

UGFS NA

# Annual Report

## 2023



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# Chairman Statement

## DEAR SHAREHOLDERS,

On behalf of your Board of Directors, it is my honor and privilege to present the Annual Report of United Gulf Financial Services North Africa (UGFS-NA) for the financial year ended December 31st, 2023.

I am delighted to share this year's report, showcasing a commendable performance by our company despite the challenging socio-economic environment.

UGFS-NA has achieved a notable 4.5% increase in turnover, coupled with a substantial rise in other revenues primarily attributed to receiving a grant of 650 M€ from the Challenge Fund for Youth Employment, resulting in a remarkable 248% increase in net income.

As of today, UGFS-NA manages AUM of TND 209 million, representing a portfolio comprising 122 investee companies that have collectively generated more than 6,000 jobs. Our firm has solidified its leading position in the market, boasting a 20% market share.

Our goal is to earn recognition from clients, investors, partners, and the community as one of the premier service providers in our industry.

The Board of Directors remains steadfast in our commitment to achieving these objectives, ensuring that these core principles are upheld as the cornerstone of future value enhancement.

On behalf of the Board of Directors, I express sincere gratitude to the Tunisian authorities and administration, particularly the Financial Market Council (CMF), for their ongoing and invaluable support.

I extend deep appreciation to our shareholders for their unwavering support, and to our investors and partners for their continued trust and confidence in us.

Lastly, I acknowledge the loyalty, dedication, professionalism, and teamwork of our management and staff members, whose exceptional efforts have contributed significantly to the positive outcomes of 2023.

Thank you all once again, and I am confident that UGFS-NA is well positioned for sustained success in the future.



**Mohamed Fekih Ahmed**

Chairman  
of the Board of Directors

# Company Overview

Founded in November 2008, UGFS-NA is a Tunisian licensed asset management firm committed to leading local investment services. Our mission is to provide a diverse range of premier investment opportunities to individuals, corporations, and financial institutions.

As a subsidiary of United Gulf Bank, which is the investment banking arm of Kuwait Projects (Holding) Company (KIPCO), UGFS-NA operates under the regulatory oversight of the Conseil du Marché Financier (CMF).

With a robust market presence, UGFS-NA stands out as a leading asset manager, commanding a 20% market share in Asset Management Units (AMU) as per CMF data.

Our team comprises 20 dedicated professionals, including 6 senior members, who bring expertise and innovation to our services. To date, UGFS-NA has successfully launched 19 funds, showcasing our commitment to delivering comprehensive fund services to our clients.

By the end of 2023, UGFS-NA managed a total Asset Under Management (AUM) of TND 209 million, with TND 147 million

allocated to Private Equity and TND 48 million to seed funds.

These investments have not only yielded substantial returns but have also contributed to the creation of over 6,000 jobs, underscoring our impact on economic growth.

Starting in 2023, UGFS-NA embarked on a highly ambitious program in collaboration with the Foreign Minister of The Netherlands through the Challenge Fund for Youth and Employment (CFYE). This initiative aims

to support over 30 companies over a span of three years, facilitating the maintenance, matching, and creation of more than 5,000 jobs. This strategic partnership underscores our commitment to fostering sustainable economic development and creating meaningful opportunities for youth and job seekers in the region.

Furthermore, Mr. Mohamed Salah Frad, our CEO, holds the position of elected Chairman of the Tunisian Association of Capital Investors (ATIC). This election reflects the trust and confidence placed in our company by the venture capital industry in Tunisia.



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**Board of Directors**  
**Board Audit Committee**  
**Our Team & Senior Management**



# Board of Directors



**MOHAMED FEKIH AHMED**  
**Chairman of the Board of UGFS**

- Chief Executive Officer of Tunis International Bank.
- Board and Executive Committee Member of Gulf Bank Algeria, Algeria.
- Chairman of SACEM Industries, Tunisia.
- Board Member and Chairman of the Board Audit and Risk Committee of Ooredoo, Tunisia.
- Board Executive and Credit Committee Member of FIM Bank plc, Malta.
- Board and Credit Committee Member of London Forfaiting Company, United Kingdom



**MASOUD HAYAT**  
**Member of the Board of UGFS**

- Vice Chairman & GCEO of Burgan Bank
- Chairman & chairman of the Executive Committee of Tunis International Bank, Tunisia
- Chairman of United Gulf Bank, Bahrain & United Gulf Holding Company in Bahrain
- Vice Chairman of FIM Bank p.l.c, Malta- Gulf Bank Algeria & Bank of Baghdad
- Board Member of North Africa Holding Company, Kuwait & Jordan Kuwait Bank
- Board Member of KAMCO Investment Company, Kuwait & Masharea Alkhair Charity Foundation



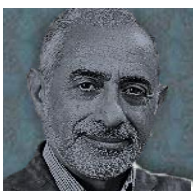
**RABIH SOUKARIEH**  
**Member of the Board of UGFS**

- Chief Executive Officer of Gulf Bank Algeria (AGB)
- Member of the Board of Tunis International Bank
- Board Member and board Credit Committee Member of FIM Bank p.l.c., Malta
- Member of the Board Corporate Governance Committee of Tunis International Bank
- Member of the Board Nomination and Remuneration Committee of Tunis International Bank



**HUSSAIN A. LALANI**  
**Chairman of the Board of UGFS**

- Chief Executive Officer of United Gulf Bank B.S.C (closed), Bahrain
- Board Member - FIMBank plc., Malta
- Board Member - Assoufid B.V. – Netherlands
- Board Member - London Forfaiting Company – UK.
- A Chartered Accountant and a Certified Information Systems Auditor and holds a Bachelor of Commerce degree from the University of Karachi, Pakistan.



**AHMED BENGHAZI**  
**Member of the Board of UGFS**

- Member of the Board of Tunis International Bank
- Member of the Board Risk Committee of Tunis International Bank
- Managing partner of ABG, a consulting firm specialized in financial advisory
- Mr. Benghazi held various responsibilities in the ministry of development economy. He, amongst other tasks, contributed to the elaboration of the Tunisian Privatization program in the early nineties.

## Board Audit Committee



**AHMED BENGHAZI**  
Chairman



**ANAS LABIDI**  
Member TIB Internal Audit Head



**KHALED KAMMOUN**  
Member Sacem General Manager

## Compliance and Internal Control



**FAYSAL MELLITI**  
Senior Vice President

- Head of Compliance & Internal  
Control Department





**SALMA BOUAOUINA**  
**Senior President & Head of Private Equity Department**



**AZZA DIMASSI**  
**ASSISTANT BACK OFFICE**



**ARWA CHERIF**  
**HR OFFICER**



**EMIR DENDEN**  
**COMPLIANCE OFFICER**



**HAITHEM BEN NASR**  
**PORTFOLIO MANAGER**



**INES BOUAMAIED**  
**MARKETING OFFICER & EXECUTIVE ASSISTANT TO THE GM**



**LOTFI SHILI**  
**Deputy General Manager & Head of Business Group**



**MOUNA REZGUI**  
**FINANCIAL ANALYST**



**SAIF EDDINE BAYOUDH**  
**FINANCIAL ANALYST**



**KHALED DRIDI**  
**Senior President & Head of Seed Fund Department**



**AMEL HANNAFI**  
**HOSTESS**



**ZEINEB JAAFRI**  
**BACK OFFICE OFFICER**



**BESMA OURABI**  
**ACCOUNTING & BACK OFFICE MANAGER**



**MOHAMED SALAH FRAD**  
**GENERAL MANAGER & MANAGING DIRECTOR**



**SARRA BEN SLIMA**  
**Senior Vice President & Head of Operations & Services**

## Our Team & Senior Management

# Main informations



# Main Informations

## Mission

- Provide services through our business : Private Equity - Seed Fund- Capital market & corporate finance
- Offer comprehensive access to the Tunisian Financial Market
- Encourage Innovation and help entrepreneurs to launch new business
- Support services & Advisory
- Investments throughout the country particularly regional development zone

## UGFS STRENGTH

- Leading actor in venture capital
- Strong management team
- Launched first Islamic Private Equity Fund
- Launched first Sukuk Company - Controls its services value chain
- Successful exit with international names
- United Nations Global Compact member
- Strong governance framework

## UGFS VALUE

- Ethics and integrity
- Transparency
- Responsibility
- Professionalism
- Team wok
- Creating value

**+6000 JOBS**

**+ 209 MD  
ASSETS UNDER  
MANAGEMENT**

**+131 MD  
INVESTMENTS**

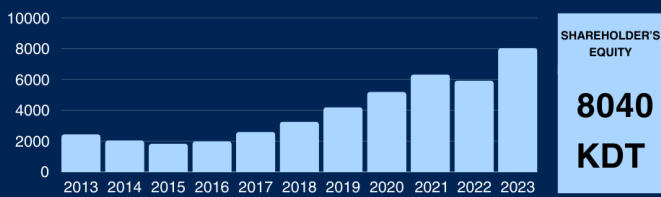
**19  
FUNDS**

**+122  
COMPANIES  
INVESTED**

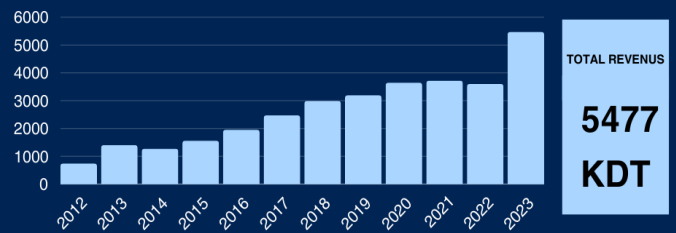


# Financial Highlights 2023

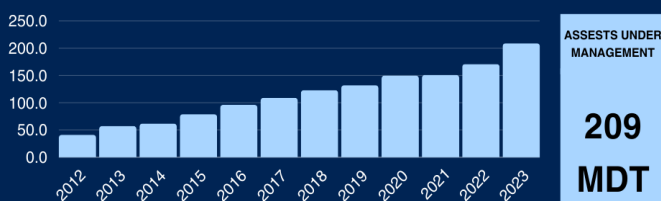
## SHAREHOLDER'S EQUITY (1000 TND)



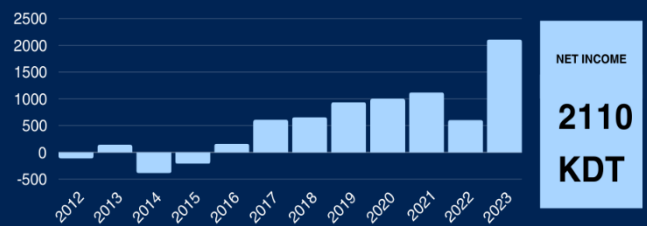
## TOTAL REVENUS (1000 TND)



## AUM (MILLION TND)



## NET INCOME (1000 TND)

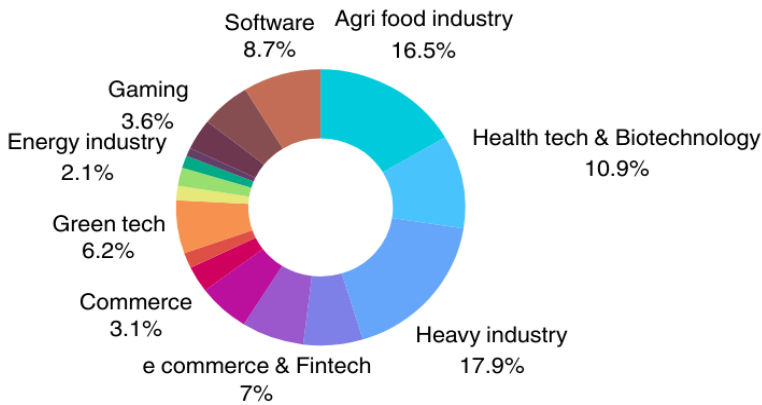


# Evolution AUM by Funds

(in 1 000' TND)	2017	2018	2019	2020	2021	2022	2023
Theemar	25 000	25 000	25 000	25 000	25 000	30 058	34 122
TDF I	9 490	9 490	9 490	9 490	9 490	8 291	7 793
TDF II	19 400	19 400	19 400	19 400	19 400	18 066	14 711
TDF III	14 300	19 115	22 113	38 964	38 964	54 508	52 946
Mousanada					750	910	903
Mousanada II					1 000	1 264	2 300
ATID						3 513	3 717
Empower							30 800
<b>Total PE Funds</b>	<b>68 190</b>	<b>73 005</b>	<b>76 003</b>	<b>92 854</b>	<b>94 604</b>	<b>116 610</b>	<b>147 292</b>
Start Up Factory	1 000	1 000	1 000	1 000	1 000	913	881
Capitalease I	803	803	803	803	803	1 025	998
Capitalease II	8 127	15 044	15 044	15 044	15 044	17 228	19 724
Social Business	1 350	1 350	2 611	2 611	2 611	2 617	4 111
IntilaQ For Growth	6 160	9 160	10 760	10 760	10 760	10 544	10 403
IntilaQ For Excellence			5 000	5 000	5 000	5 000	3 771
Capital Act			3 500	3 650	4 859	4 977	7 869
Health Tech						138	419
<b>Total Seed Funds</b>	<b>17 440</b>	<b>27 357</b>	<b>38 718</b>	<b>38 868</b>	<b>40 077</b>	<b>42 442</b>	<b>48 176</b>
TEF	3 419	3 603	3 365	3 431	3 373		
TPF	2 436	2 410	2 056	1 959	2 011	1 528	1 365
UGFS Bonds Fund	5 150	5 047	4 554	5 487	3 696	2 818	2 882
UGFS Islamic Fund	84	77	77	102	92	86	74
PMS	10 671	10 157	6 443	7 132	5 878	8 198	9 401
<b>Total Mutual Funds &amp; PMS</b>	<b>21 760</b>	<b>21 294</b>	<b>16 495</b>	<b>18 111</b>	<b>15 050</b>	<b>12 630</b>	<b>13 722</b>
<b>Total</b>	<b>107 391</b>	<b>121 655</b>	<b>131 216</b>	<b>149 832</b>	<b>149 730</b>	<b>171 682</b>	<b>209 190</b>

# Portfolio by Sectors

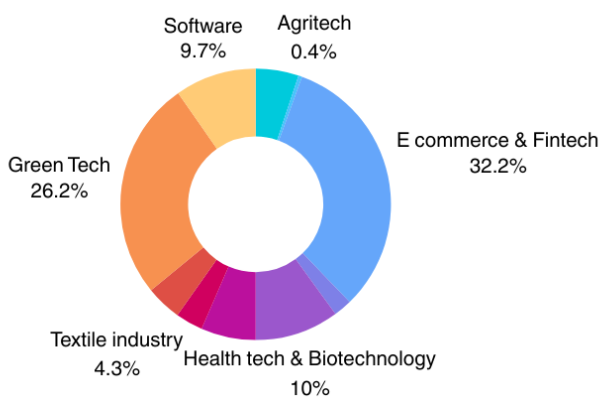
## % by sector in 1000 TND



Sector	Amount in 1 000 DT	%
Agri food industry	21 665	17%
Health tech & Biotechnology	14 323	11%
Heavy industry	23 430	18%
Others	8 709	7%
e commerce & Fintech	9 184	7%
Agriculture	7 624	6%
Commerce	4 017	3%
Agri tech	2 395	2%
Green Tech	8 160	6%
Edtech	2 205	2%
Energy industry	2 800	2%
Textile industry	1 915	1%
Digital Content	1 265	1%
Gaming	4 739	4%
Health Care	7 339	6%
Software	11 447	9%
<b>Total</b>	<b>131 217</b>	<b>100%</b>

# 2023 Investments by Sectors

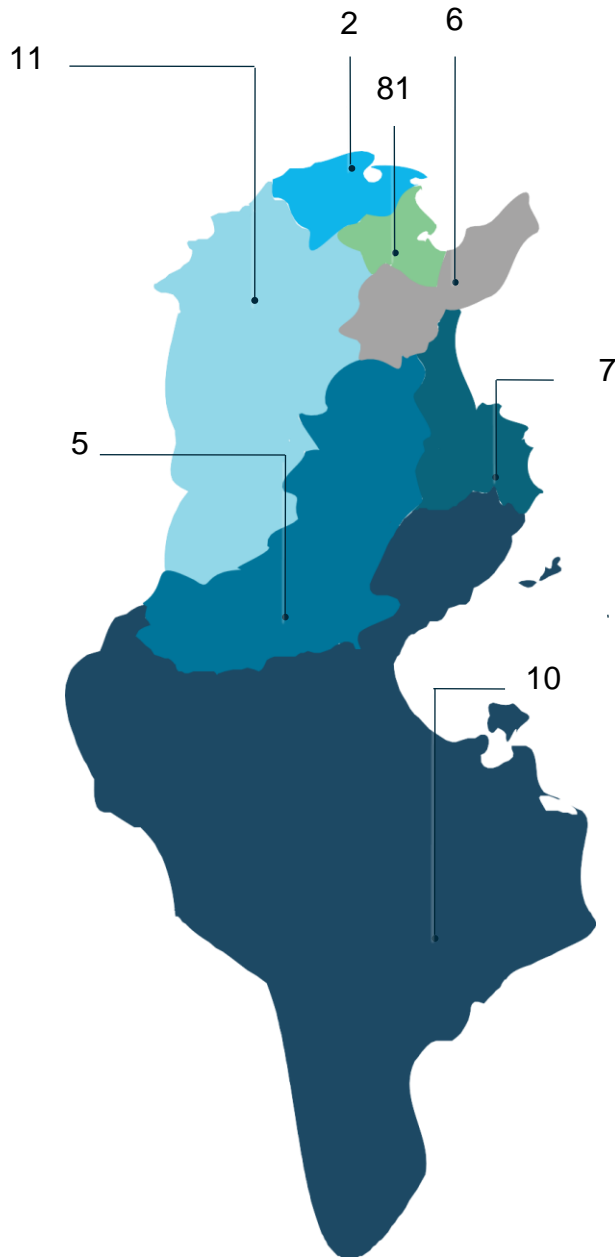
## % by sector in 1000 TND



Sector	Amount in 1 000 DT	%
Agri food industry	235	5,13%
Agri tech	20	0,44%
E commerce & Fintech	1 475	32,21%
Edtech	100	2,18%
Health tech & Biotechnology	460	10,04%
Heavy industry	300	6,55%
Other	150	3,28%
Textile industry	195	4,26%
Green Tech	1 200	26,20%
Software	445	9,72%
<b>Total</b>	<b>4 580</b>	<b>100%</b>



# Portfolio by Region



Governorate	Porfolio
GABES	2
JENDOUBA	1
KAIROUAN	4
KASSERINE	2
KEBILI	1
KEF	2
MAHDIA	2
MONASTIR	2
NABEUL	2
SFAX	4
SIDI BOUZID	1
SILIANA	3
SOUSSE	3
TATAOUINE	1
TOZEUR	2
TUNIS	76
ZAGHOUAN	4
<b>Total</b>	<b>122</b>

# Selected Financial Information

Year	2023	2022	2021	2020	2019	2018	2017	2016
<b>Financial Statements Highlights (1000 TND)</b>								
Total Revenues	5 477	3 600	3 704	3 636	3 198	2 995	2 474	1 955
Total Revenues Consolidated	5 703	3 640	3 812	3 826	3 225	3 044	2 527	2 080
Total Operating Expenses	3 398	3 038	2 600	2 513	2 652	2 245	1 884	1 794
Total Operating Expenses consolidated	3 460	3 073	2 670	2 530	2 638	2 250	1 900	1 822
Net Income	2 110	606	1 121	1 003	936	658	609	162
Net Income Consolidated	2 265	580	1 187	1 173	754	692	633	257
Total Assets	9 391	7 879	7 267	6 338	4 980	4 477	3 673	2 909
Total Assets Consolidated	9 648	7 846	7 248	6 123	4 851	4 517	3 681	2 916
Shareholder's Equity	8 041	5 930	6 324	5 203	4 199	3 263	2 605	1 995
Shareholder's Equity Consolidated	8 224	5 968	6 402	5 215	4 037	3 308	2 623	2 004
<b>Profitability</b>								
Earnings Per Share (EPS)	7%	2%	4%	3%	3%	2%	2%	1%
Expenses / Revenues	62%	84%	70%	69%	83%	75%	76%	92%
Return on Assets (ROA)	22%	8%	15%	16%	19%	15%	17%	6%
Return on Equity (ROE)	26%	10%	18%	19%	22%	20%	23%	8%
Equity / Total Assets	86%	75%	87%	82%	84%	73%	71%	69%
Management Fees (1000 TND)	3 359	3 213	3 705	3 185	2 754	2 383	2 000	1 575
From managed funds	3 343	3 190	3 105	3 164	2 738	2 365	1 953	1 550
From Individual portfolio management	16	23	11	21	15	18	47	25

# Our Funds



# Our Funds

## Private Equity



صندوق ثمار  
Theemar Investment Fund



الصندوق التونسي للتنمية I  
Tunisian Development Fund



الصندوق التونسي للتنمية II  
Tunisian Development Fund II



الصندوق التونسي للتنمية III  
Tunisian Development Fund III



## Innovation Fund



صندوق كابتيل إيز  
CAPITALease Seed Fund



صندوق كابتيل إيز  
CAPITALease II Seed Fund



صندوق ستارتاب فكتوري  
STARTUP FACTORY Fund



صندوق إنتلاق  
INTILAQ FOR EXCELLENCE



صندوق إنتلاق  
INTILAQ FOR GROWTH



صندوق كابتيل إيز  
Seed Fund



## Capital Market



الصندوق التونسي للأسهم  
Tunisian Equity Fund



الصندوق التونسي للاحتظة  
Tunisian Prudence Fund



صندوق الخليج المتحد  
للخدمات المالية الإسلامي  
UGFS Islamic Fund



UGFS Bonds Fund



إدارة محافظ مالية  
Private Portfolio Management

## Impact



Social Business Fund  
YUHAJ Social Business Tunisia

## Specialized Investment

EMPOWER  
FUND

## Restructuring





# Our Investors





# Our Investors

## Banks



بنك الخليج المتحد  
United Gulf Bank B.S.C. (c)



بنك تونس العالمي  
Tunis International Bank



## Insurance Companies



## Leasing companies & Financial Services



## Supranationals



## Associations, Foundations and Incubators



# Our Private Equity Portfolio



# Our Private Equity Portfolio

## Healthcare



## Agri-food industry



## Textile industry



## Heavy industry



## Energy industry



## Agriculture





# Our Seed Fund Portfolio



# Our Seed Fund Portfolio

## Health Tech & Biotechnology



## Agritech



## E-services



## Digital Content



## Commerce





# Our Seed Fund Portfolio

## Software



## Edtech



## Green Tech



## Gaming



# Our Seed Fund Portfolio

## E-commerce & FinTech



## Others



# Track Record



# Track Record :

## Supporting entrepreneurs with regional expansion



Mass Solution is a software, training and consulting company dedicated to mass data analysis applied to marketing, UGFS invested in the company in 2017 through its fund Capitaleasell.

The company won the Global Marketing Mix Modelling Pitch and was recognized among the top 14 marketing technology startups in the world. The company has 24 large clients all over the world with 100% customer retention rate.

Thanks to UGFS involvement, its turnover in Euro has increased by 11x  
UGFS is leading negotiation with an American VC for new Fundraising.



RoamSmart is a leading provider of innovative Roaming and Big Data Solutions to mobile operators. It has 88 international clients across 73 countries and partnered with large multinationals like Microsoft, GSMA and EDCH.

RoamSmart was voted 13th most innovative supplier worldwide in roaming & interconnect business.

Since UGFS investment in 2017, the company has tripled its foreign currency sales.



Established in 2022 by Nasreddine Riahi and Ayoub Rabeh, Cynoia is a Franco-tunisian start up dedicated to revolutionizing corporate collaboration.

The platform offers a comprehensive suite of essential tools, including chat, video conferencing, email, calendar management, document handling, and project management, all seamlessly integrated into a unified solution.

In 2023, Cynoia has made a significant funding milestone, securing 850 000 EUR in seed funding to fuel its expansion into the West African Economic and Monetary Union (UEMOA), focusing on Senegal and Ivory Coast.

Currently serving over 3 000 users across 9 countries, Cynoia is poised for substantial growth, supported by prominent investors including UGFS-NA, 216 Capital Ventures, and Bpifrance.

During 2023, the startup actively participated in some of the world's most influential tech events, including Gitex Africa, Web Summit, and Collision Conf. These engagements were pivotal in enhancing its visibility, forging valuable connections, and driving its expansion efforts.



# Track Record :

## Supporting entrepreneurs with regional expansion



KAYCO is founded in 2019 by Mr. SALMI Mouhamed Ali and Mr. Zakaria Mohamed, both graduates with expertise in engineering and management, KAYCO emerged as an innovative startup specializing in the production of batteries, accumulators, and electric motorcycles.

Bolstering its financial stability, KAYCO garnered support from UGFS, securing financing through the CAPITAL'ACT SEED FUND in late 2019, subsequently reinforcing its capital through successive rounds of funding.

Diversifying its revenue streams, the company initiated the sale of wooden accessories alongside its primary focus, leading to revenue generation starting from 2021, crucial for advancing the development of its inaugural electric motorcycle prototype.

With the successful launch of its maiden scooter in 2023, KAYCO has achieved sales of 4 electric scooters and secured orders for an additional 6 units, presently undergoing production and slated for delivery in the first quarter of 2024.



A Tunis-based innovative startup founded in 2014 specializing in greenfield biotechnology. Recognized for pioneering the extraction and stabilization of microalgae molecules for 100% natural skincare products under the ALGOVITA brand, catering to both B2B and B2C.

UGFS initially invested in the company in 2015 through Capitalease I Seed Fund and furthered its support in 2022 via Capitalease II Seed Fund, underscoring confidence in VITALIGHT LAB's growth potential.

In 2023, Vitalight Lab achieved ISO 22716 certification for beauty and cosmetic product manufacturing, marking a significant stride in its commitment to international quality and safety standards.

# Track Record : Exit



**Company :** Socha

**Year :** 2021

**Fund :** TDF I

**Observation :** Exit to a global industry leader at a multiple of 1.5x



**Company :** Vilavi

**Year :** 2019

**Fund :** Theemar

**Observation :** Exit in favor of the developer at an IRR of 11%.



**Company :** Hexabyte

**Year :** 2019

**Fund :** TDF I

**Observation :** Exit to the stock market at an IRR of 6%.



**Company :** City Cars

**Year :** 2014 à 2021

**Fund :** Theemar

**Observation :** Exit to a global industry leader at a multiple of 1.5x



**Company :** Best Lease

**Year :** 2020

**Fund :** Theemar

**Observation :** Partial exit from the stock market at an IRR of 1%.



**Company :** Pharmatec

**Year :** 2021

**Fund :** Capitalease

**Observation :** Exit in favor of the promoter at face value



**Company :** Mixal

**Year :** 2021

**Fund :** TDF III

**Observation :** Exit in favor of the developer at an IRR of 11%. Exit in favor of the promoter at an IRR of 5%.



**Company :** Carrelages choisis

**Year :** 2021

**Fund :** TDF III

**Observation :** Exit in favor of an industrialist with an IRR of 12%.

# Track Record : Exit



**Company :** Green Fruit

**Year :** 2014 à 2022

**Fund :** TDF

**Observation :** Exit in favor of the promoter at an IRR of 18%.



**COMPANY :** Best Fruit

**Year :** 2019-2023

**Fund :** TDF II

**Observation :** Exit in favor of promoter at an multiple of 1.3



**Year :** 2023

**Fund :** ATID

**Observation :** Exit in favor of promotor at an multiple of 1.53



**Company :** Roamsmart

**Year :** 2016-2023

**Observation :** Partial Exit in favor of promoter at an IRR of 20%



**Company :** Camps Mars

**Year :** 2017-2023

**Observation :** Partial Exit in favor of promoter at an IRR of 10%



**Company :** Vitalight Lab

**Year :** 2014 à 2015

**Fund :** Capitalease 1

**Observation :** Financial Exit at an IRR of 22%

# News & Events







# News & Events

UGFS gains membership in the prestigious International Trade Council, championing global trade through education, networking, and fostering economic growth opportunities worldwide.



A fruitful exchange of ideas at the Learning Event, organized by Challenge Fund for Youth Employment in Tunis, highlights UGFS-NA's commitment to fostering knowledge-sharing and collaboration for socio-economic development.



## April

Ramadan festivities unite the UGFS-NA team over a heartwarming Iftar dinner, fostering camaraderie and inclusivity within the workplace.



Welcoming Mr. Lotfi Séhili as the new Deputy General Manager of UGFS-NA brings fresh leadership and expertise to the team, poised to drive the company's strategic initiatives forward.



MS SOLUTIONS attains certification as a PCI SSF-compliant solutions publisher, bolstering its position in the market and reaffirming UGFS-NA's commitment to cybersecurity and data protection standards.



# News & Events

## May

UGFS-NA's active involvement in an informative session on innovation and development incubator underscores its commitment to fostering a culture of entrepreneurship and innovation within the community.



Championing youth innovation, UGFS-NA sponsors the CypherOut 3.0 Hackathon event by AIESEC Tunisia, empowering young talents to unleash their creative potential and drive positive change.



## June

A revolutionary step as portfolio company KAYCO introduces ORCA, a 100% Tunisian-made electric scooter, disrupting the market with cutting-edge battery technology and sustainable mobility solutions.



Mr. Mohamed Salah Frad's re-election for the presidency of 'ATIC marks a testament to his visionary leadership and dedication to advancing technological innovation in the region.



UGFS-NA receives a distinguished guest, His Excellency Dr. Munib Rashid Al Masri, furthering international ties and fostering diplomatic relations with key stakeholders.





# News & Events

## July

The successful commencement of Theemar fund's liquidation highlights UGFS-NA's prudent investment strategies and commitment to delivering value to investors. - Strengthening the team with the addition of 2 financial analysts underscores UGFS-NA's commitment to excellence in financial management and investment analysis.



A groundbreaking agreement paves the way for a Tunisian-Palestinian investment fund, fostering economic growth, and cross-cultural collaboration, thereby creating new opportunities for regional development.



## August

UGFS-NA team's honorable invitation by His Excellency Mr. Hael Al Fahoum, Ambassador of Palestine in Tunis, signifies diplomatic recognition and underscores UGFS-NA's role as a key player in fostering international relations and cooperation.



A fruitful visit by partner TLG Capital further solidifies UGFS-NA's global network and opens new avenues for collaboration and investment opportunities in emerging markets.



## September

UGFS-NA takes strides against education inequality by organizing a marathon combating school dropouts, demonstrating its commitment to social responsibility and community welfare initiatives.



# News & Events

## October

Mr. Mohamed Salah Frad takes the stage at AFSIC-Investing in Africa in London, advocating for investment opportunities in the continent and showcasing UGFS-NA's commitment to driving economic growth and development in Africa.



After Work UGFS Run sets the stage for networking and camaraderie, promoting employee well-being and fostering a culture of fitness and teamwork within the organization.



## November

CYNOIA, a portfolio startup, secures €850,000 in funding, marking a significant milestone in the Franco-Tunisian startup scene and highlighting UGFS-NA's role in nurturing entrepreneurship and innovation.



ICD and UGFS-NA collaborate on a workshop elucidating the practical aspects of SUKUK Issuance, providing valuable insights into Islamic finance and investment opportunities in the region.

## December

Mr. Mohamed Salah Frad shares insights at the African Startup Conference in Algiers, shedding light on local financing solutions and promoting collaboration within Africa's vibrant startup ecosystem.



UGFS-NA creates cherished memories with Kids Day, a delightful event for staff children, filled with entertainment and joy, reaffirming the company's commitment to fostering a family-friendly work environment and promoting work-life balance.



The TDF fund continues its responsible liquidation, distributing 35% of assets, ensuring prudent financial management and maximizing returns for investors.



# Strategy & Business Organization





# Strategy and Business Organization

UGFS has separated units: Private Equity- Seed Fund – Capital Market- Operations & services and compliance & internal control- Corporate finance through its subsidiary United Gulf Financial Services UGAS.

## Private Equity Funds

During 2023, UGFS-NA has succeeded to strengthen the Private Equity's activity by increasing the overall size of managed funds to TND 148 million of AUM including Empower Fund.

## Seed Funds

For Seed funds, which are intended for investments in innovative projects in early stage development companies, particularly in business related to information technology, the AUM has reached TND 48 million distributed in seven Seed Funds :

- IntillaQ For Growth with a capital of TND 10.4 million. The fund has been created following to a joint initiative of Ooredoo and Qatari Friendship Fund.
- Social Business with raised capital TND 4.1 million, sponsored by African Development Bank and Yunus Social Business Association.
- Capitalse Fund 2: duplication of Capitalse Fund 1 but on a larger scale for a total size of TND 19 million.
- Capitalse Fund 1: The fund has raised TND 0.9 million.
- Start up Factory: The fund has raised TND 0.8 million
- Capital act: The fund has raised TND 7.9 million
- IntillaQ For Excellence: The fund raised TND 3.7 million
- Heath tech: The fund raised TND 0.4 million

## Mutual Funds

The AUM has reached TND 4.3 million through four funds: TPF- UGFS Bonds Fund and UGFS Islamic Fund.

## Portfolio Management Services

The company managed discretionary portfolio accounts held for selected clients including individuals, corporate and financial institutions. Investment held for each account consists of stocks, bonds, or any other short-term financial instrument or also a combination of those investments. The aggregate value of the portfolio is around TND 9 million at the end of 2023.

# Compliance and Internal Control

UGFS-NA is registered with the Financial Market Council (CMF) as an asset management company. As such, the company's operations are subject to financial regulations including minimum capital requirements and compliance procedures in the local jurisdiction. The company seeks to manage the risks associated with these regulations by ensuring close monitoring of compliance with the regulations and by tracking proposed changes and reacting immediately when changes are required. The company has a dedicated registered Compliance Officer. Accordingly, UGFS-NA has set up standards internal rules of conduct and procedures that comply with applicable regulations.

## Policies & Procedures Manual

The company set in place an important project for the implementation of its policies & procedures manual which will provide management and staff with an important operational guideline to enhance internal controls and ensure compliance with the applicable laws and regulations.

## Accounting Manual

The company has implemented its accounting manual which provides guidance for accounting and financial management activities. It includes information relating to:

- The general organization of the enterprise;
- The accounting organization of the company;
- The chart of accounts to facilitate the record keeping process for accounting;
- Description of the procedures for collecting, entering, processing and controlling information;
- The organization of the preparation and presentation of the financial statements.

## Outsourcing

In order to increase efficiency for time-consuming functions and reducing operating costs, the company has outsourced mutual funds administration and valuation function. The role of the back-office should be limited in assisting business units in their day-to-day operations and support them in handling and documenting customer accounts. Also, Legal and Fiscal advisory functions are outsourced. The legal adviser should provide a support to the management team in analyzing and interpreting legal issues and preparing and drafting investment acts. Besides, the company has hired a Tax adviser to undertake a review of the whole tax files of the company.

## Archiving system

The company has engaged an archiving company to work on the implementation of the archiving system, which will provide an off-site archiving location and the digitalization of all the Company's documents.

## Information system

The company has hired a specialized IT consulting to adapt its information system for the growing company needs. UGFS-NA internet connection has already migrated from an ADSL broadband to Fiber Optic access and from local Exchange server to the Office 365 cloud solution. The company set up a Backup server and sugared for user data: a solution for automatic backup of user data via the local network. A new ANTI-VIRUS server has been deployed with the Sophos Endpoint Protection solution The company is planning a local file server for share drive file within UGFS according to a predefined ranking organization



# Outlook 2024

During 2024, UGFS-NA will target on total Fund raising of TND 25 million mainly based on the raising Fund: FCPR with an expected subscription of TND 20 million and Seed Fund with an expected subscription of TND 5 million. As such, the total AUM should reach over TND 235 million at the end of 2024. Regarding the expenses, a rational strategy will continue to keep them under a level of TND 3.5 million. As a result, the budget 2024 plans a positive activity result before tax about TND 2 million. During 2024, UGFS-NA plan to realize at least three exit transactions from its current investments.

## Key informations



The total AUM should reach over TND 235 million at the end of 2024



Targetting on total Fund raising of TND 25 million



Expenses, under a level of TND 3.5 million



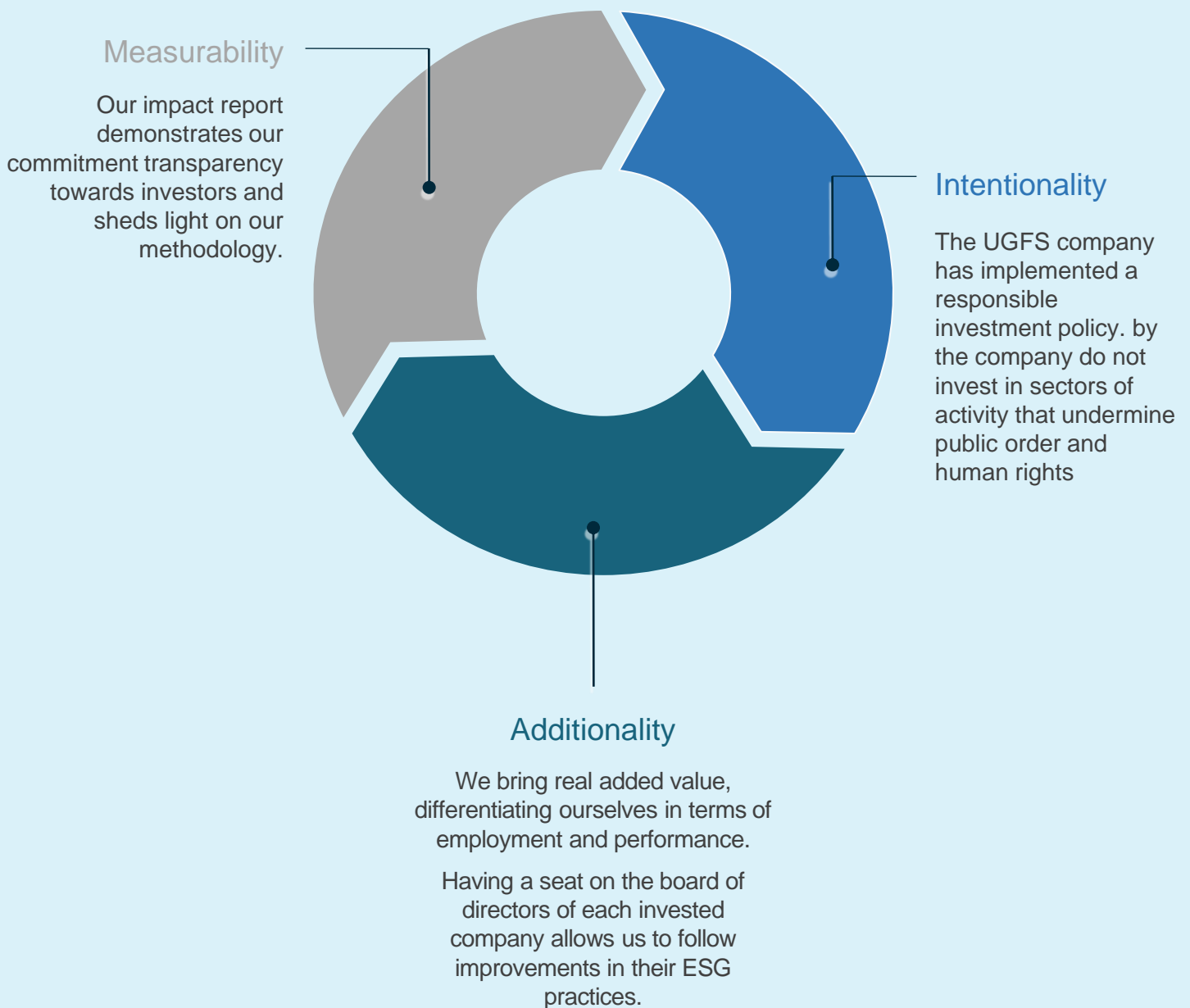
Planning to realize at least 3 exits transactions from its current investments

# Impact Report



# The three pillars of impact investment

Through its investments, UGFS supports companies, which act in favor of the creation and improvement of employment, and which bring particular attention to environmental issues, social and governance. Our strategy of impact is reflected at each stage of the process investment by a qualitative and multidimensional analysis.





# Sustainable Development Goals



**Goal 1:**  
End poverty in all its forms everywhere



**Goal 2:**  
End hunger, achieve food security and improved nutrition and promote sustainable agriculture



**Goal 3:**  
Ensure healthy lives and promote well-being for all at all ages



**Goal 4:**  
Ensure inclusive and quality education for all and promote lifelong learning



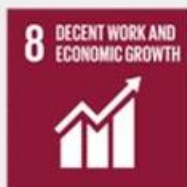
**Goal 5:**  
Achieve gender equality and empower all women and girls



**Goal 6:**  
Ensure access to water and sanitation for all



**Goal 7:**  
Ensure access to affordable, reliable, sustainable and modern energy for all



**Goal 8:**  
Promote inclusive and sustainable economic growth, employment and decent work for all



**Goal 9:**  
Build resilient infrastructure, promote sustainable industrialization and foster innovation



**Goal 10:**  
Reduce inequality within and among countries



**Goal 11:**  
Make cities inclusive, safe, resilient and sustainable



**Goal 12:**  
Ensure sustainable consumption and production patterns



**Goal 13:**  
Take urgent action to combat climate change and its impacts



**Goal 14:**  
Conserve and sustainably use the oceans, seas and marine resources



**Goal 15:**  
Sustainably manage forests, combat desertification, halt and reverse land degradation, halt biodiversity loss



**Goal 16:**  
Promote just, peaceful and inclusive societies



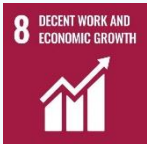
**Goal 17:**  
Revitalize the global partnership for sustainable development



# Illustrative Impact : UGFS Sustainable Development Goals

## Goals

## UGFS NA - Selected Examples



Our investment philosophy is aligned with the Objective of Sustainable Development n°8, defined by the United Nations, which aims to eradicate unworthy work and to ensure protection of all workers. It thus promotes the development of opportunities training and jobs for new generations, accompanied by an increase in skills on “sustainable” jobs.



UGFS-NA, committed to environmental stewardship, joins the reforestation efforts in the Sejnane forest by , earning accolades with a planting certificate. This initiative reflects the company's dedication to sustainability and eco-conscious practices.





As every year, UGFS helps in the fight against hunger and poverty through donations to associations, particularly those which help people in precarious situations, the disabled and orphans. UGFS is also present by supporting actions carried out during various events including Ramadan coffin, religious festivals, and the back to school period.



Since its creation, the UGFS company has strived to maintain equity between men and women. It is committed to developing a culture of promoting equal opportunities, respect for others and their differences.

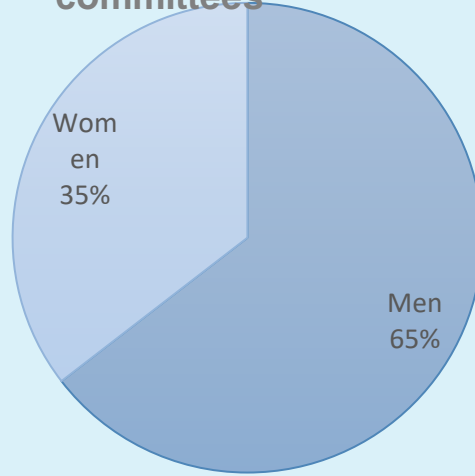
# Illustrative Impact : Portfolio Sustainable Development Goals

Goals	UGFS NA - Selected Examples
 <p>No Poverty</p>	<ul style="list-style-type: none"> <li>- <b>Kalys</b>: Online marketing platform with +30 craftsmen (+30 families) in Tunisia that promotes their products and guarantees them a stable income.</li> <li>- <b>Agriland</b>: it employs more than 1,000 people in direct and indirect jobs in a disadvantaged region</li> </ul>
 <p>Affordable and Clean Energy</p>	<ul style="list-style-type: none"> <li>- <b>Methania</b>: Supplier of biogas and combined power technology. 3 flagship products: biogas, combined power, and supply energy services</li> <li>- <b>GEEC</b> : Global Engineering, Energy &amp; Construction develop and supply energy efficiency solutions based on software and hardware. GEEC is a B2B, B2C and B2G company and contributed to a remarkable projects especially related to photovoltaic installations.</li> </ul>
 <p>Gender Equality</p>	<ul style="list-style-type: none"> <li>- <b>MASS Analytics</b> : a startup that is considered today as a world leader in Marketing Mix Modelling. MASS provides to more than 100 customer a cutting-edge software that help them measure Marketing ROI (MROI) and optimize their marketing budgets</li> <li>- <b>Seniatna</b>: is an e-commerce platform selling local food products in Tunisia and Paris. Through Sanietna platform, more than 300 women from different regions are generating revenue and improving their lives.</li> </ul>
 <p>Decent Work and Economic Growth</p>	<ul style="list-style-type: none"> <li>- <b>Roamsmart</b>: Operates in 70 countries on 5 continents. Leading provider of innovative Roaming and Big Data Solutions to mobile operators.</li> <li>- <b>MS Solution</b>: In over 20 African countries. Strategic partnerships with world leaders Gemalto and verifone. Providing concrete, high value-added electronic payment solutions, 30% annual growth</li> </ul>
 <p>Quality Education</p>	<ul style="list-style-type: none"> <li>- <b>Wecode Land</b>: Partnership with Tunisian and Libyan governments to provide 1,500 courses per year, 100+ new cities every year.</li> <li>- <b>Next Gen</b>: Offer real time interactive apps to assist children with psychological or physical challenges. Operating in Tunisia, Morocco and the Gulf.</li> </ul>

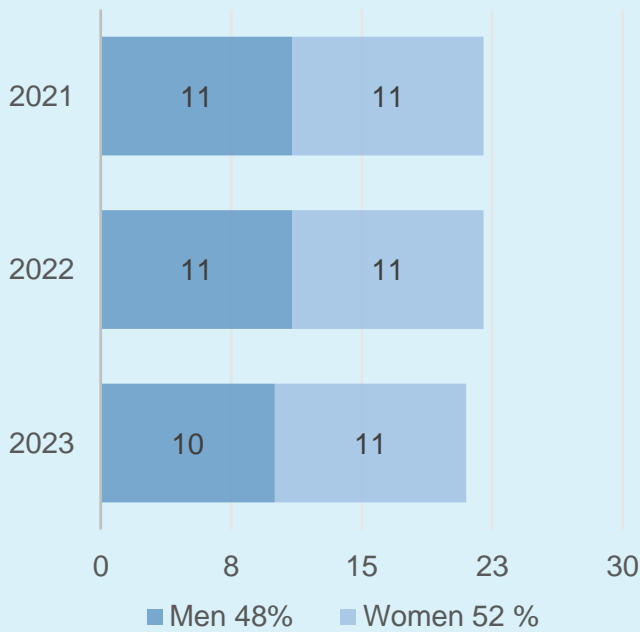


# Gender equality

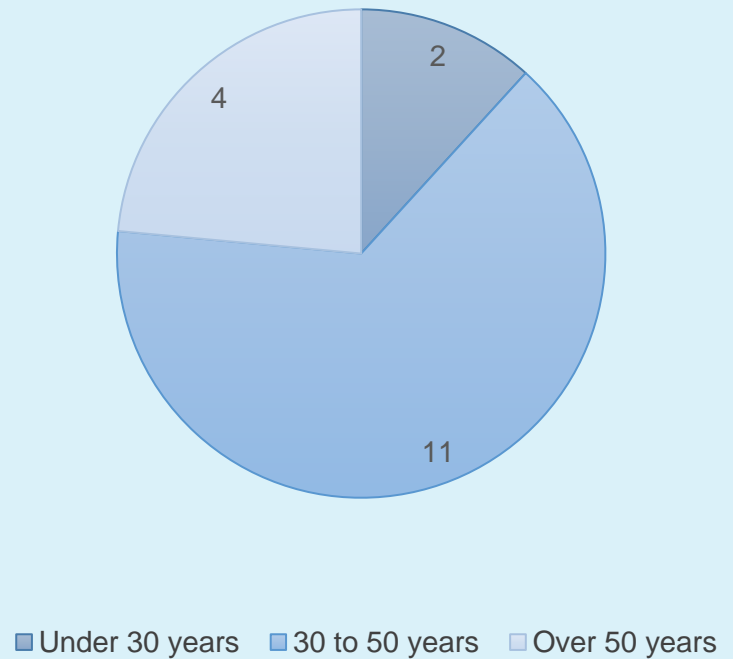
Distribution of women in funds committees



Distribution of UGFS staff



Staff age distribution



**15 CEO Women**  
out of 122 Managers in our portfolio

# Case Studies



# Case Study : SMPA

## Overview



SMPA is food industry firm based in Béja . SMPa is an industrial company specialized in of food production.

- Produces a wide range of cakes under the Daily'n brand with high quality ingredients according to a state of the art production process.
- The export share is 25% of the turnover.
- The company's market share has increased from 12% to 30%.
- A new product has recently been developed to address the African market and new distribution niches.

## Deal Structure

- Equity and mezzanine investment imputed from the resources of two investment funds managed by UGFS
- 27.5% of capital holding
- Annual return payments on mezzanine indexed on gross margin
- Guaranteed 19% IRR on the deal

## Sustainable Development Goals



**No Poverty:** SMPA has installed its factory with a total investment of TND 30m in a lower income area. It has contributed to the irradiation of poverty by creating jobs for more than 180 families (direct and indirect employment). SMPA is also involved in the associative and social life by supporting several associations (AISSEC, INACTUS..)



**Decent Work and Economic Growth:** The company employs over 180 employees on a full time basis (direct and indirect jobs), providing quality employment as a core part of the business model (Health and life insurance



**Industry, Innovation, and Infrastructure:** Industry 4.0, the only factory of its kind in Africa. The production line is fully automated minimizing human intervention in the handling of inputs. The company is also certified ISO 9001, ISO 2200 and Hallal



**Responsible consumption and production:** The company uses quality products without health risks e g without palm oil, natural colors and flavors, fresh raw material) with a high level of hygiene Its products are recommended and intended for children No wastage, as the production line is fully automated

## SMPA Impact : Case Study

- High staffing level that exceed 40% of the workforce The majority of managers are women, including the CFO and production manager. Total female workforce make up 43% of the stuff.
- Health insurance, dedicated onsite physician, dedicated canteen and gym are available to employees SMPA export its products to more than 26 countries all over the word.



# Case Study : Carmeuse Tunisia

## Overview



UGFS invested in SOCHA (now called Carmeuse Tunisia) in 2013 through its first fund TDF. The company specializes in the manufacture of quicklime in rock, crushed, ground and hydrated form. It is equipped with an efficient kiln and takes advantage of the excellent quality of rock in the region. In 2018, the company faced several difficulties caused during the COVID-19 countrywide shutdown. UGFS has established a restructuring plan and the company has been acquired by the world's second largest lime producer "Carmeuse Group" with a large investment plan.

## Challenge

### Financial issues

- Low turnover
- Working capital deficiency
- High levels of indebtedness
- Defaulting credit

### Industrial issues

- Outdated and malfunctioning equipment
- No access to international markets

### Governance issues

## Drive the transformation

With the help of UGFS, in 2018 the company begun to look for a strategic partner to merge with. Several international industry giants showed interest of which Carmeuse Groupe was successful in acquiring the company

- UGFS was mandated by the shareholders of SOCHA to negotiate the M&A with Carmeuse
- UGFS succeeded in negotiating settlements with the company's creditors (banks, suppliers, tax authorities)
- In 2021, the Carmeuse Group acquired 100% of the company at a favorable valuation
- UGFS has invested 6 million dinars through another fund to finance an investment plan of 30 million dinars
- Governance Changes:
- New management, including CEO and Tunisian female production manager
- Integrated operational procedures in accordance with international standards followed by the wider group

## Business Recovery

- Resumption of business activities of the plant
- International orders that cover 100% of the company's production capacity
- Good financial Health as new capital introduced





# Case Study : Borr Fashion Style

## Overview



Founded in 2010 in Kairouan by two Italian entrepreneurs, Borr Fashion Style (BFS) is specialized in the manufacturing of high-quality textile products for men and women. The company operates as a trusted subcontractor for prestigious international brands.

- BFS supplies renowned brands such as MaxMara, LIU-JO, i BLUES, Pablo, Marella, bernese, etc...
- The company's turnover is exclusively from exports.
- In 2022, the company's revenue increased by 122% compared to the previous year.

## Deal Structure

- 100% equity derived from the assets of an investment fund managed by UGFS-NA.
- 44.44% of capital holding
- Guaranteed 20% IRR on the Deal

## Sustainable Development Goals



**No Poverty:** BFS, based in Bouhajla, one of the most economically disadvantaged regions in Tunisia, has played a crucial role in reducing poverty through its impactful job creation efforts. The company currently employs more than 83 individuals, BFS has not only improved the living standards for its employees but has also helped reduce regional disparities and alleviate poverty in Bouhajla.



**Gender equality:** BFS demonstrates a strong commitment to gender equality through its workforce composition, with over 95% of employees being women and a majority of leadership positions held by women. This strategic approach highlights the company's dedication to fostering gender parity and serves as a model for other organizations.



**Decent work and Economic Growth:** By providing stable employment opportunities, BFS has created over 83 jobs, enhancing economic growth and fostering decent work practices in Bouhajla. These efforts have not only reduced unemployment rates but also improved the overall quality of life for individuals and families in the region.



**Industry, innovation and infrastructure:** BFS's strategic emphasis on automating production processes highlights its dedication to innovation and operational efficiency. This initiative enhances productivity, cost-effectiveness, and environmental sustainability.

# Case Study : Seniatna

## Overview

Seniatna  
GARDIEN DES TERROIRS



Seniatna is a company founded in 2019 by Mr. Neil Boussofara and Aymen Fantar,, based in Tunis, operating in the commercial industry sector:

- The company offers clients products crafted by local artisans under the Senietna brand through an innovative digital platform, ensuring seamless access to high-quality goods.
- Seniatna Offer comprehensive logistics services and guaranteeing quality through training, audits, product referencing, and laboratory analyses,
- It aims to deliver quality products and exceptional customer experience.

## Deal Structure

- UGFS provided financing to the company via a Seed Fund investment, comprising a 50% allocation for equity and 50% for mezzanine financing.
- UGFS hold a 10% stake.
- The Mezzanine financing is indexed from the gross margin, ensuring a guaranteed 20% IRR on the deal.

## Seniatna Impact: Case Study

- Senietna lifts 148 artisans out of poverty through dignified work opportunities.
- 90% of Senietna's clients choose eco-friendly products, supporting responsible consumption.

## Sustainable Development Goals



**No Poverty:** Seniatna offers a transformative platform for Artisans, providing them with a unique opportunity to uplift their livelihoods while contributing to poverty alleviation goals outlined in the Sustainable Development Goals (SDGs). By partnering with Senietna, craftsmen gain access to a broad market reach and exposure, allowing them to showcase their traditional skills and locally crafted products to a global audience. This expanded market access empowers craftsmen to generate sustainable income streams, thereby reducing their vulnerability to poverty. socio-economic conditions and contribute positively to their communities' well-being in alignment with the SDGs' poverty eradication objectives.



**Gender equality:** Seniatna has made significant strides in promoting gender equality by creating income-generating opportunities for 148 artisans, all of whom are auto-entrepreneurs. Notably, out of these 148 new jobs in 2023, 128 are held by females. This commitment to empowering women in the workforce aligns with the gender equality goals outlined in the Sustainable Development Goals (SDGs), ensuring that women have equal access to economic opportunities and financial independence.



**Decent work and Economic Growth:** Seniatna's dedication to Goal 8 of the SDGs, centered on decent work and economic growth, is evident in its transformation of Tunisia's economically disadvantaged artisans. By offering dignified employment to 148 artisans, including 128 females, Seniatna has not only provided jobs but also lifted individuals out of poverty by ensuring sustainable income opportunities. Through fair wages, supportive working conditions, and ongoing assistance, Seniatna empowers artisans to improve their economic prospects, contributing to both personal and societal economic growth.



**industry, innovation and infrastructure:** BFS's strategic emphasis on automating production processes highlights its dedication to innovation and operational efficiency. This initiative enhances productivity, cost-effectiveness, and environmental sustainability.

# Case Study : GEEC

## Overview



GEEC is an expert in industrial and tertiary photovoltaic energy supervision and management solutions, founded in 2012 by Mr. Adnen ben chagra. The company offers its customers various services such as:

- Energy Efficiency: Installations, Solutions & Services.
- Building Management Systems & Controls.
- Fire detection, security, access control, alarm systems.
- Intelligent Monitoring & Home Automation Solutions.
- Design, installation and management of photovoltaic power plants.
- Installation and integration of Energy & Telecom solutions, Datacenter.

## Deal Structure

UGFS provided financing to the company via a Seed Fund investment, comprising a 70% allocation for equity and 30% for mezzanine financing.

- UGFS holds a 39% stake.
- The Mezzanine financing is indexed from the gross margin, ensuring a guaranteed 25% IRR on the deal.

## GEEC Impact: Case Study

- With its energy management solutions and through its industrial and tertiary photovoltaic energy monitoring and management software, GEEC is seeking to address the pressing need for sustainable energy solutions in today's world.
- With a focus on sustainability and innovation, GEEC is dedicated to providing cutting-edge solutions that address the complexities of energy management and contribute to a more sustainable world.

## Sustainable Development Goals



**Affordable and Clean Energy:** GEEC offers solutions that align with Goal 7 of the SDGs, providing customers with affordable, clean energy options. Through its industrial and tertiary photovoltaic energy monitoring and management software, the company enables businesses to control and optimize their energy consumption efficiently. By adopting renewable energy sources such as solar power, GEEC contributes to reducing carbon emissions and promoting a cleaner environment. Commitment to Goal 7 drives the company to provide innovative energy solutions that contribute to a more sustainable future, ensuring access to clean, affordable energy for all.



**Responsible Consumption & Production:** GEEC is dedicated to Goal 12 of the SDGs, advocating for responsible consumption and production practices. Its energy management solutions empower businesses to optimize their resource usage, minimize waste generation, and adopt sustainable production processes. By monitoring energy consumption and identifying areas for improvement, it helps clients reduce their environmental impact and achieve greater efficiency in resource utilization. Additionally, GEEC promotes the adoption of renewable energy sources, supporting the shift towards cleaner and more sustainable production methods. Through its efforts, it aims to create a circular economy where resources are used efficiently, waste is minimized, and sustainable consumption patterns are encouraged.



**Climate Action:** GEEC is committed to addressing Goal 13 of the SDGs by taking decisive action to combat climate change. Its energy management solutions play a crucial role in reducing greenhouse gas emissions and mitigating the impacts of climate change. By promoting the adoption of renewable energy sources and helping businesses optimize their energy usage, it contributes to lowering carbon footprints and promoting climate resilience. Furthermore, GEEC actively engages in climate advocacy efforts, raising awareness about the importance of climate action and supporting initiatives aimed at reducing global emissions. Through its innovative solutions and collaborative approach, it strives to create a sustainable future where communities and ecosystems are resilient to the challenges of climate change.



United Gulf Financial Services -  
North Africa - (UGFS-NA)

# **Auditor's Report On the Individual Financial Statements**

AS AT 31 DECEMBER 2023



**United Gulf Financial Services -  
North Africa - (UGFS-NA)**

**AUDITORS' REPORT ON THE INDIVIDUAL  
FINANCIAL STATEMENTS AS AT 31  
DECEMBER 2023**

**SOMMAIRE**

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## I. AUDITOR'S REPORT

### INDEPENDENT AUDITOR'S REPORT

*To The shareholders of United Gulf Financial Services-NORTH AFRICA « UGFS NA »*

#### **1. Report on the audit of the Financial Statements:**

##### **Opinion on the financial statements**

We have audited the financial statements of the United Gulf Financial Services –NORTH AFRICA, "UGFS – NA", which comprise the statement of financial position as at December 31, 2023, the income statement and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of "UGFS – NA" as at December 31st, 2023 and of the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in Tunisia.

##### **Basis of opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs).

Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the rules of ethics that apply to the audit of financial statements in Tunisia and have fulfilled our other responsibilities under those ethical requirements.

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

##### **Emphasis of matter**

We draw attention to the content of Note 17 « **Other operating revenues** » concerning the operating grant. Indeed, the company has benefited from a grant awarded by the Ministry of Foreign Affairs and Sustainable Development of the Netherlands, as part of the employment promotion program in Tunisia.

The company's commitment involves financing projects and startups using the grant received. The terms of the financing agreement clearly stipulate that each tranche already received from the grant, totaling 2 118 098 DT is non-refundable.

This grant has been disbursed progressively, at each stage of achieving the agreed objectives within the program, following a schedule outlined in the contract.

Our opinion is not modified in respect of this matter.



### **Report of the Board of Directors**

Management is responsible for the preparation and fair presentation of the management report.

Our opinion on the financial statements does not extend to the management report and we do not express any form of assurance on this report.

Our responsibility is to verify the accuracy of the information given in the financial statements in the management report by reference to the data in the financial statements. Our work consists of examining the management report and, in doing so, assessing whether there is a material inconsistency between it and the financial statements or the knowledge that we acquired during the audit, or if the management report otherwise seems to have a significant anomaly.

If, based on the work we have performed, we conclude that there is a material misstatement in the management report; we are required to report it.

We have nothing to report in this regard.

### **Responsibilities of management and those charged with governance for the financial statements.**

The Board of Directors is responsible for the preparation and fair presentation of the financial statements in accordance with generally accepted accounting principles in Tunisia, as well as the internal control that it considers necessary to enable the preparation of financial statements that are free of significant anomalies, whether due to fraud or error.

In preparing the financial statements, it is the Board of Directors's responsibility to assess the Company's ability to continue as a going concern, to disclose, as appropriate, business continuity and contingency issues, apply the going concern accounting principle, unless management intends to liquidate the Company or cease operations if no other realistic alternative is available to it.

The Board of Directors is responsible for overseeing the company financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance that 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, which does not guarantee that an audit, conducted in accordance with professional auditing standards applicable in Tunisia, will always detect any material misstatement that may exist.

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.

As part of an audit conducted in accordance with professional auditing standards applicable in Tunisia, we exercise professional judgment and maintain professional skepticism throughout the planning and performance of the audit, we also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide the Board of Directors 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, related safeguards.

### **2. Report on legal and regulatory obligations:**

As part of our statutory audit mission, we also carried out the specific verifications required by the standards published by the Professional Corporation of Chartered Accountants of Tunisia (OECT) and by the regulatory texts in force in this field.

### **Effectiveness of the internal control system**

We point out, in accordance with what is required by article 3 of the law 94-117 of November 14, 1994 as modified by the law 2005-96 of October 18, 2005, which we did not note, on the basis of our examination, of major deficiencies, of the internal control procedures relating to the treatment of the accounting information and the preparation of the financial statements, likely to impact our opinion on the financial statements.

In this regard, we recall that the responsibility for the design and implementation of an internal control system as well as the periodic monitoring of its effectiveness and efficiency lies with the management and the Board of Directors.

**Other legal and regulatory obligations**

Pursuant to the provisions of Article 19 of Decree No. 2001-2728 of November 20, 2001, we carried out verifications concerning the conformity of the maintenance of securities accounts issued by the company with the regulations in force.

The responsibility for ensuring compliance with the requirements of the applicable regulations lies with the Management.

We have no comments to make on the compliance of securities accounting with current regulations.

Tunis, le March 24, 2024

**Walid MOUSSA**  
**Société Mourad Guellaty & Associés**  
Partner -Chartered Public Accountant



**II. FINANCIAL STATEMENTS**

United Gulf Financial Services –North Africa-(UGFS-NA)  
BALANCE SHEET - ASSETS  
As at December 31, 2023  
(in Tunisian Dinars)

<u>ASSETS</u>	Notes	<u>2023</u>	<u>2022</u>
<b><u>NON CURRENT ASSETS</u></b>			
Intangible assets		165 191	165 191
- Depreciation		-116 011	-109 220
Net value	<b>4</b>	<b><u>49 180</u></b>	<b><u>55 971</u></b>
Tangible assets		1 147 746	1 079 307
- Depreciation		-1 002 751	-943 732
Net value	<b>4</b>	<b><u>144 995</u></b>	<b><u>135 575</u></b>
Financial assets	<b>5</b>	3 783 765	1 830 765
<b>Others non Current Assets</b>	<b>6</b>	248 333	372 500
<b>TOTAL NON CURRENT ASSETS</b>		<b><u>4 226 272</u></b>	<b><u>2 394 811</u></b>
<b><u>CURRENT ASSETS</u></b>			
Trade and others receivables		2 840 124	2 852 380
- Depreciation		-327 275	-240 722
Net value	<b>7</b>	<b><u>2 512 849</u></b>	<b><u>2 611 659</u></b>
Other current assets		2 361 808	1 871 007
- Depreciation		-180 883	0
Net value	<b>8</b>	<b><u>2 180 925</u></b>	<b><u>1 871 007</u></b>
Placements and other financial assets	<b>9</b>	351 172	684 073
Cash	<b>10</b>	47 399	202 225
<b>TOTAL CURRENT ASSETS</b>		<b><u>5 092 344</u></b>	<b><u>5 368 963</u></b>
<b>TOTAL ASSETS</b>		<b><u>9 318 617</u></b>	<b><u>7 763 775</u></b>

United Gulf Financial Services –North Africa-(UGFS-NA)  
BALANCE SHEET - LIABILITIES  
As at December 31, 2023  
(in Tunisian Dinars)

<u>LIABILITIES AND SHAREHOLDERS EQUITY</u>	Notes	<u>2023</u>	<u>2022</u>
<b><u>SHAREHOLDERS' EQUITY</u></b>			
Share capital		3 000 000	3 000 000
Legal reserve		300 000	251 378
Results of previous years		1 170 616	613 131
Other Reserve		1 460 000	1 460 000
<b>Shareholders equity before loss/profits</b>		<b><u>5 930 616</u></b>	<b><u>5 324 509</u></b>
Result of the period		2 110 086	606 107
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>11</b>	<b><u>8 040 702</u></b>	<b><u>5 930 616</u></b>
<b><u>LIABILITIES</u></b>			
<b><u>NON CURRENT LIABILITIES</u></b>			
Loans	<b>12</b>	4 357	22 192
Provision for contingencies & loss		260 000	100 000
<b>TOTAL NON CURRENT LIABILITIES</b>		<b><u>264 357</u></b>	<b><u>122 192</u></b>
Trade suppliers and related accounts	<b>13</b>	293 700	231 367
Other current liabilities	<b>14</b>	703 564	1 466 954
Bank overdraft and other	<b>15</b>	16 293	12 646
<b>TOTAL CURRENT LIABILITIES</b>		<b><u>1 013 558</u></b>	<b><u>1 710 967</u></b>
<b>TOTAL LIABILITIES</b>		<b><u>1 277 915</u></b>	<b><u>1 833 159</u></b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>		<b><u>9 318 617</u></b>	<b><u>7 763 775</u></b>



**United Gulf Financial Services –North Africa-(UGFS-NA)**  
**PROFIT & LOSS**  
**As at December 31, 2023**  
(in Tunisian Dinars)

	Notes	2023	2022
<b>OPERATING REVENUES</b>			
Revenues	16	3 359 239	3 213 395
Other operating revenues	17	2 218 098	387 559
<b>TOTAL OPERATING REVENUES</b>		<b>5 577 337</b>	<b>3 600 955</b>
<b>OPERATING EXPENSES</b>			
Current operating expenses	18	-149 259	-161 410
Wages and salaries	19	-1 476 129	-1 853 357
Depreciation and provisions	20	-717 414	-70 847
Other operating expenses	21	-1 055 704	-952 995
<b>TOTAL OPERATING EXPENSES</b>		<b>-3 398 507</b>	<b>-3 038 609</b>
<b>NET OPERATING RESULT</b>		<b>2 178 831</b>	<b>562 346</b>
Financial charges	22	-15 837	-16 983
Financial revenues	23	167 989	201 291
Other expenses	24	-171 735	-49 640
Other gains	25	23 563	47 766
<b>ORDINARY ACTIVITY RESULT</b>		<b>2 182 810</b>	<b>744 780</b>
Income tax		-62 865	-115 561
Contribution tax		-9 859	-23 112
<b>Result of the Period</b>		<b>2 110 086</b>	<b>606 107</b>

**United Gulf Financial Services –North Africa-(UGFS-NA)**  
**CASH FLOW STATEMENT**  
**As at December 31, 2023**  
(in Tunisian Dinars)

	2023	2022
<b>Net Profit of the year</b>	<b>2 110 086</b>	<b>606 107</b>
<i>Adjustment for :</i>		
Depreciations	717 414	70 847
Trade and others receivables	(100 000)	(298 573)
Other current assets	12 257	(147 829)
Trade suppliers	(490 801)	80 402
Other current liabilities	62 333	829 753
Other financial assets	59 440	1 077 718
Others non Current Assets	332 901	(372 500)
<b>Cash flow related to operating activity</b>	<b>2 703 631</b>	<b>1 845 925</b>
Receipts from disposals of tangible and intangible assets	0	0
Purchase of Intangible and tangible assets	(68 439)	(56 792)
Sale of financial assets	0	0
Purchase of financial assets	(1 953 000)	(631 625)
<b>Cash flow related to investment activity</b>	<b>(2 021 439)</b>	<b>(688 417)</b>
Dividend distribution	(822 830)	(1 000 000)
Disbursement of loans	(14 188)	(19 785)
<b>Cash flow related to financing activity</b>	<b>(837 018)</b>	<b>(1 019 785)</b>
<b>Net change in cash</b>	<b>(154 826)</b>	<b>137 722</b>
<b>Cash at the beginning of the period</b>	<b>202 225</b>	<b>64 503</b>
<b>Cash at the end of the period</b>	<b>47 399</b>	<b>202 225</b>

### III. NOTES TO FINANCIAL STATEMENTS

**UNITED GULF FINANCIAL SERVICES – NORTH AFRICA (UGFS – NA)**  
**NOTES TO FINANCIAL STATEMENTS**  
**PERIOD ENDED DECEMBER 31, 2023**  
**AMOUNTS EXPRESSED IN TUNISIAN DINARS TND**

#### 1. **CORPORATE INFORMATION:**

United Gulf Financial Services - North Africa ("UGFS - NA"), a public limited company with a capital of three million dinars, is a securities portfolio management company on behalf of third parties, approved by the Financial Market Council by the decision n ° 14-2008 of June 26, 2008, for collective and individual management.

The company's main purpose is to develop the following activities:

- UGFS - NA develops individual asset management services for both foreign and local individual and institutional clients.
- UGFS - NA engages in collective asset management on behalf of third parties by launching Mutual Funds "FCP" tailored to foreign and local investors and institutions.
- UGFS - NA engages in venture capital fund management activities, particularly Venture Capital Funds and Seed Funds.
- Additionally, the company carries out ancillary activities related to its primary portfolio management business.

**The Funds managed by UGFS-NA are the following:**

Name of the Fund	Type	CMF Approval reference
Tunisian Development Fond III-TDF III	Venture Capital Funds – FCPR	February 11, 2016
UGFS Bonds Fund	Venture Capital Funds – Bonds	N° 25-2015 of April 30, 2015
CAPITALEASE Seed Fund II	Seed Funds	N° 22-2015 of April 30, 2015
Social Business	Seed Funds	N° 8-2015 of Jan 30, 2015
IntilaQ For Growth	Venture Capital Funds – FCPR	N° 57-2014 of Dec 11, 2014
UGFS Islamic Fund	Mixed Class Islamic mutual fund	N° 35-2013 of Sept 26, 2013
Tunisian Development Fond II-TDF II	Venture Capital Funds – FCPR	N° 8-2013 of Febr 14, 2013
Start UP Factory Seed Fund	Seed Funds	N° 7-2013 of Febr 14, 2013
Theemar Investment Fund	Venture Capital Funds – FCPR	N° 44-2012 of Sept 13, 2012
CAPITALease Seed Fund	Seed Funds	N° 36-2011 - Nov 25, 2011
Tunisian Prudence Fund - TPF	FCP in mixed category VM	N° 24-2011 of Sept 7, 2011
Tunisian Development Fond - TDF	Venture Capital Funds – FCPR	N° 6-2010 - March 17, 2010
EMPOWER FUND-B	Specialized investment fund with compartments	N° 47-2015 of Dec 20, 2022
IntilaQ For Excellence	Venture Capital Funds – FCPR	N° 56-2014 of Dec 11, 2014
CAPITAL'ACT SEED FUND	Seed Funds	N° 21-2020 of Sept 21, 2018
MUSANADA	Venture Capital Funds – FCPR	N° 5-2021 of February 10, 2021
MUSANADA II	Venture Capital Funds – FCPR	No. 6-2021 of February 10, 2021
Health Tech Fund	Seed Funds	No. 89-2021 of Dec 03, 2021
ATID FUND I	Venture Capital Funds – FCPR	N° 39-2009 of Dec 18 2009

**2. PRINCIPLES AND ACCOUNTING METHODS.**

The financial statements of United Gulf Financial Service – North Africa have been prepared in accordance with Tunisian accounting standards and the provisions of the Tunisian accounting system provided for by law 96-112 of 12/30/96.

The financial statements are issued in Tunisian Dinar and cover the period ending at December 31, 2023

The financial statements include the Balance sheet, the profit and loss account, the cash flow statement and the notes to financial statements.

The profit and loss account and the cash flow statement are presented according to models' authorized by Tunisian accounting standards.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.**

**3.1. Intangible fixed assets.**

The fixed assets are stated at their directly attributable costs, including the purchase price and duties paid. The fixed assets are depreciated at the rate of 33%.

**3.2. Tangible fixed assets.**

The fixed assets are stated at their directly attributable costs, including the purchase price and duties paid. The fixed assets are depreciated according to the straight-line method of depreciation as follow:

- Equipments and computer hardware	33%
- Transport vehicles	20%
- Equipments and offices furnitures	10%
- General installations	10%

**3.3. Investments and placements**

All investments are initially recognized at cost being the fair value of consideration given and including acquisition charges associated with the investments. Investments are measured at fair value. Fair value of investments listed on active markets is determined by reference to quoted bid prices. The fair value changes of Investments are directly recognized in the income statement.

Exceptionally for the placements which are not liquid, only the depreciation is directly recognized in the income statement.

**3.4. Foreign currency transactions**

The transactions in foreign currencies are recognized at the spot rate ruling at transaction date. The exchange differences on settlement of monetary items are recognized in loss or gain of exchange.

The exchange differences from the translation of monetary items at balance sheet date are recognized in income.

### 3.5. Revenue

Revenues from the provision of services are recognized as the services are rendered and the outcome can be reliably measured.

The Company's revenues are primarily comprised of the following:

- Individual account management fees.
- Mutual fund management fees.
- Income from services related to the Company's core business.

Income from the management of the funds managed by the Company is recognized on the basis of the accounting records of the funds as at December 31, prior to audit.

### 3.6. Expenses

Expenses that contributed to the realization of these revenues are attached to the year in which the corresponding revenues were recognized.

UGFS-NA recourse service providers to carry out its activities, in particular:

- Stock exchange brokers in charge of executing stock exchange operations initiated by UGFS - NA through its individual and collective portfolio management services.
- holding and administration of securities accounts managed under mandate by UGFS-NA in accordance with the provisions of the Financial Market Council's regulations relating to the holding and administration of securities accounts.
- Any other services or operations that are part of the Company's main activities.

### 3.7. Taxes and duties

The company is subject to corporate income tax according to the rules of the common regime. In this respect, it does not benefit from any exemption resulting from tax benefits granted or otherwise.

## 4. Fixed assets

### United Gulf Financial Services –North Africa-(UGFS-NA)

#### Fixed Assets and Depreciation Schedule as of December 31, 2023

	Gross amounts			Depreciation			Net value
	IN 31/12/2022	Purchase	IN 31/12/2023	IN 31/12/2022	Of 2023	IN 31/12/2023	IN 31/12/2023
<b><i>Intangible fixed assets</i></b>							
Computer software	122 690	0	122 690	109 220	6 792	116 011	6 679
Intangible fixed assets in progress	42 501	0	42 501	0	0	0	42 501
<b>Subtotal</b>	<b>165 191</b>	<b>0</b>	<b>165 191</b>	<b>109 220</b>	<b>6 792</b>	<b>116 011</b>	<b>49 180</b>
<b><i>Tangible fixed assets</i></b>							
Transport vehicles	528 104	0	528 104	422 252	36 790	459 042	69 062
General Installations	148 378	0	148 378	142 169	1 741	143 910	4 468
Equipments and office furnitures	225 539	2 100	227 639	215 592	2 998	218 590	9 049
Hardware Equipments	177 285	66 339	243 624	163 718	17 490	181 209	62 415
<b>Subtotal</b>	<b>1 079 307</b>	<b>68 439</b>	<b>1 147 746</b>	<b>943 732</b>	<b>59 019</b>	<b>1 002 751</b>	<b>144 995</b>
<b>TOTAL</b>	<b>1 244 498</b>	<b>68 439</b>	<b>1 312 937</b>	<b>1 052 952</b>	<b>65 811</b>	<b>1 118 762</b>	<b>194 174</b>



**5. Financial Assets:**

	2023	2022
Security deposit for office rent	13 550	13 550
Equity shares WIKI START-UP (1)	50 000	50 000
Equity shares UGAS (2)	9 990	9 990
Equity shares UGFS VENTURE CAPITAL (3)	121 625	121 625
Equity shares UGSS (4)	59 600	59 600
Equity shares CAPITALLease Seed Fund II (5)	102 000	102 000
Equity shares CAPITALLease Seed Fund I (6)	3 000	3 000
Equity shares Capital Act Seed Fund (7)	1 318 000	1 318 000
Equity shares TDF III (8)	153 000	153 000
Equity shares SOCIAL BUSINESS (9)	1 500 000	0
Equity shares TDF IV MUSANADA II (10)	300 000	0
Equity shares TDF IV MUSANADA I (11)	153 000	0
	<b>3 783 765</b>	<b>1 830 765</b>

- (1) The balance of this account corresponds to a subscription of 5,000 shares in the capital of the company Wiki Start-UP.
- (2) The balance of this account corresponds to a participation of 99.99% in the capital of the company UGAS "United Gulf Advisory Services."
- (3) The balance of this account corresponds to a subscription of 24,325 shares in the capital of UGFS VENTURE CAPITAL management company, with half of the subscription amount paid at the time of subscription, totaling 121,625 DT.
- (4) The balance of this account corresponds to a subscription of 596 shares in the capital of UGSS management company, fully paid at the time of subscription, totaling 59,600 DT.
- (5) The balance of this account corresponds to a subscription of 1,000 units in the CAPITALLease Seed Fund II.
- (6) The balance of this account corresponds to a subscription of 30 units in the CAPITALLease Seed Fund I.
- (7) The balance of this account corresponds to a subscription in the Capital Act Fund.
- (8) The balance of this account corresponds to a subscription of 15 units in the TDF III Fund
- (9) The balance of this account corresponds to a subscription of 15,000 units in the SOCIAL BUSINESS seed fund.
- (10) The balance of this account corresponds to a subscription of 30 units in the TDF IV MUSANADA II fund.
- (11) The balance of this account corresponds to a subscription of 15 units in the TDF IV MUSANADA I fund.

**6. Others non-Current Assets:**

	2023	2022
Expense to be allocated	372 500	372 500
Absorption	-124 167	0
	<b>248 333</b>	<b>372 500</b>

The expense to be allocated relate to the costs incurred in the context of the 'EMPOWER' and 'CFYE' projects.

**7. Trade and other receivables:**

	2023	2022
Due from Ordinary customers	2 512 849	2 611 658
Doubtful customers	327 275	240 722
<b>Due from customers</b>	<b>2 840 124</b>	<b>2 852 380</b>
Provisions	-327 275	-240 722
<b>Net of provision</b>	<b>2 512 849</b>	<b>2 611 659</b>

**8. Other current assets:**

	2023	2022
Tax Credit	707 609	658 575
Various debtors and creditors	476 759	560 912
Account receivable	874 750	358 356
Advances and loans	240 054	214 623
Prepaid expenses	43 510	59 416
Sundry account	19 125	19 125
<b>Total</b>	<b>2 361 808</b>	<b>1 871 007</b>
Provision	-180 883	0
<b>Net of provision</b>	<b>2 180 925</b>	<b>1 871 007</b>

**9. Placements and other financial assets**

	2023	2022
MILLENNIUM SICAV	723	723
INVESTMENT IN SHARES	7 612	8 304
Placement TSI	2 552	2 784
HIFADH SICAV	1 133	1 138
SICAV ENTREPRISE	1 098	1 084
Placement TUNISIE VALEUR	15	17
UGFS ISLAMIC FUND	68 832	79 375
SICAV PATRIMOINE OBLIGATAIRE	269 207	590 649
	<b>351 172</b>	<b>684 073</b>

**10. Cash :**

	2023	2022
BIAT 253-7	46 731	202 077
BIAT AG LAC 35-1	0	0
Prepaid Card	449	35
Cash on hand	219	113
<b>TOTAL</b>	<b>47 399</b>	<b>202 225</b>

**11. Shareholders' equity :**

	2023	2022
Share capital	3 000 000	3 000 000
Legal reserves	300 000	251 378
Profits carried forward	1 170 616	613 131
Special reserves of investment	1 460 000	1 460 000
<b>Subtotal</b>	<b>5 930 616</b>	<b>5 324 509</b>
Net Profit of the year	2 110 086	606 107
<b>TOTAL</b>	<b>8 040 702</b>	<b>5 930 616</b>

**12. Loans :**

	2023	2022
Leasing debt	4 357	22 192
<b>TOTAL</b>	<b>4 357</b>	<b>22 192</b>

**13. Trade suppliers and related accounts :**

	2023	2022
Due to suppliers	293 700	231 367
<b>TOTAL</b>	<b>293 700</b>	<b>231 367</b>

**14. Other current liabilities :**

	2023	2022
Social security	117 828	105 673
VAT	277 791	223 512
Dividends payable	100 030	922 860
Withholding tax	39 824	34 963
Annual Leave reserve	37 841	37 841
Accrued expenses	111 096	91 475
Differed revenues	6 009	6 720
Taxes	12 468	33 261
Compensation fee	66	66
Other taxes	610	1 204
Salaries	0	9 378
<b>TOTAL</b>	<b>703 564</b>	<b>1 466 954</b>

**15. Bank overdraft and other financial liabilities :**

	2023	2022
Leasing maturities up to one year	16 293	12 646
<b>TOTAL</b>	<b>16 293</b>	<b>12 646</b>

**16. Revenues :**

	2023	2022
Management fees FCPR	2 374 403	2 371 276
Management fees FCP	50 054	55 341
Placement fees	175 200	105 758
Portfolio Management Services fees	6 207	10 574
Management fees Seed Fund	726 153	627 842
Recovery of incorporation costs	0	30 000
Management fees	27 222	12 605
<b>TOTAL</b>	<b>3 359 239</b>	<b>3 213 395</b>

**17. Other operating revenues :**

	2023	2022
Operating grant (*)	2 118 098	15 059
Transfer of expenses	0	372 500
Provision reversal	100 000	0
<b>TOTAL</b>	<b>2 218 098</b>	<b>387 559</b>

(\*) Grant awarded by the Ministry of Foreign Affairs and Sustainable Development of the Netherlands, as part of the employment promotion program in Tunisia.

The company's commitment involves financing projects and startups using the grant received. The terms of the financing agreement clearly stipulate that each tranche already received from the grant, totaling 2 118 098 DT is non-refundable.

**18. Current operating expenses :**

	2023	2022
Operating expenses related to investment funds	17 201	34 868
Other related expenses	41 617	45 370
Office supplies	19 626	19 913
Utilities	9 623	6 581
Fuel	61 192	54 679
<b>TOTAL</b>	<b>149 259</b>	<b>161 410</b>

**19. Wages and salaries :**

	2023	2022
Salaries	1 229 513	1 582 330
Annual Leave	0	-37 478
Social security costs	208 445	269 950
Personnel food expenses	38 171	38 556
<b>TOTAL</b>	<b>1 476 129</b>	<b>1 853 357</b>

**20. Depreciations & Provisions :**

	2023	2022
Depreciation of fixed assets	65 811	70 847
Absorption of carried-forward charges	124 167	0
Provision for risks and charges	260 000	0
Provision for customer receivables	86 553	0
Provisions for other current assets	180 883	0
	<b>717 414</b>	<b>70 847</b>

**21. Others operating expenses :**

	2023	2022
Rent	116 938	124 775
Maintenance and repairs	37 602	31 139
Legal fees	191 329	138 838
External Staff	195 000	200 000
Taxes	46 119	67 465
Postal expenses	1 866	6 861
Donation	58 353	49 872
Travel expenses	78 864	30 804
Missions and receptions	17 212	16 696
Training fees	59 571	36 119
Advertising	-3 731	13 738
Computing assistance	27 818	23 503
Attendance fees	37 500	31 250
Insurance	82 806	92 862
Telephone expenses	33 572	36 651
Subscription fees	19 363	22 495
License fees	11 631	13 287
Others operating expenses	43 892	16 638
	<b>1 055 704</b>	<b>952 995</b>

**22. Financial Charges :**

	2023	2022
Impairment losses on investments	11 474	7 529
Interest on loans	4 213	9 455
Currency exchange loss	150	0
	<b>15 837</b>	<b>16 983</b>

**23. Financial revenues :**

	2023	2022
Dividends	54	7 941
Capital gain on investment	57 086	108 476
Attendance fees	61 875	83 500
Currency exchange Profit	48 050	266
Other financial revenues	923	1 108
	<b>167 989</b>	<b>201 291</b>

**24. Other losses :**

	2023	2022
Fines	721	260
Other losses	171 015	49 380
	<b>171 735</b>	<b>49 640</b>

**25. Other gains**

	2023	2022
Other gains	-23 563	-47 766
	<b>-23 563</b>	<b>-47 766</b>

# Consolidated Financial Statements 2023





## **UGFS GROUP**

### **AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31<sup>st</sup>, 2023**

## **CONTENTS**

- I. AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**
- II. CONSOLIDATED FINANCIAL STATEMENTS**
- III. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

## I. AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

### UGFS GROUP AUDITORS' REPORT Consolidated financial statements as at December 31, 2023

*To The shareholders of United Gulf Financial Services-NORTH AFRICA « UGFS NA »*

#### **1. Report on the audit of the Consolidated Financial Statements**

##### **Opinion on the financial statements**

We have audited the consolidated financial statements of the UGFS group, which include the consolidated balance sheet as of December 31<sup>st</sup>, 2023, the consolidated income statement and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the group's financial position as at December 31<sup>st</sup>, 2023, as well as its financial performance and cash flows for the year then ended, in accordance with accounting principles generally accepted in Tunisia.

##### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs).

Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the rules of ethics that apply to the audit of consolidated financial statements in Tunisia and have fulfilled our other responsibilities under those ethical requirements.

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

##### **Emphasis of matter**

We draw attention to the content of Note 15 « **Other operating revenues** » concerning the operating grant. Indeed, the company has benefited from a grant awarded by the Ministry of Foreign Affairs and Sustainable Development of the Netherlands, as part of the employment promotion program in Tunisia.

The company's commitment involves financing projects and startups using the grant received. The terms of the financing agreement clearly stipulate that each tranche already received from the grant, totaling 2 118 098 DT is non-refundable.

This grant has been disbursed progressively, at each stage of achieving the agreed objectives within the program, following a schedule outlined in the contract.

Our opinion is not modified in respect of this matter.

### **Report of the Board of Directors**

The Board of Directors is responsible for the preparation and fair presentation of the management report.

Our opinion on the financial statements does not extend to the management report and we do not express any form of assurance on this report.

Our responsibility is to verify the accuracy of the information given in the consolidated financial statements in the management report by reference to the data in the consolidated financial statements. Our work consists of examining the management report and, in doing so, assessing whether there is a material inconsistency between it and the consolidated financial statements or the knowledge that we acquired during the audit, or if the management report otherwise seems to have a significant anomaly.

If, based on the work we have performed, if we conclude that there is a material misstatement in the management report, we are required to report it.

We have nothing to report in this regard.

### **Responsibilities of management and those charged with governance for the consolidated financial statements.**

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with generally accepted accounting principles in Tunisia, as well as the internal control that it considers necessary to enable the preparation of consolidated financial statements that are free of significant anomalies, whether due to fraud or error.

In preparing the consolidated financial statements, it is the Board of Directors responsibility to assess the Group's ability to continue as a going concern, to disclose, as appropriate, business continuity and contingency issues. apply the going concern accounting principle, unless management intends to liquidate the Group or cease operations if no other realistic alternative is available to it.

The Board of Directors is responsible for overseeing the group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance that 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, which does not guarantee that an audit, conducted in accordance with professional auditing standards applicable in Tunisia, will always detect any material misstatement that may exist.

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.

As part of an audit conducted in accordance with professional auditing standards applicable in Tunisia, we exercise professional judgment and maintains professional skepticism throughout the planning and performance of the audit, we also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

We also provide the Board of Directors 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, related safeguards.

## 2. Report on legal and regulatory obligations

As part of our statutory audit mission, we also carried out the specific verifications required by the standards published by the Order of Chartered Accountants of Tunisia and by the regulatory texts in force in this field.

### Effectiveness of the internal control system

In accordance with the provisions of Article 266 of the Tunisian Commercial Companies Code, we must carry out periodic audit of the effectiveness of the internal control system. In this regard, we recall that responsibility for the design, implementation of an internal control system and periodic monitoring of its effectiveness and efficiency lies with the management and the Board of Directors.

We have not identified, on the basis of our examination, major deficiencies, in internal control procedures relating to the treatment of accounting information and the preparation of financial statements, which may impact our opinion on the financial statements.

### Other legal and regulatory obligations

We also carried out the specific verifications required by law and professional standards.

We have nothing to report in this regard.

Tunis, le 24 March 2024

**Walid MOUSSA**  
**Société Mourad Guellat & Associés**  
Partner -Chartered Public Accountant



## II. CONSOLIDATED FINANCIAL STATEMENTS



UGFS Group  
Immeuble FRAJ 2ième étage rue du Lac BIOUA Lac 1053, Tunis

**CONSOLIDATED BALANCE SHEET**  
Figures in Tunisian Dinars

ASSETS	Note	2023	2022
<b>NON CURRENT ASSETS</b>			
<b>Fixed assets</b>			
Intangible assets		165 191	165 191
Depreciation		<u>-116 011</u>	<u>-109 220</u>
Net value	<b>1</b>	49 180	55 971
Tangible assets		1 157 702	1 089 263
Depreciation		<u>-1 009 657</u>	<u>-948 036</u>
Net value	<b>2</b>	148 045	141 227
Financial assets		3 661 735	1 838 621
Depreciation		<u>0</u>	<u>0</u>
Net value	<b>3</b>	3 661 735	1 838 621
<b>Total fixed assets</b>		<b>3 858 960</b>	<b>2 035 819</b>
Other non-current assets	<b>4</b>	252 046	378 369
<b>Total non-current assets</b>		<b>4 111 006</b>	<b>2 414 188</b>
<b>CURRENT ASSETS</b>			
Trade and others receivables		2 961 456	2 993 313
Depreciation		<u>-394 578</u>	<u>-308 025</u>
Net value	<b>5</b>	2 566 878	2 685 288
Deferred tax assets		91 468	0
Other current assets	<b>6</b>	2 342 175	1 752 600
Depreciation		<u>-180 883</u>	<u>0</u>
Net value		2 161 292	1 752 600
Investment and other financial assets	<b>7</b>	621 184	774 073
Cash	<b>8</b>	96 248	220 733
<b>Total current assets</b>		<b>5 537 070</b>	<b>5 432 694</b>
<b>TOTAL ASSETS</b>		<b>9 648 075</b>	<b>7 846 882</b>

UGFS Group  
Immeuble FRAJ 2ième étage rue du Lac BIOUA Lac 1053, Tunis

**CONSOLIDATED BALANCE SHEET**  
Figures in Tunisian Dinars

LIABILITIES AND SHAREHOLDERS' EQUITY	Note	2023	2022
<b>Share capital</b>			
Share capital		3 000 000	3 000 000
Consolidated losses of previous years		2 968 462	2 396 730
<b>Total consolidated equity before net income</b>		<b>5 968 462</b>	<b>5 396 730</b>
Consolidated net income		2 255 894	571 732
<b>Total liabilities and shareholders' equity</b>	<b>9</b>	<b>8 224 356</b>	<b>5 968 462</b>
<b>Minority interests</b>			
Previous losses attributable to minority interests		94 149	40 411
Net income ( loss) attributable to minority interests		1 385	362
<b>Total Minority interests</b>	<b>10</b>	<b>95 534</b>	<b>40 773</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Loans	<b>11</b>	4 357	22 192
Depreciations & Provisions	<b>12</b>	260 000	100 000
<b>Total Non-current liabilities</b>		<b>264 357</b>	<b>122 192</b>
Loans		312 246	231 817
Deferred tax liabilities		0	0
Other current liabilities	<b>13</b>	735 289	1 470 990
Bank overdraft and other		16 293	12 646
<b>Total current liabilities</b>		<b>1 063 828</b>	<b>1 715 453</b>
<b>Total liabilities</b>		<b>1 328 185</b>	<b>1 837 646</b>
<b>Total shareholders' equity, minority interests</b>		<b>9 648 075</b>	<b>7 846 882</b>

**CONSOLIDATED PROFIT & LOSS ACCOUNT**  
Figures in Tunisian Dinars

	Note	2023	2022
<b>Operating Revenues</b>			
Revenues	14	3 485 513	3 253 083
Other operating revenues	15	2 218 098	387 559
<b>Total operating revenue</b>		<b>5 703 611</b>	<b>3 640 642</b>
<b>Operating income</b>			
Current operating expenses	16	152 534	163 705
Personnel Expenses	17	1 476 129	1 853 357
Depreciation and provisions	18	721 306	105 600
Other operating expenses	19	1 110 101	950 920
<b>Total operating income</b>		<b>3 460 070</b>	<b>3 073 583</b>
<b>Net operating income</b>			
		<b>2 243 541</b>	<b>567 059</b>
Financial revenues	20	184 394	202 715
Financial charges	21	15 837	48 233
Other gains		21 032	47 766
Other loss		171 735	49 380
<b>Net income before tax</b>		<b>2 261 395</b>	<b>719 927</b>
Income tax		75 250	116 061
Contribution tax		12 075	23 512
Deffered tax		-91 468	0
<b>Net income after tax</b>		<b>2 265 538</b>	<b>580 354</b>
Extraordinary losses		0	0
<b>Net income of consolidated companies after Tax</b>		<b>2 265 538</b>	<b>580 354</b>
Net income attributable to associates companies		-8 260	-8 260
<b>Net income attributable to the parent company</b>		<b>2 257 279</b>	<b>572 094</b>
Net income attributable to minority interests	22	1 385	362
<b>Consolidated net income of the year</b>		<b>2 255 894</b>	<b>571 732</b>

**Consolidated statement of cash flows**  
Figures in Tunisian Dinars

	2023	2022
Net Profit of the year	<b>2 257 279</b>	<b>577 825</b>
<i>Adjustment for :</i>		
Depreciations	621 305	106 890
Trade and others receivables	31 857	-292 402
Other current assets	-681 043	-165 682
Trade suppliers	80 429	-39 366
Other current liabilities	83 482	829 753
Other financial assets	0	1 077 718
Others non Current Assets	866	-372 500
<b>Cash flow related to operating activity</b>	<b>2 394 175</b>	<b>1 722 233</b>
Purchase of Intangible and tangible assets	-68 439	-59 288
Receipts from disposals of tangible and intangible assets	0	0
Purchase of financial assets	-1 823 114	-631 625
Sale of financial assets	0	0
<b>Cash flow related to investment activity</b>	<b>-1 891 553</b>	<b>-690 913</b>
Dividend distribution	-822 830	-1 000 000
Disbursements from investments	152 889	-90 000
Disbursement of loans	-10 541	-19 785
<b>Cash flow related to financing activity</b>	<b>-680 482</b>	<b>-1 109 785</b>
Adjustment related to changes in the scope of consolidation	53 376	0
<b>Net change in cash</b>	<b>-124 485</b>	<b>-78 465</b>
<b>Cash at the beginning of the period</b>	<b>220 733</b>	<b>299 198</b>
<b>Cash at the end of the period</b>	<b>96 248</b>	<b>220 733</b>

### III. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. ACCOUNTING POLICIES

#### BASIS OF PREPARATION

- The consolidated financial statements have been prepared in accordance with Tunisian accounting standards.
- The consolidated financial statements of the UGFS GROUP are prepared for the first time for the year ended December 31, 2023.
- The consolidated financial statements are issued in Tunisian Dinar and cover the period ending at December 31, 2023.
- The consolidated financial statements include the consolidated balance sheet, the consolidated income statement, and the notes to the consolidated financial statements.

#### PRINCIPLES OF CONSOLIDATION

The scope of consolidation includes UGFS company (parent company), UGAS (subsidiary owned up to 99.90% of capital), the Company UGFS –Venture Capital SA (subsidiary owned up to 69,50% of capital) , the Company UGSS SA (subsidiary owned up to 59,60% of capital) and the Company Wiki Start UP (associated company owned as to 25% of capital) .

Are not included in the scope of consolidation :

- CAPITALease Seed Fund
- CAPITALease Seed Fund II
- TDF III
- Capital ACT SEED FUND
- SOCIAL BUSINESS
- TDF IV MUSANADA
- TDF IV MUSANADA II

The consolidation method used is the global consolidation method for the subsidiary UGAS and UGSS SA and the equity method for the associated Company Wiki Start UP.

For global consolidation method, all accounts of both the assets and liabilities are incorporated item by item in the balance sheet of the mother company, with finding the liabilities of the rights of minority shareholders. The same is done for the income statement.

Under the equity method, the investment in an associated company is initially recognised at cost and adjusted thereafter for the post-acquisition change in the UGFS's share of net assets of the investee.

#### ACCOUNTING STANDARDS AND METHODS :

- **Intangible fixed assets**

The fixed assets are stated at their directly attributable costs, including the purchase price and duties paid.

The fixed assets are depreciated at the rate of 33%.

- **Tangible fixed assets**

The fixed assets are stated at their directly attributable costs, including the purchase price and duties paid. The fixed assets are depreciated according to the straight-line method of depreciation as follow :

- Equipments and computer hardware	33%
- Transport vehicules	20%
- Equipments and offices furnitures	10%
- General installations	10%

- **Investments and placements**

All investments are initially recognized at cost being the fair value of consideration given and including acquisition charges associated with the investments.

Investments are measured at fair value. Fair value of investments listed on active markets is determined by reference to quoted bid prices. The fair value changes of Investments are directly recognized in the income statement.

Exceptionally for the placements which are not liquid, only the depreciation is directly recognized in the income statement.

- **Foreign currency**

The transactions in foreign currencies are recognized at the spot rate ruling at transaction date.

The exchange differences on settlement of monetary items are recognized in loss or gain of exchange.

The exchange differences from the conversion of monetary items at balance sheet date are recognized in income.

## 2. **NOTES TO BALANCE SHEET**

### **NOTE 1 : INTANGIBLE FIXED ASSETS**

	2023	2022
Computer software	122 690	122 690
Work in progress	42 501	42 501
<b>Subtotal</b>	<b>165 191</b>	<b>165 191</b>
Depreciation	-116 011	-109 220
<b>Total</b>	<b>49 180</b>	<b>55 971</b>

### **NOTE 2 : TANGIBLE FIXED ASSETS**

	2023	2022
General Installations	150 378	150 378
Equipments and office furniture	229 362	227 261
Equipments computer hardware	249 858	183 519
Transportation equipments	528 104	528 104
<b>Subtotal</b>	<b>1 157 702</b>	<b>1 089 263</b>
Depreciation Transportation equipments	-459 042	-422 252
Depreciation General Installations	-144 710	-142 769
Depreciation Equipments and office furniture	-219 656	-216 314
Depreciation Equipments computer hardware	-186 249	-166 701
<b>Total</b>	<b>148 045</b>	<b>141 227</b>

### **NOTE 3 : FINANCIAL ASSETS**

	2023	2022
Security deposit for office rent	18 173	18 173
Investments in equity affiliates Wiki Start-UP	104 562	112 823
Equity securities of Capitalease Seed Fund	3 000	3 000
Equity securities of CAPITALease Seed Fund II	102 000	102 000
Equity securities of UGFS VENTURE CAPITAL	0	121 625
Equity securities of Capital Act Seed Fund	1 318 000	1 318 000
Equity securities of TDF III	153 000	153 000
Equity securities of United Sukuk Services	10 000	10 000
Equity securities of SOCIAL BUSINESS	1 500 000	0
Equity securities of TDF IV MUSANADA II	300 000	0
Equity securities of TDF IV MUSANADA I	153 000	0
<b>Total</b>	<b>3 661 735</b>	<b>1 838 621</b>

### **NOTE 4 : OTHER NON-CURRENT ASSETS**

	2023	2022
Deferred expenses	249 623	378 369
Preliminary expenses	2 423	0
<b>Total</b>	<b>252 046</b>	<b>378 369</b>



**NOTE 5 : TRADE AND OTHER RECEIVABLES**

	2023	2022
Due from customers	2 961 456	2 993 313
Provisions	-394 578	-308 025
<b>Total</b>	<b>2 566 878</b>	<b>2 685 288</b>

**NOTE 6 : OTHER CURRENT ASSETS**

	2023	2022
Advances and loans	251 919	214 623
Various debtors and creditors	431 937	377 288
Tax Credit	753 621	698 793
Account receivable	834 750	383 356
Sundry account	19 125	19 125
Prepaid expenses	43 510	59 416
VAT	7 313	0
<b>Subtotal</b>	<b>2 342 175</b>	<b>1 752 600</b>
Provision	-180 883	0
<b>Total</b>	<b>2 161 292</b>	<b>1 752 600</b>

**NOTE 7 : INVESTMENT AND OTHER FINANCIAL ASSETS**

	2023	2022
MILLENIUM SICAV	723	723
INVESTMENT IN SHARES	7 612	8 304
Placement TSI	2 552	2 784
HIFADH SICAV	1 133	1 138
SICAV ENTREPRISE	1 098	1 084
Placement TUNISIE VALEUR	15	17
UGFS BOUND FUND	30 012	0
UGFS ISLAMIC FUND	68 832	79 375
SICAV PATRIMOINE OBLIGATAIRE	269 207	590 649
BEST LEASE	240 000	90 000
<b>Total</b>	<b>621 184</b>	<b>774 073</b>

**NOTE 8 : CASH**

	2023	2022
BIAT BANK	50 297	202 077
AMEN BANK	35 030	11 406
AL BARAKA BANK	10 219	7 068
Cash on hand	253	147
Prepaid Card	449	35
<b>Total</b>	<b>96 248</b>	<b>220 733</b>

**NOTE 9 : SHARE CAPITAL**

	2023	2022
Share capital	3 000 000	3 000 000
Consolidated reserves	2 968 462	2 396 729
Consolidated profits	2 255 894	571 732
<b>Total</b>	<b>8 224 356</b>	<b>5 968 462</b>

**NOTE 10 : MINORITY INTERESTS**

	2023	2022
Minority interest reserves	94 149	40 411
Minority interest income/loss	1 385	362
<b>Total</b>	<b>95 534</b>	<b>40 773</b>

The breakdown of minority interests results is as follows :

	2023	2022
UGAS	61	-27
UGFS-VC	1 324	0
WIKI START-UP	0	0
UGSS	0	389
<b>Total</b>	<b>1 385</b>	<b>362</b>

**NOTE 11 : LOANS**

	2023	2022
Leasing debt	4 357	22 192
<b>Total</b>	<b>4 357</b>	<b>22 192</b>

**NOTE 12 : PROVISIONS**

	2023	2022
Provisions for risks and charges	260 000	100 000
<b>Total</b>	<b>260 000</b>	<b>100 000</b>

**NOTE 13 : OTHER CURRENT LIABILITIES**

	2023	2022
Annual Leave reserve	37 841	37 841
Withholding tax on salaries	22 330	34 933
Social security	117 828	105 673
Differed revenue	6 009	6 720
Dividends payable	100 030	922 860
Charges à payer	121 023	95 975
Withholding tax on salaries	39 896	34 750
VAT	277 791	222 860
Others	12 541	9 378
<b>Total</b>	<b>735 289</b>	<b>1 470 990</b>

**NOTE 14 : REVENUES**

	2023	2022
Other income	27 222	42 605
Management fees FCP	50 054	95 028
Management fees FCPR	2 374 403	2 371 276
Portfolio Management Services fees	6 207	10 574
Placement fees	125 200	105 758
Management fees Seed Fund	726 153	627 842
Fees for studies, valuation, and due diligence	176 274	0
<b>Total</b>	<b>3 485 513</b>	<b>3 253 083</b>

**NOTE 15 : OTHER OPERATING INCOME**

	2023	2022
Operating subsidy (*)	2 118 098	15 059
Provision reversal	100 000	0
Transfer of expenses	0	372 500
<b>Total</b>	<b>2 218 098</b>	<b>387 559</b>

(\*) Grant awarded by the Ministry of Foreign Affairs and Sustainable Development of the Netherlands, as part of the employment promotion program in Tunisia.

The company's commitment involves financing projects and startups using the grant received. The terms of the financing agreement clearly stipulate that each tranche already received from the grant, totaling 2 118 098 DT is non-refundable.

**NOTE 16 : CURRENT OPERATING EXPENSES**

	2023	2022
Office supplies	19 626	19 985
Fuel	61 192	54 679
Utilities	10 174	7 157
Other related expenses	44 341	47 016
Operating expenses related to investment funds	17 201	34 868
<b>Total</b>	<b>152 534</b>	<b>163 705</b>

**NOTE 17 : PERSONNEL EXPENSES**

	2023	2022
Salaries	1 229 513	1 582 330
Paid leave	0	-37 478
Social security	208 445	269 950
Personnel meal expenses	38 171	38 556
<b>Total</b>	<b>1 476 129</b>	<b>1 853 357</b>

**NOTE 18 : DEPRECIATION AND PROVISIONS**

	2023	2022
Depreciation charge for Intangible Assets	6 792	7 634
Depreciation charge for Tangible Assets	61 621	65 814
Provision for bad debts	0	32 152
Amortization of deferred charges	125 457	0
Provision for risks and charges	527 436	0
<b>Total</b>	<b>721 306</b>	<b>105 600</b>

**NOTE 19 : OTHERS OPERATING EXPENSES**

	2023	2022
Rent	136 423	144 034
Maintenance and repairs	37 602	31 139
External Staff	195 000	200 000
Legal fees	216 540	141 038
Taxes	46 352	67 465
Postal expenses	2 120	6 861
Donation	66 353	49 872
Travel expenses	78 864	30 804
Missions and receptions expenses	17 738	16 696
Advertising and public relations	-3 732	13 738
Computing assistance	27 818	23 503
Insurance expenses	82 806	92 862
Training expenses	59 570	39 694
Attendance fees	37 500	31 250
Subscription fees	19 363	0
Others operating expenses	89 784	61 964
<b>Total</b>	<b>1 110 101</b>	<b>950 920</b>

**NOTE 20 : FINANCIAL REVENUES**

	2023	2022
Attendance fees	61 875	83 500
Other financial income	923	2 532
Foreign exchange gain	48 050	266
Gains on securities	73 491	108 476
Dividends	54	7 941
<b>Total</b>	<b>184 394</b>	<b>202 715</b>

**NOTE 21 : FINANCIAL CHARGES**

	2023	2022
Interest on borrowing	4 213	9 455
Losses on securities	11 474	7 529
Attendance fees	0	31 250
Foreign exchange loss	150	0
<b>Total</b>	<b>15 837</b>	<b>48 233</b>

**NOTE 22 : SHARE OF PROFIT (LOSS) OF MINORITY INTERESTS**

	2023	2022
Share of minority interests - UGAS Company	61	-27
Share of minority interests - UGFS-VC Company	1 324	0
Share of minority interests - WIKI STARTUP Company	0	0
Share of minority interests - UGSS Company	0	389
<b>Total</b>	<b>1 385</b>	<b>362</b>



Rue du Lac Biwa – Immeuble Fraj- 2ème étage  
1053 Les Berges du Lac – Tunisia

**License : N° 14-2008**

**Date : 26/06/2008**

**Commercial Registration : B2481662008**

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