

Business Overview

Cenomi Retail is the largest franchise retailer in Saudi Arabia and a pioneering brand partner for brands from across the globe looking to expand their footprint in the Kingdom, Middle East and CIS regions. As of 2024, Cenomi Retail represents 51 brands and is dedicated to delivering a new era of retail and experiences in the Kingdom and beyond. Cenomi Retail remains committed to being the retail brand partner of choice and the number one retailer for consumers in the Kingdom as it continues to identify and work with brands that align with its strategic goals and deliver long-term shareholder value. Cenomi Retail operates in nine countries, including the Kingdom of Saudi Arabia and seven international countries.

During 2024, we remained focused on implementing our strategy of “fixing the house”, which is aimed to enable the Company for future growth. In 2024, our

Financial Performance

In the fiscal year 2024, Cenomi Retail delivered enhanced operational performance, driven by its ongoing strategic focus on operational excellence and efficiency, alongside targeted store openings and renovations.

Revenue by Division	Fiscal Year 2023	Fiscal Year 2024
KSA Retail	69.3%	65.7%
International Retail	22.6%	27.6%
F&B	8.1%	6.8%
Total sales revenue, ₪ million	4,671.2	4,844.5

Revenue by Channel

Cenomi Retail is dedicated to optimizing operational efficiency across all retail categories in which we operate. Our commitment lies in delivering an exceptional customer experience while redefining the retail landscape across our existing market.

During the fiscal year 2024, the Company was focused on implementing the brands optimization program, which included the sale of 24 brands while only focusing on Tier 1 Champion Brands, improving the Company’s operational efficiency, renovating stores in prime locations and opening stores in new markets internationally and in prime locations in the Kingdom of Saudi Arabia.

brand optimization strategy delivered capital gains and portfolio efficiency, highlighting Tier 1 Champion Brands in high-potential locations. Looking ahead at 2025, our brand optimization program remains on track, ensuring focus on high-margin, high-performing brands. The Company is focused on its operational efficiencies and disciplined cost management, which will continue to drive margin improvement and support the Company’s overall transformation strategy.

Cenomi Retail has a diversified international footprint as it operates in 9 countries and has over 800 stores, with operations in select global markets such as Azerbaijan, Georgia, Armenia, Uzbekistan, Kazakhstan, Egypt and Jordan.

The Company achieved a 3.7% year-over-year (YoY) growth in sales revenue, reaching ₪ 4.85 billion, while significantly reducing net losses from ₪ 1.1 billion in FY-23 to ₪ 197.5 million in FY-24.

Kingdom of Saudi Arabia Retail

Sales revenue declined by 1.7% year-over-year (YoY), impacted by the brand optimization program. However, Tier 1 Champion Brands maintained sustainable profitability YoY, despite the geopolitical challenges affecting sales in Q1-24.

As the year progressed beyond Q1-24, brand performance showed positive growth, Zara and Inditex experienced a strong rebound. Their revenues saw growth, culminating in a 14.5% increase in Q4-24 as compared to Q4-23, effectively offsetting the impact of Q1-24.

Food and Beverages

Despite the decline in Food and Beverages (F&B) revenue YoY by 13.5 %, Subway revenue recorded a robust growth reaching an increase of 75.6% YoY. In 2024 the Company recorded a world record, with 12 Subway stores opening in one day in October and 14 Subway stores opening in one day in December. This achievement is part of the strategy to focus only on Tier 1 Champion Brands and to serve customers’ demand for healthy food.

The cost of revenue increased YoY by 3.4% in FY-24 as a result of increased sales. The gross profit recorded an increase of 5.8% YoY which translated into a gross profit margin of 13% in FY-24 compared to a gross profit of 12.8% in FY-23.

Looking forward, we will continue to focus on optimizing our operations with the aim of delivering improvements in profitability and generating long-term sustainable value for our shareholders.

Cenomi Retail is well positioned to continue its strategic growth trajectory, and we remain committed to providing innovative retail solutions, leveraging technology and data to drive growth, and meeting changing and evolving consumer needs, while staying ahead of industry trends.

We thank our valued customers, employees, shareholders and partners for their unwavering support and look forward to continued success in the future.



Operates in
9
countries



3.7%
YoY Growth in
sales revenue

Business Overview

Revenue (ﷲ million)	Net Profit* (ﷲ million)
4,844.5	(197.5)
Gross Profit* (ﷲ million)	EBITDA (ﷲ million)
631.5	468.6

* Figures as at 31 December 2024

Revenue Breakdown

	31 December 2024 (ﷲ million)	31 December 2023 (ﷲ million)
Revenue by division		
KSA Retail	3,182.0	3,236.6
International Retail	1,334.7	1,055.5
F&B	327.8	379.2
Revenue by channel		
Stores	4,481	4,297
Online	363	374
Revenue by geography (%)		
KSA	72%	77%
International	28%	23%

Financial highlights for the last five years

Balance Sheet KPIs (ﷲ'000s)	December 2024	December 2023	December 2022	March 2022	March 2021
Total current assets	1,290,529	1,666,918	1,947,749	2,131,222	1,908,065
Total non-current assets	3,295,161	4,090,705	5,205,221	5,231,605	6,145,267
Total assets	4,585,690	5,757,623	7,152,969	7,362,827	8,053,332
Total current liabilities	4,258,696	4,678,965	4,693,137	5,066,323	2,707,933
Total non-current liabilities	1,345,130	1,884,964	2,113,891	2,092,336	5,252,515
Total liabilities	5,603,825	6,563,929	6,807,027	7,158,659	7,960,448
Total equity	(1,018,135)	(806,306)	345,942	204,168	92,884
Total liabilities and equity	4,585,690	5,757,623	7,152,969	7,362,827	8,053,332

Income Statement KPIs (ﷲ'000s)	12 Months ended December 2024	12 Months ended December 2023	12 Months ended December 2022	9 Months ended December 2022	12 months ended March 2022
Revenue	4,844,509	5,232,231	5,525,341	4,247,672	5,915,095
Gross profit	631,522	646,506	845,268	695,203	990,796
Operating profit	237,340	-640,067	327,955	321,708	283,671
Net profit	(197,463)	(1,112,807)	36,865	100,435	38,030

Comparing activity results with the previous same period

(ﷲ'000s)	12 Months ended December 2024	12 Months ended December 2023	Change	Percentage Change
Revenue	4,844,509	5,232,231	(387,722)	(7.41%)
Cost of revenue	(4,212,986)	(4,585,725)	372,739	(8.13%)
Gross profit	631,522	646,506	(14,984)	(2.32%)
Operating expenses	(394,182)	(1,286,573)	892,391	(69.36%)
Operating profit	237,340	(640,067)	877,407	(137.08%)
Net profit	(197,463)	(1,112,807)	915,344	(82.26%)

Accounting Standards

The Company has fully completed the transformation of preparing the consolidated financial statements; whereby the international accounting standards replaced the accounting standards issued by the Saudi Organization for Certified Public Accountants.

Subsidiaries and their Associates

No.	Subsidiary	Country of Incorporation	Business Activity	Ownership Interest held by the Group as at:	
				31-Dec-24	31-Dec-23
1	Al Waheedah Equipment Co. Ltd.	Kingdom of Saudi Arabia	Retail	100	100
2	Haifa B. Al Kalam & Partners Co. for Trading	Kingdom of Saudi Arabia	Retail	100	100
3	Saudi Retail Co. Ltd	Kingdom of Saudi Arabia	Retail	100	100
4	Wahba Trading Company Limited	Kingdom of Saudi Arabia	Retail	100	100
5	Unique Technology Trading Company	Kingdom of Saudi Arabia	Retail	100	100
6	Nesk Trading Projects Company	Kingdom of Saudi Arabia	Retail	100	100
7	Al-Jeel Trading Company	Kingdom of Saudi Arabia	Retail	100	100
8	Innovative Union Company (IUC)	Kingdom of Saudi Arabia	Food and Beverage	100	100
9	Food Gate Company	Kingdom of Saudi Arabia	Food and Beverage	70	70
10	Logistics Fashion Trading DWC-LLC	United Arab Emirates	Retail	100	100
11	Fashion Retail Kazakhstan LLP	Republic of Kazakhstan	Retail	100	100
12	Global Apparel Kazakhstan LLP	Republic of Kazakhstan	Retail	100	100
13	Retail Group Georgia LLC	Georgia	Retail	100	100
14	Master Retail Georgia LLC	Georgia	Retail	100	100
15	Spanish Retail Georgia LLC	Georgia	Retail	100	100
16	Pro Retail Georgia LLC	Georgia	Retail	100	100
17	Best Retail Georgia LLC	Georgia	Retail	100	100
18	Mega Store Georgia LLC	Georgia	Retail	100	100
19	Fashion Retail Georgia LLC	Georgia	Retail	100	100
20	Global Apparel Georgia LLC	Georgia	Retail	100	100
21	Retail Group Holding LLC	Georgia	Retail	100	100
22	Master Home Retail	Georgia	Retail	100	100
23	International Retail of Morocco	Morocco	Retail	-	100
24	Multi Trends Co.	Morocco	Retail	-	100
25	Retail Group of America LLC	United States of America	Entertainment	-	100
26	Billy Beez USA	United States of America	Entertainment	-	100
27	Retail Group Balkans d.o.o., Beograd	Republic of Serbia	Retail	-	100
28	Retail Fashion d.o.o., Belgrade	Republic of Serbia	Retail	-	100
29	Retail Group Balkans d.o.o., Podgorica	Balkan Peninsula	Retail	-	100
30	Retail Group Balkans d.o.o., Skopje	Balkan Peninsula	Retail	-	100
31	RIGE Co.	Arab Republic of Egypt	Retail	99	99
32	Retail Group Egypt Co. S.A.E	Arab Republic of Egypt	Retail	98	98
33	Retail Group Armenia CJSC	Armenia	Retail	96	96
34	Spanish Retail CJSC	Armenia	Retail	100	100

No.	Subsidiary	Country of Incorporation	Business Activity	Ownership Interest held by the Group as at:	
				31-Dec-24	31-Dec-23
35	ZR Fashion Retail CJSC	Armenia	Retail	100	100
36	Global Apparel CJSC	Armenia	Retail	100	100
37	BR Fashion Retail CJSC	Armenia	Retail	100	100
38	Master Retail CJSC	Armenia	Retail	100	100
39	Best Retail CJSC	Armenia	Retail	100	100
40	Retail Group CJSC	Armenia	Retail	100	100
41	Pro Retail CJSC	Armenia	Retail	100	100
42	Factory Prices CJSC	Armenia	Retail	100	100
43	Retail Group Jordan Co. LDT	Hashemite Kingdom of Jordan	Retail	100	100
44	Nesk Trading Projects LLC	Hashemite Kingdom of Jordan	Retail	100	100
45	Models Own Holding Limited	United Kingdom	Retail	-	51
46	Models Own Limited	United Kingdom	Retail	-	51
47	Models Own International Ltd.	United Kingdom	Retail	-	51
48	Retail Group Azerbaijan LLC	Azerbaijan	Retail	85	85
49	Fashion Retail Azerbaijan LLC	Azerbaijan	Retail	85	85
50	Spanish Retail Azerbaijan LLC	Azerbaijan	Retail	85	85
51	Global Apparel Azerbaijan LLC	Azerbaijan	Retail	85	85
52	Mega Store Azerbaijan LLC	Azerbaijan	Retail	85	85
53	Master Retail Azerbaijan LLC	Azerbaijan	Retail	85	85
54	Pro Retail Azerbaijan LLC	Azerbaijan	Retail	85	85
55	Retail Group Holding LLC	Azerbaijan	Retail	85	85
56	Best Retail Azerbaijan LLC	Azerbaijan	Retail	85	85
57	Fashion Group CA	Uzbekistan	Retail	80	80
58	Fashion Retail Store	Uzbekistan	Retail	80	80
59	Master Retail Store	Uzbekistan	Retail	80	80
60	Retail Boutique	Uzbekistan	Retail	80	80
61	Retail Group Global	Uzbekistan	Retail	80	80
62	Retail Group Store	Uzbekistan	Retail	80	80
63	Retail Store Pro	Uzbekistan	Retail	80	80
64	Spanish Store	Uzbekistan	Retail	80	80

In addition to the above, the Group, directly and indirectly, owns certain dormant subsidiaries and special purpose vehicles across several countries which are not material to the Group.

The principal activities of all of the above subsidiary companies are wholesale and retail trading of fashion apparels and indoor entertainment business for kids. The indirect shareholding represents cross ownership among the subsidiary companies.

Shares and Debt Instruments Issued by Subsidiaries

There are no stocks and debt instruments issued by the subsidiary companies.

Dividend Policy

The general policy of paying out the Company’s annual net profits after deducting all general expenses and other costs is controlled by the terms and conditions of the Articles of Association as follows:

- A. 10% of the net profits shall be carried to the Company’s statutory reserve, and the Ordinary General Assembly may resolve to withhold such appropriation when the said reserve reaches 30% of the paid-up capital.
- B. The Ordinary General Assembly may resolve on the recommendation of the Board of Directors, to keep aside a percentage of the net profits to form a consensual reserve to support the financial position of the Company.
- C. The Ordinary General Assembly may resolve to form any other reserve to the extent that it achieves the Company’s interest or ensures the

distribution of fixed profits as much as possible to the shareholders. The aforementioned Assembly may also deduct provisions from the net profits to establish social institutions for the Company’s employees or to help the existing ones.

- D. Thereafter, 5% of the paid-up capital of the Company may then be distributed to the shareholders.
- E. Subject to the provisions stipulated in Article 22 of the Company’s Articles of Association and Article 76 of the Companies’ Law, a percentage of no more than 5% of the remainder shall be allocated as remuneration to the members of the Board of Directors provided that the payment of this remuneration is proportional to the number of sessions every member attends.
- F. The remainder may then be distributed to the shareholders as an additional dividend. The Board of Directors, after obtaining an annually renewed authorization from the Ordinary General Assembly, may distribute interim dividends to the Company’s shareholders on a semi-annual or quarterly basis, as per the controls of the competent authority.

Proposal to distribute the net profit for the year ended December 2023

Statement	₺
Balance at 1 January 2024	(1,403,902,766)
Add	
Profit / (loss) for the year	(203,538,577)
Other comprehensive (loss) / income	507,614
Capital reduction	--
Deduct	--
Statutory reserve (10%)	--
Proposed dividends of ₺ per share	--
Balance at 31 December 2024	(1,606,933,730)

A Description of Interests in the Category of Voting Shares

There are no interests in the category of voting shares.

Description of Interests, Rights of Option and Subscription Rights of Members of the Board of Directors, Senior Executives, their Spouses and Minors in Shares and Debt Instruments Issued by the Company or its Subsidiaries

There are no interests, option rights or subscription rights belonging to any of the members of the Board of Directors, the Company’s Senior Executives, their spouses or their minor children in shares or debt instruments issued by the Company or its subsidiaries, other than what is mentioned regarding the members of the Board of Directors in section 12.5 of this report.

Loans Against the Company and its Subsidiaries and the Amounts Paid During the Year

During 2024, the international subsidiary obtained three credit facilities amounting to ₺ 38.1 million. ₺ 22 million was obtained for working capital facility in their local currency, to support the operations in the country. ₺ 8.6 million was a loan obtained from another country with repayment terms of 18 months.

Another international subsidiary obtained a loan from an affiliate of the non-controlling shareholder amounting to ₺ 7.5 million. The purpose of providing the loan amount is to ensure the ongoing operations of the Company in relation to the retail stores, as well as the conclusion, execution and payment of supply contracts in the development of these brands and stores. The details of these loans are as follows:

Creditor	Loan Term	Loan Principal	Loan Amounts Withdrawn during the Year	Settlement of Loans during the Year	Loan Balance as of 31 December 2024
National Commercial Bank	84 months	2,081,322,216	-	(593,936,188)	1,487,386,028
Riyad Bank	36 months	150,000,000	300,000,000	(300,000,000)	150,000,000
SABB Bank	LC Refinance	8,891,695	7,242,955	(16,134,651)	-
ANB Bank	LC Refinance	44,630,769	109,871,458	(154,502,228)	-
Bank of Georgia	48 months	93,700,166	-	(27,147,030)	118,537,406
TBC Bank	30 months	51,984,270	-		
Bank of Georgia	LC Refinance	8,297,297	-	(466,493)	7,830,804
TBC Bank	LC Refinance	33,811,484	-	(1,900,959)	31,910,525
Pasha Bank	18 months	22,630,511	-	(7,327,391)	5,303,120
Metropol Group	24 months	-	7,449,031	-	7,449,031
SQB Bank	18 months	-	8,678,947	(2,397,711)	6,281,236
Bank Al Etihad – Jordan	LC Refinance	11,502,367	27,677,669	(33,348,928)	5,831,109
Pasha Bank-Azerbaijan	LC Refinance	-	22,000,000	89,684	22,089,684
Total		2,506,770,775	482,920,060	(1,147,071,895)	1,842,618,943

Description of Convertible Debenture

There is no convertible debenture issued by the Company.

Description of Transfer or Subscription Rights

There are no transfer or subscription rights issued by the Company.

Description of Recovered or Canceled Debt Instruments of the Company and its Subsidiaries

There are no redeemed or canceled debt instruments of the Company and its subsidiaries.

Composition of the Board of Directors and Classification of its Members

Name	Nationality	Capacity	Membership Status
Fawaz Bin Abdulaziz Alhokair	Saudi	Chairman	Non-Executive
Dr. Abdulmajid Bin Abdulaziz Alhokair	Saudi	Vice Chairman	Non-Executive
Abdulmajid Bin Abdullah Albasri	Saudi	Member	Non-Executive
Ahmed Bin Saleh Alsultan	Saudi	Member	Non-Executive
Abdulrahman Bin Mohammed Alanqari	Saudi	Member	Independent
Ahmed Bin Mohammed AlAlsheikh	Saudi	Member	Independent
Bander Sulaiman Alghofais*	Saudi	Member	Independent
Mansour Bin Saad Alajlan	Saudi	Member	Independent
Ahmed Badawi Naif Shaheen	Saudi	Member	Independent

* Resigned on 6 May 2024

