board of Directors as part of their remuneration as well as to other parties (CHF 0.5 million). The treasury shares reserve, which values the shares at original purchase price, has been reduced accordingly and the resulting difference has been recognised as gain directly through retained earnings (CHF 0.1 million).

During 2022, ODH transferred a total of 63,080 own shares to the members of the Board of Directors as part of their remuneration (CHF 0.4 million). The treasury shares reserve, which values the shares at original purchase price, has been reduced accordingly and the resulting difference has been recognised as gain directly through retained earnings (CHF 270,444).

26.3 Share-based payment reserve

CHF	2023	2022
Balance at beginning of year	1,197,364	684,208
Share-based payments (note 34)	513,156	513,156
Milestone payment in cash (note 34)	(396,165)	-
Balance at end of year	1,314,355	1,197,364

26.4 PP&E revaluation reserve

CHF	2023	2022
Balance at beginning of year	4,638,989	4,638,989
Balance at end of year	4,638,989	4,638,989

26.5 Investments revaluation reserve

CHF	2023	2022
Balance at beginning of year	(1,126,606)	(1,115,095)
Net gain/(loss) arising on revaluation of financial assets at FVTOCI	2,922	(11,511)
Balance at end of year	(1,123,684)	(1,126,606)

The investments revaluation reserve represents the cumulative gains and (losses) arising on the revaluation of financial assets at fair value through other comprehensive income ("FVTOCI").

26.6 General reserve

	2023	2022
Balance at beginning of year	4,916,868	4,916,868
Balance at end of year	4,916,868	4,916,868



26.7 Foreign currencies translation reserve

CHF	2023	2022
Balance at beginning of year	(441,824,184)	(353,723,501)
Exchange differences arising on translating the foreign operations	(70,196,763)	(88,100,683)
Balance at end of year	(512,020,947)	(441,824,184)

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (CHF) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve in respect of translating the results and net assets of foreign operations are reclassified to profit or loss on the disposal and/or deemed loss of control of a foreign operation.

In 2023, the Swiss Franc strengthened against the Egyptian Pound by 27% and against the USD by 9%. The strong devaluation of the Egyptian Pound is mainly due to the decision of the Egyptian Central Bank to move to a durably flexible exchange rate regime on 27 October 2022. This resulted in exchange losses arising on translation of foreign operations (recognised within OCI) for the period of CHF 100.1 million (2022: loss of CHF 131.9 million). For further details refer to note 40.

26.8 Reserve from common control transactions

CHF	2023	2022
Balance at beginning of year	(72,519,921)	(72,519,921)
Balance at end of year	(72,519,921)	(72,519,921)

The reserve from common control transactions mainly relates to the restructuring of the group and the set-up of a new holding company during May 2008.

27 BORROWINGS

CHF	Current		Non-current	
	2023	2022	2023	2022
Credit facilities ⁽ⁱ⁾	13,265,197	10,042,980	-	-
Corporate bond ⁽ⁱⁱ⁾	99,846,292	-	-	99,649,120
Bank loans ⁽ⁱⁱⁱ⁾	80,558,715	39,244,573	286,847,745	318,757,950
TOTAL	193,670,204	49,287,553	286,847,745	418,407,070

27.1 Summary of borrowing arrangements

The weighted average contractual effective interest rate for all credit facilities and loans is 9.40% (2022: 8.24%). It is calculated by dividing the weighted average contractual interest rate by the total outstanding credit facilities and bank loans at the end of the current reporting period. For a breakdown of debts bearing variable and fixed interest see note 33.10.1.

- (i) Credit facilities used by the group are revolving facilities used to finance working capital requirements and they are available in multiple currencies. The average interest rate for the credit facilities for year 2023 is 6.09% (2022: 6.01%). As at 31 December 2023, the total of unused credit facilities was CHF 3.0 million (31 December 2022: CHF 2.0 million).
- (ii) In 2019, the Company successfully issued a CHF 100 million bond with a coupon of 3.25% and a tenor of five years in the market. Issuance cost were deducted on initial recognition and will be amortised over the

life of the bond. This has been the first public bond issue in the history of the Company. The proceeds of the bond will be used for further development of the destinations in Oman and Montenegro and for general corporate purposes. The bond was listed on SIX in October 2019 with a maturity date of the entire CHF 100 million on 11 October 2024.

- (iii) Bank loans are current and non-current loans and have in general variable interest rates including a mark-up. Property, plant and equipment with a carrying amount of CHF 195.0 million (2022: CHF 205.8 million) and investment property with a carrying amount of CHF 2.5 million (2022: CHF 3.4 million) have been pledged to secure borrowings (see notes 14 and 15). In 2023, bank loans increased mainly due to new loans in Egypt, Montenegro and Oman. The increase was partly netted-off by foreign exchange gains as well as repayment of loans.

27.2 Loan agreements

27.2.1 Syndication loan agreement

During 2020, ODE, ODH's Egyptian subsidiary, signed a bank facility agreement to refinance and upsize its outstanding debt with the equivalent of USD 265 million (CHF 233.5 million) medium term loan (in USD, EUR and EGP currencies). On 23 December 2020, ODE drew down a first tranche of USD 215 million (CHF 189.5 million) to refinance outstanding balances of its debt. The second tranche amounting to the equivalent of USD 50 million (CHF 44.0 million) was utilised to finance expansions and renovation in the hospitality segment. This amount was available over a period of 2 years until the end of 2022. During 2022 and 2023, the company used EGP 334 million (CHF 9 million) from tranche B. The loan is amortised over seven years with a 2.5-year grace period on loan principal repayment, where the first instalment was due in June 2023. The new loan has a final maturity of 31 December 2027 compared to loans under the previous agreement which had a final maturity of 31 December 2024.

For tranche (A) with an amount of USD 215 million, the interest rate of USD loan is 4.25% above the SOFR rate and EUR loan is 4.75% above Euribor rate and EGP loan is 1.25% above the corridor price, in addition to the equivalent of 50 million USD as Tranche (B) in EGP only at an interest rate of 8% for half of the tranche according to the initiative of the Central Bank of Egypt and the other half at the same interest rates as tranche (A).

The transaction allows for optimization of financing costs to match the Company's improved financial and operational profile and improve the currency mix to fit with the business of the company. The Transaction also reduced the number of participants to 4 banks down from 9 banks which would facilitate the relationship dynamics and approval processes. The currency profile of the new loan agreement is the same, with EGP, Euro, and USD, in the mix however the weight of each currency changed slightly to a more balanced profile.

All companies across the group have complied with all financial covenants related to their bank borrowings and for those financial covenants that were not met, the group companies received waivers from their respective banks.

27.2.2 Restructuring of the existing loan facility

In October 2018, one of the subsidiaries in Oman obtained a long-term loan amounting to OMR 39 million from consortium banks as per mixed Conventional and Islamic Facilities agreements to settle all the financial indebtedness of the three Hotel Owners.

In 2022 new terms were agreed upon with the bank and the facility was restructured. Under the revised terms, an additional loan of OMR 4 million (CHF 9.6 million) was disbursed to the Company. The total principal balance due to the bank excluding interest is RO 43 million for which payment will start in financial year 2025 and the loan will be fully repaid in financial year 2037. The substantially different terms of the loan facility led to a gain of CHF 5.0 million (note 9).

27.2.3 Facility agreement O West

In July 2022, Orascom for Real Estate (ORE), a subsidiary of ODE, signed an EGP 1.5 billion (CHF 56 million) facility agreement to partially finance its flagship development O West, with a tenor of 12 months from drawdown date, to be paid as a bullet payment at final maturity, which was refinance by the new facility signed in November 2023.



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On 5 November 2023, Orascom for Real Estate S.A.E (ORE), has signed as a replacement of the facility agreement mentioned above, a syndicated loan agreement of EGP 6.0 billion (CHF 177 million), to finance its leading project in west Cairo, O West. The loan's tenor is over ten years. The loan will be used to refinance the EGP 1.5 billion (CHF 56 million) facility obtained last year for O West project and to partially finance the development of O West and accordingly help accelerate the construction of the project phases.

27.3 Reconciliation of liabilities arising from financing activities

CHF	1 January 2023	Financing Cash-flows	Non-cash changes			31 December 2023
			FX	Amortisation	Other	
Credit facilities	10,042,980	4,150,076	(927,859)	-	-	13,265,197
Bank loans	358,002,523	51,959,738	(43,467,366)	911,565	-	367,406,460
Corporate Bond	99,649,120	-	-	197,172	-	99,846,292
Lease liabilities (note 28)	28,967,828	(535,797)	(2,232,172)	-	710,895	26,910,754
Shareholder's loan (note 31)	146,320,257	48,127,097	(596,945)	-	(107,325,579)	86,524,830
TOTAL	642,982,708	103,701,114	(47,224,342)	1,108,737	(106,614,684)	593,953,533

CHF	1 January 2022	Financing Cash-flows	Non-cash changes			31 December 2022
			FX	Amortisation	Other	
Credit facilities	15,689,671	(1,972,173)	(3,674,518)	-	-	10,042,980
Bank loans	330,068,395	53,361,655	(25,980,961)	553,434	-	358,002,523
Corporate Bond	99,451,949	-	-	197,171	-	99,649,120
Lease liabilities (note 28)	29,695,496	(948,455)	(920,571)	-	1,141,358	28,967,828
Shareholder's loan (note 31)	115,588,144	38,134,225	(7,402,112)	-	-	146,320,257
TOTAL	590,493,655	88,575,252	(37,978,162)	750,605	1,141,358	642,982,708

28 TRADE AND OTHER PAYABLES

CHF	Current		Non-current	
	2023	2022	2023	2022
Trade payables ⁽ⁱ⁾	35,055,566	36,092,333	181,623,979	215,940,204
Lease liabilities	1,877,625	1,803,904	25,033,129	27,163,924
TOTAL	36,933,191	37,896,237	206,657,108	243,104,128

⁽ⁱ⁾ Trade payables decreased by CHF 37.4 million mainly due to net foreign exchange gains.

29 CONTRACT LIABILITIES

CHF	2023	2022
Balance at the beginning of the year	60,099,754	93,658,401
Foreign currency translation adjustment	(16,272,322)	(33,558,647)
Balance at the end of the year	43,827,432	60,099,754

This balance represents the value of the non-cash portion due to the New Urban Communities Authority related to O-West Project according to the contract further explained in note 21. The balance due will be settled by delivering units from a total building area of 281,105 square meters in accordance with the timeline specified in the contract starting from 2026 and for 2 years afterwards. During the year the Group did not carry out any work related to those units. This amount was calculated at a fair value of EGP 1,609 million (CHF 43.8 million) on the basis of the construction square meter price of EGP 5,725 (CHF 155.9).

30 PROVISIONS

CHF	2023	2022
Current	38,672,057	44,660,414
Non-Current	21,101,315	20,613,065
TOTAL	59,773,372	65,273,479

CHF	Provision for infrastructure completion ⁽ⁱ⁾	Provision for legal cases ⁽ⁱⁱ⁾	Provision for governmental fees ⁽ⁱⁱⁱ⁾	Provision for employee benefits ^(iv)	Other provisions ^(v)	Total
Balance at 1 January 2023	19,096,380	10,387,593	19,053,931	3,874,401	12,861,174	65,273,479
Additional provisions recognised	10,553,115	930,624	4,426,856	4,984,562	15,608,545	36,503,702
Utilisation of provision	(1,192,736)	(881,632)	(12,376,619)	(1,160,547)	(447,529)	(16,059,063)
Provisions no longer needed	(7,052,852)	(1,840,455)	-	(1,974,233)	(1,755,993)	(12,623,533)
Exchange differences	(3,973,618)	(1,062,811)	(4,568,383)	(442,368)	(3,274,033)	(13,321,213)
Balance at 31 December 2023	17,430,289	7,533,319	6,535,785	5,281,815	22,992,164	59,773,372
thereof current	13,298,552	1,310,892	1,629,130	258,219	22,175,264	38,672,057
thereof non-current	4,131,737	6,222,427	4,906,655	5,023,596	816,900	21,101,315

⁽ⁱ⁾ Provision for infrastructure completion relates to committed cash outflows for the development of the necessary infrastructure to make the project area that is usually located in remote regions, habitable and attractive. Such provisions are recorded for land and real estate sales on the date on which all the criteria for revenue recognition are met. Cash outflow is expected over the next 1-5 years.

⁽ⁱⁱ⁾ Provision for legal cases consists of expected cash outflows for the settlement of pending litigations. The decrease is primarily due to remeasurement of legal situation in Egypt and Oman. Cash outflow is expected over the next 3 years.

⁽ⁱⁱⁱ⁾ The provisions are related to claims from some external parties arising from the normal activities of the group, until full settlement of such disputes and arriving to final results the management and its consultants take the necessary studies to arrive to the best estimates Cash outflow is expected over the next 1-3 years.

^(iv) Provision for employee benefits partly relates to compulsory termination payments to foreign employees in Oman and UAE. The provision is based on their actual salaries. As the work permits for these employees are reconsidered by the Government on annual basis. Cash outflow is expected over the next 5 years.

^(v) This provision mainly includes charges, services and consultancy fees for the Group's current year's operations which have not yet been finally negotiated as well as provisions in relation to various assets of the Group. In addition, it covers the Group's exposures to tax risks other than corporate tax. Cash outflow on the majority of these items is expected within 12 months.



31 OTHER CURRENT LIABILITIES

CHF	2023	2022
Advances from customers ⁽ⁱ⁾	166,230,723	122,030,613
Amounts due to shareholders ^{(ii)(iv)}	86,524,830	146,320,257
Other credit balances ^(iv)	66,656,535	66,624,426
Accrued expenses ^{(iii)(iv)}	57,740,331	61,766,640
Deposits from others ^(iv)	16,884,453	14,734,502
Taxes payable (other than income taxes) ^(iv)	10,212,683	8,792,005
Due to management companies ^(iv)	1,686,946	1,321,506
TOTAL	405,936,501	421,589,949

⁽ⁱ⁾ Advances from customers include amounts received (progress payments) from buyers of real estate units between the time of the initial agreement and contractual completion. The increase is mainly related to advances from customers in El Gouna and the O West project in Egypt which were partly netted off by foreign exchange gains.

⁽ⁱⁱ⁾ The entire amount due to shareholders of CHF 86.5 million is owed to Mr. Samih Sawiris (2022: CHF 146.3 million). None of these amounts due to shareholders have a specified due date. Out of the total amounts due to shareholders, an amount of CHF 21.8 million (2022: CHF 83.3 million) is due to Mr. Samih Sawiris on the holding level where he receives 1% annual interest for both financial periods. The residual amount due to Mr. Samih Sawiris of CHF 64.7 million (2022: CHF 63.0 million) on subsidiary level are free of interest for both financial periods and include amounts related to funding of the project in Mamula – Montenegro. This amount will be settled after the project is completed and all the legal requirements to transfer the title deed of the project to Samih Sawiris are fulfilled. The amount due to shareholder decreased significantly as part of it was converted into equity (note 25.2).

⁽ⁱⁱⁱ⁾ Accrued expenses mainly include operating costs for the hotel and destination management activities. The decrease is mainly due to foreign exchange gains.

^(iv) These other current liabilities in the total amount of CHF 239.7 million (2022: CHF 299.6 million) are considered financial liabilities in accordance with IFRS 9 (note 33.3).

32 RETIREMENT BENEFIT PLANS

32.1 Swiss Pension Plans

The Group operates fund defined benefit plans for qualifying employees in Switzerland. Under the plans, the employees are entitled to retirement benefits and risk insurance for death and disability. No other post-retirement benefits are provided to these employees. The most recent actuarial valuations of plan assets and the present value of the defined benefit obligation were carried out on 31 December 2023.

Swiss pension plans need to be administered by a separate pension fund that is legally separated from the entity. The law prescribes certain minimum benefits.

The pension plans of the employees of the Swiss entities are carried out by collective funds with Allianz Suisse Lebensversicherungs-Gesellschaft. Under the pension plans, the employees are entitled to retirement benefits and risk insurance for death and disability. The boards of the various pension funds are composed of an equal number of representatives from both employers and employees.

Due to the requirements of IAS 19 the above-mentioned pension plans are classified as defined benefit plans. The pension plans are described in detail in the corresponding statutes and regulations. The contributions of employers and employees in general are defined in percentages of the insured salary. The retirement pension is calculated based on the old-age credit balance on retirement multiplied by the fixed conversion rate. The employee has the option to withdraw the capital at once. The death and disability pensions are defined as percentage of the insured salary. The assets are invested directly with the corresponding pension funds.

The pension funds can change their financing system (contributions and future payments) at any time. Also, when there is a deficit which cannot be eliminated through other measures, the pension funds can oblige the entity to pay a restructuring contribution. For the pension funds of the Group such a deficit currently cannot occur as the plans are fully reinsured. However, the pension funds could cancel the contracts and the entities of the Group would have to join another pension fund.

In the current and comparative period no plan amendments, curtailments or settlements occurred.

The fully reinsured pension funds have concluded insurance contracts to cover the insurance and investment risk. The board of each pension fund is responsible for the investment of assets and the investment strategies are defined in a way that the benefits can be paid out on due date.

The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Amounts recognised in profit or loss in respect of these defined benefit plans are as follows:

CHF	2023	2022
Current service cost	149,226	228,567
Past service cost	-	200,553
Net interest expense	7,036	4,467
Administration cost excl. cost for managing plan assets	1,375	1,474
Expense recognised in profit or loss	157,637	435,061

Amounts recognised in other comprehensive income in respect of these defined benefit plans are as follows:

CHF	2023	2022
Remeasurement loss/(gain) on defined benefit obligation	370,045	(501,054)
Return on plan assets excl. interest income	4,393	(11,073)
Expense recognised in other comprehensive income	374,438	(512,127)

The amount included in the consolidated statement of financial position arising from the Group's obligation in respect of its defined benefit plans is as follows:

CHF	31 December 2023	31 December 2022
Present value of funded defined benefit obligation	3,705,004	2,784,425
Fair value of plan assets	(2,978,192)	(2,366,655)
Net liability arising from defined benefit obligation	726,812	417,770

Movements in the present value of the defined benefit obligation in the current year were as follows:

CHF	2023	2022
Opening defined benefit obligation	2,784,425	2,746,828
Current service cost	149,226	228,567
Past service cost	-	200,553
Interest expense on defined benefit obligation	65,835	15,540
Contributions from plan participants	223,033	167,264
Benefits deposited/(paid)	111,065	(74,747)
Remeasurement loss/(gain) on defined benefit obligation	370,045	(501,054)
Administration cost (excluding cost for managing plan assets)	1,375	1,474
Closing defined benefit obligation	3,705,004	2,784,425



Movements in the present value of the plan assets in the current period were as follows:

CHF	2023	2022
Opening fair value of plan assets	2,366,655	2,084,728
Interest income on plan assets	58,799	11,073
Return on plan assets excluding interest income	(4,393)	11,073
Contributions from the employer	223,033	167,264
Contributions from plan participants	223,033	167,264
Benefits deposited/(paid)	111,065	(74,747)
Closing fair value of plan assets	2,978,192	2,366,655

The respective insurance company is providing reinsurance of these assets and bears all market risk on these assets.

The actual return on plan assets was CHF 54,406 (2022: CHF 22,146).

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	2023	2022
Discount rates	1.50%	1.90%
Expected rates of salary increase	1.50%	1.50%
Expected pension increases	0.00%	0.00%
Mortality table	BVG2020 GT	BVG2020 GT

The following sensitivity analyses - based on the principal assumptions - have been determined based on reasonably possible changes to the assumptions occurring at the end of the reporting period:

If the discount rate would be 25 basis points (0.25 percent) higher (lower), the defined benefit obligation would decrease by CHF 0.1 million (increase by CHF 0.1 million if all other assumptions were held constant).

If the expected salary growth would increase (decrease) by 0.25%, the defined benefit obligation would increase by CHF 0.0 million (decrease by CHF 0.0 million if all other assumptions were held constant).

If the life expectancy would increase (decrease) with one year for both men and women, the defined benefit obligation would increase by CHF 0.0 million (decrease by CHF 0.0 million if all other assumptions were held constant).

The average duration of the defined benefit obligation at the end of the reporting period is 16.2years (2022: 15.5 years).

The Group expects to make a contribution of CHF 229,421 to the defined benefit plans during the next financial year (2022: CHF 164,808).

32.2 Other retirement plans

Lustica Development A.D, the Group's subsidiary in Montenegro, has a collective agreement regulating the payment of jubilee awards and severance pay upon retirement of their employees. Due to the requirements of IAS 19 the above-mentioned plan is classified as defined benefit plan. The most recent actuarial estimate of the present value of the defined benefit obligation was carried out on 31 December 2023. The present value of the defined benefit obligation was measured using the Projected Unit Credit Method. As at 31 December 2023, the defined benefit obligation amounts to CHF 17,853 (31 December 2022: CHF 16,178).

33 FINANCIAL INSTRUMENTS

33.1 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged since 2010.

The capital structure of the Group consists of net debt (borrowings, as detailed in note 27, offset by cash and bank balances) and equity of the Group (comprising issued capital, share premium, reserves, retained earnings and non-controlling interests as detailed in notes 25 to 26).

The Group is not subject to any externally imposed capital requirements.

According to the Group's internal policies and procedures, the Executive Management reviews the capital structure on a regular basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. The Group has a target gearing ratio of 40% to 45% determined as the proportion of net debt to equity.

The gearing ratio at 31 December 2023 of 49.79% (see below) decreased mainly due to the capital increase through conversion of the shareholder's loan and in cash during 2023. The Group is working to meet the target in the near future.

The gearing ratio at the end of the reporting period was as follows:

CHF	2023	2022
Debt ⁽ⁱ⁾	480,517,949	467,694,623
Cash and bank balances (note 24)	(213,850,134)	(180,298,029)
Net debt	266,667,815	287,396,594
Equity ⁽ⁱⁱ⁾	535,561,735	442,758,640
Net debt to equity ratio	49.79%	64.91%

⁽ⁱ⁾ Debt is defined as long- and short-term borrowings (excluding derivatives), as detailed in (note 27).

⁽ⁱⁱ⁾ Equity includes all capital and reserves of the Group and non- controlling interests that are managed as capital excluding equity of disposal groups.

33.2 Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 3.18 Financial instruments.

33.3 Categories of financial instruments

CHF	2023	2022
Financial assets		
Other non-current financial assets	1,411	2,035
Fair value through other comprehensive income (FVTOCI)	1,411	2,035
Cash and bank balances	213,850,134	180,298,029
Trade and other receivables	287,843,899	271,468,416
Due from related parties	18,411,517	21,833,394
Other current assets	16,184,030	20,082,918
Financial assets measured at amortised cost⁽ⁱ⁾	539,289,580	493,682,757



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CHF	2023	2022
Financial liabilities		
Borrowings	480,517,949	467,694,623
Trade and other payables	243,590,299	281,000,365
Notes payable	5,807	70,615
Due to related parties	17,610,169	20,311,188
Other current liabilities	239,705,778	299,559,336
Financial liabilities at amortised cost⁽ⁱⁱ⁾	981,430,002	1,068,636,127

⁽ⁱ⁾ Includes cash and bank balances, trade and other receivables as well as those other non-current and current assets that meet the definition of a financial asset. A total of CHF 48.2 million (2022: CHF 47.2 million) of other current assets does not meet the definition of a financial asset.

⁽ⁱⁱ⁾ Includes trade and other payables, borrowings, notes, other financial liabilities as well as other current liabilities that meet the definition of a financial liability. A total of CHF 166.2 million (2022: CHF 122.0 million) of other current liabilities does not meet the definition of a financial liability.

33.4 Financial risk management objectives

In the course of its business, the Group is exposed to a number of financial risks. This note presents the Group's objectives, policies and processes for managing its financial risk and capital.

The Group's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. Other price risk includes equity price risk, settlement risk and commodity price risk.

It is, and has been throughout 2023 and 2022, the Group's policy not to use derivatives without an underlying operational transaction or for trading (i.e. speculative) purposes.

The Group seeks to minimise the effects of these risks mainly through operational and finance activities and, on occasional basis, using derivative financial instruments to hedge these risk exposures. The use of financial derivatives is governed by the Group's internal policies and procedures approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Corporate Treasury function reports monthly to the Executive Management. The Group Treasury Director carries out risk management under the Group's guidelines.

33.5 Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates (see note 33.6 below) and interest rates (see note 33.7 below).

Driven by the need, the Group's policy is to enter into a variety of derivative financial instruments to manage its exposure to foreign currency risk and interest rate risk, including:

- forward foreign exchange contracts to hedge the exchange rate risk arising on sales in foreign currency to the tourism / real estate industry;
- interest rate swaps to mitigate the risk of rising interest rates.

33.6 Foreign currency risk management

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise. The currencies, in which these transactions primarily are denominated, are US Dollar (USD), Euro (EUR) and Egyptian Pound (EGP). Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The Group's main foreign exchange risk arises from sales in foreign currency to the tourism / real estate industry, which generates a net foreign currency surplus for the Group. The Group has strong inflows in foreign currency, mainly US Dollar, Euro, Oman Rial and Egyptian Pound.

Out of the total receivables on hand at the end of the reporting period, receivables in USD have accounted for 41% (2022: 45%), in EGP for 38% (2022: 38%), in EUR for 13% (2022: 9%) and in OMR 8% (2022: 8%) respectively.

To mitigate the above risk exposures, where possible, the Group borrows in matching currencies to create a natural hedge. The following table shows the carrying amounts of borrowings, at the end of the reporting period, in the major currencies in which they are issued.

Borrowing

CHF	2023	2022
CHF	100,032,692	99,882,292
OMR	97,010,564	90,236,357
EUR	87,298,209	84,806,622
USD	78,240,154	92,405,859
EGP	76,742,356	55,330,711
GBP	25,940,459	27,048,316
AED	15,253,515	17,984,466
Total	480,517,949	467,694,623

At the end of the reporting period, the carrying amounts of the Group's major foreign currency denominated monetary assets (mainly receivables) and monetary liabilities (mainly borrowings), at which the Group is exposed to currency rate risk, are as follows:

CHF	Liabilities		Assets	
	2023	2022	2023	2022
Currency-USD	78,240,154	92,405,859	120,231,461	124,551,489
Currency-OMR	97,010,564	90,236,357	21,446,457	22,430,815
Currency-EUR	87,298,209	84,806,622	39,620,744	25,615,932
Currency-EGP	76,742,356	55,330,711	118,311,847	105,206,258

Residual foreign exchange exposure is managed by hedging through entering into foreign currency forward contracts if needed. However, during 2023 and 2022 no such foreign currency forward contracts were used.

Currency risk has also recently developed due to the Group's investments in different markets such as those in Egypt, UAE, Oman, Morocco, and the UK. Again, the Group borrows in the local currency of the investment and uses the above-mentioned strategies to mitigate residual currency risk.

33.6.1 Foreign currency sensitivity analysis

As discussed above, the Group is mainly exposed to the US Dollar (USD), Euro (EUR), Oman Rial (OMR) and Egyptian Pound (EGP) arising from sales in these currencies to the tourism / real estate industry.

The following table details the Group's sensitivity to a 5% increase and decrease in CHF against the relevant foreign currencies (all currencies except EGP) as well as 60% (2022: 20%) for EGP. These are the sensitivity rates used when reporting foreign currency risk internally to key management and represents management's assessment of the reasonably expected change in foreign exchange rates (excluding any one-off influences due to decisions by government or central banks). The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% and 60% change in foreign currency rates.



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The sensitivity analysis includes outstanding borrowings, impact of the changes in the fair value of derivative instruments designated as cash flow hedges and receivables in foreign currencies and, where appropriate, loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower.

A positive number below indicates an increase in profit or equity where the CHF strengthens against the relevant currency. For a weakening of the CHF against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

CHF	Currency USD Impact		Currency EUR Impact		Currency EGP Impact		Currency OMR Impact	
	2023	2022	2023	2022	2023	2022	2023	2022
Profit or loss	2,099,565	1,607,281	2,382,877	2,959,535	24,941,695	9,975,109	3,778,205	3,390,277

The profit or loss impact has a corresponding impact in equity.

The Group's sensitivity to foreign currency has changed in accordance with the changes in EGP, USD, EUR, and OMR borrowings.

On 27 October 2022; the Central Bank of Egypt (CBE) moved to a durably flexible exchange rate regime, leaving the forces of supply and demand to determine the value of the EGP against other foreign currencies, while prioritizing the primary goal of achieving price stability, and building up sustainable, adequate levels of Foreign Exchange Reserves. Additionally, the CBE will work towards building the foundation for a derivatives market to further deepen the foreign exchange market and enhance its liquidity.

33.7 Interest rate risk management

The Group is exposed to interest rate risk because entities in the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings, and by the use of interest rate swap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied. The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Furthermore, in order to uphold the CBE's mandate of ensuring price stability over the medium term, in its meeting held on 3 August 2023, the Monetary Policy Committee (MPC) decided to raise the Central Bank of Egypt's (CBE) overnight deposit rate, overnight lending rate, and the rate of the main operation by 100 bps to 19.25 percent, 20.25 percent, and 19.75 percent, respectively. The discount rate was also raised by 100 bps to 19.75 percent.

During 2023 and 2022 the Group did not hold any derivative financial instruments.

33.7.1 Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the end of reporting period was outstanding for the whole year. A '100 basis point' (1%) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. In 2023, the percentage was changed to 6% (2022: 3%) for EGP.

If interest rates had been 100 basis points (EGP 600 basis points in 2023 and 300 basis point in 2022) higher / lower and all other variables were held constant, the Group's profit for the year ended 31 December 2023 would decrease / increase by CHF 5.0 million (2022: decrease / increase by CHF 3.2 million). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

33.8 Other price risks

The Group is exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Group does not actively trade these investments.

33.9 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group credit risk arises from transactions with counterparties, mainly individual customers and corporations. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group's exposure to credit risk is, to great extent, influenced by the individual characteristics of each customer. Risk control assesses the credit quality of the customer, taking into account its financial position, past experience, other publicly available financial information, its own trading records and other factors, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group's exposure is continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables and notes receivables consist of a large number of customers, spread across various industries and geographical areas. The Group does not have any significant credit risk exposure to any single counterparty or any Group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are related entities. The credit risk on sales of real estate is limited because the Group controls this risk through the property itself by registering the unit in the name of the customer only after receiving the entire amount due from the customer.

The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses after taking account of the value of any collateral obtained, represents the Group's maximum exposure to credit risk.

Impairment of financial assets

Trade and other receivables

For trade and other receivables across Group's business segments, management applies the simplified approach and accordingly impairment loss is measured as "lifetime expected credit loss".

Management is grouping financial instruments on the basis of shared credit risk characteristics (e.g. credit risk rating, collateral type), when applicable.

The probability of default reflects the average percentage of irregular clients for each bucket; and is derived by computing the historical flow rate of trade receivables based on their ageing and arriving at an average loss rate.

The impairment model is initially based on the Group's historical observed default rates, which is the outcome of flow rate studies. The Group then calibrate default rates to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year, which can lead to an increased number of defaults in one of the segments or geographical areas, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The following table details the risk profile of trade receivables based on the Group's impairment model in each business segment. As the Group's historical credit loss experience does not show significantly different loss patterns for different customers, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer base.

Considering business history and the time value of money, management applies a conservative approach and assumes a default rate reaching 100% for balances overdue by more than 360 days, as at this point in time they start to impose significant credit risks and losses in real value of cash. Default rates of other buckets, groups of balances overdue for less than 360 days, are projected from the flow rate study.



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Cash flows from the sale of collateral held or other credit enhancements are considered in Loss Given Default ("LGD") and reflected in the expected credit loss rate.

Trade receivables of hotels and destination management segments:

31 December 2023	Trade receivables – days past due						Total
	Not past due	0-30	31-60	61-180	181-360	>360	
Expected credit loss rate	5.53%	14.00%	16.63%	48.52%	59.14%	100.00%	17.97%
Total gross carrying amount at default	26,863,666	2,251,643	1,042,484	2,376,481	1,650,916	2,487,057	36,672,247
Lifetime ECL	(1,485,716)	(315,342)	(173,412)	(1,153,005)	(976,355)	(2,487,057)	(6,590,887)

31 December 2022	Trade receivables – days past due						Total
	Not past due	0-30	31-60	61-180	181-360	>360	
Expected credit loss rate	4.84%	18.67%	19.42%	62.40%	66.88%	100.00%	23.44%
Total gross carrying amount at default	20,866,568	2,480,006	622,821	3,420,681	1,328,739	2,762,716	31,481,531
Lifetime ECL	(1,009,887)	(463,019)	(120,962)	(2,134,483)	(888,624)	(2,762,716)	(7,379,691)

The first two time-buckets were shown as one bucket in prior year's financial statement. The split was made so that the time-buckets of the two financial periods are aligned.

Receivables of real estate segment:

31 December 2023	Trade receivables – days past due						Total
	Not past due	0-30	31-60	61-180	181-360	>360	
Expected credit loss rate	2.97%	9.26%	14.84%	20.73%	45.62%	100.00%	5.99%
Total gross carrying amount at default	256,558,044	4,235,876	1,491,978	3,718,835	1,394,445	6,795,650	274,194,828
Lifetime ECL	(7,616,126)	(392,114)	(221,463)	(770,779)	(636,158)	(6,795,649)	(16,432,289)

31 December 2022	Trade receivables – days past due						Total
	Not past due	0-30	31-60	61-180	181-360	>360	
Expected credit loss rate	4.17%	9.64%	15.40%	24.09%	50.49%	100.00%	6.86%
Total gross carrying amount at default	249,169,246	4,231,654	1,623,523	3,728,024	1,140,632	5,681,767	265,574,846
Lifetime ECL	(10,394,354)	(408,072)	(249,988)	(898,161)	(575,927)	(5,681,767)	(18,208,269)

Movement in credit loss allowance:

CHF	2023	2022
Balance at beginning of year	(25,587,961)	(27,678,168)
Impairment losses recognised on receivables	(2,019,582)	(3,452,318)
Reversal of impairment losses recognised on receivables	1,336,934	946,867
Foreign exchange translation gains and losses	3,247,433	4,595,658
Balance at end of year	(23,023,176)	(25,587,961)

Other financial assets at amortised cost

For other assets measured at amortised cost, The Group reassesses at each reporting period whether the asset is subject to significant increase in its credit risk. The probability of default is determined based on historical data of cash flows from similar financial assets (e.g. magnitude of instances of counter party defaulting in recent past years for similar financial assets), reflected through external or internal credit ratings. The credit risk information incorporates historical data as well the forward-looking macroeconomic aspect, in order to approximate the result of recognising lifetime expected credit losses when there has been a significant increase in credit risk since initial recognition on an individual instrument level.

As at 31 December 2023 and 2022, none of the cash and bank balances are impaired. The Group performed ECL test for the cash and bank balances which resulted in immaterial losses.

As at 31 December 2023, CHF 2.4 million (2022: CHF 2.1 million) of the financial assets measured at amortised cost are impaired (note 11).

33.10 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-, medium- and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Regarding management's plans to manage liquidity shortages and related uncertainty please refer to note 24.1.

As of 31 December 2023, the Group did not have any un-drawn facilities at its disposal in order to further reduce liquidity risk (31 December 2022: none).

33.10.1 Liquidity and interest risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest cash flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Group may be required to pay.

Maturities of non-derivative financial liabilities:

2023	Weighted average effective interest rate	Less than 6 month	6 months to one year	1 – 5 years	5 + years	Total
CHF						
Non-interest bearing	-	251,654,771	-	114,960,646	-	366,615,417
Variable interest rate instruments	13.21%	66,588,586	27,303,622	211,359,690	550,531	305,802,429
Fixed interest rate instruments	9.33%	88,392,244	114,786,316	320,119,634	102,847,863	626,146,057
TOTAL		406,635,601	142,089,938	646,439,970	103,398,394	1,298,563,903



2023 CHF	Weighted average effective interest rate	Less than 6 month	6 months to one year	1 – 5 years	5 + years	Total
Non-interest bearing	-	336,000,897	-	134,588,592	-	470,589,489
Variable interest rate instruments	10.86%	16,706,237	42,572,443	243,826,017	7,095,342	310,200,039
Fixed interest rate instruments	11.69%	58,544,758	11,721,537	475,782,196	113,257,316	659,305,807
TOTAL		411,251,892	54,293,980	854,196,805	120,352,658	1,440,095,335

CHF Counterparty	2023		2022	
	Credit limit	Carrying amount	Credit limit	Carrying amount
Syndication	158,120,551	158,120,551	187,301,797	187,301,797
Bond	100,000,000	99,353,363	100,000,000	99,353,363
Bank 1	88,316,738	88,316,738	90,051,195	85,304,635

The amounts included above for variable interest rate instruments for liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

33.11 Fair value measurement

33.11.1 Fair value of financial instruments carried at amortised cost

Except as detailed in the following table, management considers that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

CHF	31 December 2023		31 December 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Borrowings/bank loans	480,517,949	478,280,305	467,694,623	457,348,054

33.11.2 Valuation techniques and assumptions applied for the purposes of measuring fair value

The fair values of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices (includes unlisted and listed equity investments classified as at FVTPL and FVTOCI respectively).
- The Group receives the fair values of foreign currency forward contracts and interest rate swaps from the counterparty banks. Foreign currency forward contracts are usually measured using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts. Interest rate swaps are usually measured at the present value of future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates.
- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis. Specifically, significant assumptions used in determining the fair value of the following financial assets and liabilities are set out below.

33.11.3 Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial and non-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 for identical assets or liabilities.
- **Level 2:** fair value measurements are those derived from inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3:** fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2023 CHF	Level 1	Level 2	Level 3	Total
Financial assets at FVTOCI				
Listed and unlisted shares measured at FV	1,411	-	-	1,411
	1,411	-	-	1,411

Other assets at fair value

Investment property ⁽ⁱ⁾	-	-	42,155,911	42,155,911
	-	-	42,155,911	42,155,911

2023 CHF	Level 1	Level 2	Level 3	Total
Financial assets at FVTOCI				
Listed and unlisted shares measured at FV	2,035	-	-	2,035
	2,035	-	-	2,035

Other assets at fair value

Investment property ⁽ⁱ⁾	-	-	36,895,453	36,895,453
	-	-	36,895,453	36,895,453

There were no transfers between Level 1, 2 and 3 in the period. The financial assets at FVTOCI were measured at fair value based on a method that combined the earning and net equity book values of the companies.

⁽ⁱ⁾ The reconciliation for investment property is shown in note 15.

34 SHARE-BASED PAYMENTS

34.1 Agreements with current CEO

ODH has entered into an employee contract with its new CEO, Omar El Hamamsy, effective as of 1 September 2020. As part of the compensation agreement, the CEO will receive contingent payments based on market capitalization development of the ODH shares. Herewith, the CEO will receive between 2% and 5% of the increase of the market capitalization whenever reaching an additional market capitalization milestone of CHF 100 million up to a cap for the market capitalization of CHF 2 billion. The contingent remuneration will be paid in cash or shares at the discretion of the Company.

As at grant date (1 September 2020) a Binomial Option Pricing Model was used to calculate the fair value of the contingent compensation. A fair value of the underlying share of CHF 9.11, duration of 6.33 years, volatility of 39% and a risk-free rate of 0% were the major assumptions used in the valuation. The resulting fair value of CHF 3.25 million is recognised over the vesting period of 6.33 years on a linear basis. The expense for the period of CHF 513,156 is recognised within share-based payment reserve (part of equity).

In 2023, a first milestone was reached which led to a cash payment to the CEO, Omar El Hamamsy of CHF 396,165 (2022: none).

A second contingent compensation based on financial metrics is not yet active and financial metrics first need to be defined by management.



34.2 Employee share option plan of subsidiary ODE

The Board of Directors of ODE, the largest Egyptian subsidiary of the Group, approved an Employee stock option plan (ESOP) to reward and motivate employees. The exercise price of the options is set at the nominal value of the shares at 1 EGP (CHF 0.0560). On 1 October 2019, ODE's ESOP committee granted 6,931,968 share options in three tranches. The vesting period of the three tranches is set at either 8 months, 15 months or 27 months contingent on the employees remaining with the Group throughout the period. The expiry date of these options is set to one month from the end of the vesting period. During 2022, the 2,310,656 options of tranche 3 vested of which 2,043,550 were immediately exercised. In 2023 and 2022, no further options were granted.

The shares granted are accounted for as equity-settled share-based payment transactions. The incremental fair value of the share options granted is allocated to the respective vesting periods as an expense with the accumulated amount recognised within equity.

The following table reconciles the share options outstanding at the beginning and end of the year:

	Number of options		Weighted average exercise price	
	2023	2022	2023	2022
Opening balance	-	2,310,656	-	0.0582
Exercised	-	(2,043,550)	-	0.0582
Expired	-	(267,106)	-	-
Closing balance	-	-	-	-

There were no share options outstanding at the end of the year 2023 and 2022.

35 RELATED PARTIES

A party (a company or individual) is related to an entity if:

- a) directly, or indirectly through one or more intermediaries, the party:
 - i. controls, is controlled by, or is under common control with, the entity (this includes parents, subsidiaries and fellow subsidiaries);
 - ii. has an interest in the entity that gives it significant influence over the entity; or
 - iii. has joint control over the entity;
- b) the party is an associate of the entity or a joint venture in which the entity is a venturer (both defined in IAS 28 Investments in Associates and Joint Ventures);
- c) the party is a member of the key management personnel of the entity or its parent;
- d) the party is a close member family of any individual referred to in (a) or (b);
- e) the party is an entity that is controlled, jointly controlled, or significantly influenced by, or which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (a) or (b); or
- f) the party is a post-employment benefit plan for the benefit of employees of the entity, or of any entity that is related party of the entity.

Balances and transactions between the Group and its subsidiaries, which are related parties of the Group, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed below.

During the year, the Group purchased services from companies in which members of the Board have a partnership or significant influence through ownership during the reporting period. These services related to the leasing of office space in Cairo.

Compensation of key management personnel is disclosed in note 35.3.

35.1 Related party balances

CHF	Due from related parties		Due to related parties	
	2023	2022	2023	2022
Financial instruments				
Iskan International Projects	-	-	3,014,754	3,105,206
Other (balances less than CHF 120 000 each)	194,971	-	33,235	23,249
Associated companies (note 18)				
Red Sea Company for Construction & Develop.	1,141,674	5,609,113	-	-
Andermatt Swiss Alps ⁽ⁱⁱⁱ⁾	1,752,987	1,544,269	-	-
Non-controlling shareholders				
Three Corners Company ⁽ⁱⁱ⁾	6,677,359	5,755,670	-	-
Arabian peninsula hospitality ltd. ⁽ⁱⁱ⁾	3,092,601	4,240,827	-	-
Close family members				
Samih Sawiris – ⁽ⁱ⁾	-	-	-	-
Close family companies				
FTI	5,551,925	4,258,638	-	-
Besix	-	-	12,677,070	17,182,733
Orascom Construction PLC	-	424,877	1,885,110	-
Total	18,411,517	21,833,394	17,610,169	20,311,188
Current	18,411,517	21,833,394	17,610,169	20,311,188
Non-current	-	-	-	-
Total	18,411,517	21,833,394	17,610,169	20,311,188

⁽ⁱ⁾ Current accounts due to Mr. Samih Sawiris are disclosed in note 31.

⁽ⁱⁱ⁾ Companies are non-controlling in some Egyptian subsidiaries of ODE. The balance represents advances paid to shareholders to be settled afterwards through dividends. Hence, balance is sufficiently secured and no impairment required.

⁽ⁱⁱⁱ⁾ Balance is sufficiently secured as related company is operational and has good credit worthiness. Accordingly, balance is not impaired.

The Group performed ECL test for the related party balances, which resulted in an impairment of CHF 1.2 million in 2023 in relation to related party receivables. (2022 CHF 2.1 million).

35.2 Related party transactions

Orascom Constructions PLC

Orascom Constructions PLC, a company controlled by the Sawiris family, is contracted by the Group for construction projects in Egypt. In 2023, a total of CHF 5.8 million (2022: CHF 11.3) million was invoiced to the Group by Orascom Constructions PLC. For the future development of the respective projects, total commitments for expenditure of CHF 1.9 million were made.

Taba Heights Company transactions

One of the Group companies had been granted the right to acquire freehold title to the project's land by the Tourism Development Authority. Due to foreign ownership restrictions on the Sinai Peninsula becoming applicable in connection with the reorganization in 2008, the respective Group company had to be transferred to Mr. Samih Sawiris, major shareholder and of Egyptian nationality. Mr. Samih Sawiris entered into a binding agreement to retransfer these shares subject to approval of the competent authorities, and that until such retransfer, the Group would be put into a position as the full economic beneficiary of these shares. This entails, inter alia, an irrevocable assignment of dividends and the authorization to collect dividends, exercise voting rights related to these shares and cause the sale of shares with no additional rights of Mr. Samih Sawiris in any value received.



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FTI

The Group has rented out Makadi gardens to FTI – an entity owned by the main shareholder of the Company Mr. Samih Sawiris with an interest of 75 %. FTI is the fourth largest tour operator in Europe. The annual rent is fixed at EUR 927,000 (CHF 900,000). In 2023, revenue of CHF 21.5 million (2022: 24.1 million) was recognised in relation to FTI.

Red Sea

The total amount of construction work and services with Red Sea for Construction & Development S.A.E (note 18) reached EGP 4,898 million (CHF 143.4 million) (2022: EGP 3,458 million (CHF 174.8 million)). For the future development of the respective projects, total commitments for expenditure of CHF 161.3 million were made.

Besix

Besix SA, a company partially owned by the Sawiris family through Orascom Constructions PLC, is contracted by the Group for several construction projects in Montenegro. As at 31 December 2023, CHF 12.7 million (31 December 2022: CHF 17.2 million) were due to Besix SA. Further, in 2023, cost of goods sold of CHF 17.2 million (2022: CHF 6.5 million) were invoiced to the Group by Besix SA. For the future development of the respective projects, total commitments for expenditure of CHF 79.8 million were made.

35.3 Compensation of key management personnel

CHF	2023	2022
Salaries	2,462,400	2,691,297
Other short-term employee benefits	1,624,600	1,602,000
Total compensation of key management personnel	4,087,000	4,293,297

For further details on the share-based payments refer to notes 26.3 and 34.

The disclosures required by the Swiss Code of Obligations on Board and Executive committee compensation are shown in the compensation report.

Total compensation of directors and Executive Management is part of the employees benefit expense allocated between cost of sales and administrative expenses (see note 7).

36 NON-CASH TRANSACTIONS

During the current year, the Group entered into the following non-cash investing and financing activities which are not reflected in the consolidated statement of cash flow:

- Conversion of shareholders' loan to equity in the total amount of CHF 92.1 million (note 25.2)
- Capitalization of interest of CHF 36.6 million over inventory (note 10).
- Transfer of treasury shares to Board of Directors as part of their remuneration of 2022 which was paid in 2023 (note 26.2).

37 LEASES

37.1 The Group as lessee

37.1.1 Right-of-use assets

Right-of-use assets relate to lease of office facilities with lease terms from 2 to 15 years, land usufructs with lease terms from 38 to 85 years as well as plant and equipment. Right-of-use assets are located in Egypt, Oman, Montenegro, UAE, and Switzerland.

Recognised within Property, plant and equipment (note 14)

CHF	Land	Buildings	Plant and equipment	Total
COST				
Balance at 1 January 2022	9,946,690	38,259,454	3,304,724	51,510,868
Additions	-	1,898,309	-	1,898,309
Foreign currency exchange differences	(849,048)	(1,762,443)	(1,184,112)	(3,795,603)
Balance at 31 December 2022	9,097,642	38,395,320	2,120,612	49,613,574
Additions	-	980,847	-	980,847
Foreign currency exchange differences	(228,440)	(3,472,578)	(296,862)	(3,997,880)
Balance at 31 December 2023	8,869,202	35,903,589	1,823,750	46,596,541
ACCUMULATED DEPRECIATION				
Balance at 1 January 2022	5,369,035	4,330,941	2,170,369	11,870,345
Depreciation expense	693,509	862,735	80,279	1,636,523
Impairment expense	-	234,844	-	234,844
Foreign currency exchange difference	(602,323)	(210,470)	(798,639)	(1,611,432)
Balance at 31 December 2022	5,460,221	5,218,050	1,452,009	12,130,280
Depreciation expense	885,769	559,090	46,500	1,491,359
Impairment expense	-	1,068,454	-	1,068,454
Foreign currency exchange difference	(142,250)	(947,293)	(373,927)	(1,463,470)
Balance at 31 December 2023	6,203,740	5,898,301	1,124,582	13,226,623
CARRYING AMOUNT				
Balance at 1 January 2022	4,577,655	33,928,513	1,134,355	39,640,523
Balance at 31 December 2022	3,637,421	33,177,270	668,603	37,483,294
Balance at 31 December 2023	2,665,462	30,005,288	699,168	33,369,918

Recognised within Inventories (note 21)

CHF	Inventory
Balance at 1 January 2022	16,221,424
Recognised as cost of goods sold (COGS)	(201,469)
Foreign currency exchange differences	(415,541)
Balance at 31 December 2022	15,604,414
Recognised as cost of goods sold (COGS)	(120,901)
Foreign currency exchange differences	(1,073,725)
Balance at 31 December 2023	14,409,788



37.1.2 Maturity analysis of lease liabilities

CHF	2023	2022
Year 1	3,018,168	3,157,674
Year 2	2,861,539	3,269,744
Year 3	2,728,417	3,121,293
Year 4	2,681,245	3,007,044
Year 5	2,271,572	3,016,669
Onwards	109,880,202	120,625,091
Total	123,441,143	136,197,515
Less: unearned interest	(96,530,389)	(107,229,687)
Total lease liabilities	26,910,754	28,967,828
Thereof non-current (note 28)	25,033,129	27,163,924
Thereof current (note 28)	1,877,625	1,803,904

The Group does not face a significant liquidity risk with regards to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

37.1.3 Amounts recognised in profit or loss

CHF	2023	2022
Depreciation expense on right-of-use assets (note 14)	(1,491,359)	(1,636,523)
Impairment expense on right-of-use assets (note 14)	(1,068,454)	(234,844)
Interest expense on lease liabilities (note 10)	(4,536,010)	(2,426,823)
Expense relating to short-term leases	(2,763,852)	(3,382,684)
Expense relating to leases of low value assets	(117,442)	(27,217)
Expense relating to variable lease payments not included in the measurement of the lease liability	(4,720,061)	(5,582,026)

Low value, short-term and variable lease payments are included in the operational cash flow.

37.1.4 Further information on leases

At 31 December 2023, the Group has commitments for short-term and low-value leases of CHF 1,017,743 (31 December 2022: CHF 1,026,739).

The total cash outflow for leases amount to CHF 8,137,149 (2022: CHF 9,940,382).

37.2 The Group as lessor

37.2.1 Leasing arrangements

Leases relate to the investment property owned by the Group with lease terms of between 1 and 4 years for premises across all destinations. These lease contracts do not include a lease extension option and are subject to renegotiation at the end of the lease term. The lessee does not have an option to purchase the property at the expiry of the lease period. No material non-cancellable lease receivables exist as at 31 December 2023 (31 December 2022: none).

Rental income earned by the Group from its investment properties and direct operating expenses arising on the investment properties for the year are set out in note 15.

38 OTHER COMMITMENTS FOR EXPENDITURE

The following commitments for expenditure have been made for the future development of the respective projects:

CHF	2023
Eco-Bos Development Limited ⁽ⁱ⁾	3,454,597

⁽ⁱ⁾ As per the property management agreement between Eco-Bos and Imerys (shareholder in Eco-Bos). Eco-Bos has the right but not the obligation (American call option that started in 2011 and extended in 2019 by 5 years to mature in 2036) to purchase part or all of 6.6 million square meters (divided on 6 independent plots), which is currently owned by Imerys Mineral Limited. An annual option premium is paid to retain the rights and the purchase price is calculated based on an agreed dynamic pricing formula. The trigger event of the option(s) is at the full discretion of Eco-Bos and shall only be exercised when building permits are attained. Currently Eco-Bos is in negotiations with the local authorities and other investors and is taking its time to optimize on the best alternatives for the development. Also, it is worth noting that there is put option which Imerys can exercise in 2036.

38.1 Minimum Building Obligations

Beside the legally binding commitment for expenditure mentioned above the, following should be considered:

One part of the Group's business is to acquire land for the development of tourism projects. Out of these business opportunities often no legally binding commitments are incurred. However, the Group has non-binding business opportunity commitments in relation to their projects. In particular, the Group has minimum building obligations ("MBOs") which are included in their development agreements ("DAs") with the relevant governments in Oman, Morocco, and Montenegro.

The contingent liabilities in relation to the MBOs in Montenegro, Oman and Morocco and Egypt are assessed by the management of the Group as follows:

Oman

According to the DAs for Salalah and Sifah, the project companies, which are subsidiaries of the Group, shall use their best efforts to substantially complete a defined number of hotels and a golf course within an indicative timeline. Based on this indicative timeline, the project companies have been initially granted an extension of time for the substantial completion (which is defined as the material elements of the specific MBOs) of the MBOs that elapses on 1 January 2015.

Based on the right to request an extension of the completion date according to the DAs, the Group has requested an extension for the time of completion of the residual MBOs until 2018. Sifah and Salalah project companies being engaged in exhaustive negotiations with the Omani Government, the Group and the Omani Government have finally signed an Addendum in 30 June 2015, in which they officially agreed on the extension of the deadline for completion of the MBOs to be 1 January 2020 and 1 January 2018 for Sifah and Salalah respectively.

Furthermore, the Parties agreed to amend certain elements of the MBOs with regards to Sifah project. The Parties agreed that the Project Company shall deliver 500 hotel keys over three hotels instead of four hotels. Additionally, the Project Company shall be required to either develop an aquarium or a waterpark or increase the number of hotel keys by 60 rooms, at its sole discretion.

Similarly, with regards to Salalah project, it was agreed in the Addendum that the Project Company would deliver 700 hotel keys and replace the 18-hole golf course with a waterpark while the remaining MBO requirements remain unchanged. The Salalah Addendum also stipulates that the Project Company shall grant, transfer and assign to the Omani Government an area of land amounting to two million square meters, while the Omani Government undertook to provide all pending licenses to the Project Company.

The Group has requested the Omani Government to merge the required minimum number of keys, and as such the Project Companies shall be required to complete a total number of 1200/1260 keys among both Sifah and Salalah projects. Moreover, the Group requested the Omani Government to reduce the required number of holes in the golf course contemplated in the Sifah project from 18 to 9. The said request was due to the anticipated shortage in the water resources in the area as suggested by the experts. In March 2017, the Omani government approved both requests and sent a letter to that effect to be finalised by January 2020.



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To date, the Project Company has completed three hotels with a total number of 904 keys. As such, the Project Company has exceeded the incumbent MBO requirements. As for the waterpark, it has been operating since December 2017. Further, the Project Company has completed one hotel with 68 keys, in addition to 12 apartments, which shall be incorporated as part of the aforementioned hotel. The Project Company has further assigned the rights and obligations of completing two hotels to Jebel Development Company. Jebel is currently developing two hotels, the first is Angsana Hotel with 180 keys and the second is Banyan Tree Hotel, the number of keys to be allocated has not been determined yet, as the drawings have not been completed.

In December 2017, MTDC and the Omani Government concluded a new addendum that covers the Merger, and the reduction of the Golf Course holes ("New Addendum"). The New Addendum is expected to be signed by the Minister of Tourism was signed during Q1 2018.

During 2018, additional 178 hotel rooms were built as the extension of the Fanar Hotel. The total number of hotel rooms in Salalah Project is now 1,082.

In January 2019, the Project Company signed with the Omani Government an addendum to the Development Agreements extending the MBO Completion Date of the remaining 111 rooms to January 2022.

In November 2020, the Omani Government issued a letter extending the deadlines for completing the MBO in Sifah and Salalah until 1 January 2024. The addendum related to such extension was delivered to the Project Company by end of March 2023 and has been promptly signed by the Project Company. On 20 September 2023, the Project Company received the signed copy of the addendum from the Government.

As of 31 December 2023, the first phase of construction of the new hotel is completed, including 123 new rooms. Accordingly, the MBO obligations have been met.

Morocco

OCD has concluded the Development Agreement ("DA") with the Government of Morocco on January 2007 for the implementation of the development of Oued Chbika new tourist integrated area. According to the DA, OCD shall develop the area located in South of Morocco according to the Development Program agreed upon with the Government.

The DA does not contemplate the concept of MBOs; however, it sets out a timeline for the performance of the essential elements and phases as provided in the Development Program. The essential elements of this Program have no fixed dates but are rather governed by interconnected milestones that either extend or shorten the performance of the Development Plan elements.

OCD has been working closely with the Government authorities for the past years to obtain the licenses and permits required to start construction, however, the Government has been extensively delaying the issuance of the necessary licenses required for OCD to fulfil its obligations under the DA. In this respect, OCD has applied for the land allotment permit in September 2009 and the permit was only granted in May 2011. OCD has further applied for construction permits in March and November 2011 in order to start construction, however, the process is still pending with the Government. In 2014, OCD has only obtained from the Government a "principal approval" for certain elements related to the development of Phase 1A of the Development Plan. These principal approvals provide a number of strict obligations to be undertaken by the Project Company in order to obtain the construction permits such as, among other things, the requirement to construct administrative units for the municipality and to regularize the land status (which is still pending to date for certain land plots). It is worth noting that to date, the final construction permits allowing OCD to start construction works have not been issued by the Government.

On a separate note, the Government approved, in September 2012, the transfer of title of 300 hectares to OCD (Phase 1A). OCD is currently considered the actual owner of the majority of the land, being 230 hectares out of 316 hectares. However, Also, certain matters regarding the land property certification of certain plots of land deemed of high importance to the project are still pending with the Government.

In light of the Government's delay in fulfilling its obligations with respect to issuing the required licenses and permits for the project, OCD has been engaged in negotiations with the Government regarding the extension of the timeline of the development. To that effect, OCD has sent a letter to the Government on 26 March 2014 proposing a new valuation program in which OCD has requested to deliver in 2020; three hotels, real estate units, marina, and the necessary infrastructure. The request was premised on the basis that the Government acted as a hindrance to the project; due to delays in issuing the necessary permits and providing the essential infrastructure such as, airport and electric lines linked to the project, which are necessary to allow OCD to fulfil its building obligations.

Based on the above, the Group remains engaged in negotiations and meetings with the state agency for tourism ("SMIT") for the purpose of integrating the amendments to the DA. Furthermore, the Group has undertaken all necessary studies of the social and environmental impact of the project on the region.

Further, in 2019, a draft amendment agreement to the DA ("Amendment Agreement" or "Avenant 2") has been prepared and negotiated with the Government and an agreed version is now in place to be signed between the Project Company and the Government. The Amendment Agreement reflects the arrangements reached between the parties to extend the development timeline and outlines the Government and the Project Company's respective obligations with respect to the development of the project. The Amendment Agreement further provides for an extension of the development timeline allowing the delivery of Phase IA (600 keys) within four years from the execution of the Amendment Agreement with one-year justifiable extension. The Marina shall also be delivered within four years from the execution of the Amendment Agreement. The Amendment Agreement also includes the Government's obligation to start the development of the airport of Tan-Tan after twelve months from the execution of the Amendment Agreement and to have it completed, within six months, at the latest, from the date of opening of the first hotel. This due to the importance of development of Oued Chbika area and in order to guarantee regular visits of foreign tourists to this area. Furthermore, the Amendment Agreement provides for the Government's obligation to finalize, before the opening of the first hotel, the infrastructure related to the electricity to be delivered to the borders of the project's land.

Finally, the Amendment Agreement introduces a new provision allowing the Project Company to establish, with other potential partners, a company to be responsible of the development of the project. Despite having the Amendment Agreement in nearly agreed form, this Agreement has not been signed yet.

On a separate note, the authorization dated 2010 issued to the Project Company by the Ministry of Equipment, Transport, Logistics and Water (the "Ministry") to occupy the maritime public domain (the "Authorization") expired on 31 December 2022. Despite OCD's several requests to the Ministry for the extension of the Authorization, no official response has been received from the Ministry. On 22 September 2023, the Project Company was notified by the Provincial Directorate of Equipment, Transport and Logistics of the expiry of the Authorization and was granted 30 days to regularize its situation. It is worth noting that the Project Company is currently working closely with the Ministry with respect to the renewal of the Authorization.

Montenegro

In Montenegro, the investment obligations contemplated by the DAs span over three phases of development, namely the initial phase, second phase and third phase. The date of completion of the initial phase is due by 2017.

The initial phase of the project entails the completion of a four-star hotel, in addition to a main mooring area, an 18-hole golf course and a club house, as well as a town centre with several facilities.

However, due to the Government's delay in fulfilling its obligations specified in the DA and the Closing Protocol signed between the Government of Montenegro, Municipality of Tivat and the project company, the time for completing and finalizing the MBO shall be extended proportionally to the time consumed by the Government in fulfilling the said obligations.

To that effect, the project company has notified the Government several times in writing with the delay of the Government in fulfilling its obligation. The notification included reference to the finalization of the infrastructure



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and undertaking the required action by the Government with regard to the land expropriations on the quarry area and the main hotel site in order to enable the project company to start the construction of the hotel as required under the abovementioned initial phase. It should be noted that, to date, no official response has been received from the Government.

However, to prove its goodwill, LD constructed a hotel in the Marina Village with a capacity of 111 rooms under the name of the "Chedi". The Chedi officially started operating in July 2018. Based on the foregoing, the remaining rooms to be constructed in the Initial Phase as per the LD are 189 hotel rooms instead of 300. The Main Mooring Area has been finalised and started operating in July 2018 and the marina is partly opened. To date, all structural work on the marina has been fully completed (confirmed by the issued license for use), while the remaining works are installing the last pontoon, which will increase the total capacity of the marina to a maximum of 143 berth As for the Golf Course, the heavy excavation is nearly completed and LD started the rough shaping of the first 4 holes. Further, construction works of the practice area (as part of the initial phase) have been finalised and started operation in August 2023.

During 2018 and 2019, several meetings were held with the Government of Montenegro, who accepts that it has failed to fulfil certain obligations causing Lustica's inability to secure the execution of the MBO and MIO. This position has been confirmed during the meetings that were held during 2018 and 2019 with the Minister of Tourism, the Secretary of the Secretariat for Development Projects and the Mayor of the Tivat Municipality as the most important entities in the Government that monitor the realization of the Lustica Bay project. Furthermore, the position of the Minister of Tourism acknowledged the Government's delays in the implementation of its contractual obligations, which relate to the expropriation of land, providing adequate traffic accessibility as well as timely construction of communal infrastructure.

Therefore, it is evident that the Government of Montenegro accepts responsibility for delays in the implementation of the contracted obligations, which resulted in the inability of Lustica Development to fulfil its obligations. In parallel and given that the DA and the Closing Protocol grant Lustica an automatic extension of the deadline of delivering the Initial Phase under the MBO so long as the Government did not fulfil its obligations as detailed hereinabove, consequently, the DA is under no risk of termination. This has been confirmed by the letter issued by the Government of Montenegro dated 5 September 2019 whereby the said Government acknowledges that Lustica Development is in good standing with regard to its contractual obligations. The position of the Government of Montenegro has been recently confirmed by virtue of a letter issued on 14 November 2022, issued for the purpose of the credit arrangement under the LDA whereby it confirms that there are no open issues or disputes regarding the implementation of the Lease and Development Agreement.

Based on the above, the LDA and the Closing Protocol are under no risk of termination, and it is definite that LD is and will be entitled to 4-years extension of the deadline of delivering the Initial Phase under the MBO so long as the Government did not fulfil its obligations as detailed hereinabove. Also, the remaining phases' deadlines will be extended accordingly.

Egypt

On 14 February 2023, Orascom Development Egypt (ODE) has concluded a master agreement with the competent Egyptian authorities for the development of the remaining undeveloped land bank in El Gouna (the "Master Agreement"). According to the Master Agreement, the Tourism Development Authority has approved a new masterplan for the remaining undeveloped area of 17.4 million m² land bank in El Gouna whereby the development of the hotel complex shall be as follows: (i) 1000 hotel rooms to be finalized in 2032, and (ii) additional 1000 hotel rooms to be developed every ten years starting from 2032.

Risk assessment of contingent liability

Management has analysed the various MBOs and is comfortable with the current status of the MBOs and the minimum investment obligations. Albeit that certain delays have or may potentially occur, all such delays, as described herein, were well founded and are premised on legal grounds that would protect the Group from any exposure. The Group has exerted a great deal of negotiations in all destinations to ensure that any delays are communicated to the relevant local authorities and thereby working alongside each concerned government in rescheduling and extending the completion dates. Additionally, the Group has

worked on securing finance schemes to accommodate the newly developed restructuring of the investment obligations, or in cases where completion dates are at risk, expending the necessary amounts to comply with the contractual obligations.

39 POST-DATED CHEQUES

The Group obtains post-dated cheques from customers for the sale of real estate according to the contractual payment terms and maintains them off balance sheet until the payment is due.

CHF	31 December 2023	31 December 2022
Post-dated cheques – real estate	679,493,693	599,786,373
Post-dated cheques – destination management	37,209,254	36,602,240
Total	716,702,947	636,388,613
Thereof due within 12 months	181,206,921	159,627,983
Thereof due after 12 months	535,496,026	476,760,630

40 SIGNIFICANT EVENTS DURING THE FINANCIAL PERIOD

Conflict in the Middle East

In October 2023, a conflict erupted between Israel and the Palestinian people, which had far-reaching consequences for the region and the global economy. Egypt, being close to the events, was particularly affected. However, it is too early to assess its impact comprehensively since it is unclear how long the conflict will continue or to what extent it will escalate. Presently, the Red Sea area where El Gouna's destination is located appears to be somehow unaffected, unlike the Taba Heights destination. Taba Heights continues to pose a challenge for the group. Despite this, continuous efforts to restore the destination's position on the international travel map have yielded positive results. Unfortunately, the war on Gaza in October 2023 disrupted this progress. During Q4 2023, our hotels in Taba faced difficulties and had to shut down, leading to a significant drop in revenue by 63%, reaching CHF 1.0 million. From January to October 2023, out of the six hotels, only three were operational, with 1,323 rooms. However, we decided to close two hotels in October to reduce our cash burn rate. Our focus is minimizing the cash burn rate in the short and medium term while ensuring that the destination can operate once tourism resumes. We remain committed to implementing a prudent approach in our efforts to mitigate the impact of the current crisis. Despite the challenges posed by the conflict, management remains confident in the Group's ability to maintain its leading market performance as one of the top real estate and hospitality companies in Egypt, both operationally and financially. This is supported by a flexible balance sheet structure and prudent risk management, enabling the Group to navigate any unforeseen market challenges.

Russian and Ukrainian Conflict

Fiscal year 2022 started with challenging notes on both global and local fronts as global economic uncertainty intensified with the Russian and Ukrainian conflict. ODH is still closely monitoring the market developments. For the group hotels, there is neither an indication of a significant disruption of the Group's business nor signs of a material impact on the current nor future operational performance. The Group's hotels in Egypt, El Gouna, and Taba Heights are unaffected by the ongoing conflict. Occupancies for FY 2023 reached 73% and 42%, up from 70% and 29%, respectively, during the same period last year; Taba was affected in Q4 2023 by the Conflict in Gaza.

In Oman, Hawana Salalah hotels continued with positive performance since the beginning of 2023; occupancy rates increased from 41% during FY 2022 to 61% during FY 2023, noting that the primary source markets are from Eastern Europe, mainly from Poland, Slovakia, and the Czech Republic.

In UAE, The Cove remains one of the best-performing hotel destinations for the Group, with occupancy up to 78% in FY 2023 from 68% in FY 2022. In the Cove Hotel, the international wholesale business is mainly from Germany, and local and regional businesses are from the Gulf Cooperation Council ("GCC"). Moreover, The Cove has seen an increase in Russian tourists, noting that they pay in cash only.



Montenegro's tourism is connected to the Russian markets and thus might be affected. Regarding the tourism sector, there are no outstanding receivables from Russian individuals. Known as a summer destination, Luštica Bay occupancy rates reached 36% (2022: 46%) during financial year 2023, with more revenues reported mainly due to increasing average room rates dramatically. Additionally, the Group is working to diversify the tourists coming to its resorts across all the destinations, especially in Lustica. More business comes from Western Europe, mainly from Germany, the UK, Switzerland, Belgium, and Serbia. We also received newcomers from the United States in addition to the increase in domestic tourism in 2023. The customers of the real estate segment in Egypt are mainly Egyptians, and the Group has no Russian buyers in Egypt. Similarly, Oman's primary real estate buyers are from Oman and the GCC market. In Montenegro, the percentage of Russian and Ukrainian clients of the remaining cash collections for the Group's real estate project is not a majority compared to the total real estate portfolio in the destination. So far, the Group has not experienced significant delays in collecting the dues, nor has the Group received any material requests from the Russian and Ukrainian clients to reschedule the dues. In 2023, the Group continued to collect its dues from Russian and Ukrainian clients with no sign of disturbance.

Claim for environmental compensation from Egypt's Ministry of Environment

On 15 February 2023, the Company signed an agreement with the Egyptian government, which will enhance the Group's long-term strategy to achieve growth. According to this agreement, all existing disputes with the Environmental Protection Fund were resolved, and the company was exonerated of any claims.

The master agreement, which involves various ministries of the Egyptian government, includes the following terms:

- Approval of a new master plan for the remaining 17.4 million m² land bank in El Gouna which includes approximately 1.2 million m² of connected lagoons and 1,000 hotel rooms to be built every 10 years.
- Granting ODE the right to connect its lagoon system to the sea via two new water canals to improve water quality in existing and future projects.
- Reducing the shoreline setback for the remaining land bank from 200 meters to 105 meters, which allows ODE to make commercial use of the most prime land of the destination.
- Amending the transfer fee payable by ODE on real estate sales for the remaining land bank. The transfer fee is fixed for a period of 10 years and shall be paid in advance over 15 years.
- Granting environmental permits for 24 projects in El Gouna and exonerating ODE from all charges and settlement of all disputes with the Environment Protection Agency.

Sale of treasury shares in ODE

Orascom Development Egypt (ODE) the largest subsidiary of the group has completed the sale of 15,501,283 treasury shares on 25 September 2023, for a total value of EGP 155,501,283 (CHF 4.2 million).

41 LITIGATION

There were no significant open litigations at 31 December 2023 and 31 December 2022.

42 SUBSEQUENT EVENTS

Increase in interest rates in Egypt

At its meeting held in February 2024, the Monetary Policy Committee (MPC) decided to increase the Central Bank of Egypt's (CBE) overnight deposit rate, overnight lending rate, and the main operation rate by 200 basis points to 21.25 percent, 22.25 percent, and 21.75 percent, respectively. The discount rate was also raised by 200 basis points to 21.75 percent.

In March 2024 the Monetary Policy Committee (MPC) decided in its special meeting to raise the CBE's overnight deposit rate, the overnight lending rate, and the rate of the main operation by 600 basis points to 27.25 percent, 28.25 percent, and 27.75 percent, respectively. The discount rate was also raised by 600 basis points to 27.75 percent.

Management of the Group anticipates that the interest expense might increase by approximately CHF 3.4 million as a result of variable EGP loans.

Implementation of new exchange rate policy in Egypt

In 2024, the Central Bank of Egypt (CBE) has implemented a new exchange rate policy to eliminate the parallel market. The policy aims to adopt a market-determined exchange rate of the Egyptian Pound (EGP) against the US Dollar (USD). The CBE has allowed market forces to govern the exchange rate, eliminating the need for a fixed exchange rate regime. Consequently, the EGP/USD exchange rate has risen from EGP 30.85 to a range of EGP 47.5-50. The devaluation of the EGP will result in a material currency translation loss mainly within other comprehensive loss (anticipated CHF 100 – 150 million) as the Group has material net assets in EGP, which will have to be translated into CHF at a lower foreign currency exchange-rate resulting in a lower CHF value.

There have been no other significant events subsequent to 31 December 2023.

43 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the directors and authorised for issue on 25 March 2024.

Report of the Statutory Auditor

To the General Meeting of
ORASCOM DEVELOPMENT HOLDING AG, ALTDORF

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Orascom Development Holding AG (the Company) and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at December 31, 2023, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements (pages 86 to 127) give a true and fair view of the consolidated financial position of the Group as at December 31, 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and comply with Swiss law.

Basis for Opinion

We conducted our audit in accordance with Swiss law, International Standards on Auditing (ISA) and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the provisions of Swiss law, together with the requirements of the Swiss audit profession, as well as those of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

Key audit matter

For the fiscal year ended December 31, 2023, the Group's consolidated statement of comprehensive income includes revenue of CHF 655 million (prior year CHF 690 million). The two major revenue streams are revenues from service contracts and revenues from construction of real estate.

Revenue recognition in accordance with IFRS 15 is complex due to several types of customer contracts utilized in different business segments. Further, revenue recognition involves significant judgement and estimates made by Management including whether contracts contain multiple performance obligations to be accounted for separately and the appropriate method for revenue recognition regarding identified performance obligations. A significant number of performance obligations has to be accounted for over time, which requires Management to assess the degree of completion.

The risk is therefore, that revenue is not recognized in the correct period, did not occur, or is recorded with an incorrect value and we consider revenue recognition to be a key audit matter due to the materiality of the position as well as the judgement and estimates this position contains.

Refer to note 3.7 Revenue recognition, note 5 Revenue, and note 6 Segment Information.

How the scope of our audit responded to the key audit matter

We gained an understanding of the Group's key controls in place in respect to revenue recognition.

Our audit procedures on revenue recognition included:

- performing substantive analytical procedures and test of detail (including comparison against contractual terms and accounting standards requirements).
- examining material journal entries and other adjustments made around year-end.
- obtaining third party progress reports from construction companies and inspect construction sites for real estate revenues on a sample basis to test the percentage of completion; where only internally prepared progress reports are available, we increased the number of physical inspections of construction sites.
- independently recalculating the calculation of the underlying recorded revenue for the selected samples based on the percentage of completion.
- validating the appropriateness and completeness of the related disclosures in the consolidated financial statements.

Based on the procedures performed above, we obtained sufficient audit evidence to address the risk of improper revenue recognition.

Valuation of property, plant and equipment

Key audit matter	How the scope of our audit responded to the key audit matter
<p>The Group's consolidated statement of financial position includes CHF 724 million (prior year CHF 742 million) of property, plant and equipment (PP&E), representing 39% (prior year 41%) of total Group assets. These balances are tested annually for impairment if any triggering events occurred. If the recoverable amount is lower than the carrying amount, an impairment is recognized in accordance with IAS 36.</p> <p>The Group was able to generate positive cash-flows from operations in 2023. However, some of the destinations and hotels are still in the initial stages and are still being developed, which resulted in certain destinations and hotels still being loss making. This prevailing condition is an impairment indicator for assets used to generate operating cash flows. The annual impairment test includes significant Management judgments about future cash flows generated with these assets.</p> <p><i>Refer to note 3.13 Property, plant and equipment, note 3.15 Impairment of tangible assets, and note 14 Property, plant and equipment.</i></p>	<p>We gained an understanding of the Group's key controls in place in respect to impairment of property, plant & equipment.</p> <p>In addition, we have performed the following to assess the valuation of PP&E:</p> <ul style="list-style-type: none"> • corroborating impairment tests by challenging assumptions made by Management. • testing the valuation models of the hotels, which includes verifying the valuation methodology, the mathematical accuracy of the models, the forecasts and the key assumptions (e.g. occupancy, room rates, WACC, terminal growth rates) as well as a comparison of calculated fair value with the current carrying value of PP&E for the hotels to conclude on any impairment needs. • obtaining assistance from internal valuation specialists to evaluate valuation models for the significant locations in Egypt, Oman, Montenegro and U.A.E. • challenging the destinations under development with the current year's progress, its own plans and the outlook to generate positive cash-flows in the future. • validating the appropriateness and completeness of the related disclosures in the consolidated financial statements. <p>Based on the procedures performed above, we obtained sufficient audit evidence to address the risk of improper valuation of property, plant and equipment.</p>

Recoverability of trade and other receivables

Key audit matter	How the scope of our audit responded to the key audit matter
<p>The Group's statement of financial position includes CHF 116 million non-current receivables (prior year CHF 107 million), and CHF 172 million trade and other receivables (prior year CHF 165 million) representing 16% (prior year 15%) of total Group assets. The Group records required allowance for expected credit losses in accordance with the requirements of IFRS 9 at each month-end.</p> <p>The Group needs to execute significant judgement in assessing the collectability of current and non-current receivables, because a material portion of the receivables are collected over an average collecting period of 6.5 years. There is a significant uncertainty around recoverability of these receivables for such a long period in the markets where the Group operates.</p> <p><i>Refer to note 3.19.4 Impairment of financial assets, note 19 non-current receivables, and note 22 Trade and other receivables.</i></p>	<p>We gained an understanding of the Group's key controls in place in respect to the recoverability of trade and other receivables.</p> <p>Our audit procedures in respect of the recoverability of receivables included:</p> <ul style="list-style-type: none"> • corroborating expected credit loss calculation by challenging assumptions made by Management. • perform test of details and assess on a sample basis whether the calculation of expected credit losses is in line with the requirements of the accounting standards. • assessing the counterparty credit risk based on publicly available information and historical information/experience for selected receivables. • validating the appropriateness and completeness of the related disclosures in the consolidated financial statements <p>Based on the procedures performed above, we obtained sufficient audit evidence to address the risk around recoverability of trade and other receivables.</p>

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the compensation report and our auditor's reports thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, 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.

Board of Directors' Responsibilities for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation of the consolidated financial statements, which give a true and fair view in accordance with IFRS and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

A further description of our responsibilities for the audit of the consolidated financial statements is located on EXPERTSuisse's website at: <https://www.expertsuisse.ch/en/audit-report>. This description forms an integral part of our report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

Deloitte AG



Chris Kraemer
Licensed Audit Expert
Auditor in Charge



Adrian Kaeppli
Licensed Audit Expert

Zurich, March 26, 2024

7.2 ORASCOM DEVELOPMENT HOLDING AG

Statutory financial statements
together with auditor's report for
the year ended 31 December 2023

Orascom Development Holding AG Statutory income statement

CHF	Notes	2023	2022
Gross revenue from services		940,395	751,814
Cost of sales		(663,045)	(378,756)
Gross profit		227,350	373,058
Staff costs		(6,816,902)	(5,114,941)
Other operational costs		(3,359,898)	(2,444,945)
Depreciation of fixed asset items		(4,020)	(329)
Total operating expenditure		(10,180,820)	(7,560,215)
Operating loss		(9,903,470)	(7,187,157)
Financial expenses	3.9	(7,628,549)	(4,523,824)
Financial income	3.10	2,814,087	1,942,921
Total financial (expense)/income		(4,814,462)	(2,580,903)
Total loss before taxes		(14,717,932)	(9,768,060)
Direct taxes		-	-
Annual loss		(14,717,932)	(9,768,060)



Naguib S. Sawiris
Chairman of the Board



Ashraf Nessim
Group CFO

Orascom Development Holding AG Statutory balance sheet

CHF	Notes	31 December 2023	31 December 2022
Assets			
Current assets			
Cash at bank	3.1	23,236,845	5,232,164
Other current receivables – Related parties		43,500	5,075
Other current receivables – Third parties		245,968	348,561
Prepaid expenses and other assets		153,708	197,172
Total current assets		23,680,021	5,782,972
Non-current assets			
Other non-current receivables – Affiliated Companies		34,209,281	6,070,132
Investments in subsidiaries	3.2	1,497,970,147	1,491,454,120
Tangible fixed assets		7,083	8,488
Other non-current assets		-	153,708
Total non-current assets		1,532,186,511	1,497,686,448
Total assets		1,555,866,532	1,503,469,420
Liabilities and shareholders' equity			
Current liabilities			
Trade creditors		280,417	145,582
Current interest-bearing liabilities - Shareholder	3.3	21,797,287	83,287,028
Other current liabilities	3.4	100,000,000	-
Accrued expenses		4,060,307	3,192,756
Deferred revenue		46	51
Total current liabilities		126,138,057	86,625,417
Non-current liabilities			
Non-current interest-bearing liabilities – Affiliated Companies		22,082,116	27,118,507
Other long-term liabilities	3.4	-	100,000,000
Total non-current liabilities		22,082,116	127,118,507
Total liabilities		148,220,173	213,743,924

CHF	Notes	31 December 2023	31 December 2022
Shareholders' equity	3.5		
Share capital	3.6	299,111,830	202,968,745
Statutory capital reserves			
Capital contribution reserve (privileged)			
of which reserves from tax privileged capital contributions	3.7	2,858,520,175	2,858,520,175
Statutory retained earnings		786,005,038	750,084,967
Accumulated losses		(2,534,475,037)	(2,519,730,199)
Own shares	3.8	(1,515,647)	(2,118,192)
Total shareholders' equity		1,407,646,359	1,289,725,496
Total liabilities and shareholders' equity		1,555,866,532	1,503,469,420



Naguib S. Sawiris
Chairman of the Board



Ashraf Nessim
Group CFO

Orascom Development Holding AG

Notes to the statutory financial statements

1 GENERAL INFORMATION

Orascom Development Holding AG was established in Switzerland as Joint Stock Company and is domiciled in Altdorf, Uri. The purpose of the Company is the direct or indirect acquisition, durable management and disposal of participations in domestic or foreign enterprises, in particular in the field of real estate, tourism, hotels, construction, resort management, financing of real estate and related industries as well as the provision of related services.

In 2022, Orascom Development Holding established a Representation office in Dubai for the purpose of expanding the group sales for all destinations.

The accounts for the period from 1 January to 31 December 2023 were approved by the Board of Directors on 25 March 2024. The Company has an annual average of less than 10 full-time employees (previous year: less than 10 full-time employees).

2 KEY ACCOUNTING AND VALUATION PRINCIPLES

2.1 Principal of financial reporting

The present accounts for Orascom Development Holding AG have been prepared in accordance with the requirements of the Swiss Financial Reporting Law. The main accounting and valuation principles used, which are not already specified by the Swiss Code of Obligations, are described as follows.

2.2 Estimates and Assumptions made by management

Financial reporting under the Swiss Code of Obligations requires certain estimates and assumptions to be made by management. These are on-going and are based on past experience and other factors (e.g. expectations of future results for investments and budget). The result subsequently achieved may change from these estimates. Items in the accounts, which are based on the estimates and assumptions made by management, are as follows:

- Investments in subsidiaries

2.3 Foreign currency items

The currency in which Orascom Development Holding AG operates is Swiss Francs (CHF). Transactions in foreign currencies are converted into the currency in which the company operates (CHF) at the exchange rate on the day of the transaction takes place.

- Monetary assets and liabilities in foreign currencies are converted into CHF at the exchange rate on the balance sheet date. Any profit or losses from the exchange are recorded in the income statement except net unrealised gain from non-current items, which are deferred in the balance sheet.
- Non-monetary assets and liabilities at historical costs are converted at the foreign exchange rate at the time of the transaction.

2.4 Related parties

Related parties include subsidiary companies (affiliated companies), members of the Board of Directors and Orascom Development Holding AG shareholders. Transactions with related parties take place under proper market conditions (dealing at an arm's length).

2.5 Cash at bank

The cash and bank deposits are recorded at their nominal value.

2.6 Issuance Costs

Issuance costs for bonds are capitalised and amortised over the period until the maturity date. The capitalised costs are split in current and non-current and presented as part of other assets.

2.7 Own shares

Own Shares are recorded at acquisition cost on the balance sheet as a deduction to equity. If they are resold at a later date, the profit or loss is recorded in retained earnings, respectively accumulated losses.

2.8 Shareholder rights and options / share-based compensation

Own shares are allocated to management and administrative bodies or to employees as shareholder rights or options. The difference between the acquisition value and any payments to counterparties during share allocation is shown as staff costs. Share based compensation arrangements are also settled from the contingent capital. Such transactions are measured at stock market price at the allocation of the shares to the employees. These costs are recorded as staff costs and the new shares in equity. The costs for the transactions are accrued after the vesting conditions are fulfilled until the actual allocation takes place.

2.9 Leasing transactions

Lease payments are recognised as an expense in the period in which they occur. Under the strictly contractual interpretation of leasing contracts, right-of-use assets and lease liabilities are not recognised on the balance sheet. In note 4.1, the residual amount of lease liabilities is disclosed as per Art. 959c para 2, point 6 of the Swiss Code of Obligations.

2.10 Contingent compensation

The company performs an assessment for their contingent compensation arrangement and disclose it as contingent liability if the compensation is not probable. If the assessment concludes that the compensation is more likely than not, the company is recording an accrual for the estimated compensation.

3 INFORMATION RELATING TO ITEMS ON THE BALANCE SHEET AND INCOME STATEMENT

3.1 Cash at bank

CHF	31 December 2023	31 December 2022
of which in CHF	626,103	612,035
of which in USD	21,073,737	2,921,372
of which in EUR	1,478,369	1,644,578
of which in GBP	6,707	3,118
of which in EGP	340	575
Of which in AED	51,589	50,486
Total	23,236,845	5,232,164

3.2 Investments in subsidiaries

Investments are valued at acquisition cost less adjustments for impairment. On a regular basis the Company's management reviews the recoverable value of the Company's investments in the various destinations, and accordingly reduces the carrying value by the amount of any impairment losses.

The valuation model of the Company captures the different investments. The valuation model adopts various approaches depending on the category of the project. It also captures the value of the land bank specifically in Egypt as it is one of the major contributors to the investments' value, for which an external appraiser derives the aggregate market value and a discount is applied to be conservative.

For the operating projects, DCF valuation techniques have been applied for the hotels and real estate segments to reflect the evolving status and the expected steady performance of the operations over a time period ranging from 5 to 10 years. Major underlying assumptions have been used depending on the segment such as occupancy and average room rates for hotels and number of units to be sold and average selling price for real estate.

These assumptions affecting the future projections take into consideration the various political, economic and operational facts prevailing at the time of preparing the valuations. Future developments may impact the value.

As at 31 December 2023, the Company directly holds the following investments:

Company, domicile, purpose	Ownership %*			Share capital
	31 December 2023	31 December 2022		
Orascom Development Egypt S.A.E. (previously: Orascom Hotels & Development S.A.E.), Egypt <i>Real estate development, hotel management</i>	75.10%	75.10%	EGP	1,130,473,523
Arena for Hotels Company S.A.E., Egypt <i>Hotel operation</i>	99.85%	99.85%	EGP	20,000,000
ORH Investment Holding Ltd, BVI <i>International holding company</i>	100.00%	100.00%	USD	440,000,000
Lustica Development AD, Montenegro <i>Real estate development, hotel management</i>	92.75%	92.75%	EUR	69,559,781
Andermatt Swiss Alps AG, Switzerland (ASA) <i>Real estate development</i>	49.00%	49.00%	CHF	301,147,000
Orascom Hotels Management AG, Switzerland <i>Hotel Management</i>	100.00%	100.00%	CHF	18,000,000
Orascom Hotels Managements SAE, Egypt <i>Hotel Management</i>	1.00%	-	EGP	2,000,000

* The voting rights are equal to the ownership percentage

In 2023

On 11 October 2023, Orascom Development Holding AG bought out 200 (1%) share of Orascom Hotels Management SAE, Egypt, and the remaining 99% are owned by Orascom Hotels Management AG, so ODH group owns 100% now of the Egyptian subsidiary.

In 2022

On 23 June 2022, Orascom Development International AG was merged into Orascom Development Holding AG, and as a result of the merger, total assets of CHF 1.26M and total liabilities of CHF 35K were transferred to Orascom Development Holding AG.

3.3 Current interest-bearing liabilities – Shareholder

The balance of "Current interest-bearing liabilities – Shareholder" as at 31 December 2023 is due to Mr. Naguib S. Sawiris in the amount of CHF 21,797,287 (31 December 2022: CHF 83,287,028).

3.4 Other current and long-term liabilities

CHF	31 December 2023	31 December 2022
Other current liabilities	100,000,000	-
Other long-term liabilities	-	100,000,000
Total bonds	100,000,000	100,000,000

The Company has issued a SIX Swiss Exchange listed bond with nominal value of CHF 100 million. The bond has a coupon of 3.25% and a tenor of five years. The maturity date of the bond is 11 October 2024.



3.5 Shareholders' equity movements

The following table shows the shareholders' equity movement:

CHF	Share capital	Statutory capital reserves (tax privileged)	Statutory retained earnings	Accumulated losses	Own shares	Total
Balance at 01/01/2022	202,968,745	2,858,520,175	750,084,967	(2,509,928,914)	(2,623,177)	1,299,021,796
Merge accounts ODI to ODH	-	-	-	(178,930)	-	(178,930)
Acquisition of own shares	-	-	-	-	(699,940)	(699,940)
Disposal of own shares	-	-	-	(125,897)	784,706	658,809
Distribution to Board Members and revaluation	-	-	-	271,602	395,161	666,763
Distribution to others	-	-	-	-	25,058	25,058
Loss for the period	-	-	-	(9,768,060)	-	(9,768,060)
Balance at 31/12/2022	202,968,745	2,858,520,175	750,084,967	(2,519,730,199)	(2,118,192)	1,289,725,496
Balance at 01/01/2023	202,968,745	2,858,520,175	750,084,967	(2,519,730,199)	(2,118,192)	1,289,725,496
Share capital increase	96,143,085	-	38,457,234	-	-	134,600,319
Transaction costs directly related to capital increase	-	-	(2,537,163)	-	-	(2,537,163)
Acquisition of own shares	-	-	-	-	(318,134)	(318,134)
Disposal of own shares	-	-	-	(96,509)	382,149	285,640
Distribution to Board Members and revaluation	-	-	-	55,264	253,497	308,761
Distribution to others	-	-	-	14,339	285,033	299,372
Loss for the period	-	-	-	(14,717,932)	-	(14,717,932)
Balance at 31/12/2023	299,111,830	2,858,520,175	786,005,038	(2,534,475,037)	(1,515,647)	1,407,646,359

3.6 Share Capital

As at 31 December 2023 the Company's share capital of CHF 299,111,830 (31 December 2022: CHF 202,968,745) was divided into 59,822,366 (31 December 2022: shares 40,593,749) registered shares with a par value of CHF 5 (31 December 2022: CHF 5) each. The share capital is fully paid-in. The registered shares of the company are listed on the Swiss Exchange (SIX).

On 28 April 2023, Orascom Development Holding AG successfully completed its rights offering. The Company issued 19,228,617 new registered shares in the capital increase. As a result, the total issued share capital of the Company now amounts to CHF 299,111,830 divided into 59,822,366 registered shares with a nominal value of CHF 5 each.

3.7 Statutory capital reserves from tax contributions

As of 1 January 2011, Swiss tax authorities have introduced a regulation concerning capital contribution reserves. Distributions from such reserves are exempt from Swiss income and withholding tax. In order to reflect this regulation, capital contribution reserves have been classified separately in the balance sheet. The capital contribution reserves in the amount of CHF 2,999,972,181 have been approved by the tax authorities. An amount of CHF 141,452,006 out of this statutory capital reserves from tax contributions has been used in the capital increase through converting it in share capital, as the offering price was CHF 11.28, which was below the par value CHF 23.20. Therefore, the capital contribution reserves from tax contributions amounts to CHF 2,858,520,175 as per 31 December 2023.

3.8 Own shares transactions

CHF	Number of shares		Book value in CHF	
	2023	2022	2023	2022
As of 1 January	286,502	349,792	2,118,192	2,623,177
Distribution to Board Members	(40,466)	(63,080)	(253,497)	(395,161)
Distribution to others	(45,500)	(4,000)	(285,032)	(25,058)
Sales	(41,681)	(75,002)	(382,149)	(784,706)
Purchase	47,930	78,792	318,134	699,940
As of 31 December	206,785	286,502	1,515,648	2,118,192

3.9 Finance expenses

CHF	2023	2022
Interest expense	4,307,784	4,523,824
Foreign exchange loss, net	3,320,765	-
Total finance expenses	7,628,549	4,523,824

3.10 Finance income

CHF	2023	2022
Interest income	2,814,087	821,261
Foreign exchange gain, net	-	1,121,660
Total finance income	2,814,087	1,942,921

4 OTHER INFORMATION, WHICH IS NOT ALREADY VISIBLE IN THE BALANCE SHEET OR INCOME STATEMENT

4.1 Residual amount of leasing liabilities

Leasing liabilities, which will not expire and may not be terminated within twelve months, are subject to the following repayment structure:

CHF	31 December 2023	31 December 2022
< 1 year	320,148	271,200
1 – 5 years	1,084,800	1,084,800
> 5 years	1,356,000	1,627,200
Total	2,760,948	2,983,200

4.2 Total amount of assets pledged or assigned to secure own liabilities and assets under reservation of ownership

Andermatt Swiss Alps (ASA)

Andermatt Swiss Alps AG (ASA) has obligations towards the canton of Uri and the municipality of Andermatt. ASA is responsible for the construction of certain parts of the tourism resort Andermatt. Within certain periods or should the construction work be stopped for whatever reason, ASA has the obligation to rebuild the relevant plots of land to the original state. In July 2022, 17,000 shares were released, resulting in a residual number of ASA pledged shares owned by the Company of 19,985 as at 31 December 2023 (31 December 2022, 19,985) with a net book value of CHF 876.73 each, amounting to a total book value of 17,521,441 (31 December 2022: CHF 17,521,441) which have been pledged as a security to the canton and municipality. Additionally, land with a value of CHF 1,000,000 has been pledged (31 December 2022: CHF 1,000,000).

Orascom Development Egypt S.A.E. (ODE)

As at 31 December 2023, 4,746,000 ODE shares owned by the Company (31 December 2022: 4,746,000) with a net book value of CHF 0.92 each, amounting to a total book value of CHF 4.4 million (31 December 2022: CHF 4.4 million), have been pledged as a security.

Arena for Hotels

As of 31 December 2023, 3,994,000 Arena shares owned by the Company (31 December 2022: 3,994,000) with a net book value of CHF 1.18 each, amounting to a total book value of CHF 4.7 million, have been pledged as a security.

Island Lastavica with fortress Mamula in Herceg Novi

As at 31 January 2014, Orascom Development Holding submitted a bid pursuant to the invitation to tender issued by the tender committee for valorisation of tourism location for the purpose of long-term lease of the site Island Lastavica with fortress Mamula in Herceg Novi with an amount of EUR 300,000. Accordingly, a fully secured bid bond/guarantee was issued in favour the government of Montenegro against a blocked cash deposit of EUR 330,000 (110% of the amount of the guarantee). As a result of the award of the long-term lease, the government of Montenegro requested a performance bond/guarantee against the development works in the amount of EUR 1,500,000. In December 2018, the company blocked a cash deposit of EUR 1,650,000 (110% of the amount of the guarantee) to secure the performance bond/guarantee which was issued by the same bank. Simultaneously, the original bid bond/guarantee was cancelled, and the cash deposit block of EUR 330,000 was released. In June 2023, the company agreed with the bank to reduce the additional collateral from 10% to 5%, along with ability to invest the blocked cash deposit, accordingly the company executed a fixed deposit of EUR 1,575,000, which represents 105% cash collateral of the amount of the guarantee.

4.3 Liabilities towards staff pension schemes

Pension liability as at 31 December 2023 of CHF 25,100 (31 December 2022: CHF 23,900).

4.4 Joint liability in favour of third party

The Company, together with certain Swiss subsidiaries, is part of a Swiss value added tax (VAT) group, resulting in a joint liability for taxation for VAT purposes.

4.5 Contingent liability

The employment contract with the CEO, Omar El Hamamsy, provides for contingent compensation payments based on incremental improvements of the market capitalization of the Company. Each contingent compensation payment is expressed as a percentage of the relevant increment of improvement. Upon achievement of a relevant incremental improvement the respective payment will be made in instalments over a period of several months, subject to the condition of the CEO remaining employed by the Company. The aggregate maximum pay-out of all such contingent compensation payments that may be paid out over the life of the CEO's employment contract amounts to CHF 59.6 million. This maximum pay-out can only be achieved if the development of the market capitalization is such as to make ODH a multi-billion CHF company. The compensation may be paid, at the Company's discretion, in cash or in shares of the Company based on an average of the ODH share prices during a period prior to the triggering of the specific contingent payment.

4.6 Representation Office in Dubai

At the beginning of 2022, Orascom Development Holding AG (ODH) decided to expand its sales by opening a representative office resident in the United Arab Emirates. Its main objective is to increase sales & generate revenue for the group destinations to reach customers all over the world, open new markets, and develop customer relationships.

ODH's real estate segment operates in many destinations: Egypt, Oman, Montenegro, England and Switzerland. The representation office receives a commission from contracted sales from each destination taking the role of the group broker throughout all destinations to increase the group sales.

4.7 Subsequent events

There have been no significant events subsequent to 31 December 2023.

Orascom Development Holding AG Proposal to carry forward the accumulated losses

CHF	31 December 2023
Loss carried forward	(2,519,730,199)
Loss for the period	(14,717,932)
Transactions with own shares, net	(26,906)
Accumulated losses	(2,534,475,037)

The Board of Directors propose to carry forward the accumulated losses.



Report of the Statutory Auditor

To the General Meeting of
ORASCOM DEVELOPMENT HOLDING AG, ALTDORF

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Orascom Development Holding AG (the Company), which comprise the statement of financial position as at December 31, 2023, the statement of income for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements (pages 131 to 135) comply with Swiss law and the Company's articles of incorporation.

Basis for Opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Key Audit Matters

The key audit matters is a matters that, in our professional judgment, was of most significance in our audit of the financial statements of the current period. This matter was 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 this matter.

Valuation of investments in subsidiaries

Key audit matter	How the scope of our audit responded to the key audit matter
<p>As described in note 3.2 Investments in subsidiaries, Orascom Development Holding AG, holds investments in subsidiaries amounting to CHF 1,498 million as at December 31, 2023 (prior year CHF 1,491 million).</p> <p>In accordance with the requirements of Swiss law, each investment held is valued individually and reviewed annually for impairment indicators.</p> <p>The assessment of the carrying value of each investment contains significant Management's judgment, as the carrying value depends on political and economic assumptions for Middle East and especially Egypt, which are inherently uncertain. Given the future cash-flows of subsidiaries being generated in different currencies, the recoverable amount of investments are also impacted by FX-fluctuations.</p> <p>Accordingly, for the purpose of our audit, we identified the impairment assessment and judgement applied by Management on the valuation of investments in subsidiaries as a key audit matter.</p>	<p>We assessed the appropriateness of Management's accounting policies regarding the valuation of investments in subsidiaries.</p> <p>We gained an understanding of the Company's key controls in place.</p> <p>We challenged the impairment tests for material investments in subsidiaries, by critically assessing whether the key assumptions (e.g. occupancy, room rates, WACC, terminal growth rates) and judgments used in the valuation models are appropriate.</p> <p>We have involved internal valuation specialists to assist us in reviewing the valuation models and validating the reasonableness of the capital cost and discount rates applied. Further, the specialists performed sensitivity analyses.</p> <p>We assessed the appropriateness and completeness of the related disclosures in the financial statements in respect of the impairment testing.</p> <p>Based on the procedures performed above, we obtained sufficient audit evidence to address the risk of an improper valuation of investments in subsidiaries.</p>

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements, the stand-alone financial statements, the compensation report and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Board of Directors' Responsibilities for the Financial Statements

The Board of Directors is responsible for the preparation of the financial statements in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines 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 Board of Directors is 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has 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 Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on EXPERTSuisse's website at: <https://www.expertsuisse.ch/en/audit-report>. This description forms an integral part of our report.

Report on Other Legal and Regulatory Requirements

In accordance with Art. 728a para. 1 item 3 CO and PS-CH 890, we confirm that an internal control system exists, which has been designed for the preparation of the financial statements according to the instructions of the Board of Directors.

Furthermore, we confirm that the proposed carry forward of accumulated losses complies with Swiss law and the Company's articles of incorporation. We recommend that the financial statements submitted to you be approved.

Deloitte AG



Chris Kraemer
Licensed Audit Expert
Auditor in Charge



Adrian Kaeppli
Licensed Audit Expert

Zurich, March 26, 2024

GLOSSARY



8.0 GLOSSARY OF TERMS

AG – Aktiengesellschaft is the German name for a stock corporation.

ARR – Average Room Rate is a statistical unit often used in the lodging industry. The ARR is calculated by dividing the room revenue (excluding services and taxes) earned during a specific period by the number of occupied rooms.

Company – Orascom Development Holding AG.

EBIT – Earnings Before Interest and Taxes is an indicator of a company's profitability, calculated as total revenue minus total expenses, excluding tax and interest. EBIT is also referred to as Operating Earnings, Operating Profit, and Operating Income. The indicator is also known as Profit before Interest and Taxes (PBIT), and it is equal to the net income with interest and taxes added back to it.

EBITDA – Earnings Before Interest, Taxes, Depreciation, and Amortization is an indicator of a company's financial performance, calculated as total revenue minus total expenses, excluding tax, interest, depreciation, and amortization. EBITDA is essentially the net income with interest, taxes, depreciation, and amortization added back to it, and it can be used to analyze and compare profitability between companies and industries, because it eliminates the effects of financing and accounting decisions.

Adjusted EBITDA – Earnings Before Interest, Taxes, Depreciation and Amortization adjusted to better reflect optimization of core operating activities net of any extraordinary items such as provisions and impairments, FOREX losses, capitalized G&A expenses, share in associates and fair value differences.

EFSA – Egyptian Financial Supervisory Authority.

EGX – The Egyptian Exchange is one of the oldest stock markets established in the Middle East. The Egyptian Exchange traces its origins to 1883 when the Alexandria Stock Exchange was established, followed by the Cairo Stock Exchange in 1903.

GOP – Gross Operating Profit means the profit of our hotel business after deducting operating costs and before deducting amortization and depreciation expenses. It excludes all costs related to non-hotel operations.

GOP PAR – Gross Operating Profit per Available Room, a key performance indicator for the hotel industry, defined as total gross operating profit (GOP) per available room per day.

Group – Orascom Development Holding AG and its subsidiaries.

KPI – Key Performance Indicators are financial and non-financial metrics used to help an organization define and measure progress toward organizational goals.

M² – Square meter.

M³ – Cubic meter.

MBA – The Master of Business Administration is a master's degree in business administration.

MCDR – Misr for Central Clearing, Depository, and Registry provides securities settlement and custody services in Egypt by applying the central depository system, affecting the central registry of securities traded in the Egyptian capital market and facilitating securities trading on dematerialized shares.

MENA – Middle East and North Africa.

MV – Megavolt.

NAV – Net Asset Value is a term used to describe the value of an entity's assets excluding the value of its liabilities.

OHM – Orascom Hotels Management.

ODE – Orascom Development Egypt.

RevPAR – Revenue Per Available Room equals average room rate (ARR) multiplied by average occupancy.

SESTA – Swiss Federal Act on Stock Exchanges and Securities Trading of 24 March 1995 (Bundesgesetz vom 24 März 1995 über die Börsen und den Effektenhandel, BEHG).

SIS – SIS SegalInterSettle AG provides securities settlement and custody services in Switzerland.

SIX Swiss Exchange – The SIX Swiss Exchange is Switzerland's principal stock exchange and part of the Cash Markets Division of SIX Group. It operates several trading platforms and is the marketplace for various types of securities. The SIX Swiss Exchange is supervised by the Swiss Financial Market Supervisory Authority (FINMA).

TRevPAR – Total Revenue per Available Room is similar to RevPAR, but it also takes into account other room revenues — e.g. food and beverage, entertainment, laundry, and other services.

UAE – United Arab Emirates.

UK – United Kingdom.



