



INTERNATIONAL HOLDING COMPANY PJSC

DIRECTORS' REPORT AND CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

International Holding Company PJSC

DIRECTORS' REPORT

31 DECEMBER 2024

International Holding Company PJSC

DIRECTORS' REPORT

31 December 2024

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present our report along with the audited consolidated financial statements of International Holding Company PJSC (the “Company” or “IHC”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2024.

IHC achieved a solid growth during 2024, while demonstrating the strength of our core businesses, with achievements that are in line with our long-term strategy. The Group’s performance during 2024 reflected the clear strategy adopted of enhancing the Group’s portfolio through acquisitions, strategic investments, restructuring and diversification.

Below is a summary of the main strategic business acquisitions performed during the year (other acquisitions are included in note 6 to the accompanying audited consolidated financial statements):

- Two Point Zero Group LLC and its subsidiaries
- Abu Dhabi National Exhibition Company (ADNEC) PJSC and its subsidiaries
- Modon Properties PJSC and its subsidiaries
- Sawaeed Holding PJSC and its subsidiaries
- Mopani Copper Mines PLC
- La Zagaleta SLU
- Marmum Dairy Farm LLC

Below is a summary of the main strategic investment in associates entered into during the year:

- Grupo Nutresa S.A.
- El Sewedy Electric Company

Financial highlights

IHC’s strategic investments and decision making process have yielded an exceptional financial performance for the financial year ending 31 December 2024, with revenues of AED 92,657,931 thousand (2023: AED 60,089,440 thousand) and a net profit after tax of AED 25,701,381 thousand (2023: AED 32,954,248 thousand). Following is a summary of the key financial highlights for the year ended 31 December 2024.

AED 92.66 Bn (2023: AED 60.09 Bn) Revenue	AED 25.70 Bn (2023: AED 32.95 Bn) Profit after tax	AED 15.77 Bn (2023: AED 27.52 Bn) Profit attributable to the owners of the Company
AED 401.81 Bn (2023: AED 264.27 Bn) Total assets	AED 244.39 Bn (2023: AED 156.74 Bn) Total equity	AED 7.19 (2023: AED 12.55) Earnings per share (EPS)

International Holding Company PJSC

DIRECTORS' REPORT continued 31 December 2024

Board of Directors

The Directors of the Company are:

Chairman	H.H. Shk Tahnoon Bin Zayed Al Nahyan
Vice chairman	Dr. Somar Ajalyaqin
Members	Mr. Syed Basar Shueb
	Ms. Sofia Lasky
	Mr. Mohammed Nasser Saif Howaiden Al Shamsi

To the best of our knowledge, the financial information included in these consolidated financial statements fairly presents in all material respects the financial condition, results of operation and cash flows of the Group as of, and for, the periods presented therein. The consolidated financial statements were approved by the Board of Directors and authorised for issue on 24 February 2025.

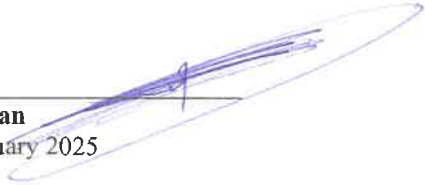
Auditors

A resolution proposing the appointment of auditors of the Group for the year ending 31 December 2025 will be put to the shareholders at Annual General Meeting.

On behalf of Board of Directors

Chairman

24 February 2025



International Holding Company PJSC

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2024

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF INTERNATIONAL HOLDING COMPANY PJSC

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of International Holding Company PJSC (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

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 *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF INTERNATIONAL HOLDING COMPANY PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

Revenue recognition

Revenue recognition is considered to be a key area of focus given there are multiple revenue streams associated with the Group which come from various decentralised operational locations. In addition, there are a number of different IT systems and applications in place for the recording of revenue transactions. The Group has a variety of customer contracts and revenue arrangements that require careful consideration and judgement to determine the appropriate revenue recognition. Further, revenue is also a key performance indicator for the Group's performance. During the year ended 31 December 2024, total revenue of the Group amounted to AED 92,658 million (2023: AED 60,089 million) (note 32).

We reviewed the revenue recognition policies applied by the Group to assess their compliance with the requirements of IFRS Accounting Standards. For each material operational location with significant revenue streams, we performed, or involved component auditors in the performance of procedures to obtain understanding of the design and operating effectiveness of the controls relating to the revenue recognition process for certain subsidiaries, substantive audit procedures which included overall analytical procedures at the Group and subsidiary level, and testing on transactions throughout the year, to assess whether revenues were properly recognised.

Business combination of entities under common control

During the year, the Group acquired control over entities under common control as disclosed in note 6.1. The acquisitions are excluded from the scope of IFRS 3, as these represented business combination of entities under common control, given that the Company and the acquired entities are controlled by the same ultimate shareholder before and after the acquisitions. This has been identified as a key audit matter as it significantly affects the composition of the Group's businesses and its financial position and performance. The acquisitions have been accounted for in the consolidated financial statements using the pooling of interest method, which reflects the economic substance of the transaction and have resulted in a merger reserve of AED 20,837 million during 2024 (2023: AED 260 million).

We performed, or involved component auditors to perform, the following procedures:

- held discussions with the Group's management and those charged with governance to obtain an understanding of the transaction details;
- obtained and reviewed the share purchase agreements and assessed if the acquisitions fulfilled the requirements of business combination under common control by inspecting evidence of ownership and reviewing the ownership structures before and after the acquisitions, and determining the appropriateness of the amounts recognised as merger reserve in the consolidated statement of equity;
- assessed if the pooling of interest method was consistently applied in accordance with the Group's accounting policy; and
- assessed the adequacy of disclosures in line with the requirements of the IFRS Accounting Standards.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF INTERNATIONAL HOLDING COMPANY PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

Business combinations within the scope of IFRS 3

During the year, the Group acquired control over the entities disclosed in note 6.2 which were determined to be business combinations as defined by IFRS 3. External valuation specialists were engaged by the Group to perform the purchase price allocation exercise, and fair valuation and identification of acquired assets and liabilities. The acquisition of businesses is a key audit matter as these are significant transactions during the year which require significant judgement and estimation regarding the allocation of the purchase price to the assets and liabilities acquired and adjustments made to align accounting policies of the newly acquired assets / businesses with those of the Group.

We performed, or involved component auditors to perform, the following procedures:

- Reviewed the share purchase agreements and ownership structures before and after the acquisitions to assess if the acquisitions fulfilled the requirements of business combination under IFRS 3;
- obtained the purchase price allocation reports for material acquisitions prepared by the external valuers engaged by the Group;
- involved our, or the components auditor's, internal valuation specialists in reviewing the reports. The review included discussions with management and consideration of the reasonableness of the assumptions and valuations in line with our expectations. These key assumptions included cash flow projections based on revenues and earnings before interest and tax ('EBIT'), growth rates and discount rates;
- assessed the independence, qualification and expertise of external valuation specialists engaged by the Group and read the terms of their engagement to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work; and
- verified that the business combinations were properly accounted for by the Group, including the determination of the dates of acquisitions and the fair values of the considerations transferred, in accordance with IFRS 3, and ensured all related disclosures, as required by IFRS Accounting Standards, are part of the consolidated financial statements.

Fair value of investment properties

Investment properties amounting to AED 33,889 million (2023: AED 30,676 million) as at 31 December 2024 (note 9) are stated at cost less accumulated depreciation and impairment. The Group estimates the fair value of its investment properties for disclosure purposes and to assess the existence of any impairment. The valuation of investment properties is a key audit matter given the degree of complexity in valuation and the significance of the judgements and estimates made by management.

The valuations were undertaken by internal management specialists and external valuers (the "Valuers"). In determining property valuations, the Valuers apply different valuation techniques including investment and comparable methods. The Valuers take into account property-specific information such as the current tenancy agreements and apply assumptions for discount rates and estimated market rent, which are influenced by prevailing market yields and consider comparable market transactions, to arrive at the valuation.

We involved component auditors in reviewing the property valuation reports and assessed that the valuation approach for each was in accordance with the established standards for valuation of properties and suitable for use in determining the fair value of properties.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF INTERNATIONAL HOLDING COMPANY PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

Fair value of investment properties continued

We involved component auditors in assessing the external valuers independence, qualification and expertise and read the terms of their engagement to determine whether there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work.

The component auditors involved their internal valuation specialists in reviewing the valuation of properties. The review included discussions with management, and consideration of reasonableness of the significant assumptions.

We assessed the adequacy of disclosures in line with the requirements of the IFRS Accounting Standards.

Impairment assessment of goodwill

The Group has recognised goodwill amounting to AED 6,789 million (2023: AED 5,798 million) arising from the acquisition of subsidiaries operating in multiple segments under business combinations within the scope of IFRS 3 (note 8).

Management carries out impairment assessments of goodwill annually. Goodwill impairment testing is considered a key audit area given the significant estimates and assumptions involved in determining the value in use of the respective cash generating units. Assumptions used relate to future cash flows, revenue growth rates, expected inflation rates and discount rates.

As part of our audit procedures, we performed, or involved component auditors to perform the following for CGUs with significant goodwill:

- tested, with involvement of internal valuation specialists, the methodologies and inputs used by the Group in the discounted cash flow models for impairment testing including key assumptions relating to growth rates, inflation rates and discount rates;
- analyzed the sensitivity of available headroom in the respective CGUs to changes in certain assumptions;
- compared actual performance of cash generating units to the assumptions applied in discounted cash flow models to assess the historical accuracy of management's estimates; and
- assessed the adequacy of disclosure in line with the requirements of the IFRS Accounting Standards.

Other information

Other information consists of the information included in the Directors' Report and Annual Report other than the consolidated financial statements and our auditor's report thereon. We obtained the Directors' report prior to the date of our audit report and we expect the Annual Report to be made available to us after the date of this auditor's report. Management is responsible for the other information.

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

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF INTERNATIONAL HOLDING COMPANY PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

Other information continued

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and in compliance with the applicable provisions of the Articles of Association of the Company and the UAE Federal Law No. (32) of 2021, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF INTERNATIONAL HOLDING COMPANY PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

Auditor's responsibilities for the audit of the consolidated financial statements continued

- 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats, or safeguards applied.

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

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF INTERNATIONAL HOLDING COMPANY PJSC continued

Report on Other Legal and Regulatory Requirements

Further, as required by the UAE Federal Law No. (32) of 2021, we report that for the year ended 31 December 2024:

- i) we have obtained all the information and explanations we considered necessary for the purposes of our audit;
- ii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Law No. (32) of 2021, the Articles of Association of the Company;
- iii) the Group has maintained proper books of account;
- iv) the consolidated financial information included in the Directors' report is consistent with the books of account and records of the Group;
- v) investments in shares and stocks are included in notes 6, 10 and 11 to the consolidated financial statements and include purchases and investments made by the Group during the year ended 31 December 2024;
- vi) note 37 reflects the disclosures relating to material related party transactions and the terms under which they were conducted; and
- vii) based on the information that has been made available to us nothing has come to our attention which causes us to believe that the Company has contravened, during the financial year ended 31 December 2024, any of the applicable provisions of the UAE Federal Law No. (32) of 2021 or of its Articles of Association which would materially affect its activities or its consolidated financial position as at 31 December 2024.
- viii) During the year, the Group made social contributions of AED 34,898 thousand (2023: AED 18,967 thousand).

For Ernst & Young



Anthony O'Sullivan
Registration No. 687

24 February 2025
Abu Dhabi, United Arab Emirates

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	Notes	2024 AED '000	2023 AED '000
ASSETS			
Non-current assets			
Property, plant and equipment	7	35,291,281	20,885,783
Intangible assets and goodwill	8	16,498,977	9,946,938
Right-of-use assets	31	4,462,291	2,077,712
Investment properties	9	33,888,548	30,675,823
Investment in associates and joint ventures	10	40,299,778	38,060,257
Investments in financial assets	11	13,598,451	21,840,683
Derivative financial instruments	28	-	8,311
Trade and other receivables	14	3,405,159	2,922,578
Loans receivable	15	8,053,874	-
Biological assets	16	197,572	155,430
Due from related parties	37	951	951
Loans to related parties	37	125,859	616,505
Deferred tax assets	41	737,329	135,559
		156,560,070	127,326,530
Current assets			
Inventories	13	42,953,551	15,321,904
Development work-in-progress	17	11,629,295	9,110,394
Biological assets	16	8,946	40,643
Investment in financial assets	11	71,440,334	39,912,437
Derivative financial instruments	28	12,056	24,602
Due from related parties	37	4,017,725	1,827,597
Loans to related parties	37	395,697	5,700
Contract assets	18	13,813,971	9,976,615
Trade and other receivables	14	44,943,444	25,461,145
Loans receivable	15	38,708	-
Cash and bank balances	19	55,212,208	33,918,559
		244,465,935	135,599,596
Assets held for sale	20	784,553	1,348,827
		245,250,488	136,948,423
TOTAL ASSETS		401,810,558	264,274,953
EQUITY AND LIABILITIES			
Equity			
Share capital	21	2,193,540	2,193,540
Treasury shares	23	(1,199,016)	-
Merger, acquisition and other reserves		42,384,698	18,243,811
Statutory reserve	22	1,096,770	1,096,770
Contributed capital		940,015	940,015
Revaluation reserve		197,947	(597,229)
Currency translation reserve		(1,249,783)	(364,533)
Hedging reserve		6,155	28,735
Retained earnings		88,854,523	73,697,738
Equity attributable to owners of the Company		133,224,849	95,238,847
Other equity instruments	24	14,736,811	1,815,646
Non-controlling interests		96,424,933	59,682,378
Total equity		244,386,593	156,736,871

CONSOLIDATED STATEMENT OF FINANCIAL POSITION continued

At 31 December 2024

	Notes	2024 AED'000	2023 AED'000
EQUITY AND LIABILITIES continued			
Non-current liabilities			
Employees' end of service benefits	25	1,950,254	1,515,587
Lease liabilities	31	3,887,469	1,896,446
Borrowings	26	46,321,782	36,624,557
Non-convertible sukuk	27	5,430,838	5,456,856
Derivative financial instruments	28	33,615	-
Trade and other payables	29	5,804,613	5,794,202
Contract liabilities	30	555,507	-
Loans from related parties	37	1,885,871	111,294
Due to related parties	37	2,520	2,520
Deferred tax liabilities	41	3,018,601	875,042
		<u>68,891,070</u>	<u>52,276,504</u>
Current liabilities			
Due to related parties	37	1,455,712	1,348,893
Loans from related parties	37	1,033,576	14,024
Lease liabilities	31	695,992	256,301
Borrowings	26	18,574,045	6,345,619
Non-convertible sukuk	27	1,430,324	46,098
Derivative financial instruments	28	13,837	12,138
Contract liabilities	30	22,908,466	15,775,359
Income tax payable	41	1,178,958	224,939
Trade and other payables	29	41,164,737	31,196,221
		<u>88,455,647</u>	<u>55,219,592</u>
Liabilities directly associated with assets held for sale	20	77,248	41,986
		<u>88,532,895</u>	<u>55,261,578</u>
Total liabilities		<u>157,423,965</u>	<u>107,538,082</u>
TOTAL EQUITY AND LIABILITIES		<u>401,810,558</u>	<u>264,274,953</u>


 Chief Financial Officer


 Managing Director


 Chairman

The attached notes 1 to 48 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2024

	Notes	2024 AED '000	2023 AED '000
Revenue	32	92,657,931	60,089,440
Cost of revenue	33	(71,483,160)	(47,049,423)
Gross profit		21,174,771	13,040,017
General and administrative expenses	34	(8,108,390)	(6,099,828)
Selling and distribution expenses	35	(1,130,449)	(521,173)
Investment and other income	36	7,978,546	6,762,139
Share of profit from investment in associates and joint ventures	10	1,633,730	13,233,218
Fair value gain on revaluation of previously held equity interest	10	461,509	318,699
Gain on disposal of investment in associates and joint ventures	10	17,665	493,110
Gain on acquisition of subsidiaries	6.2	6,067,056	2,998
Gain on derecognition of subsidiaries	6.4	2,653,781	8,858,361
Finance costs	40	(4,073,915)	(2,277,366)
Profit before tax		26,674,304	33,810,175
Taxation	41	(972,923)	(855,927)
Profit for the year		<u>25,701,381</u>	<u>32,954,248</u>
Attributable to:			
Owners of the Company		15,765,848	27,523,100
Non-controlling interests		<u>9,935,533</u>	<u>5,431,148</u>
Profit for the year		<u>25,701,381</u>	<u>32,954,248</u>
Basic and diluted earnings per share (AED)	38	<u>7.19</u>	<u>12.55</u>

The attached notes 1 to 48 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Notes	2024 AED '000	2023 AED '000
Profit for the year		25,701,381	32,954,248
Other comprehensive loss:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Foreign exchange difference on translation of foreign operations, net of tax		(2,030,207)	(376,374)
Change in fair value of hedging instruments		(29,353)	(412)
Change in the fair value of financial assets carried at fair value through other comprehensive income		-	1,101
Net loss on hedging instruments reclassified to profit or loss		(18,466)	(7,795)
Share of other comprehensive (loss) income of associates and joint ventures		(181,731)	6,345
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Share of other comprehensive income of associates and joint ventures		12,971	74,228
Change in the fair value of financial assets carried at fair value through other comprehensive income, net of tax		(2,074)	(542,254)
Gain on revaluation of digital assets, net of tax		327,585	-
Other remeasurement gain		<u>9,727</u>	<u>-</u>
Total other comprehensive loss		<u>(1,911,548)</u>	<u>(845,161)</u>
Total comprehensive income for the year		<u>23,789,833</u>	<u>32,109,087</u>
Attributable to:			
Owners of the Company		15,156,621	26,976,698
Non-controlling interests		<u>8,633,212</u>	<u>5,132,389</u>
		<u>23,789,833</u>	<u>32,109,087</u>

The attached notes 1 to 48 form part of these consolidated financial statements.

International Holding Company PJSC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

	Attributable to equity holders of the Company													
	Share capital AED '000	Share premium AED '000	Treasury shares AED '000	Merger, acquisition and other reserves AED '000	Statutory reserve AED '000	Contributed capital AED '000	Revaluation reserves AED '000	Currency translation reserve AED '000	Hedging reserve AED '000	Retained earnings AED '000	Total AED '000	Other equity instruments AED '000	Non controlling- interests AED '000	Total equity AED '000
Balance at 1 January 2023	2,193,540	151,188,827	-	(109,900,410)	1,096,770	940,015	(146,055)	(236,526)	22,619	22,701,803	67,860,583	1,815,646	59,687,880	129,364,109
Profit for the year	-	-	-	-	-	-	-	-	-	27,523,100	27,523,100	-	5,431,148	32,954,248
Other comprehensive loss for the year	-	-	-	-	-	-	(424,511)	(128,007)	6,116	-	(546,402)	-	(298,759)	(845,161)
Total comprehensive income for the year	-	-	-	-	-	-	(424,511)	(128,007)	6,116	27,523,100	26,976,698	-	5,132,389	32,109,087
Disposal of investments carried at fair value through other comprehensive income	-	-	-	-	-	-	(26,663)	-	-	26,663	-	-	-	-
Business combination of entities under common control (note 6.1(b))	-	-	-	259,505	-	-	-	-	-	-	259,505	-	328,927	588,432
Acquisition of subsidiaries (note 6.2(b))	-	-	-	-	-	-	-	-	-	-	-	-	754,740	754,740
Acquisition of assets from entities under common control (note 6.3(b) & 11.1)	-	-	-	593,890	-	-	-	-	-	-	593,890	-	-	593,890
Non-controlling interests arising from acquisition of assets (note 6.3(b))	-	-	-	-	-	-	-	-	-	-	-	-	66,929	66,929
Derecognition of subsidiaries (note 6.4(b))	-	-	-	-	-	-	-	-	-	-	-	-	(6,232,405)	(6,232,405)
Disposal of partial interest in subsidiaries (note 6.5(b))	-	-	-	340,733	-	-	-	-	-	-	340,733	-	632,832	973,565
Acquisition of non-controlling interest (note 6.6(b))	-	-	-	(467,249)	-	-	-	-	-	-	(467,249)	-	(356,352)	(823,601)
Non-controlling interest share of newly issued shares (note 6.2(b))	-	-	-	-	-	-	-	-	-	-	-	-	190,256	190,256
Coupon paid on hybrid equity instrument (note 24)	-	-	-	-	-	-	-	-	-	(103,289)	(103,289)	-	-	(103,289)
Repayment of contributed capital to non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	(4,880)	(4,880)
Additional contributions by non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	498,035	498,035
Transfer of share premium (note 21)	-	(151,188,827)	-	127,639,366	-	-	-	-	-	23,549,461	-	-	-	-
Dividends paid to non-controlling interest (note 46)	-	-	-	-	-	-	-	-	-	-	-	-	(1,209,205)	(1,209,205)
Other equity movement	-	-	-	(222,024)	-	-	-	-	-	-	(222,024)	-	193,232	(28,792)
Balance at 31 December 2023	<u>2,193,540</u>	<u>-</u>	<u>-</u>	<u>18,243,811</u>	<u>1,096,770</u>	<u>940,015</u>	<u>(597,229)</u>	<u>(364,533)</u>	<u>28,735</u>	<u>73,697,738</u>	<u>95,238,847</u>	<u>1,815,646</u>	<u>59,682,378</u>	<u>156,736,871</u>
Balance at 1 January 2024	2,193,540	-	-	18,243,811	1,096,770	940,015	(597,229)	(364,533)	28,735	73,697,738	95,238,847	1,815,646	59,682,378	156,736,871
Profit for the year	-	-	-	-	-	-	-	-	-	15,765,848	15,765,848	-	9,935,533	25,701,381
Other comprehensive loss for the year	-	-	-	-	-	-	315,083	(918,790)	(28,704)	23,184	(609,227)	-	(1,302,321)	(1,911,548)
Total comprehensive income for the year	-	-	-	-	-	-	315,083	(918,790)	(28,704)	15,789,032	15,156,621	-	8,633,212	23,789,833
Disposal of investments carried at fair value through other comprehensive income	-	-	-	-	-	-	551,828	-	-	(551,828)	-	-	-	-
Business combination of entities under common control (note 6.1(a))	-	-	-	20,836,643	-	-	-	-	-	-	20,836,643	-	3,922,801	24,759,444
Acquisition of subsidiaries (note 6.2(a))	-	-	-	-	-	-	-	-	-	-	-	-	3,433,991	3,433,991
Derecognition of subsidiaries (note 6.4(a))	-	-	-	-	-	-	-	-	-	-	-	-	(973,341)	(973,341)
Disposal of partial interest in subsidiaries (note 6.5(a))	-	-	-	12,058,202	-	-	-	-	-	-	12,058,202	-	10,204,298	22,262,500
Acquisition of non-controlling interest (note 6.6(a))	-	-	-	(7,292,330)	-	-	-	-	-	-	(7,292,330)	-	(4,376,755)	(11,669,085)
Non-controlling interest share of newly issued shares (note 6.2(a) & 6.5(a)(B))	-	-	-	-	-	-	-	-	-	-	-	-	16,657,432	16,657,432
Coupon paid on hybrid equity instrument (note 24)	-	-	-	-	-	-	-	-	-	(103,289)	(103,289)	-	-	(103,289)
Additional contributions by non-controlling interest	-	-	-	-	-	-	-	-	-	-	-	-	520,911	520,911
Acquisition of treasury shares (note 23)	-	-	(1,199,016)	-	-	-	-	-	-	-	(1,199,016)	-	-	(1,199,016)
Contributions received (note 24)	-	-	-	-	-	-	-	-	-	-	-	12,921,165	-	12,921,165
Dividends paid to non-controlling interest (note 46)	-	-	-	-	-	-	-	-	-	-	-	-	(2,708,299)	(2,708,299)
Other equity movement	-	-	-	(1,461,628)	-	-	(71,735)	33,540	6,124	22,870	(1,470,829)	-	1,428,305	(42,524)
Balance at 31 December 2024	<u>2,193,540</u>	<u>-</u>	<u>(1,199,016)</u>	<u>42,384,698</u>	<u>1,096,770</u>	<u>940,015</u>	<u>197,947</u>	<u>(1,249,783)</u>	<u>6,155</u>	<u>88,854,523</u>	<u>133,224,849</u>	<u>14,736,811</u>	<u>96,424,933</u>	<u>244,386,593</u>

The attached notes 1 to 48 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	Notes	2024 AED'000	2023 AED'000
OPERATING ACTIVITIES			
Profit before tax		26,674,304	33,810,175
Adjustments for:			
Depreciation of property, plant and equipment		2,485,792	1,637,599
Amortisation of intangible assets	8	506,577	348,997
Depreciation of investment properties	9	963,216	894,281
Depreciation of right-of-use assets	31	519,393	278,947
Depreciation of biological assets	16	40,773	16,982
Impairment loss on property, plant and equipment	7	552,577	4,280
Impairment loss on goodwill	8 & 34	146,025	-
Write down of assets held for sale	20 & 34	183,481	-
Impairment loss (reversal of impairment) on investment properties	9 & 33	403,324	(85,338)
Impairment loss (reversal of impairment) loss on development work-in-progress	17 & 33	377,099	(52,927)
Write-off of project costs relating to development work-in-progress	17 & 33	19,748	133,216
Write down of land plots held for sale to net realisable value	13 & 34	-	109,198
Gain on lease modifications and terminations		(29,434)	(13,270)
Property, plant and equipment written off	7	28,253	155
Intangible assets written off	8	-	11,932
Share of profit from investment in associates and joint ventures	10	(1,633,730)	(13,233,218)
Gain on disposal of property, plant and equipment	36	(15,028)	(41,883)
Gain on disposal of investment properties	36	(128,874)	(28,788)
Gain on disposal of asset held for sale	36	-	(218,348)
Gain on disposal of associates and joint ventures	10	(17,665)	(493,110)
Gain on acquisition of subsidiaries	6.2	(6,067,056)	(2,998)
Gain on liquidation of subsidiaries		(10,073)	(4,051)
Gain on derecognition of subsidiaries	6.4	(2,653,781)	(8,858,361)
Gain on revaluation of digital assets		(30,892)	-
Change in fair value of biological assets	16 & 36	(17,867)	7,369
Loss on sale of biological assets	16	38,353	42,915
Allowance for slow moving inventories, net of reversals	13	1,829	57,201
Allowance for expected credit losses	34	342,757	387,257
(Reversal of) allowance for ECL on investments carried at amortised cost	11.3	(242)	372
Interest and dividend income	36	(4,305,534)	(1,928,332)
Unwinding of discounting of long-term receivables	36	(121,185)	(146,225)
Amortisation of deferred income	36	(388,121)	(387,061)
Amortisation of transaction cost	26	37,047	4,151
Loss on reassessment of non-current receivables	36	-	169,616
Change in the fair value of financial assets carried at fair value through profit or loss	11.2 & 36	(2,919,927)	(867,965)
Gain on revaluation of equity accounted interest transferred to financial assets carried at fair value through profit or loss	11.2 & 36	-	(817,627)
Recovery of bad debts written off	36	(1,428)	(23,925)
Fair value gain on revaluation of previously held equity interest	10	(461,509)	(318,699)
Provision for employees' end of service benefit	25	546,285	335,696
Reversal of excess provisions	36	(211,061)	(1,484,332)
Liabilities written back	36	(31,045)	(91,317)
Finance costs	40	4,073,915	2,277,366
Operating cash flows before changes in working capital		18,896,296	11,429,930
Working capital changes:			
Increase in inventories		(891,303)	(380,194)
Increase in biological assets		(74,629)	(52,568)
(Increase) decrease in due from related parties		(669,385)	85,326
Increase in trade and other receivables		(11,182,328)	(5,592,221)
Increase in contract assets		(5,660,845)	(3,729,875)
Increase in development work in progress		(1,315,556)	(1,615,712)
Decrease in due to related parties		(1,256,502)	(2,014,342)
Increase in trade and other payables		6,486,283	3,518,155
Increase in contract liabilities		7,666,431	5,993,461
Cash generated from operations		11,998,462	7,641,960
Employees' end of service benefit paid	25	(269,454)	(263,458)
Tax paid	41	(175,802)	(120,669)
Net cash generated from operating activities		11,553,206	7,257,833

CONSOLIDATED STATEMENT OF CASH FLOWS continued
For the year ended 31 December 2024

	Notes	2024 AED'000	2023 AED'000
INVESTING ACTIVITIES			
Movement in term deposits, margin accounts and wakala deposits with an original maturity more than three months		(926,222)	690,959
Additions to property, plant and equipment		(6,287,398)	(3,864,450)
Additions to intangible assets	8	(366,963)	(146,427)
Proceeds from sale of property, plant and equipment		656,731	105,106
Purchase of investment properties		(1,996,549)	(1,778,993)
Proceeds from assets held for sale		-	539,700
Proceeds from sale of investment properties		364,747	377,156
Purchase of investment in associates and joint ventures		(3,134,801)	(3,014,746)
Proceeds from disposal and partial disposals of associates and joint ventures		58,023	96,168
Cash acquired on business combination of entities under common control, net cash paid	6.1	3,462,644	54,288
Payment against acquisition of subsidiaries, net of cash acquired	6.2	48,524	(2,071,391)
Payment against acquisition of assets	6.3	-	(374,665)
Proceeds from derecognition of subsidiaries, net of cash disposed	6.4	109,875	(5,501,882)
Proceeds from disposal of shares of subsidiaries	6.5	6,780,404	2,694
Movement in derivative financial instruments		8,352	182,573
Capital repayment against joint ventures		-	99,145
Movement in restricted cash		(1,192,351)	(2,479,614)
Cash paid on acquisition of non-controlling interest	6.6	(749,031)	(250,918)
Dividend received from associates and joint ventures	10	408,738	241,046
Purchase of investments in financial assets	11	(12,989,710)	(7,056,045)
Proceed from sale of investments in financial assets	11	4,492,605	5,057,854
Loans to related parties, net of repayment		(74,622)	(621,005)
Movement in loans receivable		15,546	-
Interest and dividend received		<u>4,285,277</u>	<u>1,928,332</u>
Net cash used in investing activities		<u>(7,026,181)</u>	<u>(17,785,115)</u>
FINANCING ACTIVITIES			
Proceeds of borrowings, net of repayments		9,377,959	5,411,228
Capital injection by non-controlling interest		520,911	498,035
Dividend paid to non-controlling interest	46	(2,708,299)	(1,209,205)
Coupon paid on hybrid equity instrument	24	(103,289)	(103,289)
Advance contributions received	24	12,921,165	-
Proceeds from non-convertible sukuk, net of transaction cost	27	1,814,941	1,801,656
Payment for repurchase of non-convertible sukuk	27	(455,878)	-
Payment for purchase of treasury shares	23	(1,199,016)	-
Loan from related parties		1,784,084	(92,784)
Finance costs paid		(3,882,630)	(2,169,924)
Repayment to non-controlling interests towards contributed capital		-	(10,000)
Repayment of lease liabilities	31	<u>(749,061)</u>	<u>(281,891)</u>
Net cash generated from financing activities		<u>17,320,887</u>	<u>3,843,826</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS DURING THE YEAR		21,847,912	(6,683,456)
Cash and cash equivalents at beginning of the year		16,083,638	22,643,185
Effect of foreign exchange rate changes		<u>(10,957)</u>	<u>123,909</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	19	<u>37,920,593</u>	<u>16,083,638</u>

Significant non-cash transactions are disclosed in note 6, 10 and 11 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

1 GENERAL INFORMATION

International Holding Company PJSC (the “Company” or “IHC”) is a Public Shareholding Company incorporated in Abu Dhabi by an Emiri Decree No.15 issued by His Highness the Ruler of Abu Dhabi on 23 November 1998. The registered office of the Company is P.O. Box 32619, Abu Dhabi, United Arab Emirates. Royal Group Holding LLC is the Ultimate Parent of the Company.

These consolidated financial statements include the results of operations and financial position of the Company and its subsidiaries (together referred to as the “Group”). The main activities of the Group are:

- management services and investing in diversified projects;
- trading and importing of food items, including fresh consumables, canned, preserved and frozen foods, providing catering, re-packaging and wrapping services;
- rearing, hatching, feed processing and sale of poultry products and providing other farming and livestock related services;
- sport enterprises investment, institution, management services;
- management of cinema shows;
- installation, repair and maintenance of district cooling and air conditioning;
- buying, selling, leasing and other management & development related services of plots and real estate, including interior design related works;
- performing technical, commercial and contracting services related to marine works;
- importing, maintaining, trading and other services relating to spare parts, industrial machineries and equipment;
- medical and health care services including hospitalisation, management of testing laboratories with their related logistics and operating medical laboratories;
- wholesale and trading of cosmetics, personal care and other grooming related services;
- motorcycle trading, repairing and rentals;
- engineering and construction contracting relating to all types of buildings, infrastructure development, earth and civil works;
- engineering, procurement and dredging contracts and associated land reclamation works in the territorial waters of different countries;
- oil and gas transmission engineering consultancy oil and gas productions facilities operations and management services;
- marketing related activities including outdoor media solutions;
- tourism related investments, development and management;
- forestry and natural vegetation management including farming, agricultural related investments and management;
- manufacturing and supply of concrete and other industrial products including installation and fabrication of aluminium and glass panels;
- organisation and event management, newspaper advertisement and other services related to advertisement designing and production;
- coaching and training of motor vehicle drivers and management of driving license issuance related services;
- clinkers and hydraulic cements manufacturing, whole sale of cement products trading;
- development, sales, construction, leasing, management and associated services in real estate;
- development, construction, management and operations of hotels, schools, marinas, restaurants, beach clubs and golf courses;
- procurement of manpower related services;
- information and communication technology services including data centres and cyber security services;
- manage the production and sale of dairy and poultry products;
- facility management services;
- education related services;
- private funds management; and
- mining, exploration activities and trading of metals and minerals.

The consolidated financial statements for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Board of Directors on 24 February 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRSs”) as issued by International Accounting Standards Board (IASB), and the applicable requirements of the UAE Federal Law No. (32) of 2021.

2.2 Basis of measurement

The consolidated financial statements have been prepared on an historical cost basis, except for investments in financial assets carried at fair value through profit or loss, financial assets carried at fair value through other comprehensive income, biological assets, derivative financial instruments and digital assets which are stated fair value.

2.3 Functional and presentation currency

The consolidated financial statements are presented in UAE Dirhams (“AED”), which is the presentation currency of the Group and the functional currency of the Company. All the values are rounded to the nearest thousand (AED’000) except when otherwise indicated.

2.4 Basis for consolidation

The consolidated financial statements of the Group comprise the financial information of the Company and its subsidiaries.

Control is achieved when the Group:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

The Group considers all relevant facts and circumstances in assessing whether or not the Group’s voting rights in an investee are sufficient to give it power, including:

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

Details of the Company's subsidiaries as at 31 December 2024 and 31 December 2023 were as follows:

<i>Name of subsidiary</i>	<i>Place of incorporation and operation</i>	<i>Principal activities</i>	<i>Proportion of ownership interest and voting power held</i>	
			2024	2023
IHC Holdings RSC Limited	United Arab Emirates	Investment company.	100%	100%
IHC Companies Management LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	100%
IHC Utilities Holding LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	100%
IHC Real Estate Holding LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	100%
IHC Digital Holding LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	100%
IHC Industrial Holding LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	100%
IHC Food Holding LLC	United Arab Emirates	Food and related services enterprises investments, institution and management.	100%	100%
IHC Capital Holding LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	100%
IHC Education Holding LLC	United Arab Emirates	Education services enterprises investment, institution and management.	100%	100%
IHC Healthcare Holding LLC	United Arab Emirates	Health services enterprises investment, institution and management.	100%	100%
IHC West Investment – Sole Proprietorship LLC	United Arab Emirates	Commercial and industrial enterprises investment, institution and management.	100%	100%
International Aviation Holding – Sole Proprietorship LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	100%
ESG Emirates Stallions Group PJSC	United Arab Emirates	Buying, selling and dividing plots and real estate management and developing and leasing of real estate.	85%	85%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

<i>Name of subsidiary</i>	<i>Place of incorporation and operation</i>	<i>Principal activities</i>	<i>Proportion of ownership interest and voting power held</i>	
			2024	2023
Palms Sports PJSC	United Arab Emirates	Providing sport enterprises investment, institution and management.	79.44%	79.44%
Ghitha Holding PJSC	United Arab Emirates	Trading and import of fresh consumables, canned, preserved and frozen foods.	86.79%	86.90%
Cine Royal Cinema LLC	United Arab Emirates	Establishment, management services, sale of food and cafeteria items and cinema shows.	100%	100%
International Securities LLC	United Arab Emirates	Share brokerage services.	100%	100%
Acutus Investment – Sole Proprietorship LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	100%
Multiply Group PJSC	United Arab Emirates	Advertisement, designing and production services and motor vehicles driving training and installation and maintenance of district cooling and cosmetics and make-up trading.	59.51%	58.74%
Royal Technology Solutions LLC	United Arab Emirates	Computer trading, computer and data processing requisites trading, computer networks maintenance, and on-shore and off-shore oil and gas fields' services.	100%	100%
Easy Lease Motorcycle Rental PSC	United Arab Emirates	Motorcycles trading, motorcycles repairing and motorcycles rental.	49.57%	49.57%
Al Seer Marine Supplies and Equipment Company PJSC	United Arab Emirates	Importing, maintaining and trading of marine machinery and equipment.	81.10%	81.10%
Tamouh Healthcare Group LLC	United Arab Emirates	Health services enterprise investment.	100%	100%
West Investments SPV RSC Ltd.	United Arab Emirates	Investment company.	100%	100%
Retiro Properties LLC	United Arab Emirates	Real estate enterprises investment development, institution and management.	100%	100%
Playa Properties LLC	United Arab Emirates	Real estate enterprises investment development, institution and management.	100%	100%
Alpha Dhabi Holding PJSC	United Arab Emirates	Manage a diverse portfolio of businesses in the UAE and abroad, primarily through its subsidiaries.	87.69%	89.70%
CH Artillgence LLC	United Arab Emirates	Investment holding company.	100%	100%
Modon Holding PSC (formerly "Q Holding PSC")	United Arab Emirates	Commercial enterprises investment, institution and management and investment in properties.	42.59%	55.63%
Theta Bidco Limited	United Kingdom	Investment holding company.	70%	70%
Green Transmission Investment Holding RSC Limited	United Arab Emirates	Power transmission and distribution.	100%	100%
International Tech Group – Sole Proprietorship LLC	United Arab Emirates	Information technology and investment holding company.	100%	100%
Reach Group SPV Limited	United Arab Emirates	Manpower services holding company.	55%	55%
Avenir Investment RSC LTD	United Arab Emirates	Holding ownership of equity and non-equity assets, real property and intellectual property.	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

<i>Name of subsidiary</i>	<i>Place of incorporation and operation</i>	<i>Principal activities</i>	<i>Proportion of ownership interest and voting power held</i>	
			2024	2023
Connaissance Investment RSC LTD	United Arab Emirates	Holding ownership of equity and non-equity assets, real property and intellectual property.	100%	100%
Augmen Enterprise RSC LTD	United Arab Emirates	Holding ownership of equity and non-equity assets, real property and intellectual property.	100%	100%
Graystone Holding SA	Republic of Panama	Holding company.	100%	100%
Energia Renewable Holding RSC Ltd.	United Arab Emirates	Special purpose vehicle.	100%	100%
Two Point Zero Group LLC (ii)	United Arab Emirates	Commercial enterprise investment, institution and management.	87%	-
Firsttech Group SPV RSC LTD (i)	United Arab Emirates	Special purpose vehicle.	70%	-
International Financial Assets Holding RSC LTD (i)	United Arab Emirates	Special purpose vehicle.	95%	-
International Resure Holding RSC LTD (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, real property and intellectual property.	100%	-
<u>Below is the subsidiary of ESG Emirates Stallions Group PJSC:</u>				
ESG Holding – Sole Proprietorship LLC	United Arab Emirates	Management services of companies and private institutions, land and real estate purchase and sale.	100%	100%
<u>Below are the subsidiaries of ESG Holding – Sole Proprietorship LLC:</u>				
ESG Companies Management – Sole Proprietorship LLC	United Arab Emirates	Management services of the companies and private institutions, commercial enterprises investment, institution and management.	100%	100%
ESG Capital Holding LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
<u>Below are the subsidiaries of ESG Companies Management – Sole Proprietorship LLC:</u>				
Abu Dhabi Land General Contracting LLC	United Arab Emirates	Technical, building construction & maintenance contracting, general contracting and associated business.	100%	100%
Royal Architect Project Management LLC	United Arab Emirates	Architectural engineering consultancy, construction and projects management consultancy.	100%	100%
Gulf Dunes Landscaping and Agricultural Services Company LLC	United Arab Emirates	Landscaping, gardening, agricultural pest control, disinfection and sterilization services, rain water drainage, sewerage and irrigation network, afforestation and mechanical contracting.	100%	100%
Royal Development Company LLC	United Arab Emirates	Real estate development construction, real estate enterprise investment, development, institution and management, lease management, marketing, economic feasibility, and real estate consultancy.	100%	100%
ESG Agro LLC	United Arab Emirates	Agricultural enterprises investment, institution and management.	100%	100%
Tri Star Investment LLC	United Arab Emirates	Commercial brokers, commercial enterprises investment, institution, and management real estate investment, development, institution and management.	100%	100%
Vision Furniture & Decoration Factory LLC	United Arab Emirates	House & office furniture manufacturing and fireproof wooden doors manufacturing.	100%	60%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of ESG Capital Holding LLC:</u>				
Century Village Real Estate Investment LLC (iv)	United Arab Emirates	Real estate lease and management services, development construction, facilities management services.	100%	100%
Century Real Estate Investment LLC (v)	United Arab Emirates	Real estate management.	100%	100%
ESG Hospitality Sole Proprietorship LLC	United Arab Emirates	Hospitality services.	100%	100%
Afkar Financial & Property Investments LLC	United Arab Emirates	Retail trade of household and office furniture, mats, curtain & upholstery materials and interior decoration materials.	60%	60%
ESG Commercial International Investments - Sole Proprietorship LLC	United Arab Emirates	Commercial enterprises investment, tourist enterprises investment, institution and management.	100%	100%
Century Human Resources and Logistics LLC – One Person Company	United Arab Emirates	Human resources and logistics consultancy.	100%	100%
Deco Vision Company – WLL (ii)	United Arab Emirates	Interior design implementation works, retail sale of wallpaper, decor & partitions material and importing.	85%	-
Sawaeed Holding PJSC (ii)	United Arab Emirates	Management services of companies and private institutions, commercial enterprise investment, institution and management and real estate enterprises investment.	89.35%	-
<u>Below is the subsidiary of Royal Development Company LLC:</u>				
Royal Development Company d.o.o Beograd – Vracar	Republic of Serbia	Hotel accommodation.	100%	100%
<u>Below are the subsidiaries of ESG Hospitality Sole Proprietorship LLC:</u>				
Royal Dunes Real Estate Development LLC	United Arab Emirates	Real estate development.	51%	51%
Royal Luxury Hotel Management LLC	United Arab Emirates	Hotel management.	51%	51%
<u>Below is the subsidiary of Vision Furniture & Decoration Factory LLC:</u>				
Cedar Gate Industrial Company Sole Proprietorship (i)	Kingdom of Saudi Arabia	Decoration works and its installation.	100%	-
<u>Below are the subsidiaries of Afkar Financial & Property Investments LLC:</u>				
2XL Home LLC	United Arab Emirates	Retail trade of household and office furniture, mats, curtain and upholstery materials and interior decoration materials.	100%	100%
2XL Furnishings – Sole Proprietorship LLC	United Arab Emirates	Retail trade of household and office furniture, mats, curtain and upholstery materials and interior decoration materials.	100%	100%
OC Home Furniture LLC	United Arab Emirates	Retail trade of household and office furniture, mats, curtain and upholstery materials and interior decoration materials.	100%	100%
<u>Below is the subsidiary of Deco Vision Company – WLL:</u>				
Vision for Interior LLC Decoration Limited – One Person Company (i)	Kingdom of Saudi Arabia	Decoration and installation works.	100%	-

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Sawaeed Holding PJSC:</u>				
Sawaeed Employment – Sole Proprietorship LLC	United Arab Emirates	Providing upon request employee provision services.	100%	-
Sawaeed Training Center – Sole Proprietorship LLC	United Arab Emirates	Training on construction work.	100%	-
Sawaeed Facilities Management – Sole Proprietorship LLC	United Arab Emirates	Facilities management services, interior cleaning services for buildings and dwellings, and cleaning the outside (interface) buildings.	100%	-
Sawaeed Investment – Sole Proprietorship LLC	United Arab Emirates	Real estate enterprises investment, development, institution and management; and camps and labour accommodation management.	100%	-
Sawaeed General Projects – Sole Proprietorship LLC	United Arab Emirates	Building projects contracting, project management services, building demolition and other constructions and debris cleaning.	100%	-
United International Group for Manpower Services LLC – Sole Proprietorship (ii)	United Arab Emirates	Domestic workers mediation and temporary employment services and upon request employees provision services.	100%	51%
Progressive Real Estate Development LLC – Sole Proprietorship (ii)	United Arab Emirates	Real estate enterprise investment, development, institution and management.	100%	80%
<u>Below is the subsidiary of Sawaeed Investment – Sole Proprietorship LLC:</u>				
Takatof Employment Co. LLC	United Arab Emirates	Providing employees services upon request (temporary employment) and labor and employment supply.	100%	-
<u>Below are the subsidiaries of United International Group for Manpower Services LLC – Sole Proprietorship:</u>				
Howdra Employment Services LLC	United Arab Emirates	On demand supply of temporary labour employment.	100%	100%
Career Line for Employment – Sole Proprietorship LLC	United Arab Emirates	Upon request employees provision services.	100%	100%
Alpha Hub Domestic Workers Services Center LLC	United Arab Emirates	Mediation services for the temporary employment of domestic workers.	100%	100%
<u>Below is the subsidiary of Ghitha Holding PJSC:</u>				
Ghitha Enterprises Holding RSC LTD	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
<u>Below is the subsidiary of Ghitha Enterprises Holding RSC LTD:</u>				
Ghitha Companies Management LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
<u>Below are the subsidiaries of Ghitha Companies Management LLC:</u>				
Ghitha Investment Holding LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
Ghitha Trading Holding LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
Ghitha Manufacturing Holding LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
Ghitha Agriculture Holding LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Ghitha Companies Management LLC:</u> continued				
Ghitha Fruits and Vegetables Holding LLC (formerly “Tamween Group LLC”)	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
Ghitha Agencies and Distribution Holding LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
<u>Below are the subsidiaries of Ghitha Investment Holding LLC:</u>				
Green Park Investment Sole Proprietorship LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
Tamween Companies Management LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
Ghitha Culinary RSC LTD	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
Ghitha Aeroinvest Holding RSC Ltd (i)	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of Ghitha Trading Holding LLC:</u>				
Zee Stores International LLC	United Arab Emirates	Wholesale of food and non-food items, including fresh consumables, canned, preserved and frozen foods and providing re-packaging and wrapping services.	100%	100%
Mega Logistics Park Warehouses Management – Sole Proprietorship LLC	United Arab Emirates	Warehouses management and operations.	100%	100%
<u>Below are the subsidiaries of Zee Stores International LLC:</u>				
Royal Horizon Holding LLC	United Arab Emirates	Holding company.	60%	60%
Delice Supermarket LLC	United Arab Emirates	Supermarket.	100%	100%
Harv Est. Foods General Trading LLC (i)	United Arab Emirates	Warehouses management and operation, general trading, repackaging and wrapping services.	51%	-
International Food Industries LLC (ii)	United Arab Emirates	Processing, packaging, importing and exporting of legumes.	70.09%	-
<u>Below are the subsidiaries of Royal Horizon Holding LLC:</u>				
Overseas Foodstuff Trading – Sole Proprietorship LLC	United Arab Emirates	Importing and wholesale of canned and preserved foodstuff trading.	100%	100%
Royal Horizon General Trading – Sole Proprietorship LLC	United Arab Emirates	General trading, retail sale of computer system and software, wholesale of canned and preserved foodstuff trading, importing and exporting, packaging and wrapping of foodstuff.	100%	100%
Royal Horizon Fazaa Stores LLC	United Arab Emirates	Retail and wholesale consumer stores.	100%	100%
<u>Below are the subsidiaries of Ghitha Manufacturing Holding LLC:</u>				
Abu Dhabi Vegetable Oil Company LLC	United Arab Emirates	Manufacturing and refining of vegetable oils, manufacturing of basic organic chemical acid, plastic bottles and similar containers and plastic closures articles.	70%	70%
WAS Commercial Investment– Sole Proprietorship LLC	United Arab Emirates	Holding company.	100%	100%
Alliance Foods Co. LLC	United Arab Emirates	Trading, processing and packing of seafood products.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below is the subsidiary of Abu Dhabi Vegetable Oil Company LLC:</u>				
Cebag Middle East LLC	United Arab Emirates	Food and beverages trading.	98%	98%
<u>Below is the subsidiary of Ghitha Agriculture Holding LLC:</u>				
AGRINV SPV RSC Limited	United Arab Emirates	Investment company.	100%	100%
<u>Below is the subsidiary of AGRINVSPV RSC Limited:</u>				
Al-Hashemiya for Land Reclamation and Cultivation S.A.E.	Arab Republic of Egypt	Land cultivation, land-reclaimed farming and providing other farming and livestock related services.	100%	100%
<u>Below are the subsidiaries of Ghitha Fruits and Vegetables Holding LLC (formerly “Tamween Group LLC”):</u>				
NRTC Food Holding LLC	United Arab Emirates	Holding company.	41%	41%
NRTC International Investment LLC	United Arab Emirates	Holding company.	60%	60%
<u>Below are the subsidiaries of NRTC Food Holding LLC:</u>				
NRTC Dubai International Vegetables & Fruits Trading LLC	United Arab Emirates	Fruits & vegetables, food & frozen trading.	100%	100%
Nassar Al Refaee Vegetables & Fruits Trading LLC	United Arab Emirates	Fruits & vegetables trading, food & beverage trading and frozen poultry trading.	100%	100%
Nassar Al Refaee Potatoes Trading LLC	United Arab Emirates	Potatoes trading.	100%	100%
Food Care LLC	United Arab Emirates	Fruits & vegetables trading, food and beverage trading.	100%	100%
Nasser Al Refaee Fruits & Vegetables & Legumes Canning & Packaging Co. LLC	United Arab Emirates	Fruits & vegetables canning and packaging.	100%	100%
Al Rifai Sons Vegetables & Fruits Trading LLC	United Arab Emirates	Fruits & vegetables trading, food and beverage trading.	100%	100%
Wholes Sale Market Fruits & Vegetables Trading LLC	United Arab Emirates	Retail sale of fruits and vegetables, frozen foodstuff, fresh fish and meat, canned and preserved foodstuff.	100%	100%
NRTC International Fruits & Vegetables Trading LLC	United Arab Emirates	Retail sale of fruits and vegetables, frozen food, canned fresh meat.	100%	100%
NRTC Investment SP LLC	United Arab Emirates	Commercial agricultural enterprises investment, institution and management.	100%	100%
Mirak Royal Nature Fruit and Vegetables LLC	United Arab Emirates	Trading of baby food items, food & beverage and vegetable & fruits.	100%	100%
<u>Below is the subsidiary of NRTC International Investment LLC:</u>				
NRTC Limited Company	Kingdom of Saudi Arabia	Agriculture, forestry and fishing for wholesale and retail trade of fresh produce.	100%	100%
<u>Below is the subsidiary of WAS Commercial Investment– Sole Proprietorship LLC:</u>				
Al Ain Farms for Livestock Production PJSC	United Arab Emirates	Production and sale of dairy and livestock.	48.3%	51%
<u>Below are the subsidiaries of Al Ain Farms for Livestock Production PJSC:</u>				
Al Ajban Poultry LLC	United Arab Emirates	Rearing, hatching, feed processing and sale of poultry products.	100%	100%
Al Ajban Fodders Factory LLC	United Arab Emirates	Import, export and production of farm animals’ feeds, its concentrates and supplements manufacturing.	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

<i>Name of subsidiary</i>	<i>Place of incorporation and operation</i>	<i>Principal activities</i>	<i>Proportion of ownership interest and voting power held</i>	
			2024	2023
<u>Below are the subsidiaries of Al Ain Farms for Livestock Production PJSC:</u> continued				
Marmum Dairy Farm LLC (ii)	United Arab Emirates	Production and sale of dairy and livestock.	100%	-
United Sales Partners LLC (ii)	United Arab Emirates	Dairy, poultry, livestock, food and beverage trading.	100%	-
<u>Below is the subsidiary of Marmum Dairy Farm LLC:</u>				
Marmum Dairy LLC	United Arab Emirates	Production and sale of dairy and livestock.	100%	-
<u>Below are the subsidiaries of Multiply Group PJSC:</u>				
Multiply Companies Management – Sole Proprietorship LLC	United Arab Emirates	Management services of companies and private institutions.	100%	100%
MG Communications Holding LLC	United Arab Emirates	Establishing, investing and managing technology projects.	100%	100%
MG Wellness Holding LLC	United Arab Emirates	Investment, institute and management of health services enterprises.	100%	100%
MG Digital Holding LLC	United Arab Emirates	Establishing, investing and managing technology projects.	100%	100%
MG Utilities Holding LLC	United Arab Emirates	Establishing, investing and managing infrastructure projects.	100%	100%
MG Ventures Holding LLC	United Arab Emirates	Establishing, investing and managing commercial projects.	100%	100%
MG Entertainment Holding LLC	United Arab Emirates	Entertainment enterprise investment, institution and management.	100%	100%
Multiply Group International Holding Limited	United Arab Emirates	Investments holding company.	100%	100%
Spranza Commercial Investment – Sole Proprietorship LLC	United Arab Emirates	Establishing, investing and managing commercial projects.	100%	100%
Emirates Driving Company PJSC	United Arab Emirates	Drivers training and road safety education.	48.01%	48.01%
<u>Below is the subsidiary of MG Ventures Holding LLC:</u>				
Norm Commercial Investment – Sole Proprietorship LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
<u>Below is the subsidiary of MG Digital Holding LLC:</u>				
PAL Cooling Holding LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%
<u>Below are the subsidiaries of MG Communications Holding LLC:</u>				
Viola Communications LLC	United Arab Emirates	Communication, marketing, media and events.	100%	100%
24 7 Media Holding LLC	United Arab Emirates	Investment holding company.	60%	60%
BackLite Media LLC (ii)	United Arab Emirates	Outdoor media solution provider.	100%	-
<u>Below is the subsidiary of MG Wellness Holding LLC:</u>				
Omorfia Group LLC	United Arab Emirates	Women and men personal care and other grooming related services, including procuring beauty products and equipment.	51%	51%
<u>Below are the subsidiaries of 24 7 Media Holding LLC:</u>				
24-7 Media LLC	United Arab Emirates	Advertising billboards contracting.	100%	100%
Media 20-4 Seven DMCC	United Arab Emirates	Public relation management, media studies, consultancies advertising, consultancies services and events management.	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation continued**

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Emirates Driving Company PJSC:</u>				
Tabieah Property Investment – Sole Proprietorship LLC	United Arab Emirates	Manage investment properties.	100%	100%
Emirates Mobility Company Limited (i)	United Arab Emirates	Investment company.	100%	-
Excellence Premier Investment LLC (ii)	United Arab Emirates	Investment holding company.	51%	-
<u>Below are the subsidiaries of Excellence Premier Investment LLC:</u>				
Excellence Driving Centre LLC	United Arab Emirates	Automobile driving school and optical center.	100%	-
Excellence Couriers Delivery Services LLC	United Arab Emirates	Order management and delivery services.	100%	-
Excellence Premium Limousine Services LLC	United Arab Emirates	Passenger transport by luxury motor vehicles.	100%	-
Excellence Premier Auto Repair LLC	United Arab Emirates	Auto oil change, auto air conditioning and mechanical repair, maintenance and general repair of vehicles, auto radiators repairing and maintenance, auto exhaust repairing and electric repair, car washing and cleaning.	100%	-
<u>Below are the subsidiaries of Omorfia Group LLC:</u>				
Bedashing Holding Company LLC	United Arab Emirates	Wholesale cosmetic and make-up trading women personal care and other grooming related services.	100%	100%
Tips & Toes Beauty and Spa Centre LLC	United Arab Emirates	Ladies’ cosmetic and personal care centre, women salon, ladies oriental bath and ladies spa club.	100%	100%
Jazz Lounge Spa LLC	United Arab Emirates	Men oriental bath, gents cosmetic and personal care centre, hair fixing centre, perfumes and cosmetic trading, gents haircutting and hairdressing salon.	100%	100%
Ben Suhail Distribution LLC	United Arab Emirates	Perfumes and cosmetic trading, beauty and personal care equipment trading, imitation jewellery trading, soap and hair care products trading and beauty and personal care requisites trading.	100%	100%
Omorfia Institute of Beauty and Wellness Women Beauty Saloon Works Training - Sole Proprietorship LLC	United Arab Emirates	Wholesale cosmetics and make-up trading, women personal care and other grooming related services.	100%	100%
Fisio Therapy and Rehabilitation LLC	United Arab Emirates	Physical medicine and rehabilitation centre and physiotherapy centre.	100%	100%
Juice Lounge SPA and Beauty Center LLC	United Arab Emirates	Women salon, ladies oriental bath, ladies cosmetic and personal care centre, ladies health club, ladies massage and relaxation centre.	100%	100%
Bedashing Beauty Lounge – Sole proprietorship LLC	United Arab Emirates	Wholesale cosmetics and make-up trading, women personal care and other grooming related services.	100%	100%
Juice SPA Salon	United Arab Emirates	Women salon, ladies health club, ladies oriental bath, ladies cosmetic and personal care centre.	100%	100%
Jamm Salon Supplies	United Arab Emirates	Ladies cosmetic & personal care center, women salon, hair fixing center, henna saloon, ladies massage & relaxation center.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Omorfia Group LLC:</u> continued				
The Juice Beauty Salon LLC	United Arab Emirates	Perfumes and cosmetics trading, ladies oriental bath, ladies health club, women salon, soap and hair care products trading, ladies massage and relaxation center.	100%	100%
Acumen International Ltd.	United Arab Emirates	Gents cosmetic and personal care, gents haircutting and hairdressing salon, ladies cosmetic & personal care, ladies haircutting and hair dressing, ladies spa club.	100%	100%
Atelier Hommage Mens Salon LLC	United Arab Emirates	Men oriental bath, gents haircutting & hairdressing salon, gents health club, gents massage & relaxation center.	100%	100%
TGC Holding Limited (ii)	Jersey	Holding company.	100%	-
<u>Below are the subsidiaries of TGC Holding Company:</u>				
The Grooming Company International Investments Ltd	British Virgin Islands	Global franchise operations.	100%	-
Nextar Investments LLC	United Arab Emirates	Investment in industrial and commercial enterprises & management.	100%	-
TGC Project Management Services LLC	United Arab Emirates	Project management services.	100%	-
Sisters Beauty Lounge LLC	United Arab Emirates	Henna saloon, women salon, ladies cosmetic & personal care center and ladies oriental bath.	100%	-
Global Beauty Center LLC	United Arab Emirates	Women oriental bath, wholesale of cosmetics and trading, women personal care and beauty, women hair cutting and hair dressing.	100%	-
<u>Below is the subsidiary of The Grooming Company International Investments Ltd:</u>				
Beauty Grooming Franchise UK Limited	United Kingdom	Franchise operations.	100%	-
<u>Below are the subsidiaries of Nextar Investments LLC:</u>				
The Grooming Company LLC	United Arab Emirates	Investment in agricultural, industrial and commercial enterprises & management.	100%	-
Wellbe Trading LLC	United Arab Emirates	Beauty and personal care requisites trading, readymade garments trading, handbags and leather products trading, blankets, towels and linen trading, imitation jewellery trading, shoe and textile trading, perfumes and cosmetics trading, suitcases, travel requisites and gifts trading.	100%	-
<u>Below is the subsidiary of Bedashing Holding Company LLC:</u>				
Bedashing Beauty Lounge International Limited	United Arab Emirates	Wholesale cosmetics and make-up trading, women personal care and other grooming related services.	100%	100%
<u>Below are the subsidiaries of Viola Communications LLC:</u>				
Purple Printing LLC	United Arab Emirates	Commercial publication printing.	100%	100%
Purple Exhibition LLC	United Arab Emirates	Commercial publication printing.	100%	100%
<u>Below are the subsidiaries of PAL Cooling Holding LLC:</u>				
PAL Cooling Services LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of PAL Cooling Holding LLC:</u> continued				
PAL First Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%
PAL Danat Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%
PAL Saraya Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%
PAL Shams Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%
PAL Najmat Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%
PAL 4 Reem Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%
PAL 4 Shams Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	100%	100%
<u>Below is the subsidiary of MG Utilities Holding LLC:</u>				
PAL 4 Solar Energy LLC (vi)	United Arab Emirates	Installation and maintenance of alternative energy equipment.	100%	100%
<u>Below is the subsidiary of PAL 4 Solar Energy LLC:</u>				
International Energy Holding LLC	United Arab Emirates	Commercial enterprises, investment, institution and management, power enterprise investment and industrial enterprise investment.	100%	100%
<u>Below are the subsidiaries of BackLite Media LLC:</u>				
Backlite Media FZ LLC	United Arab Emirates	Outdoor media solution provider.	100%	-
Backlite Digital Billboards – Sole Proprietorship LLC	United Arab Emirates	Outdoor media solution provider.	100%	-
<u>Below are the subsidiaries of Easy Lease Motorcycle Rental PSC:</u>				
Uplift Delivery Services LLC	United Arab Emirates	Delivery services.	67%	67%
Yallow Technologies LLC	United Arab Emirates	Computer systems & communication equipment software trading.	80%	80%
1885 Delivery Services LLC	United Arab Emirates	Delivery services.	70%	70%
The Captain Boats and Ships Trading LLC	United Arab Emirates	Marine sports club and wholesale trading of ships and boats.	55%	55%
Easy Lease Vehicles Rental LLC	United Arab Emirates	Rental of vehicles and repairs and maintenance services.	100%	100%
Easy Lease Limousine Luxury Motor Vehicles Services LLC	United Arab Emirates	Rental of limousine and luxury vehicles.	100%	100%
Easy Lease Transport Services One Person Company LLC	Kingdom of Saudi Arabia	Mobility services.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Easy Lease Motorcycle Rental PSC:</u> continued				
Easy Lease Motorcycle Rental WLL	Kingdom of Bahrain	Motorcycle rental and trading of motorcycle and accessories including motor peds.	100%	100%
Qube Car Park Management LLC	United Arab Emirates	Car park rental and management of valet parking services.	70%	70%
Fully Charged Electrical Fitting Contracting LLC	United Arab Emirates	Electrical charging of vehicles.	60%	60%
Ripe Exhibition Organizer Co. LLC	United Arab Emirates	Event management.	60%	60%
Lynx Technology Group Ltd.	British Virgin Island	IT services.	49%	49%
United Trans General Trading LLC (ii)	United Arab Emirates	Trains and railways construction, fabrication, trains spare parts and security system trading.	60%	-
Mobility HUB FZE (i)	United Arab Emirates	Spare parts and motor vehicles trading.	100%	-
Mobility Spares Trading FZCO (i)	United Arab Emirates	Spare parts and motor vehicles trading.	70%	-
Gallega Group Holdings DMCC (ii)	United Arab Emirates	Logistics services.	51%	-
<u>Below is the subsidiary of Easy Lease Vehicles Rental LLC:</u>				
Sheel Vehicle Transport Towing LLC	United Arab Emirates	Recovery services.	100%	100%
<u>Below is the subsidiary of 1885 Delivery Services LLC:</u>				
Infinity Logistics Transport LLC	United Arab Emirates	Logistics services.	60%	60%
<u>Below is the subsidiary of Uplift Delivery Services LLC:</u>				
Uplift Transport Services LLC	Kingdom of Saudi Arabia	Delivery services.	100%	100%
<u>Below are the subsidiaries of The Captain Boats and Ships Trading LLC:</u>				
Nautica Marine Services Navy - Sole Proprietorship LLC	United Arab Emirates	Boats repairing and services to onshore and offshore oil and gas facilities.	100%	100%
Delta Marine Equipment LLC	United Arab Emirates	Boats repairing and retail sale of marine equipment and machinery.	70%	70%
The Captain SPC	Sultanate of Oman	Renting of tourist boats, retail sale in specialised stores of boats and yachts.	100%	100%
Captains Club for Renting and Trading WLL (i)	State of Qatar	Renting and trading of boats and ships.	100%	-
The Captain Yacht Rental Company LLC (i)	Kingdom of Saudi Arabia	Renting and trading of boats and ships.	100%	-
The Captains Club Company for Renting Recreational Boats and Canoes (i)	State of Kuwait	Renting and trading of boats and ships.	100%	-
<u>Below is the subsidiary of Qube Car Park Management LLC:</u>				
Al Khaleej Cars Parking Management LLC – Sole Proprietorship	United Arab Emirates	Car park rental and management valet parking services.	100%	100%
<u>Below are the subsidiaries of Fully Charged Electrical Fitting Contracting LLC:</u>				
Fully Charged Electric Vehicles Charging Stations Management & Operation LLC (i)	United Arab Emirates	Electric vehicles and charging stations management and operation.	100%	-

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31 December 2024

2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Fully Charged Electrical Fitting Contracting LLC:</u> continued				
Fully Charged Electrical Fitting Trading and Contracting (i)	State of Qatar	Installation of electrical energy transmission, electrical equipment, solar energy systems and electrical fitting contracting.	100%	-
<u>Below are the subsidiaries of United Trans General Trading LLC:</u>				
United Trans General Trading – Sole Proprietorship LLC	United Arab Emirates	Trading of airport equipment & spare parts, electronic parking management systems installation, maintenance & innovation in transport services and computer systems & software designing.	100%	-
United Transport Solutions – Sole Proprietor Company	Sultanate of Oman	Trucking of goods and equipment.	100%	-
United Trans Solutions WLL	Kingdom of Bahrain	Trading activities, other information service activities, management of head offices and office administrative & support activities.	100%	-
<u>Below are the subsidiaries of Gallega Group Holdings DMCC:</u>				
Gallega Global Logistics Single Owner LLC	United Arab Emirates	Logistics and transportation services, including cargo handling, warehousing, and equipment rental, through online platforms and smart applications.	100%	-
Gallega International Logistics Services Ltd	United Arab Emirates	Goods land transportation, freight clearing, marine and air shipment, warehousing, and specialised oil and gas field services.	100%	-
<u>Below are the subsidiaries of Palms Sports PJSC:</u>				
Direct Trading LLC	United Arab Emirates	Distribution company.	60%	60%
Palms Sports Events LLC	United Arab Emirates	Organisation and event management.	100%	100%
Securiguard Middle East LLC	United Arab Emirates	Provision of security guards and cleaning services.	100%	100%
Secure Recruitment Services Establishment LLC OPC	United Arab Emirates	Provision of recruitment services.	100%	100%
Secure Facilities General Maintenance LLC OPC	United Arab Emirates	Building maintenance and cleaning services.	100%	100%
Securiguard Parking Management- Sole Proprietorship LLC	United Arab Emirates	Valet parking services.	100%	100%
Learn Educational Investment LLC – OPC (ii)	United Arab Emirates	Holding company.	100%	-
Palms Security Services LLC – OPC (i)	United Arab Emirates	Security and surveillance system installation and maintenance.	100%	-
Yas Physiotherapy Center LLC (ii)	United Arab Emirates	Physiology treatment center.	80%	-
<u>Below are the subsidiaries of Learn Educational Investment LLC – OPC:</u>				
Al Rabeeh School LLC	United Arab Emirates	Provision of education services.	100%	-
Al Rabeeh Academy LLC	United Arab Emirates	Provision of education services.	100%	-
<u>Below are the subsidiaries of Al Seer Marine Supplies and Equipment Company PJSC:</u>				
Al Seer Marine Boats Building – Sole Proprietorship LLC	United Arab Emirates	Onshore and offshore oil and gas fields and facilities services and building of motorboats.	100%	100%
Al Seer Marine Services Company LLC	United Arab Emirates	Sea shipping lines agents, customs clearance services, ships management and operation, onshore and offshore oil and gas fields and facilities services, yacht management and running.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Al Seer Marine Supplies and Equipment Company PJSC:</u> continued				
Al Seer Marine Training Institute LLC	United Arab Emirates	Security and safety training, computer software training, technical training on electrical and electronic devices, training and rehabilitation of marine cadres, onshore and offshore oil and gas fields and facilities services.	100%	100%
Project Ceres One Limited	Cayman Islands	Commercial vessel management.	100%	100%
ASM Chartering	Cayman Islands	Commercial vessel management, cargo management and freight services.	100%	100%
Alcor Marine Limited	Cayman Islands	Commercial vessel management.	100%	100%
Alkaid Limited	Cayman Islands	Commercial vessel management.	100%	100%
Castor Marine Limited	Cayman Islands	Commercial vessel management.	100%	100%
Pollux Marine Limited	Cayman Islands	Commercial vessel management.	100%	100%
Acrux Marine Limited	Cayman Islands	Commercial vessel management.	100%	100%
Meissa Shipping Ltd	Cayman Islands	Commercial vessel management.	100%	100%
Oriental Shipping Limited	Cayman Islands	Commercial vessel management.	100%	100%
Bellatrix Maritime Limited	Cayman Islands	Commercial vessel management.	100%	100%
Betelgeuse Maritime Limited	Cayman Islands	Commercial vessel management.	100%	100%
Mintaka Maritime Limited	Cayman Islands	Commercial vessel management.	100%	100%
Rigel Maritime Limited	Cayman Islands	Commercial vessel management.	100%	100%
Saiph Maritime Limited	Cayman Islands	Commercial vessel management.	100%	100%
Tabit Maritime Limited	Cayman Islands	Commercial vessel management.	100%	100%
Dtec Industries Limited (ii)	United Arab Emirates	Providing independent and specialist industrial participation.	100%	-
ASM Nautical Holdings Ltd (i)	United Arab Emirates	Activities of holding companies and head office.	100%	-
<u>Below is the subsidiary of ASM Nautical Holdings Ltd:</u>				
ASM Shipping Ltd (i)	United Arab Emirates	Ships management and operation.	100%	-
<u>Below is the subsidiary of Theta Bidco Limited:</u>				
Arena Events Group Limited	United Kingdom	Integrated event solutions, designing and delivering temporary environments for a variety of sporting, commercial and cultural events.	100%	100%
<u>Below are the subsidiaries of Arena Events Group Limited:</u>				
AES Americas Limited	United Kingdom	Holding company.	100%	100%
AES EMEA Limited	United Kingdom	Holding company.	100%	100%
<u>Below are the subsidiaries of AES Americas Limited:</u>				
AAS Holdco LLC	United States of America	Holding company.	100%	100%
Arena Event Services Inc.	United States of America	Temporary infrastructure works.	100%	100%
<u>Below is the subsidiary of AAS Holdco LLC:</u>				
Arena Aztec Shaffer LLC	United States of America	Temporary infrastructure works.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below is the subsidiary of Arena Event Services Inc.:</u>				
AES Canada Corp. (i)	Canada	Temporary infrastructure works.	100%	-
<u>Below are the subsidiaries of AES EMEA Limited:</u>				
AESG (Thailand) Ltd	Thailand	Temporary infrastructure works.	100%	100%
AES France SAS	France	Temporary infrastructure works.	100%	100%
Arena Event Services Group Limited	United Kingdom	Temporary infrastructure works.	100%	100%
AES MEA Limited	United Kingdom	Holding company.	100%	100%
<u>Below are the subsidiaries of Arena Event Services Group Limited:</u>				
AMEA Gulf Limited	British Virgin Islands	Temporary infrastructure works.	100%	100%
Asia Tents Arena SDN BHD	Malaysia	Temporary structures.	100%	100%
Arena Hong Kong Limited	Hong Kong	Temporary infrastructure event services.	100%	100%
Ironmonger Limited	Hong Kong	Temporary infrastructure event services.	100%	100%
AESG Al Khaimah Contracting LLC	United Arab Emirates	Interior design implementation and décor works.	100%	100%
TGP Holdings Limited	British Virgin Islands	Exhibitions and graphics.	100%	100%
P.J. Steel Construction Limited	United Kingdom	Steel fabrication powder coating.	100%	100%
Arena Event Services PTE Limited	Singapore	Temporary structures.	100%	100%
Showblock Group Ltd (ii)	United Kingdom	Sustainable temporary structures.	100%	-
<u>Below is the subsidiary of Showblock Group Ltd:</u>				
Showblock Limited	United Kingdom	Specialised design activities on modular structure.	100%	-
<u>Below is the subsidiary of P.J. Steel Construction Limited:</u>				
Stadium Solutions (UK) Limited	United Kingdom	Steel fabrication powder coating.	100%	100%
<u>Below are the subsidiaries of TGP Holdings Limited:</u>				
Top Gear Promotions Event Management LLC	United Arab Emirates	Event organising and management.	100%	100%
Top Gear Promotions LLC	United Arab Emirates	Interior decoration and exhibition stand fittings.	100%	100%
Top Gear Promotions Graphics LLC	United Arab Emirates	Promotional and advertising related works.	100%	100%
Top Gear Promotions Décor LLC	United Arab Emirates	Interior design implementation and décor works.	100%	100%
<u>Below is the subsidiary of Top Gear Promotions LLC:</u>				
Arena Saudi Company for Industry LLC	Kingdom of Saudi Arabia	Temporary infrastructure works.	100%	100%
<u>Below is the subsidiary of Tamouh Healthcare Group LLC:</u>				
Sirius International Holding Limited	United Arab Emirates	Research and experimental development on natural sciences and engineering. Manufacture of pharmaceuticals, medicinal chemical and botanical products, medical care services.	83.69%	83.69%
<u>Below are the subsidiaries of Sirius International Holding Limited:</u>				
Quant Lase Lab LLC	United Arab Emirates	Development and innovation in chemical solutions, innovation in creating test equipment and solutions for identifying SARS-COV2 infection and related infections.	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation continued**

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Sirius International Holding Limited:</u> continued				
Quantlase International Holding SPV RSC Limited	United Arab Emirates	Holding ownership of equity and non-equity assets, real estate property and intellectual property.	100%	100%
Cyber Gate Defense LLC	United Arab Emirates	Cyber security related services.	55%	55%
Rebound Limited	United Arab Emirates	Facilitating global trade of recycled plastic.	95%	95%
Oxinus Holding Limited	United Arab Emirates	Information technology and computer services and programming activities.	80%	80%
Quantum Solutions Limited	United Arab Emirates	Applications development in addition to computer programming activities.	82.5%	82.5%
APEIRO Limited	United Arab Emirates	Digitalisation of healthcare related platform.	100%	100%
Sirius Digitech Limited (i)	United Arab Emirates	Computer programming activities.	51%	-
New Emerging Technologies Limited (i)	United Arab Emirates	Computer programming activities.	100%	-
Sirius Integrated Services Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, real estate property and intellectual property.	100%	-
Sirius Investment Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, real estate property and intellectual property.	100%	-
Rorix Holding Limited (i)	United Arab Emirates	Computer programming activities, consultancy and facilities management activities, management consultancy activities, other information technology and computer service activities.	100%	-
<u>Below are the subsidiaries of Quantlase Lab LLC:</u>				
Sanimed International Lab and Management LLC	United Arab Emirates	Pharmaceutical studies and research, development and innovation in chemical solutions, geological and geophysical consultancy, studies and research.	80%	80%
CMC Holding LLC	United Arab Emirates	Health services enterprises investment, institution and management.	60%	60%
Esyasoft Holding Ltd	United Arab Emirates	Smart utilities and energy efficiency solutions.	92%	80%
QData Limited (i)	United Arab Emirates	Financial advisors and IT services, including consultancy, development, hosting services for devices and information systems and solution provision.	70%	-
<u>Below are the subsidiaries of Cyber Gate Defense LLC:</u>				
Cyber Gate Computer Software Training SP LLC	United Arab Emirates	Computer software training.	100%	100%
Cyber Gate Defense LLC	United Arab Emirates	Computer software and equipment trading and software training.	100%	100%
<u>Below is the subsidiary of Rebound Limited:</u>				
Rebound FZCO (i)	United Arab Emirates	Waste management and recycling consultancy and commercial brokers.	100%	-
<u>Below are the subsidiaries of APEIRO Limited</u>				
Caretrack Holding Limited (i)	United Arab Emirates	Activities of holding companies including treasury cash and liquidity management.	100%	-
T4Health Limited (i)	Republic of Kenya	Health insurance.	100%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below is the subsidiary of Rorix Holding Limited:</u>				
Finstreet Limited	United Arab Emirates	Financial services.	95%	95%
<u>Below are the subsidiaries of Oxinus Holding Limited:</u>				
Spotlightpos Limited	Cyprus	Information technology related services.	100%	100%
Oxustech Holding Limited (i)	United Arab Emirates	Consultancy activities, information technology consultancy, other information technology and computer service activities, data processing, hosting and related activities, computer consultancy, facilities management and programming activities.	60%	-
Dynamic Technologies Limited (i)	United Arab Emirates	Information technology consultancy, other information computer service technology and activities, data processing, hosting and related activities, computer consultancy, facilities management and programming activities.	80%	-
<u>Below is the subsidiary of Spotlightpos Limited:</u>				
Spotlightpos Hellas Single Member PC Software Services	Greece	Information technology related services.	100%	100%
<u>Below is the subsidiary of Oxustech Holding Limited:</u>				
Oxustech LLC (i)	Republic of Uzbekistan	IT consultancy	100%	-
<u>Below are the subsidiaries of Oxustech LLC:</u>				
Oxus Pay (i)	Republic of Uzbekistan	Data hosting and processing.	100%	-
Socialtech LLC (i)	Republic of Uzbekistan	Computer and technology consultancy services.	90%	-
<u>Below are the subsidiaries of Finstreet Limited:</u>				
Finstreet Capital Limited (i)	United Arab Emirates	Managing a collective investment fund, operating a private financing platform, providing custody, advising on investment or credit.	100%	-
Finstreet Global Markets Limited (i)	United Arab Emirates	Operating a multilateral trading facility, organised trading facility.	100%	-
Finstreet Global Clearing and settlement Limited (i)	United Arab Emirates	Providing custody.	100%	-
<u>Below are the subsidiaries of Esyasoft Holding Ltd:</u>				
Esyasoft UK Limited	United Kingdom	Professional consultancy services.	90%	90%
Esyasoft CIS LLC	Republic of Azerbaijan	Product and solution using SaaS based technology.	90%	90%
Esyasoft Technologies FZE	United Arab Emirates	Professional consultancy services.	100%	100%
Esyasoft Technologies Private Limited	Republic of India	Providing software solutions and analytics from smart grids for utilities market needs.	100%	100%
Adani Esyasoft Smart Solutions Limited	United Arab Emirates	Providing software solutions and analytics from smart grids for utilities market needs.	51%	100%
Smart Sustainability Solutions Limited	United Arab Emirates	Technology and financial treasury activities.	100%	100%
Esyasoft Landis and GYR Limited (i)	Republic of India	Information technology related services.	80%	-
Esyasoft Enterprise Holding RSC Ltd (i)	United Arab Emirates	Special purpose vehicle.	100%	-
Esyasoft Investment Holding RSC Ltd (i)	United Arab Emirates	Special purpose vehicle.	100%	-

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Esyasoft Holding Ltd:</u> continued				
PT Esyasoft Technologies Asia (i)	Indonesia	Wholesale trade of telecommunication equipment.	100%	-
Float BV (ii)	Netherlands	Water management related applications.	70%	-
Engage Consulting Limited (ii)	United Kingdom	Business support service activities.	100%	-
Esyasoft Mobility Holding Limited (i)	United Arab Emirates	Electric vehicles charging stations management and operation, computer programming activities, software publishing, computer consultancy and computer facilities management activities.	70%	-
<u>Below are the subsidiaries of Adani Esyasoft Smart Solutions Limited:</u>				
Adani Esyasoft Smart Services Private Limited (i)	Republic of India	Information technology related services.	100%	-
Adani Esyasoft Smart Research Private Limited (i)	Republic of India	Software programming, consultancy and related activities.	100%	-
<u>Below is the subsidiary of Esyasoft Technologies Private Limited:</u>				
Esyasoft Mobility Private Limited (i)	Republic of India	Information technology related services.	100%	-
<u>Below are the subsidiaries of Sirius Digitech Limited:</u>				
Brahmaand AI Limited (i)	United Arab Emirates	Information technology and computer services activities, innovation and artificial intelligence research and data processing, hosting and related activities.	100%	-
Parserlabs India Private Limited (ii)	Republic of India	Provision of cloud services, solutions for SaaS, PaaS, IaaS and hardware infrastructures.	77.5%	-
Sirius Digitech International Limited (i)	Republic of India	Information technology related services.	100%	-
<u>Below is the subsidiary of Parserlabs India Private Limited:</u>				
Coreedge.IO India Private Limited	Republic of India	Building AI and cloud platforms to accelerate digital journey for business, governments and service providers.	100%	-
<u>Below are the subsidiaries of Sirius Integrated Services Holding RSC Ltd:</u>				
Atlas Medical LLC	United Arab Emirates	Sale, installation, repair and maintenance of scientific, practical and medical equipment.	60%	60%
Derby Group Holding Ltd (ii)	United Arab Emirates	Engaged in the business of debt collection, marketing and other activities.	70%	-
Infraports Holding Ltd (ii)	United Arab Emirates	Holding company.	60%	-
Sirius International Commercial Management LLC OPC (i)	United Arab Emirates	Health services enterprises investment, institution and management, investing in technology projects, establishing and managing them.	100%	-
Zamtech Solutions Limited (i)	United Arab Emirates	Holding company, management consultancy activities, treasury planning and operations, and other information technology and computer services.	100%	-
<u>Below are the subsidiaries of Derby Group Holding Ltd:</u>				
Derby Marketing LLC	United Arab Emirates	Business coupons issuing, selling and substituting and discount cards services.	100%	-
PACT Employment Services LLC	United Arab Emirates	On demand labor supply.	100%	-
Derby Debt Collections LLC	United Arab Emirates	Debts collection, credit rating and claims settlement services.	100%	-

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31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

<i>Name of subsidiary</i>	<i>Place of incorporation and operation</i>	<i>Principal activities</i>	<i>Proportion of ownership interest and voting power held</i>	
			<i>2024</i>	<i>2023</i>
<i>Below are the subsidiaries of Derby Group Holding Ltd:</i> continued				
On Demand Cleaning Services LLC	United Arab Emirates	Cleaning services and installation & maintenance of various works.	100%	-
Impact Loans Rescheduling Services LLC	United Arab Emirates	Loans and overdues rescheduling services.	100%	-
Derby Sales Management LLC	United Arab Emirates	Marketing management.	100%	-
Derby Sim Trading LLC	United Arab Emirates	SIM trading.	100%	-
Derby Concierge Services LLC	United Arab Emirates	Concierge services.	100%	-
Derby Home Health Care Services LLC	United Arab Emirates	Home health care centre.	100%	-
Derby Software Solutions FZ	United Arab Emirates	Internet content provider, electronic chips programming, computer graphic design services, software house.	100%	-
Derby BPO Call Centre Services LLC OPC	United Arab Emirates	Call centres services.	100%	-
Derby Pact Mortgage Broker LLC OPC	United Arab Emirates	Mortgage and commercial broker.	100%	-
Derby Domestic Workers Services LLC	United Arab Emirates	Temporary employment services.	100%	-
<i>Below is the subsidiary of Infraports Holding Ltd:</i>				
Bayanat Engineering Group Ltd	British Virgin Islands	Holding company.	100%	-
<i>Below are the subsidiaries of Bayanat Engineering Group Ltd:</i>				
Bayanat Airport Engineering & Supplies Co LLC	United Arab Emirates	Sale of airport equipment and telecommunication systems, electrical equipment installation and operation, management and operation of computer networks, fibre optic networks installation and maintenance, onshore and offshore oil and gas fields and facilities services.	100%	-
Bayanat Engineering Qatar LLC	State of Qatar	Installation of road signs, railways, airports and ports, installing communication systems equipment, trading in communication equipment and airports equipment.	60%	-
<i>Below are the subsidiaries of Sirius Investment Holding RSC Ltd:</i>				
Green Energy Investment Holding RSC Limited	United Arab Emirates	Implementation of smart technology solutions.	100%	100%
Green Enterprises Investment Holding RSC Limited	United Arab Emirates	Solar manufacturing.	100%	100%
Green Vitality RSC LTD	United Arab Emirates	Holding ownership of equity and non-equity assets, real estate property and intellectual property.	100%	100%
Medi Investment Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
<i>Below are the subsidiaries of CMC Holding LLC:</i>				
CMC Healthcare Sole Proprietorship LLC	United Arab Emirates	Home health services, management of medical facilities, ambulance services, health consultancy and planning.	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of CMC Holding LLC:</u> continued				
Sky Light Corporate Management LLC	United Arab Emirates	Specialised dental clinic, manufacturing of customised dental products and trading of imported dental products.	70%	70%
<u>Below are the subsidiaries of CMC Healthcare Sole Proprietorship LLC:</u>				
Canadian Medical Center – Sole Proprietorship LLC	United Arab Emirates	Home health services and medical complex.	100%	100%
CMC First Aid Clinic – Sole Proprietorship L.L.C	United Arab Emirates	Ambulance services.	100%	100%
Canadian Medical First Aid Clinic Sole Proprietorship LLC	United Arab Emirates	Ambulance services.	100%	100%
Canadian Medical Center and Plastic Surgery LLC	United Arab Emirates	Medical spa center.	100%	100%
Canadian Pharmacy Sole Proprietorship LLC	United Arab Emirates	Pharmacy.	100%	100%
Canadian Medical and Rehabilitation Center LLC	United Arab Emirates	Home health services and medical complex.	68%	68%
Canadian Medical Center for Surgery and Cosmetic Sole Proprietorship LLC	United Arab Emirates	Performance of day surgery operations.	100%	100%
Al Riyadh Medical Center LLC	United Arab Emirates	Medical complex.	100%	100%
Mayo Care Pharmacy – Sole Proprietorship LLC (i)	United Arab Emirates	Pharmacy	100%	-
<u>Below are the subsidiaries of Sky Light Corporate Management LLC:</u>				
Sky Dental Center – Sole Proprietorship LLC	United Arab Emirates	Specialised dental clinic.	100%	100%
Al Najah Technology Dental Laboratory – Sole Proprietorship LLC	United Arab Emirates	Manufacturing of customised dental products.	100%	100%
Zircon Medical Equipment LLC	United Arab Emirates	Trading of imported dental products.	100%	100%
Dentech Dental Lab – Sole Proprietorship LLC	United Arab Emirates	Manufacturing of customised dental products.	100%	100%
Al Manal Dental Centre LLC OPC (ii)	United Arab Emirates	Dental treatment and surgery services.	100%	-
<u>Below is the subsidiary of Quantum Solutions Limited:</u>				
Guardtime SA	Switzerland	Development of blockchain protocols and applications.	100%	100%
<u>Below are the subsidiaries of Guardtime SA:</u>				
Guardtime USA, Inc	United States of America	Development of enterprise applications.	100%	100%
Guardtime OU	Estonia	Development of enterprise applications.	100%	100%
Guardtime Holdings Limited	British Virgin Islands	Development of enterprise applications.	100%	100%
Guardtime Netherlands B.V.	Netherlands	Development of enterprise applications.	100%	100%

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of International Tech Group – Sole Proprietorship LLC:</u>				
Emircom LLC	United Arab Emirates	Information and communication technology services.	100%	54%
Data Center Vault - Sole Proprietorship LLC	United Arab Emirates	Electric power distribution control panels manufacturing.	100%	100%
Sand Dynamics Limited (i)	United Arab Emirates	Management, operation and innovation of artificial intelligence and research and development in the field of technology education.	65%	-
<u>Below are the subsidiaries of Emircom LLC:</u>				
Telelogix IT Services LLC	United Arab Emirates	Information and communication technology services including installation and maintenance.	100%	100%
Saudi Emircom Company	Kingdom of Saudi Arabia	Supply, installation and maintenance of telecommunication systems.	95%	95%
Emircom Egypt	Arab Republic of Egypt	Information and communication technology services.	100%	100%
<u>Below are the subsidiaries of Alpha Dhabi Holding PJSC:</u>				
Alpha Dhabi Industries Holding LLC	United Arab Emirates	Industrial and commercial enterprises investment, institution and management.	100%	100%
Alpha Dhabi Construction Holding LLC	United Arab Emirates	Infrastructure and commercial enterprises investment, institution and management.	51%	100%
NMDC Group PJSC (formerly “National Marine Dredging Company PJSC”)	United Arab Emirates	Dredging and associated land reclamation works, civil engineering, port contracting and marine construction.	69.28%	70.91%
Sogno Commercial Investment – Sole Proprietorship LLC	United Arab Emirates	Investment holding.	100%	100%
Sogno Two – Sole Proprietorship LLC	United Arab Emirates	Investment holding.	100%	100%
Sogno Three – Sole Proprietorship LLC	United Arab Emirates	Investment holding.	100%	100%
Sublime Two – Sole Proprietorship LLC	United Arab Emirates	Investment holding.	100%	100%
Was Two Commercial Investment Sole Proprietorship	United Arab Emirates	Investment holding.	100%	100%
Alpha Dhabi Health Holding LLC	United Arab Emirates	Health services and commercial enterprises investment, institution and management.	100%	100%
Sublime Commercial Investment – Sole Proprietorship LLC	United Arab Emirates	Investment holding.	100%	100%
Alpha Dhabi Partners Holding LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
Alpha Dhabi Commercial Investment – Sole Proprietorship LLC	United Arab Emirates	Industrial and commercial enterprises investment, institution and management.	100%	100%
Alpha Dhabi Hospitality Holding LLC	United Arab Emirates	Entertainment and commercial enterprises investment, institution and management.	100%	100%
Mawarid Holding Investment LLC	United Arab Emirates	Forestry, tourism, and agriculture.	90%	90%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Alpha Dhabi Holding PJSC:</u> continued				
W Solar Investment - Sole Proprietorship LLC	United Arab Emirates	Clean energy business.	100%	75%
Murban Energy Limited	United Arab Emirates	Gas and oil transmission engineering consultancy and oil & gas production facilities operation and maintenance services and investment in other companies.	100%	100%
Aldar Properties PJSC	United Arab Emirates	Development, sales, investment, construction, leasing, management and associated services for real estate, operation of hotels, schools, marinas, restaurants, beach clubs and golf courses.	33.61%	33.63%
Alpha Dhabi Investment Management LLC	United Arab Emirates	Investment holding.	100%	100%
Enigma Commercial Investment – Sole Proprietorship LLC	United Arab Emirates	Investment holding.	100%	100%
Alpha Dhabi Energy Holding LLC	United Arab Emirates	Investment holding.	100%	100%
Emirates Gateway Security Services LLC	United Arab Emirates	Public security guarding services. onshore and offshore oil and gas fields and facilities services.	95%	95%
Churcill LLC	Chechnya, Russia	Retail sale of beverages.	100%	100%
C D Properties – Sole Proprietorship LLC	United Arab Emirates	Investment holding.	100%	100%
ADH Investments RSC Ltd	United Arab Emirates	Investment holding.	100%	100%
Alpha Dhabi Climate Capital RSC LTD	United Arab Emirates	Investment holding.	100%	100%
ADH IFI RSC LTD	United Arab Emirates	Investment holding.	100%	100%
ADH Hospitality RSC LTD	United Arab Emirates	Investment holding.	100%	100%
Alpha Dhabi Real Estate Holding LLC	United Arab Emirates	Investment holding.	100%	100%
ADMO Lifestyle Holding Limited	United Arab Emirates	Investment holding.	57.44%	51%
C 2 R Real Estate Investment – Sole Proprietorship LLC	United Arab Emirates	Real estate investment, development, institution and management.	100%	100%
ADH Side Car Holding RSC LTD (i)	United Arab Emirates	Special purpose vehicle.	100%	-
Branch of “Trojan General Contracting LLC”	Russia	Hospitality services.	100%	100%
Alpha Water Treatment Systems LLC SPC (i)	United Arab Emirates	Contracting and maintaining infrastructure for sewerage, irrigation, water desalination, and distribution networks.	100%	-
<u>Below is the subsidiary of Alpha Dhabi Construction Holding LLC:</u>				
Trojan Construction Group – Sole Proprietorship LLC	United Arab Emirates	Real estate and construction services.	100%	100%
<u>Below are the subsidiaries of Trojan Construction Group – Sole Proprietorship LLC:</u>				
Trojan General Contracting LLC	United Arab Emirates	Building projects contracting.	100%	100%
Royal Advance Electromechanical LLC	United Arab Emirates	Electromechanical services.	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<i>Below are the subsidiaries of Trojan Construction Group – Sole Proprietorship LLC:</i> continued				
Al Maha Modular Industries LLC	United Arab Emirates	Ready-made building manufacturing.	100%	100%
Hi-Tech Concrete Products LLC	Kingdom of Saudi Arabia	Construction.	100%	100%
Trojan Developments LLC	United Arab Emirates	Real estate.	100%	100%
National Projects and Construction LLC	United Arab Emirates	Construction.	100%	100%
Reem Emirates Aluminium LLC	United Arab Emirates	Design, manufacture, sell and install unitised aluminium and glass curtain walls, windows, sliding doors and architectural finishes.	100%	100%
Trojan Property Investments LLC	United Arab Emirates	Real estate enterprises investment, institution and management.	100%	100%
Ersa General Contracting LLC	United Arab Emirates	Building projects contracting.	100%	100%
HI-Tech Concrete Products LLC	United Arab Emirates	Building and selling of properties and lands and general contracting.	100%	100%
HI-Tech Emirates for General Contracting LLC	United Arab Emirates	Building projects contracting.	100%	100%
HI-Tech Line Building Construction LLC	United Arab Emirates	Building projects contracting.	100%	100%
Phoenix Timber Factory LLC	United Arab Emirates	Timber products.	100%	100%
Reem Ready Mix LLC	United Arab Emirates	Building projects contracting.	60%	80%
Trojan Egypt Contracting	Arab Republic of Egypt	Building projects contracting.	100%	100%
Reem Emirates General Contracting LLC- Dubai	United Arab Emirates	Design, manufacture, sell and install unitised aluminium and glass curtain walls, windows, sliding doors and architectural finishes.	100%	100%
7E – Sole Proprietorship LLC	United Arab Emirates	Building, project management and self-owned property management services, design services and security systems consultancy.	100%	100%
Taj Dhabi Company Limited	Kingdom of Saudi Arabia	Building projects contracting.	100%	100%
Mais Interior Design LLC	United Arab Emirates	Interior design related works.	60%	60%
Trojan Tunnelling – Sole Proprietorship LLC	United Arab Emirates	Bridge and tunnelling contracting works.	100%	100%
Trojan Alshakra General Transport LLC – OPC	United Arab Emirates	Passengers and materials transport, heavy machinery and equipment renting, petroleum materials and wastewater transportation.	100%	100%
Reem Emirates Egypt for Contracting Co.	Arab Republic of Egypt	Building projects contracting.	100%	100%
Trojan General Trading LLC	United Arab Emirates	General trading.	100%	100%
Al Mutaqdema Holding LLC	Kingdom of Saudi Arabia	Building projects contracting.	100%	100%
Trojan International RSC Ltd	United Arab Emirates	Investment holding.	100%	100%
Trojan Projects Management LLC – OPC (i)	United Arab Emirates	Project management services.	100%	-

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Trojan Construction Group – Sole Proprietorship LLC:</u> continued				
Mais Technical Decoration LLC (i)	United Arab Emirates	Interior design implementation works.	60%	-
<u>Below is the subsidiary of W Solar Investment Sole Proprietorship LLC:</u>				
W Solar Investment SPV RSC Ltd (i)	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of Mawarid Holding Investment LLC:</u>				
Mawarid Centre for Research and Scientific Laboratories LLC	United Arab Emirates	Veterinarian hospital and research activities.	100%	100%
Aqua Power Technology LLC	United Arab Emirates	Trading in agricultural machinery, equipment and supplies.	100%	100%
Campaign Facilities Management Services LLC	United Arab Emirates	Facilities management services.	100%	100%
Barari Natural Resources LLC	United Arab Emirates	Forest and park management, parks construction and maintenance and trading in agricultural machinery.	100%	100%
Mawarid Al Muthaida Investment owned by Mawarid Holding Investment – Sole Proprietorship LLC	United Arab Emirates	Investment, and management of tourist enterprises, commercial and industrial enterprises and agricultural enterprises.	100%	100%
Dicon Projects LLC (formerly “Dicon Business LLC”)	United Arab Emirates	Administrative services for businessmen.	100%	100%
Mawarid International Investment LLC	United Arab Emirates	Commercial, agricultural, industrial enterprises investment, institution and management.	100%	100%
Al Ain Fodder Factory LLC	United Arab Emirates	Manufacture farm animal feeds, its concentrates and supplements.	100%	100%
Khattar Restaurant & Café – Sole Proprietorship LLC	United Arab Emirates	Restaurant and cafe.	100%	100%
Desert Gate Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Desertology Spa – Sole Proprietorship LLC	United Arab Emirates	Relaxation and massage centre.	100%	100%
Desertology – Sole Proprietorship LLC	United Arab Emirates	Women personal care and beauty, health club.	100%	100%
Barari International Limited Company	Kingdom of Saudi Arabia	Land preparation and irrigation systems works and maintenance.	100%	100%
Emirates Safety Laboratory LLC	United Arab Emirates	Compliance certification for building construction products.	100%	100%
Mawarid Security Services LLC	United Arab Emirates	General security services and public security guarding services.	100%	100%
Mawarid Hotels and Hospitality LLC	United Arab Emirates	Management of hotels, tourist resorts and hotel apartments.	100%	100%
Mawarid International Development Company LLC	United Arab Emirates	Real estate development construction, consultancy project development and project management services. Investment, institution and management of tourist, entertainment, and real estate enterprises.	100%	100%
Mawarid Nurseries LLC	United Arab Emirates	Growers and importers of all kinds of ornamental plants with most species of palms, trees, shrubs, ground covers and fruit plants in its portfolio.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<i>Below are the subsidiaries of Mawarid Holding Investment LLC:</i> continued				
Mawarid Services Company LLC	United Arab Emirates	Facilities management services, land reclamation for agricultural purposes, wholesale of plants and trees saplings trading, fighting agricultural epidemics, agricultural enterprise investment, institution and management tourist enterprises investment.	100%	100%
Telal Resort LLC	United Arab Emirates	Management and development of hotels, resorts, and other tourist enterprises; operation of hunting preservations for sport purposes; and investment in, incorporation and management of tourist enterprises.	100%	100%
Mawarid Desert Control LLC	United Arab Emirates	Land preparation and irrigation systems works and maintenance.	100%	100%
Desert Control Liquid Natural Clay LLC	United Arab Emirates	Land preparation and irrigation systems works and maintenance.	100%	100%
Desert Gate Lounge Snacks LLC	United Arab Emirates	Restaurant.	100%	100%
Dicon of Twafouq Services LLC	United Arab Emirates	Operating service centers.	100%	100%
Magtech Holding Limited (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
Barari Adventures LLC SPC (i)	United Arab Emirates	Tourist camp services, wholesale of tanned leather trading, wholesale of bones, hoofs and horns trading, organising and conducting desert adventures and hunting weapons reserves.	100%	-
<i>Below are the subsidiaries of Murban Energy Limited:</i>				
Murban BVI Holding Inc (BVI)	British Virgin Islands	Holding company.	100%	100%
Sitax Investment Ltd (BVI)	British Virgin Islands	Holding company.	100%	100%
Sitax Holding Ltd (BVI)	British Virgin Islands	Holding company.	100%	100%
I & T Management Private Limited	Republic of Maldives	Tourist resort operation.	100%	100%
Hill View (Seychelles) Limited	Republic of Seychelles	Hotel resort.	100%	100%
Lindere Villa Limited	Republic of Seychelles	Management of presidential villas.	100%	100%
Murban Investment Limited	British Virgin Islands	Investment holding.	100%	100%
Etihad International Hospitality – Sole Proprietorship LLC	United Arab Emirates	Hospitality services, indoor cleaning services, cleaning of interface building and foodstuff catering.	100%	100%
<i>Below are the subsidiaries of Etihad International Hospitality LLC:</i>				
Int’l Fresh Harvest Fruits and Vegetables Trading – Sole Proprietorship LLC	United Arab Emirates	Trading of foodstuff.	100%	100%
Abu Dhabi United Hospitality-Sole Proprietorship LLC	United Arab Emirates	Tourist enterprise investment, institution and management, restaurants management, land and real estate purchase and sale, real estate lease and management services, foodstuff catering.	100%	100%
<i>Below are the subsidiaries of Abu Dhabi United Hospitality-Sole Proprietorship LLC:</i>				
Le Noir Cafe – Sole Proprietorship LLC	United Arab Emirates	Foodstuff catering, hospitality services and restaurants.	100%	100%
St. Regis Saadiyat Island Resort Abu Dhabi	United Arab Emirates	Hotels.	100%	100%

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Abu Dhabi United Hospitality-Sole Proprietorship LLC:</u> continued				
Al Wathba A Luxury Collection Desert Resort & Spa – Sole Proprietorship LLC	United Arab Emirates	Fitness club, relaxation and massage centre.	100%	100%
Hayaakom Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Al Mesayan Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Al Mabeet Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Bhudda Bar Beach Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Mazi Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Bait Al Hanine Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Panache Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Terra Secca Restaurant – Sole Proprietorship LLC	United Arab Emirates	Tourist restaurant.	100%	100%
Olea Restaurant	United Arab Emirates	Restaurant.	100%	100%
The Drawing Room Café	United Arab Emirates	Restaurant.	100%	100%
The Manhattan Lounge	United Arab Emirates	Restaurant.	100%	100%
Sontaya Restaurant	United Arab Emirates	Restaurant.	100%	100%
Pool And Beach Bar	United Arab Emirates	Restaurant.	100%	100%
St Regis Beach Bar	United Arab Emirates	Restaurant.	100%	100%
Iridium Spa	United Arab Emirates	Men and woman relaxation and massage center and retail sale of perfume.	100%	100%
The St Regis Athletic Club	United Arab Emirates	Preparation of fresh juices, cold and hot beverages, snack selling, men and women body fitness club.	100%	100%
<u>Below are the subsidiaries of C D Properties – Sole Proprietorship LLC:</u>				
Sandstorm Motor Vehicles Manufacturing LLC	United Arab Emirates	Motor vehicles manufacturing.	65%	65%
Perfect Alpha Auto Services LLC	United Arab Emirates	Motor vehicles repairing services.	65%	65%
<u>Below are the subsidiaries of NMDC Group PJSC (formerly “National Marine Dredging Company PJSC”):</u>				
NMDC Energy PJSC (formerly “National Petroleum Construction Company PJSC”)	United Arab Emirates	Engineering procurement and construction.	77.11%	100%
Emarat Europe Fast Building Technology System Factory LLC	United Arab Emirates	Manufacturing and supply of precast concrete.	100%	100%
National Marine Dredging Company (Industrial)	United Arab Emirates	Manufacturing of steel pipes and steel pipe fittings.	100%	100%

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31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<i>Below are the subsidiaries of NMDC Group PJSC (formerly “National Marine Dredging Company PJSC”):</i> continued				
ADEC Engineering Consultancy LLC	United Arab Emirates	Consultancy services in the fields of civil, architectural, drilling and marine engineering along with related laboratory services.	100%	100%
Abu Dhabi Marine Dredging Co. S.P.C.	Kingdom of Bahrain	Offshore reclamation contracts, services for fixing water installation for marine facilities and excavation contracts.	100%	100%
National Marine and Infrastructure India Private Limited	Republic of India	Dredging and associated land reclamation works, civil engineering, port contracting and marine construction.	100%	100%
NMDC Logistics and Technical Services LLC SPC (i)	United Arab Emirates	Logistics and technical services	100%	-
National Marine Dredging Company LLC (i)	Kingdom of Saudi Arabia	Dredging and associated land reclamation works, civil engineering, port contracting and marine construction.	100%	-
<i>Below are the subsidiaries of NMDC Energy PJSC (formerly “National Petroleum Construction Company PJSC”):</i>				
National Petroleum Construction Co. (Saudi) Ltd.	Kingdom of Saudi Arabia	Engineering procurement and construction.	100%	100%
NPCC Engineering Limited	Republic of India	Engineering.	100%	100%
ANEWA Engineering Pvt. Ltd.	Republic of India	Engineering.	80%	80%
NPCC Services Malaysia SDN	Malaysia	Engineering, procurement and construction.	100%	100%
Al Dhabi for Construction Projects (formerly “Abu Dhabi for Construction Projects”)	Republic of Iraq	Engineering, procurement and construction.	100%	100%
NMDC Marine Services LLC SPC (i)	United Arab Emirates	Marine logistic services.	100%	-
<i>Below is the subsidiary of Emarat Europe Fast Building Technology System Factory LLC:</i>				
Emarat Europe General Contracting LLC OPC	United Arab Emirates	Building projects contracting, maintenance and equipment installation.	100%	100%
<i>Below are the subsidiaries of Aldar Properties PJSC:</i>				
Pivot Engineering & General Contracting Co. (WLL)	United Arab Emirates	Engineering and general construction works.	65.2%	65.2%
Aldar Lifestyle – Sole Proprietorship LLC	United Arab Emirates	Hospitality services.	100%	100%
C2i Holding Limited	United Arab Emirates	Special purpose vehicle.	100%	100%
C2i Holding Sole Proprietorship LLC	United Arab Emirates	Real estate lease and management services.	100%	100%
Aldar Projects LLC	United Arab Emirates	Project management services.	100%	100%
Aldar Investment Management Limited	United Arab Emirates	Assets management.	100%	100%
Al Seih Real Estate Management LLC	United Arab Emirates	Management and leasing of real estate; real estate projects investment.	91.4%	91.4%
Saadiyat Grove – Sole Proprietorship LLC	United Arab Emirates	Real estate development.	100%	100%
Aldar Hansel SPV Restricted LTD	United Arab Emirates	Real estate development.	51%	51%

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31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<i>Below are the subsidiaries of Aldar Properties PJSC:</i> continued				
Aldar Island Hotel – Sole Proprietorship LLC	United Arab Emirates	Hospitality services.	100%	100%
Aldar Estates Holding Limited (vii)	United Arab Emirates	Special purpose vehicle.	65.1%	82.55%
Aldar Hamra Holdings Limited	United Arab Emirates	Holding company.	100%	100%
AMI Properties Holding Limited	United Arab Emirates	Special purposes vehicle.	60%	60%
Aldar Education Overseas Holding Limited (i)	United Arab Emirates	Special purposes vehicle.	100%	-
Aldar Real Estate Services LLC	United Arab Emirates	Holding company.	100%	100%
Al Raha Gardens Property LLC	United Arab Emirates	Holding company.	100%	100%
Al Raha Infrastructure Company LLC	United Arab Emirates	Holding company.	100%	100%
Aldar Commercial Property Developments LLC	United Arab Emirates	Real estate.	100%	100%
Aldar Etihad Investment Properties - Sole Proprietorship LLC	United Arab Emirates	Residential.	100%	100%
Aldar Etihad First Investment Properties LLC	United Arab Emirates	Residential.	100%	100%
Saadiyat Beach Club - Sole Proprietorship LLC	United Arab Emirates	Hospitality.	100%	100%
Al Yosr for Projects and Real Estate Development Co	Arab Republic of Egypt	Real estate.	100%	100%
TDIC Education - Sole Proprietorship LLC	United Arab Emirates	Investment in, and management of entities providing educational services.	100%	100%
Aldar EuroAsia Limited Liability Partnership	Republic of Kazakhstan	Holding company.	100%	100%
Aldar EuroAsia Hospitality Limited Liability Partnership	Republic of Kazakhstan	Hotel operation and management.	100%	100%
Aldar EuroAsia Property Management Limited Liability Partnership	Republic of Kazakhstan	Hotel operation and management.	100%	100%
Aldar Holdings 2 Limited	United Arab Emirates	Holding company.	100%	100%
Aldar Holdings 10 Limited	United Arab Emirates	Dormant entity.	100%	100%
Al Forsan Nursery – Sole Proprietorship LLC	United Arab Emirates	Education service provider.	100%	100%
Staybridge Suites Yas Island – Sole Proprietorship LLC	United Arab Emirates	Deluxe hotel apartments	100%	100%
Saadiyat Beach Club Restaurant – La Salle - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Saadiyat Beach Club Restaurant – Safina – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Aldar Properties PJSC:</u> continued				
Amici Restaurant	United Arab Emirates	Restaurant.	100%	100%
Angar Restaurant	United Arab Emirates	Restaurant.	100%	100%
Bistro Restaurant	United Arab Emirates	Restaurant.	100%	100%
Fifth Street Café	United Arab Emirates	Restaurant.	100%	100%
Up and Below Restaurant	United Arab Emirates	Restaurant.	100%	100%
C Deli Restaurant	United Arab Emirates	Restaurant.	100%	100%
C Mondo Café 2	United Arab Emirates	Restaurant.	100%	100%
Centro Yas Island Hoel by Rotana – Sole Proprietorship LLC	United Arab Emirates	Hotel.	100%	100%
Pachaylen Restaurant – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Hickorys Restaurants LLC – OPC	United Arab Emirates	Restaurant.	100%	100%
Aldar Holdings 4 Limited (i)	United Arab Emirates	Holding company.	100%	-
<u>Below are the subsidiaries of Aldar Estates Holding Limited:</u>				
Aldar Estates Investment – Sole Proprietorship LLC	United Arab Emirates	Real estate enterprises investment, development, institution and management.	100%	100%
Eltizam Asset Management Estate – Sole Proprietorship LLC	United Arab Emirates	Real estate lease and management services.	100%	100%
<u>Below are the subsidiaries of Aldar Estates Investment – Sole Proprietorship LLC:</u>				
Provis Real Estate Management – Sole Proprietorship LLC	United Arab Emirates	Management and leasing of real estate.	100%	100%
Khidmah - Sole Proprietorship LLC	United Arab Emirates	Management and leasing of real estate.	100%	100%
Spark Securities Services – Sole Proprietorship LLC	United Arab Emirates	Security solutions.	100%	100%
Spark Securities Services LLC	United Arab Emirates	Security solutions.	100%	100%
Basatin Holding SPV Ltd.	United Arab Emirates	Landscaping service provider.	75%	75%
Oriontek Innovations LLC	United Arab Emirates	Real estate services.	100%	100%
<u>Below are the subsidiaries of Basatin Holding SPV Ltd.:</u>				
Basatin Landscaping - Sole Proprietorship LLC	United Arab Emirates	Landscaping services.	100%	100%
Basatin Foliage Landscaping Sole Proprietorship LLC	United Arab Emirates	Landscaping services.	100%	100%
<u>Below are the subsidiaries of Provis Real Estate Management – Sole Proprietorship LLC:</u>				
APAM Owners Association Management	United Arab Emirates	Owners’ association.	100%	100%
Provis International Ltd	United Arab Emirates	Real estate activities with own or leased property.	100%	100%
Provis Real Estate Brokers LLC	United Arab Emirates	Real estate brokerage.	100%	100%
Asteco Property Management LLC	United Arab Emirates	Property management services.	100%	100%
FAB Properties – Sole Proprietorship LLC	United Arab Emirates	Management and brokerage of real estate properties.	100%	100%

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31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Provis Real Estate Management – Sole Proprietorship LLC:</u> continued				
Provis Owners Association Management Services – Sole Proprietorship LLC	United Arab Emirates	Owners’ association.	100%	100%
Provis Integrated Management Services – Sole Proprietorship LLC	United Arab Emirates	Contract management services.	100%	100%
Varia Property Management LLC	United Arab Emirates	Real estate and property management services.	100%	100%
Varia Services LLC	United Arab Emirates	Real estate and property management services.	100%	100%
APAM Real Estate Management	United Arab Emirates	Real estate and property management services.	100%	100%
Three 60 Communities Management for Owners Associations LLC	United Arab Emirates	Management and supervision services for owners’ associations.	100%	100%
Kingfield Owner Association Management Services – Sole Proprietorship LLC	United Arab Emirates	Management and supervision services for owners’ associations.	100%	100%
Kingfield Communities Management LLC	United Arab Emirates	Community and property management services.	100%	100%
Kingfield Owners Association Management Services LLC	United Arab Emirates	Operation, management and maintenance of community and property.	100%	100%
<u>Below are the subsidiaries of Provis Owners Association Management Services – Sole Proprietorship LLC:</u>				
Saga International Owners Association Management Services LLC	United Arab Emirates	Property management services.	100%	100%
Saga OA DMCC	United Arab Emirates	Property management services.	100%	100%
Pacific Owners Association Management Services LLC	United Arab Emirates	Management of real estate.	100%	100%
Mace Macro Owners Association Management LLC	United Arab Emirates	Property management services.	100%	100%
<u>Below are the subsidiaries of Khidmah - Sole Proprietorship LLC:</u>				
KAF Cramps and Labour Accommodation Management – Sole Proprietorship LLC	United Arab Emirates	Camps and labour accommodation management.	100%	100%
Mace Macro Technical Services LLC	United Arab Emirates	Facilities management services.	100%	100%
Pactive Sustainable Solutions LLC	United Arab Emirates	Green building consultant, building energy efficiency services.	100%	100%
Khidmah Saudi Company Limited	United Arab Emirates	Facilities management services.	100%	100%
The Hub Lifeguard Services LLC	United Arab Emirates	Lifeguard services.	100%	100%
800TEK Facilities Management LLC	United Arab Emirates	Event management services, lifeguard services, façade cleaning, management and operation of public utilities.	100%	100%
Inspire Building Management Services LLC	United Arab Emirates	Facilities management and buildings general maintenance.	100%	100%

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Khidmah - Sole Proprietorship LLC:</u> continued				
Inspire Integrated Facilities Management LLC	United Arab Emirates	Facilities management and buildings general maintenance.	100%	100%
Inspire Integrated Services LLC (Abu Dhabi)	United Arab Emirates	Facilities management and buildings general maintenance.	100%	100%
Inspire Integrated Services LLC (Dubai)	United Arab Emirates	Facilities management and buildings general maintenance.	100%	100%
<u>Below is the subsidiary of Inspire Integrated Facilities Management LLC:</u>				
Orion Systems Integrators LTD	United Kingdom	Information technology.	65.1%	65.1%
<u>Below is the subsidiary of Oriontek Innovations LLC:</u>				
Data Intelligence Technology Consultancy LLC	United Arab Emirates	Information technology systems installation and maintenance.	100%	100%
<u>Below are the subsidiaries of Eltizam Asset Management Estate - Sole Proprietorship LLC:</u>				
EAMG Services Holdings Limited	United Arab Emirates	Holding company.	100%	100%
Eltizam Asset Management Estate LLC	United Arab Emirates	Holding company.	100%	100%
Three 60 Communities Estate Services Egypt – Three 60 Communities Egypt	Arab Republic of Egypt	Provision of management and supervision services for owners’ associations.	100%	100%
Fixis Technical Services LLC	United Arab Emirates	Facilities maintenance services.	100%	100%
IFM Holdings Limited	United Arab Emirates	Holding company.	100%	100%
East-O Holdings Limited	United Arab Emirates	Holding company.	100%	100%
Inspire Integrated Solutions Holding Ltd	United Arab Emirates	Holding company.	100%	100%
IREC Holdings Limited	United Arab Emirates	Holding company.	100%	100%
Omnibus Real Estate Brokerage Sole Proprietorship LLC	United Arab Emirates	Real Estate services.	100%	100%
Inspire Facilities Management Co LLC – Oman	Sultanate of Oman	Facilities management.	100%	100%
Estates Centralized Support Services LLC OPC	United Arab Emirates	Outsourcing and shared support services.	100%	100%
Teslam Business Services Philippines INC	Philippines	Outsourcing and shared support services.	100%	100%
Kingfield Community Management Co LLC – Oman	Sultanate of Oman	Provision of management and supervision services for owners’ associations.	100%	100%
<u>Below is the subsidiary of IFM Holding Limited:</u>				
Inspire for Facilities Management Services – Egypt	Arab Republic of Egypt	Facilities management.	60%	60%
<u>Below are the subsidiaries of East-O Holdings Limited:</u>				
East O Technology Solutions – Sole Proprietorship LLC	United Arab Emirates	Computer systems and software designing.	100%	100%
Oriontek Innovations for Technology Services Egypt – Oriontek Egypt	Arab Republic of Egypt	Information technology.	60%	60%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below is the subsidiary of IREC Holdings Limited:</u>				
Falcon Investments LLC	United Arab Emirates	Real estate lease and management services. Commercial enterprises investment, institution and management.	100%	100%
<u>Below are the subsidiaries of Falcon Investments LLC:</u>				
MENA Real Estate Solutions LLC	United Arab Emirates	Real Estate services.	100%	100%
National Investor Property Management LLC	United Arab Emirates	Real Estate services.	100%	100%
Professional Realtors Company LLC	Kingdom of Saudi Arabia	Consultancy services.	100%	100%
Colliers International Property Consultancy Services JSC	Arab Republic of Egypt	Consultancy services.	100%	100%
Colliers International Property Services - Doha LLC	State of Qatar	Interior design implementation works and real estate brokerage business.	100%	100%
<u>Below is the subsidiary of MENA Real Estate Solutions LLC:</u>				
Enterprise Solutions Company for Professional Consulting	Kingdom of Saudi Arabia	Real Estate services.	75%	75%
<u>Below are the subsidiaries of Inspire Integrated Solutions Holding Ltd:</u>				
Aldar Ventures International Holding RSC Limited	United Arab Emirates	Investment holding company.	100%	100%
Advanced Real Estate Services – Sole Proprietorship LLC	United Arab Emirates	Real estate services.	100%	100%
Seih Sdeirah Real Estate LLC	United Arab Emirates	Property rental and management; real estate projects investment.	91.4%	91.4%
Mustard and Linen Interior Design Holdings Limited	United Arab Emirates	Premium interior design business	75%	75%
AURORA Holding Company Limited	United Arab Emirates	Special purposes vehicle.	51%	51%
Aldar Development Holdings Limited	United Arab Emirates	Real estate holding and trading.	100%	100%
The Sustainable Investment Company SPV Limited	United Arab Emirates	Special purposes vehicle.	100%	100%
Aldar Development (UK) Holdings Limited	United Arab Emirates	Real estate development.	100%	100%
Inspire Integrated Solutions Ltd	United Arab Emirates	Real estate management services.	100%	100%
<u>Below is the subsidiary of Aldar Development (UK) Holdings Limited:</u>				
Aldar Development (LSQ) Limited	United Kingdom	Real estate development.	100%	100%
<u>Below are the subsidiaries of Aldar Development (LSQ) Limited:</u>				
London Square Developments (Holdings) Limited	United Kingdom	Real estate development.	100%	100%
LSQ Management Limited	United Kingdom	Real estate development.	100%	100%
<u>Below is the subsidiary of London Square Developments (Holdings) Limited:</u>				
LSQ HoldCo 2 Limited	United Kingdom	Information technology systems installation and maintenance.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below is the subsidiary of LSQ HoldCo 2 Limited:</u>				
LSQ HoldCo 3 Limited	United Kingdom	Information technology systems installation and maintenance.	100%	100%
<u>Below is the subsidiary of LSQ HoldCo 3 Limited:</u>				
London Square Limited	United Kingdom	Consulting services, research and questionnaire.	100%	100%
<u>Below are the subsidiaries of London Square Limited:</u>				
London Square Developments (Ventures) Limited	United Kingdom	Facilities management.	100%	100%
London Square (Staines) Limited	United Kingdom	Facilities management.	100%	100%
Square Roots Registered Provider Limited	United Kingdom	Land developer and housebuilder.	100%	100%
Charter Square Management Company Limited	United Kingdom	Property development management service provider.	100%	100%
Amparo House, Greenwich London Management Company Limited	United Kingdom	Land developer and housebuilder.	100%	100%
<u>Below are the subsidiaries of London Square Developments (Ventures) Limited:</u>				
London Square (Holdings) Limited	United Kingdom	Outsourcing and shared support services.	100%	100%
London Square Development Management Limited	United Kingdom	Holding company.	100%	100%
London Square (Projects) Limited	United Kingdom	Land developer and housebuilder.	100%	100%
London Square (RSG) Limited	United Kingdom	Holding company.	100%	100%
<u>Below are the subsidiaries of London Square (Holdings) Limited:</u>				
London Square Developments Limited	United Kingdom	Land developer and housebuilder.	100%	100%
London Square (Investments) Limited	United Kingdom	Holding company.	100%	100%
<u>Below are the subsidiaries of London Square (Investments) Limited:</u>				
London Square Works Limited	United Kingdom	Real estate development.	100%	100%
London Square (Streatham) Limited	United Kingdom	Holding company.	100%	100%
LSQ (Crimscott Street) Holdings Limited	United Kingdom	Holding company.	100%	100%
<u>Below is the subsidiary of London Square Works Limited:</u>				
Pewter N7 Management Company Ltd	United Kingdom	Holding company.	100%	100%
<u>Below is the subsidiary of LSQ (Crimscott Street) Holdings Limited:</u>				
London Square (Crimscott Street) Limited	United Kingdom	Holding company.	100%	100%
<u>Below is the subsidiary of London Square (Crimscott Street) Limited:</u>				
Crimscott Street, Bermondsey Management Company Ltd	United Kingdom	Holding company.	100%	100%

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of London Square Developments Limited:</u>				
425-455 St Albans Road, Watford Management Company Ltd	United Kingdom	Land developer and housebuilder.	100%	100%
One Linear Place Management Company Limited	United Kingdom	Land developer and housebuilder.	100%	100%
London Square (Crayford) Holdings Limited	United Kingdom	Holding company.	100%	100%
London Square (Springfield) Holdings Limited	United Kingdom	Holding company.	100%	100%
London Square (Putney) Limited	United Kingdom	Real estate development.	100%	100%
London Square Living Limited	United Kingdom	Real estate development.	100%	100%
London Square (Walton-on-Thames) Holdings Limited	United Kingdom	Holding company.	100%	100%
London Square (West Croydon) Holdings Limited	United Kingdom	Land developer and housebuilder.	100%	100%
London Square (West Croydon) Limited	United Kingdom	Commercial land developer.	100%	100%
London Square (Bugsby Way) Holdings Limited	United Kingdom	Holding company.	100%	100%
De Burgh, Tadworth Management Company Ltd	United Kingdom	Holding company.	100%	100%
Bassetts, Orpington Management Company Ltd	United Kingdom	Holding company.	100%	100%
<u>Below is the subsidiary of London Square (Crayford) Holdings Limited:</u>				
London Square (Crayford) Limited	United Kingdom	Property developer.	100%	100%
<u>Below is the subsidiary of London Square (Springfield) Holdings Limited:</u>				
London Square (Springfield) Limited	United Kingdom	Property developer.	100%	100%
<u>Below are the subsidiaries of London Square (Springfield) Limited:</u>				
Plot F, Springfield Village Management Company Limited	United Kingdom	Residents’ management company.	100%	100%
Plot G, Springfield Village Management Company Limited	United Kingdom	Residents’ management company.	100%	100%
Plot P&Q, Springfield Village Management Company Limited	United Kingdom	Residents’ management company.	100%	100%
<u>Below is the subsidiary of London Square (Walton-on-Thames) Holdings Limited:</u>				
London Square (Walton-on-Thames) Limited	United Kingdom	Land developer and housebuilder.	100%	100%
<u>Below is the subsidiary of London Square (Bugsby Way) Holdings Limited:</u>				
London Square DevCo Limited (formerly “London Square (Bugsby Way) Limited”)	United Kingdom	Land developer and housebuilder.	100%	100%
<u>Below is the subsidiary of London Square (Walton-on-Thames) Limited:</u>				
Albright Gardens, Walton on Thames Management Company Ltd	United Kingdom	Holding company.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of London Square (West Croydon) Limited:</u>				
London Square (St Michaels Croydon) (No. 1) Management Company Limited	United Kingdom	Housing association real estate.	100%	100%
St Michaels Croydon (Tower B) Management Company Ltd	United Kingdom	Selling and marketing services.	100%	100%
<u>Below are the subsidiaries of London Square Development Management Limited:</u>				
London Square Partners Limited	United Kingdom	Land developer and housebuilder.	100%	100%
London Square (Hong Kong) Limited	Hong Kong	Holding company.	100%	100%
<u>Below is the subsidiary of London Square Partners Limited:</u>				
London Square PIC Partnership Limited	United Kingdom	Land developer and housebuilder.	100%	100%
<u>Below is the subsidiary of Aldar Development Holdings Limited:</u>				
Aldar Development LLC OPC	United Arab Emirates	Real estate development and sale.	100%	100%
<u>Below are the subsidiaries of Aldar Development LLC OPC:</u>				
Aldar Logistics Parks LLC	United Arab Emirates	Leasing and management of self-owned property.	100%	100%
The Gateway Engineering Services – Sole Proprietorship LLC	United Arab Emirates	Development consultancy.	100%	100%
<u>Below is the subsidiary of The Gateway Engineering Services – Sole Proprietorship LLC:</u>				
Tasareeh Engineer Services – Sole Proprietorship LLC	United Arab Emirates	Development consultancy.	100%	100%
<u>Below is the subsidiary of Aldar Ventures International Holding RSC Limited:</u>				
Six October for Development and Investment Co. S.A.E.	Arab Republic of Egypt	Real estate development.	59.9%	59.9%
<u>Below are the subsidiaries of Six October for Development and Investment Co. S.A.E.:</u>				
Tabrouk Development Company Caesar and Malaaz	Arab Republic of Egypt	Real estate.	100%	100%
Soreal for Real Estate Investment (Villette)	Arab Republic of Egypt	Real estate.	100%	100%
Sixth of October for Development and Real Estate Projects Co.	Arab Republic of Egypt	Real estate.	100%	100%
SODIC for Development and Real Estate Investment Co.	Arab Republic of Egypt	Real estate.	100%	100%
SODIC for Securitization	Arab Republic of Egypt	Real estate.	100%	100%
<u>Below are the subsidiaries of SODIC for Development and Real Estate Investment Co.:</u>				
Tegara for Trading Centres Co.	Arab Republic of Egypt	Real estate.	100%	100%
SODIC Polygon for Real Estate Investment Co.	Arab Republic of Egypt	Real estate.	100%	100%
Edara for Services of Cities and Resorts Co.	Arab Republic of Egypt	Real estate.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of SODIC for Development and Real Estate Investment Co.:</u> continued				
SODIC for Golf and Tourist Development Co.	Arab Republic of Egypt	Real estate.	100%	100%
La Maison for Real Estate Investment	Arab Republic of Egypt	Real estate.	100%	100%
SODIC Garden City for Development and Investment	Arab Republic of Egypt	Real estate investment.	50%	50%
<u>Below is the subsidiary of Sixth of October for Development and Real Estate Projects Co.:</u>				
Fourteen for Real Estate Development LLC	Syrian Arab Republic	Real estate.	100%	100%
<u>Below is the subsidiary of Fourteen for Real Estate Development LLC:</u>				
SODIC Syria LLC	Syrian Arab Republic	Real estate.	100%	100%
<u>Below are the subsidiaries of AURORA Holding Company Limited:</u>				
AURORA SPV 1 LLC	United Arab Emirates	Real estate trading and development.	100%	100%
AURORA SPV 2 LLC	United Arab Emirates	Real estate trading and development.	100%	100%
AURORA SPV 3 LLC	United Arab Emirates	Real estate trading and development.	100%	100%
<u>Below is the subsidiary of Mustard and Linen Interior Design Holdings Limited:</u>				
Mustard & Linen Interior Design – Sole Proprietorship LLC	United Arab Emirates	Premium interior design business.	100%	100%
<u>Below are the subsidiaries of The Sustainable Investment Company SPV Limited:</u>				
The Sustainable Investment Yas – Sole Proprietorship LLC	United Arab Emirates	Real estate development.	100%	100%
Aldar Investment Holding Restricted Limited	United Arab Emirates	Special purpose vehicle, proprietary asset management company.	88.1%	88.1%
<u>Below is the subsidiary of Aldar Investment Holding Restricted Limited:</u>				
Aldar Investment Properties LLC	United Arab Emirates	Investment, management and associated services for real estate assets and the operation of hotels.	100%	100%
<u>Below are the subsidiaries of Aldar Investment Properties LLC:</u>				
Aldar Investment Hybrid Limited	United Arab Emirates	Funding company.	100%	100%
Aldar Sukuk (No. 1) Ltd.	Cayman Island	Funding company.	100%	100%
Aldar Sukuk (No. 2) Ltd.	Cayman Island	Funding company.	100%	100%
Aldar Investment Properties Sukuk Limited (formerly “Aldar Sukuk (No. 3) Ltd.”)	Cayman Island	Funding company.	100%	100%
Aldar Residential LLC OPC (i)	United Arab Emirates	Real estate lease and management services.	100%	-
Aldar Retail LLC OPC (i)	United Arab Emirates	Real estate lease and management services.	100%	-
Aldar Commercial LLC OPC (i)	United Arab Emirates	Real estate lease and management services.	100%	-
Provis International Limited (formerly “Aldar Investments Limited”)	United Arab Emirates	Holding company.	100%	100%
Aldar Logistics – Sole Proprietorship LLC	United Arab Emirates	Real estate lease and management services.	100%	100%

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31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below is the subsidiary of Aldar Logistics – Sole Proprietorship LLC:</u>				
Aldar Logistics Holding Limited	United Arab Emirates	Holding company.	100%	100%
<u>Below are the subsidiaries of Aldar Logistics Holding Limited:</u>				
Twafq Projects Development Property – Sole Proprietorship LLC	United Arab Emirates	Real estate lease and management services.	100%	100%
Abu Dhabi Business Hub – Sole Proprietorship LLC	United Arab Emirates	Real estate lease and management services.	100%	100%
<u>Below are the subsidiaries of Aldar Retail LLC OPC:</u>				
Aldar Malls LLC SPC	United Arab Emirates	Holding company.	100%	100%
Yas Mall LLC SPC	United Arab Emirates	Holding company.	100%	100%
Boutik Al Ain - Sole Proprietorship LLC	United Arab Emirates	Dormant entity.	100%	100%
Al Hamra Mall LLC	United Arab Emirates	Real estate lease and management services.	100%	100%
Al Jimi Mall - Sole Proprietorship LLC	United Arab Emirates	Real estate lease and management services.	100%	100%
<u>Below are the subsidiaries of Aldar Commercial LLC OPC:</u>				
Aldar Hotels and Hospitality LLC	United Arab Emirates	Investment in, and management of, entities providing hotels and hospitality services.	100%	100%
Confluence Partners (HQ) RSC LTD	United Arab Emirates	Special purpose company.	100%	100%
Al Maryah Property Holding Limited	United Arab Emirates	Real estate holding.	60%	60%
Saadiyat Accommodation Village - Sole Proprietorship LLC	United Arab Emirates	Accommodation village.	100%	100%
Aldar Commercial 2 Property Management FZ LLC (i)	United Arab Emirates	Property management services.	100%	-
<u>Below are the subsidiaries of Aldar Hotels and Hospitality LLC:</u>				
Rixos Bab Al Bahr Resorts	United Arab Emirates	Hospitality services.	100%	100%
C Taste Restaurant	United Arab Emirates	Restaurant.	100%	100%
Aldar Marinas LLC	United Arab Emirates	Managing and operating marinas, sports clubs and marine machinery.	100%	100%
Yas Links - Sole Proprietorship LLC	United Arab Emirates	Ownership and management of golf courses and golf clubs.	100%	100%
Saadiyat Beach Club Restaurant - Cabana9 - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Hub Kitchen - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Crown Senses Massage - Sole Proprietorship LLC	United Arab Emirates	Massage centre and spa.	100%	100%
Sands Pool Bar LLC OPC	United Arab Emirates	Restaurant.	100%	100%
Courtyard By Marriot WTC	United Arab Emirates	Hotel.	100%	100%
Island Café LLC OPC	United Arab Emirates	Restaurant.	100%	100%

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31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Aldar Hotels and Hospitality LLC:</u>				
Rangoli Restaurant LLC OPC	United Arab Emirates	Restaurant.	100%	100%
Y Bar LLC OPC	United Arab Emirates	Restaurant.	100%	100%
Roots Bar and Kitchen – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Saadiyat Beach Golf Club - Sole Proprietorship LLC	United Arab Emirates	Golf club.	100%	100%
MA Hospitality FZ LLC	United Arab Emirates	Holding company.	100%	100%
Wet Deck Restaurant – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Hawksbill Restaurant - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Tilal Body Fitness Club	United Arab Emirates	Fitness and wellness.	100%	100%
<u>Below are the subsidiaries of Rixos Bab Al Bahr Resorts:</u>				
Double Tree by Hilton Resort & SPA Marjan Island LLC	United Arab Emirates	Hospitality services.	100%	100%
W Yas Island Hotel - Sole Proprietorship LLC	United Arab Emirates	Hospitality.	100%	100%
<u>Below are the subsidiaries of W Yas Island Hotel - Sole Proprietorship LLC:</u>				
Garage Restaurant – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Sun Deck Restaurant – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
W Lounge Restaurant – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
W Roastery Restaurant – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Rush Night Club - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Skylite Restaurant - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Yas Acres Golf and Country Club - Sole Proprietorship LLC	United Arab Emirates	Hospitality.	100%	100%
<u>Below are the subsidiaries of Yas Acres Golf and Country Club - Sole Proprietorship LLC:</u>				
Liwa Massage Center	United Arab Emirates	Spa business.	100%	100%
Tilal Liwa Real Estate Investments LLC	United Arab Emirates	Hospitality.	100%	100%
Acres Grill House – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%

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31 December 2024

2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Tital Liwa Real Estate Investments LLC:</u>				
Yas Island Rotana Hotel – Sole Proprietorship LLC	United Arab Emirates	Hotel.	100%	100%
Tital Liwa Hotel – Sole Proprietorship LLC	United Arab Emirates	Hotel.	100%	100%
Al Badyah Al Raisi Restaurant	United Arab Emirates	Restaurant.	100%	100%
Bar Al Layali Alraisi	United Arab Emirates	Restaurant.	100%	100%
Snak Bar Al Liwan	United Arab Emirates	Restaurant.	100%	100%
<u>Below are the subsidiaries of Yas Island Rotana Hotel – Sole Proprietorship LLC:</u>				
Bodylines Fitness & Wellness Club	United Arab Emirates	Fitness and wellness.	100%	100%
Radisson Blu Hotel Yas Island – Sole Proprietorship LLC	United Arab Emirates	Hotel.	100%	100%
Aquarius Pool Bar Yas LLC OPC	United Arab Emirates	Restaurant.	100%	100%
Blue Grill Restaurant LLC OPC	United Arab Emirates	Restaurant.	100%	100%
Choices Restaurant LLC OPC	United Arab Emirates	Restaurant.	100%	100%
<u>Below are the subsidiaries of Radisson Blu Hotel Yas Island – Sole Proprietorship LLC:</u>				
Asymmetric Restaurant LLC OPC	United Arab Emirates	Restaurant.	100%	100%
Yas Belgian Restaurant LLC OPC	United Arab Emirates	Restaurant.	100%	100%
Fast Track Bar LLC - OPC	United Arab Emirates	Restaurant.	100%	100%
Filini Restaurant LLC - OPC	United Arab Emirates	Restaurant.	100%	100%
Shams Pool Bar LLC - OPC	United Arab Emirates	Restaurant.	100%	100%
The Spa LLC OPC	United Arab Emirates	Spa business.	100%	100%
Crowne Plaza Hotel Yas Island – Sole Proprietorship LLC	United Arab Emirates	Hotel.	100%	100%
<u>Below are the subsidiaries of Crowne Plaza Hotel Yas Island – Sole Proprietorship LLC:</u>				
Jing Asia Restaurant - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Views Lobby Lounge - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Sundowners Bar - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Stills Restaurant - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Barouk Restaurant - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Park Inn Yas Island Hotel – Sole Proprietorship LLC	United Arab Emirates	Hotel.	100%	100%
<u>Below are the subsidiaries of Park Inn Yas Island Hotel – Sole Proprietorship LLC:</u>				
Amerigos Restaurant and Bar LLC OPC	United Arab Emirates	Restaurant.	100%	100%
Mint Restaurant LLC OPC	United Arab Emirates	Restaurant.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Park Inn Yas Island Hotel – Sole Proprietorship LLC:</u>				
Anantara Eastern Mangroves Hotel – Sole Proprietorship LLC	United Arab Emirates	Hotel.	100%	100%
<u>Below are the subsidiaries of Anantara Eastern Mangroves Hotel – Sole Proprietorship LLC:</u>				
The Pool Deck Restaurant – Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Aldar Education - Sole Proprietorship LLC	United Arab Emirates	Investment in, and management of entities providing educational services.	100%	100%
Eastern Mangroves Marina – Sole Proprietorship LLC	United Arab Emirates	Managing and operating marinas.	100%	100%
Marsa Al Bateen – Sole Proprietorship LLC	United Arab Emirates	Managing and operating marinas.	100%	100%
Mangroves Lounge - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Ingredients Restaurants - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Impressions Bar - Sole Proprietorship LLC	United Arab Emirates	Restaurant.	100%	100%
Eastern Mangroves SPA Center	United Arab Emirates	Spa business	100%	100%
<u>Below are the subsidiaries of Aldar Education - Sole Proprietorship LLC:</u>				
Aldar Charter Schools – Sole Proprietorship LLC	United Arab Emirates	Education service provider.	100%	100%
Aldar International Schools - Sole Proprietorship LLC	United Arab Emirates	Education service provider.	100%	100%
Aldar Schools - Sole Proprietorship LLC	United Arab Emirates	Education service provider.	100%	100%
Aldar Emirates Schools – Sole Proprietorship LLC	United Arab Emirates	Education service provider.	100%	100%
Aldar Nurseries – Sole Proprietorship LLC	United Arab Emirates	Education service provider.	100%	100%
Aldar Managed Schools – Sole Proprietorship LLC	United Arab Emirates	Education service provider.	100%	100%
Aldar Training Academy - Sole Proprietorship LLC	United Arab Emirates	Education.	100%	100%
Cranleigh School Abu Dhabi – Sole Proprietorship LLC	United Arab Emirates	Education.	100%	100%
Kent College LLC – FZ	United Arab Emirates	Providing education related services.	100%	100%
Kent Nursery LLC – FZ	United Arab Emirates	Education and nursery related services.	100%	100%
Virginia International Private School – Sole Proprietorship LLC	United Arab Emirates	Providing education related services	100%	100%
Noya British School – Sole Proprietorship LLC	United Arab Emirates	Education services.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Aldar Schools - Sole Proprietorship LLC:</u>				
Al Shohub Private School – Sole Proprietorship LLC	United Arab Emirates	Providing educational services.	100%	100%
Aldar Academies – Sole Proprietorship LLC	United Arab Emirates	Investment in, and management of entities providing education services.	100%	100%
<u>Below are the subsidiaries of Aldar Academies – Sole Proprietorship LLC:</u>				
Cloud Spaces - Sole Proprietorship LLC	United Arab Emirates	Real estate lease and management services.	100%	100%
Aldar Academies – Al Yasmina School LLC	United Arab Emirates	Education service provider.	100%	100%
<u>Below are the subsidiaries of Cloud Spaces - Sole Proprietorship LLC:</u>				
Cloud Spaces Limited Sole Proprietorship (i)	Kingdom of Saudi Arabia	Integrated office administrative services.	100%	-
ETHER by Cloud Spaces Sole Proprietorship LLC	United Arab Emirates	Real estate lease & management services.	100%	100%
Cloud Spaces Business Center LLC	United Arab Emirates	Real estate lease & management services.	100%	100%
<u>Below are the subsidiaries of ADMO Lifestyle Holding Limited:</u>				
ADMO One Holding Limited	United Arab Emirates	Holding company.	100%	100%
Nammos Holding STA Ltd	Cyprus	Holding company.	62%	62%
MRINLON2SUB Ltd	Cyprus	Holding company.	62%	62%
Nammos Restaurant London Limited	United Kingdom	Restaurant.	62%	62%
Nammos Restaurant LLC	United Arab Emirates	Restaurant.	62%	62%
ADMO Hospitality Holding Limited	United Arab Emirates	Holding company.	100%	100%
Mystic Quartz Resorts Ltd	Cyprus	Holding company.	100%	100%
Monte London Limited	United Kingdom	Hospitality.	100%	100%
Damesin LTD	Cyprus	Holding company.	100%	100%
Benestar SA	Greece	Hospitality.	100%	100%
ADMO Hotel Management Holding Limited	United Arab Emirates	Hotels management.	100%	100%
Monterock Investments Nedafushi Maldives Private Limited	Maldives	Hospitality.	95%	95%
L Capital KDT Ltd. (ii)	Mauritius	Holding company.	99.1%	-
Alpha Mind Holding Limited (ii)	United Arab Emirates	Holding company.	51%	-
ADMO Lifestyle Management – LLC OPC (i)	United Arab Emirates	Management services.	100%	-
Nammos Mayfair Limited (i)	United Kingdom	Restaurant.	62%	-
Selmondo Limited (ii)	Cyprus	Sale of food and beverages.	51%	-

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of L Capital KDT Ltd.:</u>				
Iconic Locations Ltd.	Singapore	Holding company.	93%	-
Bm-Cb Investments Pte. Ltd.	Singapore	Sale of food and beverages.	100%	-
Iconic Locations Singapore Pte. Ltd.	Singapore	Sale of food and beverages.	100%	-
Clv Entertainment Pte. Ltd.	Singapore	Sale of food and beverages.	100%	-
Iconic Locations Hk Holding Ltd.	Hong Kong	Holding company.	100%	-
Iconic Locations Taipei Holding Ltd.	Hong Kong	Sale of food and beverages.	100%	-
Iconic Locations Taipei Ltd.	Taiwan	Sale of food and beverages.	51%	-
Iconic Locations Shanghai Holding Ltd.	Hong Kong	Sale of food and beverages.	100%	-
Iconic Locations Me Holding Co. Ltd	United Arab Emirates	Sale of food and beverages.	56%	-
Iconic Locations Skyview Restaurant & Lounge LLC	United Arab Emirates	Sale of food and beverages.	56%	-
Iconic Locations Hk Ltd.	Hong Kong	Sale of food and beverages.	100%	-
Iconic Locations USA Co. Ltd.	United States of America	Holding Company.	100%	-
WRT Capital Brickell LLC	United States of America	Sale of food and beverages.	75%	-
<u>Below are the subsidiaries of Alpha Mind Holding Limited:</u>				
Blue Lounge Ltd	United Arab Emirates	Holding company.	39%	-
Iris Star Restaurants LLC	United Arab Emirates	Sale of food and beverages.	39%	-
Clap Restaurant & Bar Limited	United Arab Emirates	Sale of food and beverages.	30%	-
BA Restaurant Limited	United Kingdom	Holding company.	33%	-
Sucre London	United Kingdom	Sale of food and beverages.	33%	-
White Flower Event Management FZ	United Arab Emirates	Sale of food and beverages.	38%	-
BDP restaurant & Cafe LLC	United Arab Emirates	Sale of food and beverages.	30%	-
Level Eight Limited	United Arab Emirates	Holding company.	44%	-
Sucre Below Restaurant & Bar Ltd	United Arab Emirates	Sale of food and beverages.	44%	-
The White Collections Restaurant Management LLC	United Arab Emirates	Holding company.	50%	-
Club Conde Duque	Spain	Holding company.	50%	-
Cool Zone S.L	Spain	Sale of food and beverages.	30%	-
Level Seven Limited	United Arab Emirates	Holding company.	100%	-
Akua & Litt Restaurant LLC	United Arab Emirates	Sale of food and beverages.	100%	-
K1 Restaurant Holding Ltd	United Kingdom	Holding company.	100%	-
CLP London Limited	United Kingdom	Sale of food and beverages.	100%	-

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Alpha Mind Holding Limited:</u> continued				
Alpha Mind Man Co Limited	United Arab Emirates	Management company.	100%	-
Alpha Mind IP Co Limited	United Arab Emirates	Leasing of intellectual properties and similar products, except copyrighted works.	100%	-
Alpha Mind One Holding Limited	United Arab Emirates	Holding company.	100%	-
Iris Piers (i)	United Arab Emirates	Sale of food and beverages.	100%	-
<u>Below are the subsidiaries of Selmondo Limited:</u>				
Barbarossa PC	Greece	Restaurant.	100%	-
Barbarossa World PC	Greece	Royalties.	100%	-
<u>Below are the subsidiaries of Modon Holding PSC (formerly “O Holding PSC”):</u>				
Al Qudra Real Estate LLC	United Arab Emirates	Real estate management.	100%	100%
Al Qudra Trading LLC	United Arab Emirates	Commercial project investment.	100%	100%
Modon Investment RSC Ltd. (formerly “Q Investment RCS Ltd.”)	United Arab Emirates	Real estate investment.	100%	100%
Q Malls – Sole Proprietorship LLC	United Arab Emirates	Real estate lease & management services.	100%	100%
Ain Al Fayda Real Estate LLC	United Arab Emirates	Real estate management.	100%	100%
Manarah Bay Real Estate LLC	United Arab Emirates	Real estate management.	100%	100%
Q International Limited	Cayman Island	General investment.	100%	100%
Al Qudra for Agriculture and Development Company LLC	United Arab Emirates	Agricultural development.	100%	100%
Emirates Simulation Academy LLC	United Arab Emirates	Construction, operation management and development of training centre.	60%	60%
Q for Commercial Markets Management	United Arab Emirates	Setup, ownership and development of commercial market, parks and entertainment facilities.	60%	60%
Q Active for Technologies LLC	United Arab Emirates	Telecommunication system installation and maintenance.	51%	51%
ABNIA for Industrial Holding LLC	United Arab Emirates	Activities of cement, glass, iron, wood, and electromechanical industries.	50%	50%
Al Qudra Industrial LLC	United Arab Emirates	Consultancy in alternative power and industrial projects.	100%	100%
Q Construction LLC	United Arab Emirates	General contracting.	100%	100%
QP International LLC	United Arab Emirates	Project management.	60%	60%
Q Properties LLC	United Arab Emirates	Real estate management.	100%	100%
Modon Companies Management LLC (formerly “Q Companies Management LLC”)	United Arab Emirates	Real estate management.	100%	100%
Q Hospitality LLC	United Arab Emirates	Real estate management.	100%	100%
Reem Investments Sole Proprietorship PJSC	United Arab Emirates	Real estate management.	100%	100%
Q Parks Establishment	United Arab Emirates	Touristic resort management & entertainment investment.	100%	100%

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<i>Below are the subsidiaries of Modon Holding PSC (formerly “O Holding PSC”):</i> continued				
Barary Ain Al Fayda Development LLC	United Arab Emirates	Real estate management.	100%	100%
Buhyarat Ain Al Fayda Real Estate LLC	United Arab Emirates	Real estate management.	100%	100%
Al Qudra Healthcare LLC	United Arab Emirates	Health care & hospitality.	100%	100%
Al Rayan Investment PSC	United Arab Emirates	Develop, manage and invest in real estate enterprises.	99.97%	99.97%
Al Qudra Holding – Morocco	Kingdom of Morocco	General investment.	100%	100%
Smart Hotel Management	Kingdom of Morocco	Hotel management.	100%	100%
Smart Hotel Properties	Kingdom of Morocco	Hotel management.	100%	100%
Al Qudra Holding International LLC	United Arab Emirates	Industrial enterprises and financial management.	100%	100%
Kasr Al Bahar	Kingdom of Morocco	Hospitality.	100%	100%
Atlantic Coast Hospitality	Kingdom of Morocco	General investment.	100%	100%
Al Qudra Holding Offshore	Kingdom of Morocco	Holding company.	100%	100%
Q General Investment Ltd.	British Virgin Islands	General investment.	100%	100%
Al Qudra Holding – Syria	Syrian Arab Republic	General investment	100%	100%
Al Qudra Real Estate – Syria	Syrian Arab Republic	Real estate management.	100%	100%
Al Qudra Holding – Algeria	Democratic Republic of Algeria	General investment.	100%	100%
Al Qudra Holding – Yemen	Republic of Yemen	General investment.	100%	100%
Al Tamouh Investments Company LLC	United Arab Emirates	Development, management and sale of real estate properties.	100%	100%
Insignia One Investment Sole Proprietorship LLC	United Arab Emirates	Commercial enterprises investment, institution and management, industrial enterprises investment, institution and management.	100%	100%
Viva Tourism Investment LLC	United Arab Emirates	Tourist enterprise investment.	100%	100%
Q Link Transport LLC	United Arab Emirates	Transportation.	85%	85%
Modon Properties PJSC (ii)	United Arab Emirates	Infrastructure development and managing of completed operating properties.	100%	-
Abu Dhabi National Exhibition Company (ADNEC) PJSC (ii)	United Arab Emirates	Management of venues, events and exhibitions.	100%	-
MIZA Investments LLC (ii)	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	-
Sahel Restricted Limited (iii)	United Arab Emirates	Special purpose vehicle.	100%	-
Oryx Action Restricted Limited (iii)	United Arab Emirates	Special purpose vehicle.	100%	-
Modon Holding Hospitality Sole Proprietorship LLC (i)	United Arab Emirates	Hospitality related services, restaurant management and events organizing.	100%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<i>Below are the subsidiaries of Modon Holding PSC (formerly “O Holding PSC”):</i> continued				
Modon Holding Asset Management Sole Proprietorship LLC (i)	United Arab Emirates	Management and operation of public utilities; agricultural, entertainment, sport and industrial enterprises investment, institution and management; real estate development construction.	100%	-
Modon Holding International Investments SPV Ltd (i)	United Arab Emirates	Holding company.	100%	-
Modon Holding International Real Estate Ltd (i)	United Arab Emirates	Activities of head offices.	100%	-
<i>Below are the subsidiaries of Reem Investments Sole Proprietorship PJSC:</i>				
Reem Developers – Sole Proprietorship LLC	United Arab Emirates	Real estate management.	100%	100%
Reem for Energy Investment Services – Sole proprietorship LLC	United Arab Emirates	Oil and gas projects.	100%	100%
<i>Below are the subsidiaries of Al Tamouh Investments Company LLC:</i>				
TSL Properties LLC	United Arab Emirates	Real estate management.	100%	100%
Al Ain Adventures LLC	United Arab Emirates	Adventure park.	100%	100%
Green Mubazzarah Chalets LLC	United Arab Emirates	Resort and furnished residences leasing.	100%	100%
Tamouh National Contracting LLC	United Arab Emirates	Building projects contracting.	51%	51%
Arch Models Abu Dhabi LLC	United Arab Emirates	Designing and constructing architectural models.	60%	60%
Reem Hills -Sole Proprietorship LLC	United Arab Emirates	Real estate management.	100%	100%
Island Villas LLC	United Arab Emirates	Real estate management.	100%	100%
Marina Square Community Real Estate LLC	United Arab Emirates	Real estate management.	100%	100%
Team Builders LLC	United Arab Emirates	Real estate management.	51%	51%
Tamouh Hotels & Resorts LLC	United Arab Emirates	Hotel management.	100%	100%
<i>Below are the subsidiaries of Al Rayan Investment PSC:</i>				
Construction Workers Residential City LLC	United Arab Emirates	Real estate investment.	65%	65%
Moon Flower Real Estate Development LLC	United Arab Emirates	Real estate investment.	100%	100%
Green Precast Systems Technology LLC	United Arab Emirates	General contracting.	60%	60%
Al Rayan Global Real Estate LLC	United Arab Emirates	Real estate investment.	100%	100%
Radiant & Moonflower Real Estate Development LLC	United Arab Emirates	Real estate investment.	65%	65%
Apex Residential LLC	United Arab Emirates	Real estate investment.	100%	100%
Winds Laundry – Sole Proprietorship LLC	United Arab Emirates	Real estate investment.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Modon Properties PJSC:</u>				
Bab Al Nojoum Camp LLC	United Arab Emirates	Tourism and hospitality.	100%	-
Modon Leisure and Hospitality LLC	United Arab Emirates	Tourism and hospitality.	100%	-
Modon Real Estate Leasing Management LLC	United Arab Emirates	Real estate related activities.	100%	-
Modon Restaurants LLC OPC	United Arab Emirates	Tourism and hospitality.	100%	-
Hudayriyat Sports LLC	United Arab Emirates	Sports related activities.	100%	-
Surf Abu Dhabi LLC	United Arab Emirates	Hospitality, tourism and sports.	100%	-
Hudayriyat Development LLC	United Arab Emirates	Real estate related activities.	100%	-
Modon Properties LLC (i)	United Arab Emirates	Real estate brokerage.	100%	-
Modon Masr for Urban Communities (i)	Arab Republic of Egypt	Real estate development	100%	-
Modon Properties Spain SLU (ii) (formerly "La Zagaleta SLU")	Spain	Real estate activities	100%	-
<u>Below are the subsidiaries of Sahel Restricted Limited:</u>				
Sahel 1 Restricted Limited	United Arab Emirates	Special purpose vehicle.	100%	-
Sahel 2 Restricted Limited	United Arab Emirates	Special purpose vehicle.	100%	-
MMP for Real Estate Development	Arab Republic of Egypt	Establishing tourist villages, hotels, motels, apartments and complementary activities including recreational, sports, commercial and cultural activities.	100%	-
<u>Below is the subsidiary of Modon Holding Hospitality LLC SPC:</u>				
Modon Holding Hospitality 1 SPV Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets.	100%	-
<u>Below is the subsidiary of Modon Holding International Investments SPV Ltd:</u>				
Modon Holding UK SPV Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets.	100%	-
<u>Below are the subsidiaries of Modon Holding International Real Estate Ltd:</u>				
Modon Ras Alhekma for Development RSC Ltd (formerly "MQREC RSC Limited")	United Arab Emirates	Airports contracting, afforestation contracting, tunnels contracting, bridges contracting, railway construction contracting, main roads, streets and related works contracting.	100%	-
Modon Holding Spain SPV Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets.	100%	-
Modon Holding Masr SPV Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets.	100%	-
<u>Below are the subsidiaries of Modon Ras Alhekma for Development RSC Ltd:</u>				
Modon Ras El Hekma for Development 1 SPV Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets.	100%	-
Modon Ras El Hekma for Development 2 SPV Ltd (i)	United Arab Emirates	Holding ownership of equity and nonequity assets.	100%	-
Modon Ras Alhekma for Development (i)	Arab Republic of Egypt	Real estate investment and hospitality.	100%	-
Modon Ras Elhekma for Urban Planning and Development (i)	Arab Republic of Egypt	Real estate investment and hospitality.	100%	-

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below is the subsidiary of Modon Holding Spain SPV Ltd:</u>				
MHII UK Ltd (i)	United Kingdom	Real estate development.	100%	-
<u>Below are the subsidiaries of Oryx Action Restricted Limited:</u>				
Diyafa Hotels International Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
IMKAN International Holding Limited	United Arab Emirates	Special purpose vehicle.	100%	-
IMKAN International Waterfront Holding Limited	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of Abu Dhabi National Exhibition Company (ADNEC) PJSC:</u>				
ADCG Real Estate Sole Proprietorship LLC	United Arab Emirates	Investments and real estate related activities.	100%	-
ADNEC Exhibitions and Conferences LLC	United Arab Emirates	Venues.	100%	-
Capital 360 LLC OPC (formerly “ADNEC Services LLC”)	United Arab Emirates	Events management and real estate related activities.	100%	-
LITE Consulting and Development Sole Proprietorship LLC	United Arab Emirates	Real estate related activities.	100%	-
Royal Arabian Management Consultancy Sole Proprietorship LLC	United Arab Emirates	Real estate related activities.	100%	-
ADCG Holdings (Jersey) LTD	Jersey	Investments related activities.	100%	-
ADCG (UK) LTD	United Kingdom	Investments and real estate related activities.	100%	-
London International Exhibition Centre PLC	United Kingdom	Investments and real estate related activities.	100%	-
Excel London Eastern Hotel Limited	United Kingdom	Hotels.	100%	-
ADCG Hotels LTD	United Kingdom	Hotels.	100%	-
Capital Events LLC	United Arab Emirates	Events management and related activities.	100%	-
Capital Catering and Services Sole Proprietorship LLC	United Arab Emirates	Catering related activities.	100%	-
Tourism 365 Sole Proprietorship LLC	United Arab Emirates	Tourism related activities.	100%	-
Capital Experience - Sole Proprietorship LLC	United Arab Emirates	Tourism related activities.	100%	-
Capital Experience Limited SP	Kingdom of Saudi Arabia	Tourism related activities.	100%	-
Capital Experience Jordan LLC	Hashemite Kingdom of Jordan	Tourism related activities.	100%	-
Capital Holidays – Sole Proprietorship LLC	United Arab Emirates	Tourism related activities.	100%	-
Capital Holidays (International) – Sole Proprietorship LLC	United Arab Emirates	Tourism related activities.	100%	-

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Abu Dhabi National Exhibition Company (ADNEC) PJSC:</u> continued				
Capital Holidays (Europe) GMBH	Germany	Tourism related activities.	100%	-
Capital Drive - Sole Proprietorship LLC	United Arab Emirates	Tourism related activities.	100%	-
TwoFour54 – FZ LLC	United Arab Emirates	Media related activities.	100%	-
Tourism Investment Assets – Sole Proprietorship LLC	United Arab Emirates	Investments, tourism and hotels related activities.	100%	-
Qasr Al Sarab Hotel – SP LLC	United Arab Emirates	Hotels.	100%	-
Al Liwan Qasr Al Sarab Restaurant – SP LLC	United Arab Emirates	Restaurant.	100%	-
Ghadeer Bar – SP LLC	United Arab Emirates	Restaurant.	100%	-
Suhail Qasr Al Sarab Restaurant – SP LLC	United Arab Emirates	Restaurant.	100%	-
Al Waha Qasr Al Sarab Restaurant – SP LLC	United Arab Emirates	Restaurant.	100%	-
Suhail Bar – SP LLC	United Arab Emirates	Restaurant.	100%	-
Qasr Al Sarab Cold Storage – SP LLC	United Arab Emirates	Restaurant.	100%	-
Ghadeer Qasr Al Sarab Restaurant – SP LLC	United Arab Emirates	Restaurant.	100%	-
Qasr Al Falaj Restaurant – SP LLC	United Arab Emirates	Restaurant.	100%	-
Qasr Al Sarab Restaurant – SP LLC	United Arab Emirates	Restaurant.	100%	-
Desert Island Resort and Spa – SP LLC	United Arab Emirates	Hotels.	100%	-
Desert Island Resort and Spa the Palm Restaurant – SP LLC	United Arab Emirates	Hotels.	100%	-
Al Shams Bar – SP LLC	United Arab Emirates	Restaurant.	100%	-
Amwaj Restaurant Desert Islands – SP LLC	United Arab Emirates	Restaurant.	100%	-
Anantara - Sir Bani Yas Island - Al Yamm Villa Resort – SP LLC	United Arab Emirates	Hotels.	100%	-
Al Yamm Lounge – SP LLC	United Arab Emirates	Hotels.	100%	-
Olio Restaurant Desert Islands – SP LLC	United Arab Emirates	Restaurant.	100%	-
Savanah Grill Restaurant – SP LLC	United Arab Emirates	Restaurant.	100%	-
Anantara - Sir Bani Yas Island - Al Sahel Villa Resort – SP LLC	United Arab Emirates	Hotels	100%	-

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<i>Below are the subsidiaries of Abu Dhabi National Exhibition Company (ADNEC) PJSC:</i> continued				
Al Sahel Lounge – SP LLC	United Arab Emirates	Restaurant.	100%	-
TFA FZ – LLC	United Arab Emirates	Media related activities.	100%	-
Media Zone Investments FZ – LLC	United Arab Emirates	Media related activities.	100%	-
Silla LLC	United Arab Emirates	Media related activities.	100%	-
ADNEC Investments – Sole Proprietorship LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	-
Orbis Sphere Limited	United Arab Emirates	Special purpose vehicle.	100%	-
Orbis Sphere Limited Jordan	Hashemite Kingdom of Jordan	Owning and leasing of assets.	100%	-
KXL Acquisition LTD	United Kingdom	Investment and management services.	100%	-
KXL (France) LTD	France	Investment and management services.	100%	-
ADNEC Riviera Investco RSC Limited	United Arab Emirates	Special purpose vehicle.	100%	-
Capital Holidays (Ireland) Ltd	Republic of Ireland	Tourism related activities.	100%	-
Media Zone Real Estate FZ – LLC	United Arab Emirates	Real estate related activities.	100%	-
Storytrain Limited	United Kingdom	Media related activities.	100%	-
Story Train Distribution FZ – LLC	United Arab Emirates	Content production, digital rights management and publications.	100%	-
Twofour54 Intaj FZ-LLC	United Arab Emirates	Media related activities.	100%	-
Twofour54 Events FZ – LLC	United Arab Emirates	Events related activities.	100%	-
Aurora RSC Limited	United Arab Emirates	Special purpose vehicle.	100%	-
London International Exhibition Centre Holdings PLC	United Kingdom	Venues related activities.	100%	-
Excel London Hotel Group Limited	United Kingdom	Hotels.	100%	-
King LEP Limited	Jersey	Real estate related activities.	100%	-
LIEC Phase 3 EE1 LTD	United Kingdom	Commercial related activities.	100%	-
LIEC Phase 3 EE2 LTD	United Kingdom	Commercial related activities.	100%	-
LIEC Phase 3 EE4A LTD	United Kingdom	Commercial related activities.	100%	-
LIEC Phase 3 EE4B LTD	United Kingdom	Commercial related activities.	100%	-
LIEC Phase 3 WE4A LTD	United Kingdom	Commercial related activities.	100%	-
LIEC Phase 3 WE4B LTD	United Kingdom	Commercial related activities.	100%	-
LIEC Phase 3 WE8 LTD	United Kingdom	Commercial related activities.	100%	-
LIEC Phase 3 WE9A LTD	United Kingdom	Commercial related activities.	100%	-
LIEC Phase 3 WE9B LTD	United Kingdom	Commercial related activities.	100%	-

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31 December 2024

2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Abu Dhabi National Exhibition Company (ADNEC) PJSC:</u> continued				
LIEC Phase 3 WE9C LTD	United Kingdom	Commercial related activities.	100%	-
Capital Protocol LLC	United Arab Emirates	Holding company.	40%	-
Netherlands Plaza Venture Company B.V.	Netherlands	Holding company.	83.33%	-
<u>Below is the subsidiary of Capital Catering & Services Sole Proprietorship LLC:</u>				
Royal Catering Services LLC SPC (ii)	United Arab Emirates	Restaurant, wholesale of fresh foodstuff trading, importing, abattoirs management, hospitality and facility management services and snack selling.	100%	-
<u>Below is the subsidiary of London International Exhibition Centre Holdings PLC:</u>				
BDCG Holdings Limited (ii)	United Kingdom	Holding company.	100%	-
<u>Below are the subsidiaries of BDCG Holdings Limited:</u>				
Business Design Centre Group Limited (UK)	United Kingdom	Holding company.	100%	-
Royal Agricultural Hall Limited (THE) (UK)	United Kingdom	Commercial operations.	100%	-
Business Design Centre Limited (UK)	United Kingdom	Commercial operations.	100%	-
BDC Forecourt Limited (UK)	United Kingdom	Commercial operations.	100%	-
Upper Street Car Parking Ltd.	United Kingdom	Commercial operations.	100%	-
<u>Below are the subsidiaries of Reach Group SPV Limited:</u>				
Reach Employment Services LLC – Abu Dhabi	United Arab Emirates	On demand labor suppliers (temporary employment).	100%	100%
Reach Employment Services LLC – Dubai	United Arab Emirates	On demand labor suppliers (temporary employment).	100%	100%
Reach Digital – Sole Proprietorship LLC (formerly “Experts Computer Consultants – Sole Proprietorship LLC”)	United Arab Emirates	Computer software consultancy, repairs and maintenance, human resources consultancy and administrative consultancy and studies.	100%	100%
Reach Three C for Call Centers Services LLC	United Arab Emirates	Provision of call center services.	100%	100%
WFC Holding LLC	United Arab Emirates	Commercial enterprises investment, institution and management.	100%	100%
<u>Below are the subsidiaries of WFC Holding LLC:</u>				
Reach BPO LLC OPC	United Arab Emirates	Supply of on-demand labors, human service delivery of medical cadres and onshore and offshore oil and gas fields and facilities services.	100%	100%
Reach Energy LLC OPC	United Arab Emirates	Employees provision services and onshore and offshore oil and gas fields and facilities services.	100%	100%

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Firsttech Group SPV RSC LTD:</u>				
Shory Technology LLC (viii)	United Arab Emirates	Information technology network services.	100%	70%
Slash Data Digital LLC (viii)	United Arab Emirates	Information technology network services.	100%	70%
Shory Insurance Brokers – SP LLC	United Arab Emirates	Insurance brokerage.	100%	100%
Firsttech for Electronic Development OP LLC (i)	Arab Republic of Egypt	Information technology.	100%	-
<u>Below are the subsidiaries of International Financial Assets Holding RSC LTD:</u>				
Enora Investment Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
Adira Investment Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
Sorin Enterprise Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
Funder.AI Technologies Limited (ii)	United Arab Emirates	Operating a private financing platform.	75%	-
<u>Below are the subsidiaries of Funder.AI Technologies Limited:</u>				
Efunder Forfaiting Services LLC	United Arab Emirates	Forfaiting services.	100%	-
Funder Arabia Limited One Person Company	Kingdom of Saudi Arabia	Software related services.	100%	-
<u>Below are the subsidiaries of Two Point Zero Group LLC:</u>				
Two Point Zero A LLC	United Arab Emirates	Commercial enterprise investment, institution and management.	100%	-
Two Point Zero B RSC Ltd.	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
<u>Below are the subsidiaries of Two Point Zero A LLC:</u>				
Chimera Investment LLC	United Arab Emirates	Commercial enterprise, real state enterprise investment and private funds management	100%	-
WAS Four Investment Sole Proprietorship LLC (ii)	United Arab Emirates	Commercial, industrial and agricultural Enterprises investment, institution and management	100%	-
<u>Below are the subsidiaries of Two Point Zero B RSC Ltd.:</u>				
International Resource Holding RSC Ltd	United Arab Emirates	Mining and exploration activities and trading of metals and minerals.	90%	-
Lumen Aegis Enterprises SPV RSC Ltd	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
24 North Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-

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2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Two Point Zero B RSC Ltd.:</u> continued				
E Point Zero Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
2PZ Food Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets.	100%	-
<u>Below is the subsidiary of Lumen Aegis Enterprises SPV RSC Ltd:</u>				
Maseera Holding Limited (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	95%	-
<u>Below is the subsidiary of Maseera Holding Limited:</u>				
Maseera Misr Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
Maseera Holding for Financial Investments SAE (ii)	Arab Republic of Egypt	Activities of participating in the establishment that issue securities or increasing their capital.	99.99%	-
<u>Below are the subsidiaries of E Point Zero Holding RSC Ltd:</u>				
Sagasse Investment Holding RSC Ltd.	United Arab Emirates	Holding ownership of real property, intellectual property, other tangible and intangible assets.	100%	-
Reem Energy Holding RSC Ltd (ii)	United Arab Emirates	Holding ownership of real property, intellectual property, other tangible and intangible assets.	100%	-
<u>Below is the subsidiary of Sagasse Investment Holding RSC Ltd:</u>				
Electra Investment Holding RSC Ltd (i)	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
<u>Below are the subsidiaries of Chimera Investment LLC:</u>				
Canopus Commercial Investment LLC	United Arab Emirates	Commercial enterprises investments, institution and management.	100%	-
Lunate Holding RSC Ltd	United Arab Emirates	Special purpose vehicle.	78%	-
Chimera Properties – Sole Proprietorship LLC	United Arab Emirates	Real estate enterprises investments, development, institution and management and land and real estate purchase and sale.	100%	-
C H Link Real Estate Investment – Sole Proprietorship LLC	United Arab Emirates	Real estate enterprises investments, development, institution and management.	100%	-
OPG Holding RSC Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
Chimera I One SPV RSC Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
Suhail Holding Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
Chimera Group Holding RSC Ltd.	United Arab Emirates	Special purpose vehicle.	100%	-
ChimeTech Holding Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
Realeco Limited LLC	United Arab Emirates	Real estate lease and management services, private fund investments.	100%	-
Chimera W&I Company	United Arab Emirates	Warranty and indemnity insurance services.	100%	-

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation continued**

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Lunate Holding RSC Ltd:</u>				
Lunate Capital Limited	United Arab Emirates	Manage investment fund, assets and advisory service.	100%	-
Lunate Capital LLC	United Arab Emirates	To establish and manage funds.	100%	-
Chimera Credit Carry LTD	Cayman Islands	Special purpose vehicle.	100%	-
ChimFin I Stars GP	Cayman Islands	General partner company.	100%	-
ChimFin I Stars LP	Cayman Islands	Carried interest partnership	100%	-
Chimera Growth Debt I Carry GP	Cayman Islands	Carried interest partnership	100%	-
Lunate Partners EIP GP LTD	United Arab Emirates	General partner company.	100%	-
Lunate Climate Holding RSC Limited	United Arab Emirates	Special purpose vehicle.	95%	-
Lunate Holding BOSI SPV Ltd (i)	United Arab Emirates	Special purpose vehicle.	100%	-
Lunate Holding BOCLP SPV Ltd (i)	United Arab Emirates	Special purpose vehicle.	100%	-
Generics Capital Investments Limited (i)	United Arab Emirates	Special purpose vehicle.	95%	-
Boreas Limited (i)	United Arab Emirates	Management consultancy services.	60%	-
Lunate Asia Holding RSC LTD (i)	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below is the subsidiary of Lunate Asia Holding RSC LTD:</u>				
AXIGHT Capital Limited (ii) <i>(formerly “API Capital Management Limited”)</i>	United Arab Emirates	Managing a collective investment fund.	100%	-
<u>Below are the subsidiaries of Lunate Capital Limited:</u>				
Lunate Legacy II (GP) SPV 2 Ltd <i>(formerly “Chimera Ventures II Carry GP”)</i>	Cayman Islands	General partner company.	100%	-
Chimera Capital (US) LLC	Delaware, USA	Special purpose vehicle.	100%	-
Chimera Capital (Cayman) Ltd	Cayman Islands	Special purpose vehicle.	100%	-
Chimera Ventures I (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Chimera Capital (US) Credit LLC	Delaware, USA	Special purpose vehicle.	100%	-
CHIMFIN I PE (GP) SPV LTD	United Arab Emirates	General partner company.	100%	-
Chimera Ventures II GP SPV LTD	United Arab Emirates	General partner company.	100%	-
Chimera Global Opportunity I	Cayman Islands	General partner company.	100%	-
Chimera Growth Debt I (GP) Ltd	Cayman Islands	General partner company.	100%	-
Lunate Legacy I (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Lunate Legacy II (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Lunate Legacy III (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Lunate Capital Limited:</u> continued				
Lunate Legacy IV (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Lunate Direct Investments I (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Lunate Fund of Funds I (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Lunate Special Investments I (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Lunate Long-Term Capital I (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Lunate Special Opportunities I (GP) SPV Ltd	United Arab Emirates	General partner company.	100%	-
Lunate Direct Investments I (GP) SPV 2 Ltd (i)	United Arab Emirates	General partner company.	100%	-
Lunate Special Opportunities SMA I (GP) SPV Ltd (i)	United Arab Emirates	General partner company.	100%	-
Lunate Special Opportunities I SMA SLP LP (i)	United Arab Emirates	Carried interest vehicle.	100%	-
Lunate Fund of Funds I SLP LP (i)	United Arab Emirates	Carried interest vehicle.	100%	-
Lunate Direct Investments I SLP LP (i)	United Arab Emirates	Carried interest vehicle.	100%	-
Lunate Long-Term Capital I SLP LP (i)	United Arab Emirates	Carried interest vehicle.	100%	-
Lunate Special Investments I SLP LP (i)	United Arab Emirates	Carried interest vehicle.	100%	-
Lunate Special Opportunities I SLP LP (i)	United Arab Emirates	Carried interest vehicle.	100%	-
<u>Below is the subsidiary of AXIGHT Capital Limited (formerly “API Capital Management Limited”):</u>				
Expansion Project GP RSC Ltd (i)	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of Lunate Climate Holding RSC Limited:</u>				
Alterra Management Limited	United Arab Emirates	Asset manager.	100%	-
Alterra Partners EIP GP LTD	United Arab Emirates	Asset manager.	100%	-
<u>Below are the subsidiaries of Alterra Management Limited:</u>				
Alterra Acceleration GP LTD	United Arab Emirates	Asset manager.	100%	-
Alterra Transformation GP LTD	United Arab Emirates	Asset manager.	100%	-
Alterra Acceleration Carry SLP LP (i)	United Arab Emirates	Carried interest partnership.	100%	-
Alterra Transformation Carry SLP LP (i)	United Arab Emirates	Carried interest partnership.	100%	-

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Chimera Group Holding RSC LTD:</u>				
ChimVen Investment RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE Investment RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimFin Investment RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimProp Investment RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of ChimVen Investment RSC LTD:</u>				
ChimVen 1 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimVen 2 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimVen 3 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of ChimPE Investment RSC LTD:</u>				
ChimPE 1 Investment SPV RSC Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 2 Investment SPV RSC Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 3 Investment SPV RSC Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 4 Investment SPV RSC Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 5 Investment SPV RSC Ltd	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 6 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 7 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 8 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 9 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimPE 10 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of ChimPE 1 Investment SPV RSC Ltd:</u>				
Beltone Holding S.A.E (formerly “Beltone Financial Holding S.A.E”)	Arab Republic of Egypt	To provide brokerage, asset management, investment banking, leasing, mortgage, consumer finance and venture capital service.	55.9%	-
<u>Below are the subsidiaries of Beltone Holding S.A.E (formerly “Beltone Financial Holding S.A.E”):</u>				
Beltone Asset Management S.A.E	Arab Republic of Egypt	Asset management.	100%	-
Beltone Investment Banking S.A.E	Arab Republic of Egypt	Investment banking.	100%	-
Beltone Investment Holding S.A.E	Arab Republic of Egypt	Investment banking and asset management.	100%	-

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of Beltone Holding S.A.E (formerly “Beltone Financial Holding S.A.E”):</u> continued				
Beltone Real Estate. S.A.E	Arab Republic of Egypt	Real estate investment.	100%	-
New Frontier Securities	United States of America	Securities brokerage.	100%	-
Beltone Information Technology. S.A.E	Arab Republic of Egypt	Information technology.	100%	-
Beltone Securities Holding. S.A.E	Arab Republic of Egypt	Participate in companies issuing shares.	100%	-
Beltone Securities Brokerage. S.A.E	Arab Republic of Egypt	Securities brokerage services.	100%	-
Beltone Financial for Shares	Arab Republic of Egypt	Securities brokerage.	100%	-
Beltone Bond Brokerage (Fixed Income) S.A.E	Arab Republic of Egypt	Fixed income securities brokerage.	100%	-
Beltone Libya	State of Libya	Securities brokerage.	49%	-
Beltone Market Maker. S.A.E	Arab Republic of Egypt	Market maker.	100%	-
Beltone Mortgage. S.A.E	Arab Republic of Egypt	Mortgage.	100%	-
Beltone Leasing and Factoring S.A.E	Arab Republic of Egypt	Leasing.	100%	-
Beltone Consumer Finance. S.A.E	Arab Republic of Egypt	Consumer finance.	100%	-
Beltone Venture Capital S.A.E	Arab Republic of Egypt	Venture capital.	100%	-
Cash for Microfinance	Arab Republic of Egypt	Microfinancing business.	100%	-
Beltone Investment Management S.A.E.	Arab Republic of Egypt	Asset management.	100%	-
Beltone Venture Capital	Republic of Mauritius	Venture capital.	100%	-
Beltone Capital	Republic of Mauritius	Private equity.	100%	-
Beltone SME (i)	Arab Republic of Egypt	Management of small and medium sized entities.	100%	-
Beltone Management Solutions – Magnet (i)	Arab Republic of Egypt	Management solutions and consultancy services.	100%	-
LXET Real Estate Investment and Marketing LLC (ii)	Arab Republic of Egypt	Real estate investment and marketing.	100%	-
<u>Below is the subsidiary of Beltone Capital:</u>				
Nepit Limited	Republic of Mauratius	Private equity.	100%	-
<u>Below is the subsidiary of Nepit Limited:</u>				
National Company for Seed Production and Agricultural Crop Seeds	Arab Republic of Egypt	Agriculture business.	51%	-
<u>Below are the subsidiaries of ChimFin Investment RSC LTD:</u>				
ChimFin 1 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	42.5%	-
ChimFin 2 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	60.5%	-

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

<i>Name of subsidiary</i>	<i>Place of incorporation and operation</i>	<i>Principal activities</i>	<i>Proportion of ownership interest and voting power held</i>	
			2024	2023
<u>Below are the subsidiaries of ChimFin Investment RSC LTD:</u> continued				
ChimFin 3 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	34%	-
ChimFin 4 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimFin 5 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimFin 6 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimFin 7 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimFin 8 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of ChimProp Investment RSC LTD:</u>				
ChimProp 1 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
ChimProp 2 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	91.63%	-
ChimProp 3 Investment SPV RSC LTD	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of International Resource Holding RSC Ltd:</u>				
IRH Mining RSC Ltd	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
IRH Trading RSC Ltd	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
IRH Refining RSC Ltd	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
IRH Geology and Technology RSC Ltd	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
IRH Investment SPV RSC Ltd	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
IRH Companies Management Sole Proprietorship Ltd	United Arab Emirates	Management services of companies and private institutions	100%	-
IRH Technology SPV RSC Ltd (i)	United Arab Emirates	Special purpose vehicle.	100%	-
<u>Below are the subsidiaries of IRH Mining RSC Ltd:</u>				
Alpha Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-
Beta Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-
Delta Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-
Gamma Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-

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31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of IRH Mining RSC Ltd:</u> continued				
Lambda Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-
Primera Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-
Omega Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-
Sigma Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-
Zeta Mining Ltd	United Arab Emirates	Exploration services for minerals.	100%	-
Epsilon Mining Ltd (i)	United Arab Emirates	Exploration services for minerals.	100%	-
Theta Mining Ltd (i)	United Arab Emirates	Exploration services for minerals.	100%	-
Omicron Mining Ltd (i)	United Arab Emirates	Exploration services for minerals.	100%	-
PSI Mining Ltd (i)	United Arab Emirates	Exploration services for minerals.	100%	-
RHO Mining Ltd (i)	United Arab Emirates	Exploration services for minerals.	100%	-
<u>Below are the subsidiaries of IRH Trading RSC Ltd:</u>				
Alpha Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
Beta Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
Delta Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
Gamma Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
Lambda Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
Primera Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
Omega Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
Sigma Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
Zeta Metals Trading Ltd	United Arab Emirates	Wholesale of iron, non-ferrous metals and metals.	100%	-
IRH Logistics Ltd (i)	United Arab Emirates	Logistics consultancy, general warehousing, distribution services, freight broker, warehousing and inventory services installations.	100%	-
IRH Global Trading Ltd (i)	United Arab Emirates	General trading purposes.	100%	-
IRH Gulf Metal Trading Ltd (i)	United Arab Emirates	Wholesale of blast furnaces and smelters, iron, non-ferrous metals and metals.	100%	-
Delta Smeltco Ltd (i)	United Arab Emirates	Wholesale of blast furnaces and smelters, iron, non-ferrous metals and metals.	100%	-
IRH Global Equipment Solutions Ltd (i)	United Arab Emirates	General trading purposes	100%	-
IRH Global Solutions Ltd (i)	United Arab Emirates	Treasury, funding, capital market and other related services.	100%	-
<u>Below is the subsidiary of Delta Mining Ltd:</u>				
Mopani Copper Mines PLC (ii)	Republic of Zambia	Copper mining.	51%	-
<u>Below is the subsidiary of IRH Geology and Technology RSC Ltd:</u>				
BMRC International Geological LLC	United Arab Emirates	Mines and mining engineering consultancy and geological engineering.	60%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued

2.4 Basis for consolidation continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Below are the subsidiaries of BMRC International Geological LLC:</u>				
BMRC Zimbabwe (Private) Ltd	Republic of Zimbabwe	Mines and mining engineering consultancy and geological engineering.	60%	-
BMRC Tech Zambia Limited (i)	Republic of Zambia	Support activities for other mining and quarrying.	100%	-
<u>Below are the subsidiaries of Sigma Mining Ltd:</u>				
Sigma Resource CAR 1 SA	Central African Republic	Explorations of minerals and metals.	85%	-
Sigma Resource CAR 2 SA	Central African Republic	Explorations of minerals and metals.	85%	-
Sigma Minerals CAR SA	Central African Republic	Explorations of minerals and metals.	85%	-
<u>Below are the subsidiaries of Omega Mining Ltd:</u>				
Munenga Resources Lda	Republic of Angola	Exploration services including exploration of minerals.	75%	-
Kassala Resources Lda	Republic of Angola	Exploration services including exploration of minerals.	75%	-
<u>Below are the subsidiaries of Zeta Mining Ltd:</u>				
Alfa Minerais, SU, Lda	Republic of Mozambique	Exercise and development of mining activities.	100%	-
Mozrock Resources, SU, Lda	Republic of Mozambique	Exercise and development of mining activities.	100%	-
<u>Below is the subsidiary of Sigma Metals Trading Ltd:</u>				
Sigma Gold CAR, S.A	Central African Republic	Marketing of artisanal gold.	85%	-
<u>Below is the subsidiary of IRH Investment SPV RSC Ltd:</u>				
Blue Resources SPV RSC Ltd.	United Arab Emirates	Holding ownership of equity and non-equity assets, including shares, debentures, bonds and other forms of securities.	100%	-
<u>Discontinued operations:</u>				
Paragon Mall LLC	United Arab Emirates	Ownership and leasing of retail property.	100%	100%
Al Jaraf Fisheries LLC and its subsidiaries	United Arab Emirates	Wholesale of fresh fish and marine animal trading.	100%	100%
Arena Stuart Rentals Inc.	United States of America	Temporary infrastructure works.	100%	100%
Reem Investment Overseas Limited (ix)	Republic of Mauritius	Investment holding.	100%	100%
Cellpro International Manufacturing – Sole Proprietorship LLC (ix)	United Arab Emirates	Manufacturing of medical consumables.	100%	100%
Corporate Solutions Consultants – Sole Proprietorship LLC (ix)	United Arab Emirates	Human resources and administrative consultancy, onshore and offshore oil and gas fields and facilities services.	100%	100%
Multi Serve Typing and Transactions Follow Up – Sole Proprietorship LLC (ix)	United Arab Emirates	Typing, documents photocopying and transactions follow up services.	100%	100%
Tamouh Integrated Business Services – Sole Proprietorship LLC (ix)	United Arab Emirates	Resort and furnished residences leasing.	100%	100%
Dicon Investment LLC and its subsidiaries (x)	United Arab Emirates	Investment in industrial, agricultural and commercial enterprises and management.	-	100%
Dana Hospitality LLC / Holiday Inn Hotel (x)	United Arab Emirates	Hotel management.	-	100%

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2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued

Name of subsidiary	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Discontinued operations:</u> continued				
Transcend Blocker, INC (x)	United States of America	Power enterprise investment, institution and management.	-	100%
Apex Investment PSC and its subsidiaries (x)	United Arab Emirates	Holding company.	-	51.50%
Diqa Technologies Limited (x)	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	-	45%
Q & Elevate LLC (x)	United Arab Emirates	Hospitality services.	-	70%
ADH Energy RSC LTD (x)	United Arab Emirates	Investment holding.	-	100%
Serenity Aviation Holding LLC and its subsidiaries (x)	United Arab Emirates	Aviation consultancy and commercial enterprises investment, institution and management	-	50%
Reset Energy LLC (x)	United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.	-	65%
Qausar Energy Limited (xi)	United Arab Emirates	Consultancy, research and development and testing with respect of energy generation.	-	50%
Alpha Technologies Limited (xi)	United Arab Emirates	Consultancy, research and development and testing with respect of energy generation.	-	50%
SSI Holding Limited (xi)	United Arab Emirates	Holding company.	-	100%
W Solar Investments Single Memb Societe Anonyme (xi)	Greece	Power, commercial & industrial enterprises investment.	-	100%
Al Qudra Belarus Ltd. (xi)	Republic of Belarus	General investment.	-	100%
LVL Technology Holding and its subsidiaries (x)	Cayman Islands	Operation of a wellbeing streaming service and marketplace via an online platform and in physical studios.	-	49.38%

- (i) Subsidiaries incorporated during the year.
- (ii) Subsidiaries acquired during the year (note 6.1 & 6.2).
- (iii) Subsidiaries acquired during the year, that were accounted for as acquisition of assets (note 6.3).
- (iv) Century Village Real Estate Investment LLC is a 70% subsidiary of ESG Capital Holding LLC, with the remaining 30% being held by Al Tamouh Investments Company LLC.
- (v) Century Real Estate Investment LLC is a 87% subsidiary of ESG Capital Holding LLC, with the remaining 13% being held by National Projects and Construction LLC.
- (vi) PAL 4 Solar Energy LLC is a 80% subsidiary of MG Utilities Holding LLC, with the remaining 20% being held by Alpha Dhabi Industries Holding LLC.
- (vii) Aldar Estates Holding Limited is a 65.1% subsidiary of Aldar Properties PJSC, with an additional 17.45% being held directly by each of the IHC Real Estate Holding LLC and Abu Dhabi National Exhibition Company (ADNEC) PJSC.
- (viii) Shory Technology LLC and Slash Data Digital LLC were transferred to a 70% owned subsidiary, Firsttech Group SPV RSC LTD, hence having no impact on non-controlling interest.
- (ix) Subsidiaries under liquidation.
- (x) Subsidiaries derecognised during the year (note 6.4).
- (xi) Subsidiaries liquidated during the year.

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31 December 2024

2 BASIS OF PREPARATION continued**2.4 Basis for consolidation** continued**2.5 CHANGES IN MATERIAL ACCOUNTING POLICIES – NEW AND AMENDED STANDARDS AND INTERPRETATIONS**

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new amendments effective as of 1 January 2024. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

- Amendments to IFRS 16: Lease Liability in a Sale and Leaseback
- Amendments to IAS 1: Classification of Liabilities as Current and Non-current
- Amendments to IAS 1: Non-current Liabilities with Covenants
- Amendments to IAS 7 and IFRS 7: Supplier Finance Arrangements

These amendments had no significant impact on the consolidated financial statements of the Group.

3 MATERIAL ACCOUNTING POLICY INFORMATION**Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in general and administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

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

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

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Business combinations and goodwill** continued

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the consolidated statement of profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in consolidated statement of profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in consolidated statement of profit or loss.

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

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

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

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Changes in Group's ownership interest in existing subsidiaries

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

When the Group loses control of a subsidiary, a gain or loss is recognised in the consolidated statement of profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary.

The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the initial carrying amount for the purposes of subsequent accounting for the retained interest as an investment in an associate or a joint venture or financial asset.

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Acquisition of entities under common control**

Transactions giving rise to a transfer of interest in entities that are under common control are accounted for in accordance with the pooling of interest method of accounting at the date the transfer without restatement of prior periods. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the books of transferor entity. The equity of the acquired entities is added to the merger reserve within the Group equity. Any transaction costs paid for the acquisition are recognised directly in equity.

Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but has no control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries. The Group's investments in its associate and joint venture are accounted for using the equity method.

The results and assets and liabilities of the associates and joint ventures are incorporated in the consolidated financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for under IFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is not tested for impairment separately.

The consolidated statement of profit or loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in in other comprehensive income ("OCI") of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the consolidated statement of profit or loss and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss within 'share of profit from investment in associates and joint ventures' in the consolidated statement of profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Investment in associates and joint ventures** continued

When Group's share of losses in an associate or joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Interest in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a group entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenue and expenses relating to its interest in a joint operation in accordance with the IFRS Standards applicable to the particular assets, liabilities, revenue and expenses.

When a Group entity transacts with a joint operation in which a Group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a Group entity transacts with a joint operation in which a Group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied and services rendered, stated net of allowances and rebates. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities.

The Group recognises revenue from the following major sources:

- Marine and dredging activities
- Construction and related services
- Real estate development
- Management of properties, facilities and development projects
- Food and related non-consumable items
- Rental income
- Hospitality and leisure revenue
- Information technology related revenue
- Manpower and consultancy services
- Management of funds and advisory fees
- Sale of copper and other related materials
- Education and related services
- Coaching and training services
- Sale of properties and land

The Group recognises revenue from contracts with customers based on a five-step model as set out in IFRS 15:

- Step 1* Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
- Step 2* Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
- Step 3* Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
- Step 4* Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
- Step 5* Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- The Group's performance does not create an asset with an alternate use to the Group and the Group has an enforceable right to payment for performance completed to date.
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Revenue recognition** continued

For performance obligations where any of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Following are the policies for the major sources of revenue:

Marine and dredging activities:*Contract revenue – time charter arrangement*

The Group measures its progress towards complete satisfaction of the performance obligation using a time-based measure. Further, as the Group charges a fixed amount for each day of service provided, the Group has a right to invoice the customer an amount that corresponds directly with the value of the Group's performance completed to date. Revenue is recognised based on percentage of completion.

Contract revenue – engineering, procurement & construction, dredging and associated land reclamation works

Contract revenue comprises revenue from execution of contracts relating to lump-sum engineering, procurement and construction project services, dredging activities and associated land reclamation works. Lump-sum engineering, procurement and construction project execution services contracts contain distinct goods and services that are not distinct in the context of the contract. These are therefore combined into a single performance obligation.

The Group recognises revenue from its lump-sum engineering, procurement and construction project execution services contracts over time as the assets constructed are highly customised for the customers' needs with no alternative use and the Group has right to payment for performance completed to date.

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, and incentive payments, to the extent that it is probable that they will result in revenue, they can be measured reliably and will be approved by the customers. Claims are recognised when negotiations have reached an advanced stage such that it is probable that the customer will accept the claim and the amount can be measured reliably. Contract revenue also includes revenue from securing the award of significant projects for dredging and reclamation works. These amounts are recognised when all significant service obligations arising from the related services have been discharged.

If the outcome of a contract can be estimated reliably, contract revenue is recognised in the consolidated statement of profit or loss in proportion to the stage of completion of the contract. Based on the method that most reliably measures the actual work performed on each contract, the stage of completion is determined either on the basis of surveys of work performed or in the proportion of the contract costs incurred for work performed to date as compared to the estimated total contract costs. Losses on contracts are assessed on an individual contract basis and a provision is recorded for the full amount of any anticipated losses, including losses relating to future work on a contract, in the period in which the loss is first foreseen.

In case of contracts, where revenue is recognised on the basis of surveys of work performed, revenue is measured by applying contractual rates, or the minimum recoverable rates expected, to the actual quantities dredged or the related works performed. Revenue is adjusted subsequently based on final customer approval if rates approved are different from those originally used.

When the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it is probable will be recoverable; and contract costs should be recognised as an expense in the period in which they are incurred.

Warranty obligations

The Group generally provides warranties for general repairs of defects that existed at the time of sale, as required by law. As such, all warranties are assurance-type warranties under IFRS 15, which the Group accounts for under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Revenue recognition** continuedMarine and dredging activities: continued*Significant financing component*

For lump sum engineering, construction and procurement projects, if there is a difference in the timing of when the Group receives the advance and progress payments and when it recognises the contract revenue, the Group implies the existence of implicit significant financing component and adjusts transaction price to include the effects of time of value of money. The Group records interest on the delayed payments as interest income. For other contracts generally, the Group receives short-term advances from its customers. Using the practical expedient in IFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Variation orders and claims

Variation orders and claims are only included in revenue when it is probable that these will be accepted and can be measured reliably. The Group provides for liquidated damages claims where the customer has the contractual right to apply liquidated damages and it is considered probable that the customer will successfully pursue such a claim.

Construction and related services:*Revenue from construction contracts*

The Group provides construction services to its customers. Such contracts are entered into before rendering of services begins. Under the terms of the contracts, the Group is contractually restricted from reducing the structure under construction to another customer and has enforceable right to payment for work done. Revenue from construction is therefore recognised over time on a cost to cost method based the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. The management consider that this input method is an appropriate measure of the progress towards complete satisfaction of the performance obligations under 'IFRS 15 Revenue from Contracts with Customers'.

Where the outcome of a construction contract cannot be estimated reliably, revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. Contract costs are recognised as expenses in the period in which they are incurred.

When it is possible that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Under the terms of the contracts in the UAE and United Kingdom, the Group is contractually restricted from redirecting the properties to another customer and has an enforceable right to payment for work done. Therefore, revenue from construction of residential properties in the UAE and United Kingdom is recognised over time on a cost-to-cost method, i.e. based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. The Group consider that this input method is an appropriate measure of the progress towards complete satisfaction of these performance obligations under IFRS 15. In respect of the Group's contracts for development of residential properties in Egypt and certain contracts in the United Kingdom, the Group has assessed that the criteria for recording revenue over time is not met and transfer of control happens only at the time of handover of completed units to the customers and accordingly the revenue is recognised at the point in time at which the performance obligation is satisfied.

Costs of contracts include all direct costs of labour, materials, depreciation of property, plant and equipment and costs of subcontracted works, plus an appropriate portion of construction overheads and general and administrative expenses of the year allocated to construction contracts in progress during the year at a fixed rate of the value of work done on each contract. Any under recovery at the end of the fiscal year, is charged to profit or loss as unallocated overheads.

The gross amount of contract assets from customers, is the net amount of costs incurred plus recognised profits; less recognised losses and progress billings, for all contracts in progress for which costs incurred plus recognised profits (less recognised losses) exceeds progress billings.

The gross amount contract liabilities to customers, is the net amount of costs incurred plus recognised profits less recognised losses and less progress billings, for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Revenue recognition** continuedConstruction and related services: continuedRevenue from construction contracts continued

The effect of a change in the estimates of contract revenue or contract costs or the outcome of a contract, including that arising from liquidated damages and final contract settlements, is used in the determination of the amount of revenue and costs recognised in profit or loss in the period in which the change is made and in subsequent periods.

The Group receives advance payments and instalments from some customers in a specific jurisdiction, before the transfer of control over contracted units to customers as agreed in the contract, accordingly there is a significant financing component in those contracts, considering the length of time between the customer's payments and the transfer of control to the customer, and the interest rate prevailing in the market. The transaction price for those contracts is discounted using the interest rate implicit in the contract, and the Group uses the rate that would have been used in the event of a separate financing contract between the Group and the customer at the beginning of the contract, which is usually equal to the interest rate prevailing at the time of the contract. The Group uses the exception of the practical application for short-term payments received from customers. This means the amount collected from customers will not be modified to reflect the impact of the significant financing component if the period between the transfer of control over the units, service and payment is less than a year.

Management fee income

The Group manages construction of properties under long term contracts with customers. Management fee income is recognised over time using input method to recognise revenue on the basis of entity's efforts to the satisfaction of a performance obligation. Management considers that input method is an appropriate measure of the progress towards complete satisfaction of the performance obligations under IFRS 15. Where the outcome cannot be estimated reliably, revenue is measured based on the consideration from customers to which the Group expects to be entitled in a contract with a customer in an amount that corresponds directly with the value to the customer of the Group's performance completed to date and excludes amounts collected on behalf of third parties.

Real estate development:

Revenue from real estate development is recognised when the outcome of the transaction can be estimated reliably, by reference to the stage of completion of the development obligation at the reporting date. Where the outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Food and related non-consumable items:

The Group recognises revenue from sale of food and related non-consumable items at a point in time. Sales of goods to customers mainly include one performance obligation, where revenue is recognised when control of the goods is transferred (when the goods have been shipped to the customer's specific location (i.e. delivered). Following delivery, the customer has the full discretion over the manner of use of the goods, the primary responsibility on selling the goods and bears the risks of obsolescence and loss in relation to the goods.

Rental income:

Rental income arising from operating leases on investment properties is recognised, net of discount, in accordance with the terms of lease contracts over the lease term on a straight-line basis. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Hospitality and leisure revenue:

Hospitality revenue corresponds to all the revenues received from guests of the hotels. The services rendered (including room rentals, food and beverage sales and other ancillary services) are distinct performance obligations, for which prices invoiced to the guests are representative of their stand-alone selling prices. These obligations are fulfilled over time when they relate to room rentals, that is over the stay within the hotel, and at a point in time for other goods or services, when they have been delivered or rendered.

Income from leisure businesses comprises revenue from goods sold and services provided at golf courses, beach clubs and marinas, and is recognised at the point when the goods are sold or services are rendered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Revenue recognition** continuedInformation technology related revenue:*Contract revenue*

Contract revenue comprises of contracts relating to cyber risk management services projects. The Group recognises revenue from these contracts over time as the assets constructed are highly customised for the customers' needs with no alternative use.

If the outcome of a contract can be estimated reliably, contract revenue is recognised in the consolidated statement of profit or loss in proportion to the stage of completion of the contract. Losses on contracts are assessed on an individual contract basis and a provision is recorded for the full amount of any anticipated losses, including losses relating to future work on a contract, in the period in which the loss is first foreseen.

Supply of computer equipment

The supply of computer equipment mainly includes one performance obligation and is recognised when control of the equipment has been transferred (i.e. revenue recognised at a point in time).

Service revenue

Revenue from services, along with maintenance of computer equipment, is satisfied over time, as the customer simultaneously receives and consumes the benefits provided by the Group on a fixed contract basis.

Manpower and consultancy services:

The Group recognises revenue from provision of manpower to its customers along with other management and consultancy services when the services are rendered to customers and on the basis of the contractual labour and other consultancy rates agreed with the customers. Revenue from domestic workers mediation and provision of temporary employment services is recognised on the basis of contractual rates as labour hours are delivered and direct expenses are incurred and is stated net of discounts and rebates allowed.

Management of funds and advisory fees

The Group's performance obligation is to provide investment, advisory and other services. The Group typically satisfies this performance obligation over time as the services are rendered, and the customers simultaneously receive and consume the benefits provided. The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised services.

Investment advisory and management fees earned from each investment management contract over the contract life represent variable consideration because the consideration the Group is entitled to varies based on fluctuations in the basis for the management fee, e.g., fund asset under management ("AUM"), invested capital or capital commitment. Given that the management and advisory fee bases are susceptible to market factors outside of the Group's influence, advisory and management fees are constrained and, therefore, estimates of the future period advisory fees are generally not included in the transaction price.

In connection with advisory contract from its related party, the Company is entitled to receive performance fees based on the increase in book value of the assets under its management. In such arrangements, performance fees are recognised when the book value of the net assets under its management has increased.

Performance fees will not be recognised as revenue until it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur, or the uncertainty associated with the variable consideration is subsequently resolved. Performance fees are typically recognised as revenue when realised at the end of the measurement period. Once realised, such fees are not subject to clawback or reversal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Revenue recognition** continuedSale of copper and other related materials:

The Group generates revenue from sale of copper metal, concentrates, anodes, slime, liquified natural gas and other products. Revenue is based on rules for any modes of transport and rules for sea and inland waterway transport established by International Chamber of Commerce (i.e., Incoterms) agreed with the customer, which is taken to be the point in time at which the related control on the goods has been transferred and at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods. Revenue from sale of goods is recognised at a point in time upon satisfaction of the performance obligation. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Education and related services:

The education and other related services rendered are distinct performance obligations, for which fees invoiced to the students are representative of their stand-alone selling prices. These obligations are fulfilled over time when they relate to learning, educative, schooling and training services, that is over the academic year the student is enrolled and at a point in time for other services, when they have been delivered or rendered. The Group primarily generates revenue from tuition fees, registration fees and management fees, which are recognised as follows:

- Tuition fees are recognised on a monthly basis over the year. Tuition fees received in advance are recorded as deferred income.
- Registration fees are recognised as income on forfeiture when a registered student does not join the school and registration fees for the new students who join the school are adjusted against the tuition fee.
- Management fees are earned from the management services that the Group provides to certain schools under management and are recognised as revenue when the service is performed.

Coaching and training services:

The Group is engaged in the management and development of motor vehicles driving training. Revenue represents fees charged to customers during the year, which are recognised over the period of the courses, on a time proportionate basis when services are provided to customers. Fees paid in advance relating to training services are deferred and released to revenue when the related services are provided.

Sale of properties and land:

The Group generates revenue from sale of properties including land and buildings. Consideration for the sale of land generally includes the provision of infrastructure necessary for development. The amount of revenue attributable to such infrastructure development is deferred and recognised only upon its completion. All infrastructure related costs incurred until completion are included in development work-in-progress, as appropriate, and are recognised as direct costs when the related revenue is recognised in the consolidated statement of profit or loss. The amount of revenue deferred in relation to the provision of infrastructure is determined by estimating the related construction cost, plus a margin based on normal commercial principles.

Following are policies for other sources of revenue:

Media and marketing services:

The Group provides advertising, public relations, production, events management, media and outdoor advertising. Revenue from providing such services is recognised overtime in the accounting period in which the services are rendered or when the event is held at point in time.

Sale of furniture:Furniture manufacturing

The Group recognises revenue from contracts with customers for manufacturing household and office furniture and other related carpentry and woodwork. This includes the initial amount agreed in the contract plus any variations in contract work, claims and incentives payments, to the extent that it is probable that they will result in revenue and can be measured.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Revenue recognition** continuedSale of furniture: continued*Furniture retail*

The Group recognises revenue from retail trade of household, office furniture and interior decoration material at point in time when control of goods has transferred, being when the goods have been shipped to the customer's specific location. Revenue is stated net of expected discounts and other allowances.

Sale of cosmetics and related personal care services:*Sale of goods*

The Group's contracts with customers for the sale of goods generally include one performance obligation. The Group accounts for that revenue at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Rendering of services

The Group provides services related to women and men personal care and beauty. Such services are generally recognised as a performance obligation satisfied at the point in time when the service is rendered to the customer. Fees paid in advance for such services are deferred and released to revenue when the services are provided or when the validity has lapsed.

Brokerage services:

The Group provides share brokerage services, which mainly includes commission income and interest income on margin trading.

- (i) Commission income is recognised when the service has been rendered and when the Group's right to receive the income has been established. The commissions are recognised on a net basis, i.e. commission earned from customers less commission collected on behalf of the exchange. The Group believes this the most appropriate presentation because it acts as an agent in the transaction, rather than as principal.
- (ii) Interest income from margin trading is accrued on a time and proportion basis, by reference to the principal outstanding and at the effective interest rate applicable. Interest on margin trading is accrued from the time the customer has not settled its trade after T+2.

Healthcare and other medical supplies:

Includes hospitalisation, medical professional services, equipment, radiology, laboratory, medical consumables and pharmaceutical goods used. Revenue is recorded and recognised during the period in which the medical service is provided, based on the amounts due from patients and / or funding entities.

Hospitalisation – insured patients

Revenue is recognised based on the contract with the insurers net of claim denials (actual and estimated), discounts and time barred un-submitted claims. Transactions with insurers includes an amount of claims denials, which represents disallowance of claims due to technical or medical reasons. As the actual amount of denials may vary from the denial provisions, accordingly the amount of consideration may vary from what was originally claimed. This constitutes variable consideration under IFRS 15 and are recognised as revenue to the extent that it is highly probable that a reversal of revenue will not occur.

Hospitalisation – uninsured patients (self-pay and sponsored patients)

Revenue is recognised based on the most likely value to be recovered from the patients which constitutes variable consideration and are recognised as revenue to the extent that it is highly probable that a reversal of revenue will not occur.

Financing revenue (leasing factoring income)

This mainly includes interest earned from range of non-banking financial services including real estate finance, mortgage financing, consumer finance and other microfinance activities. The Group's performance obligation is to provide financing services. The Group typically satisfies this performance obligation over time as the customers simultaneously receive and consume the benefits provided.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Revenue recognition** continuedFlight charter income and other related aviation services*Flight charter income*

The Group provides services related to charter flights. Revenue is recognised on the date when a flight completes the journey as all economic benefits are deemed to be passed to the customer at this point. In the case of any flights being cancelled, the revenue arising from the cancellation is recognised immediately.

Other aviation related services

The Group provides ground services to airports (i.e. trading, maintenance and installation of airports traffic control equipment and devices including wire and wireless communication devices). For trading of equipment, revenue is recognised at point in time when control of the asset is transferred to the customer, generally on delivery of the goods. For maintenance and installation services, revenue is recognised at a point in time when the service is rendered.

District cooling services:

Revenue from providing district cooling services in the course of ordinary activities is measured at the fair value of the consideration received or receivable. Revenue is recognised when pervasive evidence exists, usually in the form of an executed sales agreement, the significant risks and rewards of ownership have been transferred to the customer and the service has been rendered to the customer, recovery of the consideration is probable, the associated costs can be estimated reliably, there is no continuing management involvement with the service, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

Connection fees

Connection fees are recognised on a straight-line basis over the term of the respective customer contracts unless it represents a separately identifiable service and satisfies other criteria for upfront recognition to the consolidated statement of profit or loss.

Sale of cement and other related products:

Revenue from sale of cement is recognised when control over the corresponding goods is transferred to the customer. The timing of revenue recognition of the performance obligation is at a point in time.

Commission and agency fee revenue

The Group provides services for which it charges a commission or agency fee. Revenue is recognised at the point in time when the service is rendered to the customer.

Delivery services:

Revenue from delivery services is satisfied over time, as the customer simultaneously receives and consumes the benefits provided by the Group on a fixed contract basis or using an input method to measure progress towards complete satisfaction of the service.

Dividend income:

Dividend income from investments is recognised in the consolidated statement of profit and loss when the shareholders' rights to receive payment is established.

Interest income:

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-monetary assets are recognised as deferred government grant in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses already incurred or for the purpose of giving immediate financial support to the group with no future related costs are recognised in profit or loss in the period in which they become receivable. The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Land granted by the Government is recognised at nominal value where there is reasonable assurance that the land will be received and the Group will comply with any attached conditions, where applicable.

Employee benefits

An accrual is made for the estimated liability of employees' entitlement to annual leave and leave passage as a result of services rendered by eligible employees up to the end of the reporting period.

Provision is also made for the full amount of end of service benefits due to employees in accordance with the Group's policy, which is at least equal to the benefits payable in accordance with UAE Labour Law, for their period of service up to the end of the reporting period. The accrual relating to annual leave and leave passage is classified as a current liability, while the provision relating to end of service benefits is classified as a non-current liability.

Pension contributions are made in respect of UAE national employees to the UAE General Pension and Social Security Authority in accordance with the UAE Federal Law No. (2), 2000 for Pension and Social Security.

Property, plant and equipment*Recognition and measurement*

Items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the followings:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use; and
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and capitalised borrowing costs.

When parts of an item of property and equipment are significant and have different useful lives, they are accounted for as separate items of property and equipment. Any gain or loss on disposal of an item of property and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in the consolidated statement of profit or loss.

Subsequent costs

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Property, plant and equipment** continued*Depreciation*

Depreciation is calculated on a straight-line basis over their useful lives as follows:

Buildings and leasehold improvements	2 - 55 years
Dredgers, plant and machinery	2 - 60 years
Furniture, fixtures and equipment	2 - 10 years
Barges support vessels and vehicles	2 - 40 years
Aircraft	25 years
Mineral development infrastructure	Units of production

The estimated useful lives, residual values and depreciation method are reviewed at each year-end, with the effect of any changes in estimate accounted for on a prospective basis.

Bearer plants

Bearer plants are the living plants that:

- are used in the production or supply of agricultural produce,
- are expected to bear produce for more than one period, and
- have a remote likelihood of being sold as agricultural produce, except for incidental scrap sales.

IAS 41 “*Agriculture*,” explicitly excludes the bearer plants from its scope and are accounted for in accordance with IAS 16 “*Property, plant and equipment*.” However, produce growing on a bearer plant is still within the scope of IAS 41.

Matured bearer plants are stated at cost less accumulated depreciation and any impairment in value. Immature bearer plants are measured at their accumulated cost. Capitalisation of costs ceases when the bearer plants reach maturity, which is when the bearer plants can be commercially harvested.

Mine development costs

Exploration and associated costs relating to non-specific projects or properties are expensed in the period in which they are incurred. Significant property acquisition costs and development costs relating to specific properties for which economically recoverable reserves are believed to exist and are deferred until the project to which they relate is sold, abandoned, or placed into production. No costs are deferred on a property believed to be impaired in value.

Mine development and property acquisition costs, including costs incurred during production to expand ore reserves within existing mine operations, are deferred, and amortised over the life of the mines.

Reviews are undertaken regularly to evaluate the carrying values of operating mines and development properties. If it is determined that the net recoverable amount is significantly lower than the carrying value, and the impairment in value is likely to be permanent, a write-down to the net recoverable amount is made by a charge to profit or loss.

Capital work in progress

Assets under construction (‘capital work in progress’) are stated at cost, net of accumulated impairment losses, and are not depreciated. All costs directly attribute to bringing the asset to the location and condition necessary for it to be used in the manner intended by management are included in the construction cost, including related staff costs, and for qualifying assets, borrowing costs capitalised in accordance with the Group’s accounting policy. When the assets are ready for intended use, the capital work in progress is transferred to the appropriate property, plant and equipment or investment properties category and is depreciated in accordance with the Group’s policies.

Derecognition

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in consolidated statement profit or loss.

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Intangible assets**

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

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit or loss.

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

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss.

Concession rights

These include cost incurred to obtain certain concession rights and are amortised on a straight-line basis in the consolidated statement of profit or loss over their estimated useful life of 37 years (2023: 37 years) from the date of construction of a district cooling plant.

Customer contracts

Customer contracts have a finite useful life and are carried at cost less accumulated amortisation and mainly represent long term non-cancellable contracts with customers for the supply of services which were acquired in business combinations. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives of 1 to 10 years (2023: 3 to 10 years).

Customer relationships

Customer relationships represent future economic benefits in the form of future business with a customer beyond the amount secured by any current contractual arrangements. Customer relationships acquired in a business combination that does not arise from a contract, may nevertheless be identifiable because the relationships are separable. These mainly represent non-contractual relationships acquired in business combinations and meet the criteria for recognition as intangible assets under IAS 38. Customer relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives of 3 to 15 years (2023: 3 to 15 years).

Brand names

Brand is a unique design, sign, symbol, words, or a combination of these, employed in creating an image that identifies a product and differentiates it from its competitors. Brand names represent future economic benefits in the form of future business linked with the brand names of subsidiaries acquired in business combination. Brand names identified as part of acquisitions have indefinite and finite useful lives. Brand names with finite useful lives are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful life of 5 to 20 years (2023: 5 to 20 years).

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Intangible assets** continued*Trademarks*

Trademarks are words, names, symbols or other devices used in trade to indicate the source of a product and to distinguish it from the products of others. Trademarks represent future economic benefits in the form of future business linked with the trademarks of subsidiaries acquired in business combinations. The trademarks identified as part of acquisitions have indefinite and finite useful lives. Trademarks with a finite useful life are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful life of 3 to 5 years (2023: 5 years).

Trade license

The license was recognised on an acquisition of a subsidiary, that allows the use of “Fazaa” name for the retail stores under that subsidiary. The license has a useful life of 8 years (2023: 8 years). Further during the year, as part of business combinations, a driving centers license has been identified with an indefinite useful life.

Lease benefits

Lease benefits represents the future economic benefits in the form of a favorable lease arrangements the Group acquired in business combination. Lease benefits have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful life of 15 to 45 years (2023: 15 years).

Mineral mining license

Mineral mining licenses represent rights to extract and refine the metal resources in the mines. The cost of these intangible assets acquired in a business combination is their fair value at the date of acquisition. Subsequently, they are carried at cost less accumulated amortisation and any accumulated impairment losses. The amortisation of mineral mining licenses is calculated using the units of production method, which reflects the pattern of economic benefits derived from the underlying mineral reserves. Amortisation is based on the actual production during the year as a proportion of the total estimated recoverable mineral reserves associated with the licenses. The estimated recoverable reserves are reviewed periodically, and adjustments to the amortisation rate are made prospectively if necessary. Impairment reviews are conducted whenever events or changes in circumstances indicate that the carrying amount of the intangible assets may not be recoverable.

Digital assets

Digital assets held by the Group are accounted for as intangible assets with indefinite useful lives and are initially measured at cost and subsequently using the revaluation model. Under the revaluation model, an intangible asset is carried at a revalued amount, which is its fair value at the date of the revaluation less any subsequent accumulated impairment losses. Any revaluation surplus is credited to the revaluation reserve under equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in the consolidated statement of profit or loss, in such case the increase is recognised in the consolidated statement of profit or loss. A revaluation deficit is recognised in the consolidated statement of profit or loss, except to the extent it offsets an existing surplus on the same asset recognised in the asset revaluation reserve.

Digital assets are measured at fair value using the quoted price on an external market price aggregator source, as the principal market or most advantageous market is not always known. The Group believes any price difference between the principal market and an aggregated price to be immaterial. The Group considers this fair value to be a Level 2 input under IFRS 13 Fair Value Measurement fair value hierarchy as the price on this source represents an average of quoted prices on multiple digital currency exchanges.

Other intangible assets are amortised over a period of 2 to 12 years (2023: 2 to 12 years) using straight-line method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Borrowing costs**

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in the consolidated statements of profit or loss in the period during which they are incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

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

Right-of-use assets

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

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and estimated useful life of the assets, as follows:

Land	2 - 65 years
Warehouses, office spaces, shops and cinema halls	2 - 50 years
Others	2 - 10 years

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

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for an identified impairment loss as described in the 'impairment of non-financial assets' policy.

Lease liabilities

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Leases** continued*Lease liabilities* continued

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

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

Short-term leases and leases of low-value assets

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

Group as a lessor

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

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

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term. Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

When a contract includes lease and non-lease components, the Group applies IFRS 15 to allocate consideration under the contract to each component.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are stated at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed assets includes the following:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- capitalised borrowing costs.

Upon completion of construction or development, a property is transferred from properties under development to completed properties.

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31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Investment properties** continued

Investment properties are derecognised either when they have been disposed of (i.e., at the date the recipient obtains control) or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the consolidated statement of profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

When the use of investment property changes such that it is reclassified from, or to, property, plant and equipment, inventory or development work-in-progress, its carrying value at the date of reclassification becomes its cost for subsequent accounting purposes.

Depreciation on investment properties is calculated using the straight-line method over their estimated useful lives ranges from 10 to 50 years.

Discontinued operations and non-current assets held for sale

The Group classifies non-current assets and subsidiaries as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and subsidiaries classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the consolidated statement of financial position.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations;
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of profit or loss.

Inventories*Fish and fish products*

Fish and fish products are stated at lower of cost or net realisable value, cost is determined using the first-in, first-out (FIFO) basis. Cost includes purchase cost, freight, insurance and other related expenses incurred in bringing the goods to their present condition and location. Net realisable value is based on the normal selling price, less cost expected to be incurred in marketing, selling and distribution. Allowance is made when necessary for obsolete, slow-moving and damaged items.

Animal feed products

Inventory consists primarily of alfalfa hay, materials, supplies and parts and are stated at the lower of cost and net realisable value. Alfalfa hay is valued using the weighted average cost method. Materials, supplies and parts are valued using the first in first out method.

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Inventories** continued

Packing, raw materials, medical supplies, food and its related non-food items, spares and consumables, household furniture and other finished goods

These are stated at the lower of weighted average cost and net realisable value. Cost includes all costs incurred in bringing inventory to its present condition and location. Net realisable value represents the estimated selling price less all estimated costs to be incurred in marketing, selling and distribution.

Poultry products

Broiler chicken, hatching eggs and finished goods are stated at lower of cost and net realisable value. Cost is calculated using the weighted average cost method. The cost comprises of a proportion of the cost of the egg produced by the parent chicken or purchased, and feed, vaccine medicines consumed by the flock, slaughtering expenses and packing charges.

Real estate properties and land plots held for sale

Inventories comprise completed properties held for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, and other operating inventories. Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price less all estimated selling and marketing costs to be incurred. When an inventory property is sold, the carrying amount of the property is recognised as an expense in the period in which the related revenue is recognised. The carrying amount of inventory properties recognised in profit or loss is determined with reference to the directly attributable costs incurred on the property sold and an allocation of any other related costs based on the relative size of the property sold.

Development work in progress

Development work-in-progress consists of property being developed principally for sale and is stated at the lower of cost and net realisable value. Cost comprises all direct costs attributable to the design and construction of the property and, where applicable, the cost of land upon which the property is being developed. Net realisable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses.

Land under development granted to the Group without consideration is carried at nominal value.

Biological assets

Biological assets are measured on initial recognition and at end of each reporting period at fair value less estimated costs to sell, unless at initial recognition that fair value cannot be measured reliably. In such cases, the entity measures the biological asset at historic cost less any accumulated depreciation and any accumulated impairment losses unless/ until fair value becomes reliably measurable. The fair values are determined based on current market prices of similar type of assets. Costs to sell include commission to brokers and dealers.

A gain or loss on initial recognition of biological assets at fair value less estimated costs to sell and from a change in fair value less estimated costs to sell of biological assets shall be included in profit or loss in the period in which it arises.

Poultry livestock

Poultry livestock includes chicken and is carried at cost. There are no quoted market prices for chicken livestock in the Gulf Cooperation Council, and alternatives for measuring fair value are determined by management to be unverifiable. Accordingly, the cost of parent chicken, determined on the basis of monthly average expenditure, comprises purchase price of the day-old chicken ("DOC") and all expenses incurred in bringing the DOCs to the farm from overseas, together with costs such as feed costs, incurred in rearing and maintaining the flock until the egg production commences.

Depreciation is charged using the straight-line method so as to write off the cost of biological assets over their estimated useful lives of 11 to 14 months.

Plants

Plants are measured on initial recognition and at end of each reporting period at fair value less estimated costs to sell. The fair values are determined based on current market prices of similar type and age of trees. Costs to sell include commission to brokers and dealers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Biological assets** continued*Sturgeon fish and its caviar*

Mother fish and juveniles are carried at acquisition cost plus costs incurred post-acquisition for feeds, chemicals and other directly attributable overheads until the age of 5 to 6 years which is considered to be the economic productivity period. After this period, adult sturgeon fish are ready for harvesting of caviar and are measured at fair value based on the expected caviar yield. The fair value is based on the biomass relative to the weight of the fish and is calculated based on current market prices of similar type of assets (caviar). Costs to sell include commission to brokers and retailers. After harvest, the caviar produced is treated as inventory and the fair value at the point of harvest is treated as the initial cost of the inventory.

Sheep:

Sheep are measured at fair value less costs to sell. The fair values are determined based on current market prices of similar type of assets.

Dairy livestock

Dairy livestock includes dairy herd (cows) and camel herd and are stated at their cost of purchase or at the cost of rearing to the point of maturity, less any accumulated depreciation and any accumulated impairment losses, as there is no active market for dairy livestock in the Gulf Cooperation Council against which to measure fair value and the alternative estimates for the determination of the fair value are determined to be clearly unreliable.

The cost of immature livestock (dairy herd and small camels) represents the aggregate of costs incurred during rearing to their respective maturity age.

Depreciation is charged so as to write off the cost of biological assets over their estimated useful lives using the straight-line method on the following basis:

Dairy herd	5 years
Camel herd	10 years

Shrimps

Shrimps are carried at acquisition cost plus costs incurred post-acquisition for feeds, chemicals and other directly attributable overheads until the age of 6 months which is considered to be the economic productivity period. After this period, shrimps are sold to outside parties except for mother shrimps, if any, which are expected to produce larvae and treated as biological assets.

Fish

Mother Fish and Juveniles are carried at acquisition cost plus costs incurred post-acquisition for feeds, chemicals and other directly attributable overheads up to maturity. These species are considered as 'mature' when their weight falls between 400 grams to 2,000 grams, while juvenile species are those whose weight falls between 2 grams to 15 grams. After this period, Fish ready to be sold to outside parties are classified as inventory, except for mother fish, if any, which are expected to produce eggs and treated as biological assets.

Foreign currencies

The Group's consolidated financial statements are presented in AED, which is also the Company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that is reclassified to consolidated statement of profit or loss reflects the amount that arises from using this method.

Transactions and balances

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

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

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31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Foreign currencies** continued*Transactions and balances* continued

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment in a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recognised in OCI.

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

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into AED at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

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

Financial assets*Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- a) Financial assets at amortised cost (debt instruments, cash and cash equivalents and trade receivables)
- b) Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- d) Financial assets at fair value through profit or loss

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Financial assets** continued*Subsequent measurement* continued

The Group has the following financial assets:

Financial assets at amortised cost

The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in the consolidated statement of profit or loss when the asset is derecognised, modified or impaired. The Group's financial assets at amortised cost include a certain portion of trade and other receivables, contract assets, due from related parties, loan to related parties and cash and bank balances.

Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of bank overdrafts, margin accounts, restricted cash and bank accounts for client's deposits.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as investment and other income in the consolidated statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss.

This category includes quoted and unquoted equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on quoted and unquoted equity investments are recognised under investment and other income in the consolidated statement of profit or loss when the right of payment has been established.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Financial assets** continued*Impairment of financial assets* continued

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

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset.

Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

*Financial liabilities**Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, due to related parties, lease liabilities, borrowings including bank overdrafts, loans from related parties, sukuk and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Financial liabilities and equity instruments** continued*Financial liabilities* continued*Financial liabilities at fair value through profit or loss* continued

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in consolidated statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of profit or loss.

This category generally applies to a certain portion of trade and other payables, due to related parties, lease liabilities and borrowings.

Sukuk are stated at amortised cost using the effective profit rate method. The profit attributable to the sukuk is calculated by applying the prevailing market profit rate, at the time of issue, for similar sukuk instruments and any difference with the profit distributed is added to the carrying amount of the sukuk.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Derivative financial instruments*Initial recognition and subsequent measurement*

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment;
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment; and
- Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Derivative financial instruments** continued*Initial recognition and subsequent measurement* continued

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is ‘an economic relationship’ between the hedged item and the hedging instrument.
- The effect of credit risk does not ‘dominate the value changes’ that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

Fair value hedges

The change in the fair value of a hedging instrument is recognised in the consolidated statement of profit or loss as other expense. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the consolidated statement of profit or loss as other expense.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. The EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss.

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the consolidated statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments. The ineffective portion relating to foreign currency contracts is recognised as other expense.

The Group designates only the spot element of forward contracts as a hedging instrument. The forward element is recognised in OCI and accumulated in a separate component of equity under cost of hedging reserve.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Derivative financial instruments** continued*Cash flow hedges* continued

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

Offsetting of financial instruments

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

Taxation*Current income tax*

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Taxation** continued*Deferred tax* continued

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Value added tax ("VAT")

Expenses and assets are recognised net of the amount of VAT, except:

- When the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

Fair value measurement

The Group measures financial instruments such as financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss at fair value at each consolidated statement of financial position date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Impairment of non-financial assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the consolidated statement of profit or loss in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill and intangible assets with indefinite useful lives are tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Environmental restoration**

Provision is made for costs associated with the restoration and rehabilitation of mining sites as soon as the obligation to incur such costs arises. Such restoration and closure costs are typical of the extractive industry and are normally accrued to reflect the Group's obligations at that time. The costs are estimated on the basis of mine closure plans and the estimated costs of dismantling and removing these facilities and the costs of restoration are capitalised when incurred, reflecting the Group's obligations at that time. A corresponding provision is created on the liability side. The capitalised asset is charged to the profit or loss over the life of the asset through depreciation over the life of the operation and the provision is reviewed annually. Management estimates are based on local legislation and the work of an independent expert. The actual costs and cash outflows may differ from estimates because of changes in laws and regulations, changes in prices, analysis of site conditions and changes in restoration technology.

Changes in the estimated timing of rehabilitation or changes to the estimated future costs are dealt with prospectively by recognising an adjustment to the rehabilitation liability and a corresponding adjustment to the asset to which it relates if the initial estimate was originally recognised as part of an asset measured in accordance with IAS 16.

Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability. The periodic unwinding of the discount is recognised in the consolidated statement of profit or loss as part of finance costs. For closed sites, changes to estimated costs are recognised immediately in the consolidated statement of profit or loss.

The Group is required to make contributions to the Government for future rehabilitation work relating to its production activities. The contributions are based on an environmental assessment that is performed by environmental auditors.

Treasury shares

Own equity instruments that are reacquired (i.e treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the consolidated statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised within equity under share premium.

Contingencies

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

Contingent assets are not recognised in the consolidated financial statements but disclosed when an inflow of economic benefits is probable.

Dividends

The Company recognises a liability to pay a dividend when the distribution is authorised, and the distribution is no longer at the discretion of the Group. A distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Current versus non-current classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current/ non-current classification.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Current versus non-current classification** continued

A liability is classified as current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

4 STANDARDS ISSUED BUT NOT EFFECTIVE

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

- IFRS 18: Presentation and Disclosure in Financial Statements
- IFRS 19: Subsidiaries without Public Accountability: Disclosures
- Amendments to IAS 21: Lack of Exchangeability
- Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures regarding the classification and measurement of financial instruments

The Group does not expect that the adoption of these new and amended standards and interpretations, other than IFRS 18, will have a material impact on its consolidated financial statements. The Group is currently working to identify all the impacts IFRS 18 will have on the primary consolidated financial statements and notes to the consolidated financial statements.

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTYS

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

While applying the accounting policies as stated in note 3, management of the Group has made certain judgments, estimates and assumptions that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period of the revision in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTYS continued

Key sources of estimation of uncertainty

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

Useful lives of property, plant and equipment, investment properties and intangible assets

The Group's management determines the estimated useful lives of its property, plant and equipment, investment properties and intangible assets for calculating depreciation / amortisation. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the residual value and useful lives annually and the future depreciation / amortisation charge would be adjusted where management believes that the useful lives differ from previous estimates. Where management determines that the useful life or residual value of an asset requires amendment, the net book amount in excess of the residual value is depreciated / amortised over the revised remaining useful life.

Impairment assessment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested.

The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

Properties classified under property, plant and equipment, right-of-use assets and investment properties are assessed for impairment based on the assessment of cash flows on individual cash-generating units when there is an indication that those assets have suffered an impairment loss. Goodwill and intangible assets with indefinite useful lives are tested for impairment on an annual basis.

Based on the assessment performed, management has recorded a net impairment loss on its investment properties and property, plant and equipment of AED 955,901 thousand for the year ended 31 December 2024 (2023: net reversal of impairment loss of AED 81,058 thousand). Further, based on impairment testing conducted by management, an impairment loss of AED 146,025 thousand was recorded on goodwill (2023: nil).

Impairment of investments in associates and joint ventures

In testing for impairment, the Group evaluates the specific investee's profitability, liquidity, solvency and ability to generate operating cash flows for the foreseeable future. Any shortfall between the estimated recoverable amount and the carrying value of investment is recognised as an expense in the consolidated statement of profit or loss.

Business combinations

Accounting for the acquisition of a business requires the allocation of the purchase price to the various assets and liabilities of the acquired business. For most assets and liabilities, the purchase price allocation is accomplished by recording the asset or liability at its estimated fair value. Determining the fair value of assets acquired and liabilities assumed requires judgment by management and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, the useful lives of assets and market multiples. The Group's management uses all available information to make these fair value determinations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY continued

Key sources of estimation of uncertainty continued

Estimation of net realisable value for inventories and allowance for slow moving inventories

Inventories are stated at the lower of cost or net realisable value. Adjustments to reduce the cost of inventory to its net realisable value, if required, are made at the product level for estimated excess, obsolescence or impaired balances. Factors influencing these adjustments include changes in demand, technological changes, physical deterioration and quality issues. Revisions to the allowance for slow moving inventories would be required if the outcome of these indicative factors differ from the estimates.

Provision for expected credit losses of trade receivables, contract assets and loans receivable

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating etc.).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

At the reporting date, gross trade receivables were AED 25,274,576 thousand (2023: AED 14,175,613 thousand), contract assets were AED 13,998,427 thousand (2023: AED 10,135,540 thousand) and loans receivable were AED 8,195,748 thousand (2023: nil), with provision for expected credit losses of AED 1,351,968 thousand (2023: AED 1,040,561 thousand), AED 184,456 thousand (2023: AED 158,925 thousand) and AED 103,166 thousand (2023: nil) respectively. Any difference between the amounts actually collected in future periods and the amounts expected to be received will be recognised in the consolidated statement of profit or loss.

Impairment of development work-in-progress

Development work-in-progress are stated at lower of cost or net realisable value (NRV). NRV represents the estimated selling price less costs to be incurred in selling the property. The calculation of estimated selling prices involves using comparable factors of development and sale of similar plots in nearby locations. The calculation of the estimated selling prices is performed by an internal management expert, using the comparable method of valuation and has therefore considered comparable market transactions to arrive at estimated selling prices. Management has assessed the net realisable value of its development work-in-progress for impairment as at 31 December 2024. Based on the review, management has concluded a net of impairment loss of AED 377,099 thousand on its development work-in-progress for the year ended 31 December 2024 (2023: net reversal of impairment loss of AED 52,927 thousand).

Contract claims

Certain customers or vendors file claims for compensation arising from delays and/or scope changes. The Group normally agree on an amicable settlement mechanism in the majority of such cases, some parties might have sought refunds and/or compensation, which are not in accordance with the respective agreements. Management makes estimates to settle all legal claims initiated against the Group as at 31 December 2024. Such claims, even if accepted by the Courts, would not have a material effect on the consolidated statement of financial position, given the provisions recorded in accruals and other liabilities as well as the fact that advances from customers are already reflected as liabilities until the unequivocal completion or settlement of the underlying transaction.

Fair value measurement of digital assets

In estimating the fair value of digital assets, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group using the quoted price on an external market price aggregator source, as the principal market or most advantageous market is not always known. The valuations of digital assets are particularly sensitive to changes in one or more observable inputs which are considered reasonably possible within the next financial period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY continued

Key sources of estimation of uncertainty continued

Infrastructure costs

The Group estimates total development and infrastructure costs required to complete infrastructure work on its land. Management reviews the estimated infrastructure costs at the end of each annual reporting period and adjusts for any underlying assumptions which may have changed. During the year, management has reviewed the estimated infrastructure costs and there was no impact on the Group's consolidated financial statements arising from this review (2023: nil).

Revenue recognition on real estate contracts

The Group uses the input method to recognise revenue on the basis of entity's efforts or inputs to the satisfaction of a performance obligation in accounting for its construction contracts. This is done by measuring the costs incurred to date relative to the total expected costs to be incurred (forecast final costs).

At each reporting date, the Group is required to estimate stage of completion and costs to complete on its construction contracts. These estimates require the Group to make estimates of future costs to be incurred, based on work to be performed beyond the reporting date. These estimates also include the cost of potential claims by subcontractors and the cost of meeting other contractual obligations to the customers. Effects of any revision to these estimates are reflected in the year in which the estimates are revised. When it is probable that total contract costs will exceed total contract revenue, the total expected loss is recognised immediately, as soon as foreseen, whether or not work has commenced on these contracts.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 41 for further disclosures.

Leases - estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Uncertain tax positions

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences may arise between the actual results and adjustments to tax income and expense already recorded. Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Assessing the recoverability of deferred income tax assets requires the Group to make assumptions related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the reporting date could be impacted.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY continued

Critical accounting judgments in applying accounting policies

In the process of applying the Group's accounting policies, which are described in note 3, management has made the following judgments that have the most significant effect on the amounts recognised in the consolidated financial statements.

Hybrid equity instruments

In the process of classifying a financial instrument, management has made various judgments. Judgment is needed to determine whether a financial instrument, or its component parts, on initial recognition should be classified as a financial liability, a financial asset or an equity instrument in accordance with their respective definitions and the substance of the contractual arrangement. In making its judgment, the Group considered the detailed criteria and related guidance for classification as set out in IAS 32. This included assessing whether the instrument includes a contractual obligation to deliver cash or other financial asset to another entity and whether it may be settled through an equity instrument of a Group entity. Based on the criteria, the Group concluded that the hybrid equity instruments are a part of equity.

Principal versus agent consideration – management of projects

The Group's performance obligation in one of the subsidiaries is to arrange for the provision of the specified goods or services by another party does not control the specified goods or services provided by another party before those goods or services are transferred to the customer. When the Group satisfies a performance obligation, the Group recognises revenue in the amount of management fee to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party. The Group's primary obligation is to arrange for development services for development projects, and accordingly, the Group acts as agent on those development projects since:

- the Group does not control the specified goods or services provided by other parties before the services are transferred to the customer;
- primary responsibility for the fulfilling the promise does not rest with the Group;
- the Group does not bear any inventory risk since the ownership of the infrastructure, as set out in the management contracts;
- the Group does not have the price risk on the development contracts; and
- customers retains the right to remove the Group as manager for the development projects based on its convenience without default from the Group.

Use of practical expedient in recognising management fee

In line with an agreement with the Government of Abu Dhabi (the "Government"), a subsidiary of the Group is overseeing the management of all projects of an entity (the "Entity") along with managing its operations. As per the agreement between the Government, the Entity and the Group, the Group is entitled to a supervision fee calculated based on the total development cost paid of the capital projects in consideration of the provision of the management services. In line with the contractual arrangement with the Government, the Group has assessed that it has a right to consideration from the Government for an amount which corresponds directly with the value to the customer of the performance completed to date, which is determined based on actual cash paid for projects of the Entity as agreed between the parties. Accordingly, in line with the requirements of IFRS 15, the Group uses practical expedient and recognises management fee on the basis of the invoice amount determined based on the actual cash paid for projects of the Entity.

Classification of properties

In the process of classifying projects during construction, management applies judgment to determine whether they should be investment properties under development or development work-in-progress. Subsequently management reassesses the intended use of the properties based on which these are classified as investment properties or inventories. The Group develops criteria so that it can exercise that judgment consistently in accordance with the definitions of the respective categories. In making its judgment, management considered the detailed criteria and related guidance for the classification of properties as set out in IAS 2 and IAS 40, in particular, the intended usage of the assets at that time.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY continued

Critical accounting judgments in applying accounting policies continued

Allocation of development costs

The allocation of project development costs between development work in progress and investment properties under development is based on management's analysis of the utilisation of resources over the period of development.

Contract variations and claims

Contract variations and claims related to assets under construction are recognised as additions to capital work in progress only when management believes that an advanced stage of negotiation has been reached and the cash outflow can be estimated with reasonable certainty. Management reviews the judgement related to these contract claims periodically and adjustments are made in the future periods, if assessments indicate that such adjustments are appropriate.

Determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Assets held for sale

The Group has finalised the sale and purchase agreements for the disposal of subsidiaries as mentioned in note 20 to the consolidated financial statements. Operations of the subsidiaries are classified as discontinued operations. Management considered the subsidiaries to meet the criteria to be classified as held for sale at that date for the following reasons:

- The sale and purchase agreements, for all the subsidiaries mentioned in note 20, have already been signed with the buyers;
- The subsidiaries are available for immediate sale and can be sold to the buyers in its current conditions; and
- The actions to complete the sales, including the legal proceedings were initiated and expected to be completed within one year from reporting date.

For more details on the assets held for sale, refer to note 20.

Joint arrangement

For assessing joint control, the Group has considered the contractual agreement of sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. For the purpose of assessing whether a joint arrangement is a joint venture or joint operation, the Group has considered whether it has joint control on the rights to the net assets of the arrangements, in which case these are treated as joint ventures, or rights to the assets and obligations for the liabilities relating to the arrangement, in which case these are treated as joint operations.

Identifying whether an acquisition is a business or an asset

For acquisitions, the Group makes significant judgements to assess whether the assets acquired and liabilities assumed constitutes a business and whether it has acquired control of one or more assets. Where such an acquisition does not constitute a business, the acquisition is accounted for as an asset acquisition. In making the assessment, the Group applies the definition of business under IFRS 3 which requires that, to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY continued

Critical accounting judgments in applying accounting policies continued

Exploration and evaluation expenditure

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgement to determine whether future economic benefits are likely, from either future exploration or sale, or whether activities have not reached a stage that permits a reasonable assessment of the existence of reserves.

Classification of investments:

The Group's principal activity is in investing and managing investments through different holdings in investees. The Group applies significant judgement with respect to the classification of investments with respect to control, joint control or significant influence exercised on those investments.

Consolidation of entities in which the Group holds less than a majority of voting right

For assessing control, the Group has considered power over the investee, exposure, or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect its returns. In case, where the Group has less than majority of the voting or similar rights in an investee, the Group has considered all relevant facts and circumstances in assessing whether it has power over an investee, including the contractual arrangement with the other shareholders of the investee and de-facto control.

The Group considers that it has de-facto control over the following entities, even though it owns less than 50% of the voting rights:

Aldar Properties PJSC ("Aldar") –

- The Group has appointed four out of the total seven members of Aldar's Board;
- Resolutions of the Board and therefore decisions, are issued based on a simple majority, thus giving the Group outright control over decision making by the Board;
- In accordance with Aldar's articles of association, the Board is fully empowered to manage and carry out all acts and transactions on behalf of the entity, including supervision of Aldar's business affairs, ensuring the effectiveness of governance, overseeing management, as well as appointing and removing Aldar's senior management; and
- The Group is the single largest shareholder of Aldar with 33.62% of the outstanding share capital.

Easy Lease Motorcycle Rental PJSC ("Easy Lease") –

- The Group is the single largest shareholder of Easy Lease with a 49.57% equity interest;
- As per Easy Lease's articles of association, the full power to manage and carry out all acts and transactions on behalf of the entity, lies with the board of directors. Given that the Group has three board representatives (inclusive of chairman of board) out of a total of five, and decisions are issued based on simple majority, the Group has full control over the decision making; and
- There is no history of the other shareholders collaborating to exercise their votes collectively or to outvote the Group.

Modon Holding PSC (formerly "Q Holding PSC") ("Modon") –

- The Group has appointed six out of the total nine members of Modon's Board;
- Resolutions of the Board and therefore decisions, are issued based on a simple majority, thus giving the Group outright control over decision making by the Board;
- In accordance with Modon's articles of association, the Board is fully empowered to manage and carry out all acts and transactions on behalf of the entity, including supervision of Modon's business affairs, ensuring the effectiveness of governance, overseeing management, as well as appointing and removing Modon's senior management; and
- The Group is the single largest shareholder of Modon with 42.59% of the outstanding share capital.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY continued

Critical accounting judgments in applying accounting policies continued

Classification of investments: continued

Consolidation of entities in which the Group holds less than a majority of voting right continued

Emirates Driving Company PJSC ("DRIVE") –

- The Group is the single largest shareholder at 48.01% with the remaining 51.99% being dispersed amongst 589 shareholders, of which two holds 6.51% and 5.74% and the remaining individually hold no more than 5% of the voting rights; and
- There is no history of the other shareholders collaborating to exercise their votes collectively or to outvote the Group.

Al Ain Farms for Livestock Production ("Al Ain Farms") –

- The Group has appointed four out of the total seven members of Al Ain Farms's Board;
- Resolutions of the Board and therefore decisions, are issued based on a simple majority, thus giving the Group outright control over decision making by the Board; and
- In accordance with Al Ain Farms's articles of association, the Board is fully empowered to manage and carry out all acts and transactions on behalf of the entity, including supervision of Al Ain Farms's business affairs, ensuring the effectiveness of governance, overseeing management, as well as appointing and removing Al Ain Farms's senior management.

Beltone Libya –

- The Group has appointed five out of the total seven members of Beltone Libya's Board;
- Resolutions of the Board and therefore decisions, are issued based on a simple majority, thus giving the Group outright control over decision making by the Board;
- The Group is the single largest shareholder of Beltone Libya with 49% of the outstanding share capital.
- There is no history of the other shareholders collaborating to exercise their votes collectively or to outvote the Group.

ChimFin 1 Investment SPV RSC LTD ("ChimFin 1") and ChimFin 3 Investment SPV RSC LTD ("ChimFin 3") –

- The Group appointed the sole Board member in both ChimFin 1 and ChimFin3;
- Resolutions of the Board and therefore decisions, are issued based on a decision of the single member, thus giving the Group outright control over decision making.
- There is no history of the other shareholders collaborating to exercise their votes collectively or to outvote the Group.

In making this judgement, the Group considered the absolute size of its holding in Aldar, Easy Lease, Modon, DRIVE Al Ain Farms, Beltone Libya, ChimFin 1 and ChimFin 3, ability of other shareholders to limit its nominations to the Board, and the Group's majority representation on the Board. Therefore, based on the above factors, the Group has clearly established that it has de-facto control, as evidenced by its ability to control a majority of the Board and accordingly its results have been included in these consolidated financial statements.

The results of the following subsidiaries have been included in the consolidated financial statements, although the Group holds 50% or less ownership. Control has been achieved by virtue of agreements entered with other shareholders granting control to the Group:

- NRTC Food Holding LLC
- ABNIA for Industrial Holding LLC
- Capital Protocol LLC
- Lynx Technology Group Limited
- SODIC Garden City for Development and Investment

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

5 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY continued

Critical accounting judgments in applying accounting policies continued

Classification of investments: continued

Consolidation of entities in which the Group holds less than a majority of voting right continued

The results of the following subsidiaries have been included in the consolidated financial statements, although holding an equity interest of 50% or less, as the Group exercises control through ownership of shares with voting rights exceeding 50%:

- Blue Lounge Ltd
- Iris Star Restaurants LLC
- Clap Restaurant & Bar Limited
- BA Restaurant Limited
- Sucre London
- White Flower Event Management FZ
- BDP restaurant & Cafe LLC
- Level Eight Limited
- Sucre Below Restaurant & Bar Ltd
- The White Collections Restaurant Management LLC
- Club Conde Duque
- Cool Zone S.L

Significant influence over investments in associates

Significant influence is presumed to exist when the Group holds 20% or more of the voting power of investee. When the voting power is less than 20%, the Group considers other factors that give rise to significant influence, such as the ability to participate in the financial and operating policy decisions of the investee.

The Group has determined that although it holds less than 20% of the voting power in Iskandar Holdings Limited, Burjeel Holding PLC, Presight AI Holding PLC, Narrative Visualization OU and Grupo Nutresa S.A., significant influence exists due to having a representation on the Board of Directors and the participation in decisions over the relevant activities of the entities.

Joint control over investments in joint ventures

For assessing joint control, the Group has considered the contractual agreement of sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group has determined that the investment in Lazio Real Estate investments LLC, China Railway Construction, ORA Developers Investment Holding Limited, The Challenge Egyptian Emirates Marine Dredging Company, ABGC DMCC, WIO Holding Restricted Ltd., Micad Credit JV RSC LTD, NT Energies, Avobar Restaurant – Sole Proprietorship LLC, Richmond Hill Developments (Jersey) Limited, VST JV, Gilded (AD) JV Holdings Limited, Enersol RSC Ltd, Riviera RSC Limited, Citadel Technologies Group LLC, Dune Limited and NPC NNGT JV are joint ventures despite the Group holding less or more than 50% of the voting power, as joint control exists due to having unanimous voting rights in the Board of Directors.

Further, the Group classifies its 2% investment in Alpha Wave Ventures Carry Ltd (“AWVC”) as a joint venture, as its ownership structure consists of ordinary shares and carry shares, with the Group holding equal rights and ownership in the carry shares, giving rise to joint control.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS**6.1 Business combination under common control**

During the year ended 31 December 2024 and 2023, the Group acquired the following entities under common control. These acquisitions are excluded from the scope of International Financial Reporting Standard 3 (IFRS 3) “Business Combinations” as these are business combination of entities under common control, given that the Company and the acquired entities are ultimately controlled by the same party before and after the acquisition. The acquisitions have been accounted for in the consolidated financial statements using the pooling of interest method, which reflects the economic substance of the transaction. The Group has elected to consolidate the income, expenses, assets and liabilities of acquired entities from the date of acquisition.

6.1(a) Acquisitions during the year**Two Point Zero Group LLC**

Effective 1 January 2024, the Company acquired a 87% equity interest in Two Point Zero Group LLC (“Two Point Zero”) for nil consideration. Two Point Zero, a limited liability company registered in Abu Dhabi, is an investment holding company, which at acquisition date, is mainly engaged in investments & funds management, mining, exploration and trading of metals & minerals. From the date of acquisition, Two Point Zero contributed revenue and profit to the Group amounting to AED 3,261,147 thousand and AED 3,456,803 thousand respectively.

Learn Educational Investment LLC OPC

Effective 3 January 2024, Palms Sports PJSC, a subsidiary, acquired an additional 99% equity interest in Learn Educational Investment LLC OPC (“Learn”) for nil consideration, increasing its shareholding to 100%. Learn is registered in Abu Dhabi and is engaged in educational related services. From the date of acquisition, Learn contributed revenue and loss to the Group amounting to AED 61,590 thousand and AED 2,734 thousand respectively.

WAS Four Investment Sole Proprietorship LLC

Effective 1 April 2024, Two Point Zero A LLC, a subsidiary, acquired a 100% equity interest in Was Four Investment Sole Proprietorship LLC (“WAS Four”) for nil consideration. WAS Four is a limited liability company, registered in Abu Dhabi and is engaged in commercial, agricultural and industrial enterprises investment, institution and management. From the date of acquisition, WAS Four contributed loss to the Group amounting to AED 90,115 thousand. If the acquisition had taken place at the beginning of the year, WAS Four would have contributed loss to the Group amounting to AED 56,655 thousand. No revenue is generated by WAS Four, as it is an investment entity.

Sawaeed Holding PJSC

Effective 30 April 2024, ESG Capital Holding LLC, a subsidiary, acquired the remaining equity interest of Sawaeed Holding PJSC (“Sawaeed”), previously accounted as an investment in associate, increasing the Group’s ownership to 100%. Sawaeed is a private joint stock company, registered in Abu Dhabi and is engaged in manpower recruitment and outsourcing, real estate investment, development and management, labour accommodation management, facilities management services, catering services and provision of skills training. From the date of acquisition, Sawaeed contributed revenue and profit to the Group amounting to AED 140,024 thousand and AED 28,449 thousand respectively. If the acquisition had taken place at the beginning of the year, Sawaeed would have contributed revenue and loss to the Group amounting to AED 198,060 thousand and AED 7,574 thousand, respectively.

Reem Energy Holding RSC Ltd

Effective 26 November 2024, E Point Zero Holding RSC Ltd, acquired a 100% equity interest in Reem Energy Holding RSC Limited (“Reem Energy”) for nil consideration. Reem Energy is registered in Abu Dhabi and is engaged holding ownership of real property, intellectual property, other tangible and intangible assets. From the date of acquisition, Reem Energy contribute nil loss to the Group. If the acquisition had taken place at the beginning of the year, Reem Energy would have contributed a loss to the Group amounting to AED 531 thousand. No revenue was generated by Reem Energy, as it’s in the pre-operating phase.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS**6.1 Business combination under common control** continued**6.1(a) Acquisitions during the year** continued

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are set out below:

	<i>Two Point Zero AED '000</i>	<i>Learn AED '000</i>	<i>WAS Four AED '000</i>	<i>Sawaeed AED '000</i>	<i>Reem Energy AED '000</i>	<i>Total AED '000</i>
Assets						
Property, plant and equipment	209,095	51,981	-	17,315	-	278,391
Intangible assets and goodwill	80,710	-	1,259,328	107	-	1,340,145
Right-of-use assets	57,525	4,515	-	7,137	-	69,177
Investment properties	894,770	-	-	79,720	-	974,490
Investment in associates and joint ventures	67,376	-	895,156	-	-	962,532
Investment in financial assets carried at fair value through other comprehensive income	16,706	-	-	42,089	-	58,795
Investment in financial assets carried at fair value through profit or loss	19,315,776	-	-	-	-	19,315,776
Loans receivable	8,206,948	-	-	-	-	8,206,948
Loans to related parties	73,450	-	27,749	-	-	101,199
Inventories	11,060	-	-	-	-	11,060
Trade and other receivables	2,052,711	10,287	-	102,667	531	2,166,196
Due from related parties	472,245	3	2,478	26,563	4	501,293
Assets held for sale	164,763	-	-	-	-	164,763
Deferred tax assets	-	-	151	-	-	151
Cash and bank balances	<u>3,541,067</u>	<u>2,144</u>	<u>-</u>	<u>75,359</u>	<u>-</u>	<u>3,618,570</u>
	<u>35,164,202</u>	<u>68,930</u>	<u>2,184,862</u>	<u>350,957</u>	<u>535</u>	<u>37,769,486</u>
Liabilities						
Employees' end of service benefits	5,571	3,795	-	13,621	-	22,987
Lease liabilities	60,158	4,152	-	32,247	-	96,557
Borrowings	10,425,716	39,241	-	-	-	10,464,957
Loans from related parties	1,011,000	-	-	-	-	1,011,000
Deferred tax liabilities	5,132	-	-	-	-	5,132
Due to related parties	266,013	3,033	641	-	1,063	270,750
Liabilities directly associated with assets held for sale	28,764	-	-	-	-	28,764
Trade and other payables	<u>772,135</u>	<u>20,084</u>	<u>126</u>	<u>36,180</u>	<u>-</u>	<u>828,525</u>
	<u>12,574,489</u>	<u>70,305</u>	<u>767</u>	<u>82,048</u>	<u>1,063</u>	<u>12,728,672</u>
Net assets (liabilities)	22,589,713	(1,375)	2,184,095	268,909	(528)	25,040,814
Less: non-controlling interest	<u>(3,641,121)</u>	<u>358</u>	<u>(283,932)</u>	<u>1,825</u>	<u>69</u>	<u>(3,922,801)</u>
Proportionate share of identifiable net assets (liabilities) acquired	18,948,592	(1,017)	1,900,163	270,734	(459)	21,118,013
Cash consideration	-	-	-	(155,926)	-	(155,926)
Previously held equity interest transferred from investment in financial assets (note 11.1)	-	(294)	-	-	-	(294)
Previously held equity interest transferred from investment in associates (note 10 (i))	-	-	-	(125,150)	-	(125,150)
Merger, acquisition and other reserves	<u>18,948,592</u>	<u>(1,311)</u>	<u>1,900,163</u>	<u>(10,342)</u>	<u>(459)</u>	<u>20,836,643</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.1 Business combination under common control** continued**6.1 (b) Acquisitions in the prior year****WAS Commercial Investment – Sole Proprietorship LLC**

Effective 1 April 2023, Tamween Group LLC, a subsidiary, acquired a 100% equity interest in WAS Commercial Investment – Sole Proprietorship LLC (“WAS”), an entity solely holding a 51% equity interest in Al Ain Farms for Livestock Production (“Al Ain Farms”), for nil consideration. Al Ain Farms is incorporated in Abu Dhabi, United Arab Emirates, and is involved managing the production and sale of dairy and poultry products. From the date of acquisition, WAS contributed revenue and profit to the Group amounting to AED 747,331 thousand and AED 24,051 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, WAS would have contributed revenue and profit to the Group amounting to AED 968,395 thousand and AED 30,114 thousand respectively, for the year ended 31 December 2023.

Finstreet Limited

Effective 31 December 2023, Sirius International Holding Limited (“Sirius”), a subsidiary, acquired a 95% equity interest in Finstreet Limited (“Finstreet”) for nil consideration. Finstreet is incorporated in Abu Dhabi, United Arab Emirates, and is involved in financial services activities. If the acquisition had taken place at the beginning of 2023, Finstreet would have contributed a loss to the Group amounting to AED 1,404 thousand, for the year ended 31 December 2023. For the year ended 31 December 2023, no revenue was generated by Finstreet, as it was in the pre-operating phase.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are set out below:

	WAS AED '000	Finstreet AED '000	Total AED '000
Assets			
Property, plant and equipment	621,198	-	621,198
Intangible assets	-	2,474	2,474
Right-of-use assets	15,550	2,094	17,644
Goodwill	12,624	-	12,624
Biological assets	109,536	-	109,536
Inventories	144,708	-	144,708
Trade and other receivables	204,518	387	204,905
Due from related parties	-	873	873
Cash and bank balances	<u>54,288</u>	<u>-</u>	<u>54,288</u>
	<u>1,162,422</u>	<u>5,828</u>	<u>1,168,250</u>
Liabilities			
Employees' end of service benefits	35,568	88	35,656
Lease liabilities	13,284	2,094	15,378
Borrowings	168,910	-	168,910
Loan from a related party	92,857	-	92,857
Due to a related party	3,502	3,624	7,126
Trade and other payables	<u>259,385</u>	<u>506</u>	<u>259,891</u>
	<u>573,506</u>	<u>6,312</u>	<u>579,818</u>
Net assets	588,916	(484)	588,432
Less: non-controlling interest	<u>(329,026)</u>	<u>99</u>	<u>(328,927)</u>
Merger, acquisition and other reserves	<u>259,890</u>	<u>(385)</u>	<u>259,505</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination****6.2(a) Acquisitions during the year**

During the year, the Group acquired the following entities, which were accounted for using the acquisition method under IFRS 3 Business Combination:

Deco Vision Company – WLL

Effective 1 January 2024, ESG Capital Holding LLC, a subsidiary, acquired an additional 40% equity interest in Deco Vision Company – WLL (“Deco Vision”), previously accounted for as investment in associate, for consideration of AED 61,381 thousand, thereby increasing the Group’s ownership to 85%. The fair value of the previously held equity interest in Deco Vision, on the date of obtaining control, amounted to AED 69,054 thousand. Deco Vision is a limited liability company, registered in Abu Dhabi and is engaged in retail sale of wallpaper, decor & partitions material, interior design implementation works and management services. From the date of acquisition, Deco Vision contributed revenue and profit to the Group amounting to AED 244,172 thousand and AED 27,047 thousand respectively.

L Capital KDT Ltd

Effective 1 January 2024, ADMO Lifestyle Holding Limited, a subsidiary, acquired a 99.1% equity interest in L Capital KDT Ltd (“L Capital”) for consideration of AED 190,815 thousand. L Capital is a limited company, registered in Mauritius, and is engaged in sale of food and beverages. From the date of acquisition, L Capital contributed revenue and profit to the Group amounting to AED 247,331 thousand and AED 36,279 thousand respectively.

Alpha Mind Holding Limited

Effective 31 January 2024, ADMO Lifestyle Holding Limited, a subsidiary, acquired a 51% equity interest in Alpha Mind Holding Limited (“Alpha Mind”) for consideration of AED 214,200 thousand. Alpha Mind is a limited company, registered in Abu Dhabi, and is engaged in sale of food and beverages. From the date of acquisition, Alpha Mind contributed revenue and profit to the Group amounting to AED 288,735 thousand and AED 11,509 thousand respectively. If the acquisition had taken place at the beginning of the year, Alpha Mind would have contributed revenue and profit to the Group amounting to AED 314,777 thousand and AED 11,160 thousand respectively.

Modon Properties PJSC, Abu Dhabi National Exhibition Company (ADNEC) PJSC and MIZA Investments LLC (“Miza”)

Effective 27 February 2024, Modon Holding PSC (*formerly “Q Holding PSC”*), a subsidiary, acquired a 100% equity interest in Modon Properties PJSC (“Modon”), Abu Dhabi National Exhibitions Company (ADNEC) PJSC (“ADNEC”), MIZA Investments LLC (“Miza”) and other real estate assets (note 6.3(a)) for a consideration in the form of 9,491,481 thousand new shares of Modon Holding PSC issued as follows:

- 3,162,677 thousand shares were issued to IHC Real Estate Holding LLC, a subsidiary, in return of acquiring its 49% ownership interest in Modon. The Group’s fair value of the previously held equity interest (i.e. 49% of Modon) on transaction date amounted to AED 13,141,968 thousand.
- 6,328,804 thousand shares were issued to a third party, in return of acquiring 51% ownership interest in Modon, 100% ownership interest in both ADNEC and Miza, and other real estate assets. The consideration has been allocated to the acquired businesses as follows:

Modon	AED 9,513,205 thousand
ADNEC	AED 7,693,185 thousand
Other assets	AED 1,083,852 thousand (note 6.3(a))

No consideration has been allocated against Miza.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination** continued**6.2(a) Acquisitions during the year** continued**Modon Properties PJSC, Abu Dhabi National Exhibition Company (ADNEC) PJSC and MIZA Investments LLC (“Miza”) continued***Modon:*

Modon Properties PJSC is a private joint stock company registered in Abu Dhabi and is engaged in real estate development and the sale and investment in real estate in the UAE. From the date of acquisition, Modon contributed revenue and profit to the Group amounting to AED 775,947 thousand and AED 294,819 thousand respectively. If the acquisition had taken place at the beginning of the year, Modon would have contributed revenue and profit to the Group amounting to AED 850,386 thousand and AED 337,147 thousand respectively.

ADNEC:

ADNEC is a private joint stock company registered in Abu Dhabi and is engaged in operating venues for international and local exhibitions events in the UAE and London including provision of catering at exhibitions and third parties. It has ownership in hotels, and is engaged in tourism business, media, protocol, production and rigging, and consultancy services. From the date of acquisition, ADNEC contributed revenue and profit to the Group amounting to AED 3,267,417 thousand and AED 413,568 thousand respectively. If the acquisition had taken place at the beginning of the year, ADNEC would have contributed revenue and profit to the Group amounting to AED 3,951,744 thousand and AED 502,408 thousand respectively.

Miza:

Miza Investments LLC is a limited liability company registered in Abu Dhabi and is currently engaged in development activities within the Mina Zayed region of Abu Dhabi. The Government has mandated Miza to develop the Mina Zayed area while maintaining low commercial rates. From the date of acquisition, Miza contributed revenue to the Group amounting to AED 14,463 thousand, with AED nil net profit. If the acquisition had taken place at the beginning of the year, Miza would have contributed revenue of AED 14,533 thousand, with AED nil net profit.

Derby Group Holding Ltd.

Effective 1 March 2024, Sirius International Holding Limited, a subsidiary, acquired a 70% equity interest in Derby Group Holding Ltd. (“Derby”) for consideration of AED 99,310 thousand. Derby is a limited company, registered in Abu Dhabi and is engaged in debt collection, marketing and other ancillary activities. From the date of acquisition, Derby contributed revenue and profit to the Group amounting to AED 292,826 thousand and AED 23,532 thousand respectively. If the acquisition had taken place at the beginning of the year, Derby would have contributed revenue and profit to the Group amounting to AED 349,288 thousand and AED 27,425 thousand respectively.

BackLite Media LLC

Effective 1 March 2024, MG Communication Holding LLC, a subsidiary, acquired a 100% equity interest in BackLite Media LLC (“BackLite”) for consideration of AED 470,707 thousand. BackLite is a limited liability company, registered in Dubai and is engaged in provision of outdoor media solutions. From the date of acquisition, BackLite contributed revenue and profit to the Group amounting to AED 231,631 thousand and AED 65,988 thousand respectively. If the acquisition had taken place at the beginning of the year, BackLite would have contributed revenue and profit to the Group amounting to AED 265,456 thousand and AED 73,639 thousand respectively.

Mopani Copper Mines PLC

Effective 20 March 2024, Delta Mining Ltd, a subsidiary, acquired a 51% equity interest in Mopani Copper Mines PLC (“Mopani”) for consideration of AED 2,278,500 thousand. Mopani is a public limited company, registered in the Republic of Zambia, and is engaged in mining, production and marketing of copper. From the date of acquisition, Mopani contributed revenue and loss to the Group amounting to AED 1,845,959 thousand and AED 500,647 thousand respectively. If the acquisition had taken place at the beginning of the year, Mopani would have contributed revenue and loss to the Group amounting to AED 2,301,608 thousand and AED 332,091 thousand respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination continued****6.2(a) Acquisitions during the year continued****Infraports Holding Ltd**

Effective 31 March 2024, Sirius International Holding Limited, a subsidiary, acquired a 60% equity interest in Infraports Holding Ltd. (“Infraports”) for consideration of AED 31,206 thousand. Infraports is a limited company, registered in Abu Dhabi and is engaged in navigation, surveillance, meteorological systems and other airport services. From the date of acquisition, Infraports contributed revenue and profit to the Group amounting to AED 104,347 thousand and AED 10,583 thousand respectively. If the acquisition had taken place at the beginning of the year, Infraports would have contributed revenue and profit to the Group amounting to AED 116,196 thousand and AED 8,486 thousand respectively.

Marmum Dairy Farm LLC and United Sales Partners LLC

Effective 1 April 2024, Al Ain Farms for Livestock Production PJSC (“Al Ain Farms”), a subsidiary, acquired a 100% equity interest in Marmum Dairy Farm LLC (“Marmum”), United Sales Partners LLC (“USP”), Al Ajban Poultry LLC (“Ajban Poultry”) and Al Ajban Fodders Factory LLC (“Ajban Fodders”) for a consideration in the form of 4,699,374 new shares of Al Ain Farms as follows:

- 1,517,506 shares were allocated to Ghitha Manufacturing Holding LLC, a subsidiary, in return of acquiring its 100% ownership interest in Ajban Poultry and Ajban Fodders; and
- 3,181,868 shares were allocated to a third party in return of acquiring its 100% ownership interest in Marmum and USP.

Marmum:

Marmum Dairy Farm LLC (“Marmum”) is a limited liability company registered in Abu Dhabi and is engaged in milk-producing cows raising and manufacturing raw milk, dairy products and fruit flavoured drinks.

USP:

United Sales Partners LLC (“USP”) is a limited liability company registered in Dubai and is engaged in trading and distribution of dairy and juice products in the UAE.

From the date of acquisition, Marmum and USP contributed revenue and profit to the Group amounting to AED 297,294 thousand and AED 12,915 thousand respectively. If the acquisition had taken place at the beginning of the year, Marmum and USP would have contributed revenue and profit to the Group amounting to AED 393,015 thousand and AED 19,065 thousand respectively.

TGC Holding Limited

Effective 12 June 2024, Omorfia Group LLC, a subsidiary, acquired a 100% equity interest in TGC Holding Limited (“TGCH”) for consideration of AED 379,423 thousand. TGCH is a limited company, registered in Jersey and is engaged in physical medicine, rehabilitation and physiotherapy services. From the date of acquisition, TGCH contributed revenue and profit to the Group amounting to AED 114,004 thousand and AED 13,125 thousand respectively. If the acquisition had taken place at the beginning of the year, TGCH would have contributed revenue and profit to the Group amounting to AED 191,193 thousand and AED 26,659 thousand respectively.

Excellence Premier Investment LLC

Effective 19 July 2024, Emirates Driving Company PJSC, a subsidiary, acquired a 51% equity interest in Excellence Premier Investment LLC (“EPI”) for consideration of AED 194,371 thousand. EPI is a limited liability company, registered in Dubai and is a specialised driving training, courier services, premier auto repairs and limousine services provided in the United Arab Emirates. From the date of acquisition, EPI contributed revenue and profit to the Group amounting to AED 114,095 thousand and AED 12,452 thousand respectively. If the acquisition had taken place at the beginning of the year, EPI would have contributed revenue and profit to the Group amounting to AED 233,907 thousand and AED 23,451 thousand respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination continued****6.2(a) Acquisitions during the year continued****Funder.AI Technologies Limited**

Effective 12 September 2024, International Financial Assets Holding RSC LTD, a subsidiary, acquired a 75% equity interest in Funder.AI Technologies Limited (“Funder”) for consideration of AED 60,638 thousand. Funder is a limited company, registered in Abu Dhabi and is engaged in operating a private financing platform. From the date of acquisition, Funder contributed revenue and profit to the Group amounting to AED 2,547 thousand and AED 433 thousand respectively. If the acquisition had taken place at the beginning of the year, Funder would have contributed revenue and loss to the Group amounting to AED 6,097 thousand and AED 1,701 thousand respectively.

Gallega Group Holdings DMCC

Effective 1 October 2024, Easy Lease Motorcycle Rentals PSC, a subsidiary, acquired a 51% equity interest in Gallega Group Holdings DMCC (“Gallega”) for consideration of AED 57,540 thousand. Gallega is a registered in Dubai Multi Commodities Centre (DMCC) and is engaged in logistics and freight forwarding services. From the date of acquisition, Gallega contributed revenue and profit to the Group amounting to AED 36,755 thousand and AED 3,540 thousand respectively. If the acquisition had taken place at the beginning of the year, Gallega would have contributed revenue and profit to the Group amounting to AED 126,764 thousand and AED 10,856 thousand respectively.

Royal Catering Services LLC SPC

Effective 20 December 2024, Abu Dhabi National Exhibition Company (ADNEC) PJSC, a subsidiary, acquired a 100% equity interest in Royal Catering Services LLC SPC (“Royal Catering”) for consideration of AED 53,857 thousand. Royal Catering is a limited liability company, registered in Abu Dhabi and is engaged in catering services. If the acquisition had taken place at the beginning of the year, Royal Catering would have contributed revenue and profit to the Group amounting to AED 295,800 thousand and AED 9,300 thousand respectively.

BDCG Holdings Limited

Effective 29 October 2024, London International Exhibition Centre Holdings PLC, a subsidiary, acquired a 100% equity interest in Business Design Centre (“BDCG”) for consideration of AED 474,393 thousand. BDCG is a limited company, registered in United Kingdom and is engaged operating the business design centre in central London. From the date of acquisition, BDCG contributed revenue and profit to the Group amounting to AED 17,300 thousand and AED 5,900 thousand respectively. If the acquisition had taken place at the beginning of the year, BDCG would have contributed revenue and profit to the Group amounting to AED 781,200 thousand and AED 56,500 thousand respectively.

La Zagaleta SLU

Effective 19 December 2024, Modon Properties PJSC, a subsidiary, acquired a 100% equity interest in La Zagaleta SLU (“La Zagaleta”) for consideration of AED 356,404 thousand. La Zagaleta is a limited liability company, incorporated in Spain and is engaged in real estate services. If the acquisition had taken place at the beginning of the year, La Zagaleta would have contributed revenue and profit to the Group amounting to AED 73,700 thousand and AED 33,400 thousand respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination continued****6.2(a) Acquisitions during the year continued**

Further, the Group acquired the following entities (together referred to as “other acquisitions”):

Fly Victor Holding Ltd

Effective 1 January 2024, Serenity Aviation Holding LLC, a subsidiary, acquired a 100% equity interest in Fly Victor Holding (“Fly Victor”). Fly Victor is a limited company, registered in United Kingdom, and is engaged in private aviation services.

Al Manal Dental Centre LLC

Effective 31 January 2024, Sky Light Corporate Management LLC, a subsidiary, acquired a 100% equity interest in Al Manal Dental Centre LLC (“Al Manal”). Al Manal is a limited liability company, registered in Abu Dhabi and is engaged in provision of dental services.

United Trans General Trading LLC

Effective 1 March 2024, Easy Lease Motorcycle Rentals PSC, a subsidiary, acquired a 60% equity interest in United Trans General Trading LLC (“United Trans”). United Trans is a limited liability company, registered in Dubai and is engaged in trains and railway construction & fabrication, including trading & maintenance of related spare parts.

LXET for Real Estate Investment and Marketing LLC

Effective 1 April 2024, Beltone Financial Holding SAE, a subsidiary, acquired a 100% equity interest in LXET for Real Estate Investment and Marketing LLC (“LXET”). LXET is a limited liability company, registered in Arab Republic of Egypt and is engaged in real estate investment and marketing services.

Showblock Group Ltd

Effective 30 April 2024, Arena Event Services Group Limited, a subsidiary, acquired a 100% equity interest in Showblock Group Ltd (“Showblock”). Showblock is a limited company, registered in United Kingdom, and is engaged in sustainable temporary structures.

Yas Physiotherapy Center LLC

Effective 15 May 2024, Palms Sports PJSC, a subsidiary, acquired a 80% equity interest in Yas Physiotherapy Center LLC (“Yas Physiotherapy”). Yas Physiotherapy is a limited liability company, registered in Abu Dhabi and is engaged in provision of physiology and rehabilitation treatment services.

API Capital Management Limited

Effective 8 July 2024, Lunate Holding RSC Limited, a subsidiary, acquired the remaining equity interest of API Capital Management Limited (“API”), previously accounted as an investment in joint venture, thereby increasing the Group’s ownership to 100%. API is a limited company, registered in Abu Dhabi and is engaged in managing a collective investment fund.

Float BV

Effective 1 August 2024, Esyasoft Holding Limited, a subsidiary, acquired a 70% equity interest in Float BV (“Float”). Float is registered in Netherlands and is engaged in water management related applications.

Parserlabs India Private Limited

Effective 30 September 2024, Sirius Digitech Limited, a subsidiary, acquired a 77.5% equity interest in Parserlabs India Private Limited (“Parserlabs”). Parserlabs is registered in India and is engaged in provision of cloud services, and management of hardware infrastructures.

Selmondo Limited

Effective 1 October 2024, ADMO Lifestyle Holding Limited, a subsidiary, acquired a 51% equity interest in Selmondo Limited (“Selmondo”). Selmondo is a limited company, registered in Cyprus and is engaged in sale of food and beverages.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination** continued**6.2(a) Acquisitions during the year** continued**Engage Consulting Limited**

Effective 30 October 2024, Esyssoft Holding Limited, a subsidiary, acquired a 100% equity interest in Engage Consulting Limited (“Engage”). Engage is registered in United Kingdom and is engaged in specialised utility relating consulting.

Maseera Holding for Financial Investments SAE

Effective 30 October 2024, Maseera Holding Limited, a subsidiary, acquired a 100% equity interest in Maseera Holding for Financial Investments SAE (“Maseera”). Maseera is registered in Egypt and is engaged in provision of microfinance and financial services.

DTEC Industries Limited

Effective 31 October 2024, Al Seer Marine Supplies and Equipment Company PJSC, a subsidiary, acquired the remaining equity interest of DTEC Industries Limited (“DTEC”), previously accounted for as an investment in joint venture, thereby increasing the Group’s ownership to 100%. DTEC is a limited liability company, registered in Abu Dhabi and is engaged provision of independent and specialist industrial participation and offset services for the global defense and security market primarily in the maritime industry.

International Food Industries LLC (“IFI”)

Effective 26 November 2024, Zee Stores International LLC, a subsidiary, acquired a 70.09% equity interest in International Food Industries LLC (“IFI”), for a consideration of AED 41,000 thousand. IFI is a limited liability company, registered in the Emirate of Fujairah and is engaged in processing, packaging, import, and export of legumes.

From the date of acquisition, other acquisitions contributed revenue and profit to the Group amounting to AED 252,533 thousand and AED 10,846 thousand respectively. If the acquisitions had taken place at the beginning of the year, it would have contributed revenue and profit to the Group amounting to AED 316,786 thousand and AED 12,417 thousand respectively.

International Holding Company PJSC

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31 December 2024

6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(a) Acquisitions during the year continued

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of the acquired entities as at the date of acquisition were as follows:

	Deco Vision AED '000	L Capital AED '000	Alpha Mind AED '000	Modon AED '000	ADNEC AED '000	Miza AED '000	Derby AED '000	BackLite AED '000	Mopani AED '000	Infraports AED '000	Marmum & USP AED '000	TGCH* AED '000	EPI AED '000	Funder AED '000	Gallega* AED '000	Royal catering* AED '000	BDCG* AED '000	La Zagaleta* AED '000	Other acquisitions AED '000	Total AED '000
Assets																				
Property, plant and equipment	250	18,633	138,277	14,397	5,450,922	204,429	13,344	62,198	4,250,177	376	631,315	30,505	69,370	2	38,604	154,584	496,568	79,878	36,593	11,690,422
Intangible assets	33,319	81,295	66,977	4,573	314,882	-	51,338	221,856	2,955,757	14,858	65	79,438	194,965	1,586	40,161	364	-	-	65,263	4,126,697
Right-of-use assets	7,102	59,734	22,607	3,326	208,766	-	3,054	399,747	-	515	-	39,359	48,164	-	76,678	7,348	-	-	13,626	890,026
Investment properties	-	-	-	22,701,744	1,973,272	-	17,000	-	-	-	-	-	-	-	-	-	-	-	-	24,692,016
Investment in associates and joint ventures	-	5,971	-	-	848,737	-	-	-	-	327	-	-	-	-	-	-	-	-	-	855,035
Inventories	-	4,943	7,596	3,813,645	626,687	-	-	-	603,711	328	50,269	9,451	-	-	280	7,773	-	330,244	3,255	5,458,182
Biological assets	-	-	-	-	-	-	-	-	-	-	71,468	-	-	-	-	-	-	-	-	71,468
Deferred tax assets	-	-	-	-	326,144	-	-	-	-	-	-	-	-	-	-	-	19	674	978	327,815
Due from related parties	20,467	-	-	32,589	-	-	7,954	-	1,470,173	6,783	15,148	330	28	-	-	2,300	-	-	871	1,556,643
Trade and other receivables	121,681	33,067	36,489	2,845,754	1,413,046	420	102,280	89,031	213,039	57,749	118,486	10,702	10,552	27,983	31,115	98,667	15,866	15,117	69,673	5,310,717
Contract assets	-	-	-	-	-	-	-	-	-	34,710	-	-	-	-	-	-	-	-	941	35,651
Cash and bank balances	106,463	30,591	57,209	852,000	1,407,356	437,124	13,127	52,333	336,464	20,838	47,972	6,677	34,829	60,633	3,807	9,543	67,744	7,703	64,223	3,616,636
Total assets	289,282	234,234	329,155	30,268,028	12,569,812	641,973	208,097	825,165	9,829,321	136,484	934,723	176,462	357,908	90,204	190,645	280,579	580,197	433,616	255,423	58,631,308
Liabilities																				
Employees' end of service benefits	3,886	-	1,918	6,353	73,630	126	8,371	2,608	18,522	4,862	6,119	8,654	2,387	183	2,818	9,200	-	-	2,268	151,905
Borrowings	-	-	-	33,814	878,555	-	25,046	-	474,452	26,997	-	20,455	-	-	-	103,236	17,989	49,211	8,431	1,638,186
Lease liabilities	-	59,734	22,607	3,244	269,374	-	2,975	487,288	-	518	-	38,675	51,299	-	109,801	6,014	-	-	14,180	1,065,709
Due to related parties	28,555	-	-	35,573	-	1,045	2,604	-	1,456,127	806	15,757	-	-	6,699	-	-	-	-	12,688	1,559,854
Deferred tax liabilities	2,999	17,207	5,850	-	671,770	-	5,010	19,967	1,159,743	864	-	7,134	17,291	-	3,574	-	122,385	-	13,528	2,047,322
Contract liabilities	-	6,206	-	-	-	-	-	-	-	12,233	-	-	-	-	-	-	-	-	4,485	22,924
Trade and other payables	136,551	40,783	115,093	3,423,163	1,879,093	640,802	56,822	90,731	586,919	49,117	143,509	16,647	61,322	15,625	20,514	108,272	67,425	28,001	73,913	7,554,302
Total liabilities	171,991	123,930	145,468	3,502,147	3,772,422	641,973	100,828	600,594	3,695,763	95,397	165,385	91,565	132,299	22,507	136,707	226,722	207,799	77,212	129,493	14,040,202
Net assets	117,291	110,304	183,687	26,765,881	8,797,390	-	107,269	224,571	6,133,558	41,087	769,338	84,897	225,609	67,697	53,938	53,857	372,398	356,404	125,930	44,591,106
Less: non-controlling interests	-	(17,470)	(16,780)	-	(69,376)	-	-	-	-	(1,076)	-	-	-	-	-	-	-	-	-	(104,702)
Total identifiable net assets at fair value	117,291	92,834	166,907	26,765,881	8,728,014	-	107,269	224,571	6,133,558	40,011	769,338	84,897	225,609	67,697	53,938	53,857	372,398	356,404	125,930	44,486,404
Proportionate share of identifiable net assets acquired	99,697	91,998	85,123	26,765,881	8,728,014	-	75,088	224,571	3,128,115	24,007	769,338	84,897	115,061	50,773	27,508	53,857	372,398	356,404	104,385	41,157,115
Goodwill arising on acquisition	30,738	98,817	129,077	-	-	-	24,222	246,136	-	7,199	-	294,526	79,310	9,865	30,032	-	101,995	-	173,755	1,225,672
Gain on bargain purchase	-	-	-	(4,110,708)	(1,034,829)	-	-	-	(849,615)	-	(71,800)	-	-	-	-	-	-	-	(104)	(6,067,056)
Purchase consideration	130,435	190,815	214,200	22,655,173	7,693,185	-	99,310	470,707	2,278,500	31,206	697,538	379,423	194,371	60,638	57,540	53,857	474,393	356,404	278,036	36,315,731
Non-controlling interest on acquisition	17,594	18,306	98,564	-	69,376	-	32,181	-	3,005,443	17,080	-	-	110,548	16,924	26,430	-	-	-	21,545	3,433,991

International Holding Company PJSC

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6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(a) Acquisitions during the year continued

Summary of “other acquisitions” are as follows:

	Fly Victor AED '000	Al Manal AED '000	United Trans* AED '000	LXET AED '000	Showblock* AED '000	Yas Physiotherapy* AED '000	API AED '000	Float* AED '000	Parserlabs* AED '000	Selmondo* AED '000	Engage* AED '000	Maseera* AED '000	DTEC* AED '000	IFI* AED '000	Total AED '000
Total identifiable net assets (liabilities) at fair value	32,202	3,765	1,980	107	151	1,317	752	663	28,479	5,400	16,486	(3,199)	257	37,570	125,930
Proportionate share of identifiable net assets (liabilities) acquired	32,202	3,765	1,188	107	151	1,054	752	464	22,071	2,754	16,486	(3,199)	257	26,333	104,385
Goodwill arising on acquisition	21,296	3,235	15,830	-	12,283	946	-	2,333	45,804	25,956	27,417	3,967	21	14,667	173,755
Gain on bargain purchase	-	-	-	(104)	-	-	-	-	-	-	-	-	-	-	(104)
Purchase consideration	53,498	7,000	17,018	3	12,434	2,000	752	2,797	67,875	28,710	43,903	768	278	41,000	278,036
Non-controlling interest on acquisition	-	-	792	-	-	263	-	199	6,408	2,646	-	-	-	11,237	21,545

* The net assets recognised are based on a provisional assessment of their fair values as at the acquisition date. The Group will finalise the purchase price allocation exercise of the acquisitions before the end of 2025.

Intangible assets of AED 4,112,885 thousand have been recognised as a result of aforementioned acquisitions, which comprises largely of customer relationships, customer contracts, mineral license, brand name and trade license.

Goodwill of AED 1,225,672 thousand arising from the acquisitions comprises largely the value of expected synergies arising from the acquisitions, which are not separately recognised.

The fair value measurement is based on significant inputs that are not observable in the market, which IFRS 13 “Fair Value Measurement” refers to as level 3 inputs. The fair value estimate is based on:

- Assumed discount rates of 5.8% to 26%; and
- A terminal value, calculated based on long-term sustainable growth rates for the industry ranging from 1.9% to 4%, which has been used to determine income for the future years.

International Holding Company PJSC

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31 December 2024

6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(a) Acquisitions during the year continued

Details of purchase consideration on acquisitions is as follows:

	Deco Vision AED'000	L Capital AED'000	Alpha Mind AED'000	Modon AED'000	ADNEC AED'000	Miza AED'000	Derby AED'000	BackLite AED'000	Mopani AED'000	Infraports AED'000	Marmum & USP AED'000	TGCH AED'000	EPI AED'000	Funder AED'000	Gallega AED'000	Royal catering AED'000	BDCG AED'000	La Zagaleta AED'000	Other acquisitions AED'000	Total AED'000
Cash paid for the acquisition	61,381	190,815	214,200	-	-	-	86,875	470,707	808,500	28,085	-	379,423	153,000	60,638	51,000	53,857	462,872	295,982	250,777	3,568,112
Consideration payable	-	-	-	-	-	-	-	-	1,470,000	3,121	-	-	-	-	-	-	11,521	60,422	24,717	1,569,781
Contingent consideration ⁽ⁱ⁾	-	-	-	-	-	-	12,435	-	-	-	-	-	41,371	-	6,540	-	-	-	2,018	62,364
Fair value of previously held equity interest transferred from investment in associates and joint ventures (note 10)	69,054	-	-	13,141,968	-	-	-	-	-	-	-	-	-	-	-	-	-	-	524	13,211,546
Fair value of consideration transferred ⁽ⁱⁱ⁾	-	-	-	9,513,205	7,693,185	-	-	-	-	-	697,538	-	-	-	-	-	-	-	-	17,903,928
Total purchase consideration	130,435	190,815	214,200	22,655,173	7,693,185	-	99,310	470,707	2,278,500	31,206	697,538	379,423	194,371	60,638	57,540	53,857	474,393	356,404	278,036	36,315,731

(i) Contingent consideration represents the following:

- For the acquisition of Derby, an additional cash consideration of AED 18,375 thousand is to be paid to the previous owner, subject to Derby achieving a minimum net profit of AED 21,000 thousand for the year ended 31 December 2024 based on audited financial statements. As at the acquisition date, the contingent consideration with an estimated fair value of AED 12,435 thousand was recorded, as it is highly probable that the targeted profit will be achieved.
- For the acquisition of EPI, an additional cash consideration of AED 51,000 thousand is to be paid to the previous owner, subject to EPI achieving a maximum normalised EBITDA for the years ending 31 December 2025 and 31 December 2026 of AED 51,000 thousand and AED 57,000 thousand respectively. As at the acquisition date, the contingent consideration with an estimated fair value of AED 41,371 thousand was recorded, as it is highly probable that the targeted EBITDAs will be achieved.
- For the acquisition of Gallega, an additional cash consideration of AED 7,650 thousand is to be paid to the previous owner, subject to Gallega achieving a minimum net operating profit for the years ending 31 December 2025 and 31 December 2026 of AED 13,500 thousand and AED 16,000 thousand respectively. As at the acquisition date, the contingent consideration with an estimated fair value of AED 6,540 thousand was recorded, as it is highly probable that the targeted profit will be achieved.
- For the acquisition of United Trans, included within other acquisitions, an additional cash consideration of AED 3,000 thousand is to be paid to the previous owner, subject to United Trans achieving a minimum net profit of AED 35,000 thousand in the next five years. As at the acquisition date, the contingent consideration with an estimated fair value of AED 2,018 thousand was recorded, as it is highly probable that the targeted profit will be achieved.

(ii) Fair value of consideration transferred represents the following:

- Modon Holding PSC (formerly "Q Holding PSC"), a subsidiary, issued 9,491,481 thousand new shares at a fair value of AED 27,430,381 thousand, of which 6,328,804 shares with a fair value of AED 18,290,242 thousand were issued to a third party as a form of consideration to acquire Modon, ADNEC and other assets. The non-controlling interest share of the newly issued shares amounted to AED 16,104,876 thousand.
- Al Ain Farms for Livestock Production PJSC, a subsidiary, issued 3,181,868 thousand new shares to a third party at a fair value of AED 697,538 thousand as a form of consideration. The non-controlling interest share of the newly issued shares amounted to AED 360,627 thousand.

The total share of consideration (i.e. shares issued) allocated to non-controlling interest, amounted to AED 16,465,503 thousand.

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(a) Acquisitions during the year continued

Analysis of cashflows on acquisitions is as follows:

	Deco Vision AED '000	L Capital AED '000	Alpha Mind AED '000	Modon AED '000	ADNEC AED '000	Miza AED '000	Derby AED '000	BackLite AED '000	Mopani AED '000	Infraports AED '000	Marmum & USP AED '000	TGCH AED '000	EPI AED '000	Funder AED '000	Gallega AED '000	Royal catering AED '000	BDCG AED '000	La Zagaleta AED '000	Other acquisitions AED '000	Total AED '000
Cash paid for the acquisition	61,381	190,815	214,200	-	-	-	86,875	470,707	808,500	28,085	-	379,423	153,000	60,638	51,000	53,857	462,872	295,982	250,777	3,568,112
Net cash acquired on business combination	(106,463)	(30,591)	(57,209)	(852,000)	(1,407,356)	(437,124)	(13,127)	(52,333)	(336,464)	(20,838)	(47,972)	(6,677)	(34,829)	(60,633)	(3,807)	(9,543)	(67,744)	(7,703)	(64,223)	(3,616,636)
Acquisition of operating business – net of cash (acquired) paid (included in cash flows from investing activities)	(45,082)	160,224	156,991	(852,000)	(1,407,356)	(437,124)	73,748	418,374	472,036	7,247	(47,972)	372,746	118,171	5	47,193	44,314	395,128	288,279	186,554	(48,524)
Transaction costs of the acquisition (included in cash flows from operating activities)	120	3,427	3,443	4,300	-	-	528	58	10,378	716	1,891	5,145	966	-	148	2,100	9,200	5,200	3,512	51,132
Net cash (acquired) paid on acquisition	(44,962)	163,651	160,434	(847,700)	(1,407,356)	(437,124)	74,276	418,432	482,414	7,963	(46,081)	377,891	119,137	5	47,341	46,414	404,328	293,479	190,066	2,608

Acquisition related costs amounting to AED 51,132 thousand were expensed during the year and included in general and administrative expenses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination** continued**6.2(b) Acquisitions in the prior year****Reach Global Services Holding 1 SPV Limited**

Effective 1 January 2023, the Company acquired a 55% equity interest in Reach Global Services Holding 1 SPV Limited ("Reach") for consideration of AED 315,100 thousand. Reach is registered in Abu Dhabi and is engaged in manpower services. From the date of acquisition, Reach contributed revenue and profit to the Group amounting to AED 889,921 thousand and AED 51,069 thousand respectively, for the year ended 31 December 2023.

Progressive Real Estate Development LLC

Effective 1 January 2023, ESG Capital Holding LLC, a subsidiary, acquired an additional 10% equity interest in Progressive Real Estate Development LLC ("PRED"), previously a jointly controlled entity, for nil consideration, increasing the Group's ownership to 80%. On the same day, as a result of amendments to the Memorandum of Association, the Group obtained control over PRED. The fair value of the previously held equity interest on the date of obtaining control, amounted to AED 5,781 thousand. PRED is a limited liability company, registered in Abu Dhabi, and is engaged in real estate lease and management services. From the date of acquisition, PRED contributed revenue and loss to the Group amounting to AED 2,552 thousand and AED 1,204 thousand respectively, for the year ended 31 December 2023.

Mustard and Linen Interior Design Holdings Limited

Effective 14 February 2023, Aldar Properties PJSC, a subsidiary, acquired a 75% equity interest in Mustard and Linen Interior Design Holdings Limited ("Mustard and Linen") for consideration of AED 25,000 thousand. Mustard and Linen is a limited company, registered in Abu Dhabi, and is engaged in interior design related works. From the date of acquisition, Mustard and Linen contributed revenue and profit to the Group amounting to AED 18,741 thousand and AED 11,423 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Mustard and Linen would have contributed revenue and profit to the Group amounting to AED 19,336 thousand and AED 11,658 thousand respectively, for the year ended 31 December 2023.

Spotlightpos Limited

Effective 1 March 2023, Oxinus Holding Limited, a subsidiary, acquired a 100% equity interest in Spotlightpos Limited ("Spotlight") for consideration of AED 8,355 thousand. Spotlight is a limited company, registered in Cyprus, and is engaged in information technology and software related services. From the date of acquisition, Spotlight contributed revenue and loss to the Group amounting to AED 1,747 thousand and AED 419 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Spotlight would have contributed revenue and loss to the Group amounting to AED 1,898 thousand and AED 716 thousand respectively, for the year ended 31 December 2023.

Fisio Therapy and Rehabilitation LLC

Effective 2 March 2023, Omorfia Group LLC, a subsidiary, acquired a 100% equity interest in Fisio Therapy and Rehabilitation LLC ("Fisio") for consideration of AED 1 thousand. Fisio is a limited liability company, registered in Dubai, and engaged in physical medicine, rehabilitation and physiotherapy center. From the date of acquisition, Fisio contributed revenue and loss to the Group amounting to AED 1,388 thousand and AED 708 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Fisio would have contributed revenue and loss to the Group amounting to AED 1,616 thousand and AED 896 thousand respectively, for the year ended 31 December 2023.

Al Riyadh Medical Center LLC

Effective 20 March 2023, CMC Holding LLC, a subsidiary, acquired a 75% equity interest in Al Riyadh Medical Center LLC ("Al Riyadh") for consideration of AED 3,000 thousand. Al Riyadh is a limited liability company registered in Abu Dhabi, and is engaged in provision of poly clinic services. From the date of acquisition, Al Riyadh contributed revenue and loss to the Group amounting to AED 1,197 thousand and AED 669 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Al Riyadh would have contributed revenue and loss to the Group amounting to AED 1,689 thousand and AED 1,066 thousand respectively, for the year ended 31 December 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination continued****6.2(b) Acquisitions in the prior year continued****P.J. Steel Construction Limited**

Effective 21 April 2023, Arena Event Services Group Ltd, a subsidiary, acquired a 100% equity interest in P.J. Steel Construction Limited. ("P.J. Steel") for consideration of AED 4,800 thousand. P.J. Steel is registered in United Kingdom, and is engaged in provision of Steel fabrication powder coating services. From the date of acquisition, P.J. Steel contributed revenue and profit to the Group amounting to AED 10,053 thousand and AED 2,154 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, P.J. Steel would have contributed revenue and profit to the Group amounting to AED 11,353 thousand and AED 960 thousand respectively, for the year ended 31 December 2023.

ADMO Lifestyle Holding Limited

Effective 1 May 2023, Alpha Dhabi Hospitality LLC, a subsidiary, acquired a 51% equity interest in ADMO Lifestyle Holding Limited ("ADMO") for consideration of AED 716,466 thousand. ADMO is a limited liability company, registered in Abu Dhabi, and is engaged in hotel and restaurant management. From the date of acquisition, ADMO contributed revenue and loss to the Group amounting to AED 121,054 thousand and AED 5,545 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, ADMO would have contributed revenue and profit to the Group amounting to AED 161,739 thousand and AED 5,440 thousand respectively, for the year ended 31 December 2023.

Basatin Holding SPV Ltd.

Effective 28 May 2023, Aldar Estate Investment – Sole Proprietorship LLC, a subsidiary, acquired a 75% equity interest in Basatin Holding SPV Ltd. ("Basatin") for consideration of AED 138,822 thousand. Basatin is a limited liability company, registered in Abu Dhabi, and is engaged in provision of landscaping related services. From the date of acquisition, Basatin contributed revenue and profit to the Group amounting to AED 237,550 thousand and AED 37,173 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Basatin would have contributed revenue and profit to the Group amounting to AED 342,204 thousand and AED 45,783 thousand respectively, for the year ended 31 December 2023.

Eltizam Asset Management Estate - Sole Proprietorship LLC

Effective 1 July 2023, Aldar Estates Holding Limited ("Aldar Estates"), a subsidiary, acquired a 100% equity interest in Eltizam Asset Management Estate - Sole Proprietorship LLC ("Eltizam"), for consideration of AED 1,013,000 thousand, being the fair value of 4,854 new shares of Aldar Estates issued equally to the Company and to a third party (i.e. 2,427 shares each). The shares allocated to the Company, are in return of contributing the Company's 50% previously held equity interest in Eltizam with a fair value of AED 506,500 thousand on the transaction date. Eltizam is a limited liability company, registered in Abu Dhabi and is engaged in real estate lease and management services. From the date of acquisition, Eltizam contributed revenue and loss to the Group amounting to AED 311,495 thousand and AED 4,605 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Eltizam would have contributed revenue and profit to the Group amounting to AED 656,501 thousand and AED 20,573 thousand respectively, for the year ended 31 December 2023.

24 7 Media Holding Ltd

Effective 1 July 2023, MG Communications Holding LLC, a subsidiary, acquired a 60% equity interest in 24 7 Media Holding Ltd. ("24 7 Media") for consideration of AED 260,969 thousand. 24 7 Media is a private company limited by shares registered under the laws of Abu Dhabi Global Market. 24 7 Media is a specialised outdoor media solution provider in United Arab Emirates. From the date of acquisition, 24 7 Media contributed revenue and profit to the Group amounting to AED 101,066 thousand and AED 41,108 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, 24 7 Media would have contributed revenue and profit to the Group amounting to AED 185,730 thousand and AED 79,227 thousand respectively, for the year ended 31 December 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination continued****6.2(b) Acquisitions in the prior year continued****LVL Technology Holding (formerly “Switch Technology Holding”)**

Effective 1 July 2023, MG Wellness Holding LLC, a subsidiary, acquired control over LVL Technology Holding (“LVL”), previously recognised as an investment in financial asset, through the acquisition of an additional ownership interest of 33% in LVL (cumulative ownership of 49.38%) for consideration which consisted of cash amounting to AED 22,050 thousand and contribution of a subsidiary of the Group, Healthier U Wellness Services LLC (i.e. the fair value of the 50.62% interest in Healthier transferred to the third party). The Group controls LVL by virtue of the shareholder agreement which gives the Group the ability to appoint four out of seven board members. From the date of acquisition, LVL contributed revenue and loss to the Group amounting to AED 937 thousand and AED 5,896 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, LVL would have contributed revenue and loss to the Group amounting to AED 1,246 thousand and AED 6,754 thousand respectively, for the year ended 31 December 2023.

Securiguard Middle East LLC

Effective 1 August 2023, Palms Sports PJSC, a subsidiary, acquired a 100% equity interest in Securiguard Middle East LLC (“Securiguard”) for a consideration of AED 300,000 thousand. Securiguard is a limited liability company, registered in Abu Dhabi, and is engaged in provision of security guards and cleaning services. From the date of acquisition, Securiguard contributed revenue and profit to the Group amounting to AED 229,504 thousand and AED 17,825 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Securiguard would have contributed revenue and profit to the Group amounting to AED 551,422 thousand and AED 21,042 thousand respectively, for the year ended 31 December 2023.

Virginia International Private School - Sole Proprietorship LLC

Effective 2 August 2023, Aldar Education Sole Proprietorship LLC, a subsidiary, acquired a 100% equity interest in Virginia International Private School - Sole Proprietorship LLC. (“Virginia”), for a consideration of AED 210,509 thousand. Virginia is a limited liability company, registered in Abu Dhabi and is engaged in providing educational services. From the date of acquisition, Virginia contributed revenue and profit to the Group amounting to AED 19,031 thousand and AED 6,653 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Virginia would have contributed revenue and profit to the Group amounting to AED 46,448 thousand and AED 14,913 thousand respectively, for the year ended 31 December 2023.

Mais Interior Design LLC

Effective 15 August 2023, Trojan Construction Group Sole Proprietorship LLC, a subsidiary, acquired a 60% equity interest in Mais Interior Design LLC (“Mais”), for a consideration of AED 24,000 thousand. Mais is a limited liability company, registered in Abu Dhabi and is engaged in interior design related works. From the date of acquisition, Mais contributed revenue and profit to the Group amounting to AED 24,718 and AED 4,045 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Mais would have contributed revenue and profit to the Group amounting to AED 75,190 thousand and AED 10,975 thousand respectively, for the year ended 31 December 2023.

Kent College LLC – FZ and Kent Nursery LLC - FZ

Effective 1 September 2023, Aldar Education Sole Proprietorship LLC, a subsidiary, acquired a 100% equity interest in Kent College LLC – FZ and Kent Nursery LLC - FZ (“Kent”), for a consideration of AED 120,000 thousand. Kent is a limited liability company, registered with Meydan Freezone Authority in Dubai and is engaged in providing educational services. From the date of acquisition, Kent contributed revenue and loss to the Group amounting to AED 28,099 thousand and AED 1,036 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Kent would have contributed revenue and profit to the Group amounting to AED 74,210 thousand and AED 1,126 thousand respectively, for the year ended 31 December 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination** continued**6.2(b) Acquisitions in the prior year** continued**United International Group for Manpower Services LLC**

Effective 1 October 2023, Century Human Resources and Logistics LLC OPC, a subsidiary, acquired 51% equity interest in United International Group for Manpower Services LLC ("UIG") for consideration of AED 43,413 thousand. UIG is a limited liability company, registered in Abu Dhabi, and is engaged in provision of manpower services. From the date of acquisition, UIG contributed revenue and profit to the Group amounting to AED 36,806 thousand and AED 6,862 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, UIG would have contributed revenue and profit to the Group amounting to AED 136,676 thousand and AED 15,400 thousand respectively, for the year ended 31 December 2023.

Juice Spa – Group of Entities

Effective 1 October 2023, Omorfia Group LLC, a subsidiary, acquired a 100% equity interest in Juice SPA – Group of Entities ("Juice Spa") for consideration of AED 24,500 thousand. Juice Spa is a limited liability company, registered in Abu Dhabi, and is engaged in ladies' cosmetic and personal care centre, women salon, ladies oriental bath and ladies spa club. From the date of acquisition, Juice Spa contributed revenue and profit to the Group amounting to AED 8,314 thousand and AED 854 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Juice Spa would have contributed revenue and profit to the Group amounting to AED 29,074 thousand and AED 2,389 thousand respectively, for the year ended 31 December 2023.

Fully Charged Electrical Fitting Contracting LLC

Effective 1 October 2023, Easy Lease Motorcycle Rentals PSC, a subsidiary, acquired a 60% equity interest in Fully Charged Electrical Fitting Contracting LLC ("Fully Charged") for consideration of AED 3,150 thousand. Fully Charged is a limited liability company, registered in Dubai, and is engaged in provision of charging infrastructure facility across the country. From the date of acquisition, Fully Charged contributed revenue and profit to the Group amounting to AED 1,677 thousand and AED 6 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Fully Charged would have contributed revenue and loss to the Group amounting to AED 6,576 thousand and AED 226 thousand respectively, for the year ended 31 December 2023.

Desert Control Liquid Natural Clay LLC

Effective 1 October 2023, Mawarid Holding Investment LLC, a subsidiary, acquired a 100% equity interest in Desert Control Liquid Natural Clay LLC ("Desert Control"), for a consideration of AED 1. Desert Control is a limited liability company, registered in Abu Dhabi and is engaged in agriculture and landscaping works.

Mawarid Desert Control LLC

Effective 1 October 2023, Mawarid Holding Investment LLC, a subsidiary, acquired a 100% equity interest in Mawarid Desert Control LLC ("Mawarid Desert"), for a consideration of AED 1. Mawarid Desert is a limited liability company, registered in Abu Dhabi and is engaged in agriculture and landscaping works. From the date of acquisition, Mawarid Desert contributed revenue and loss to the Group amounting to AED 185 thousand and AED 1,497 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Mawarid Desert would have contributed revenue and loss to the Group amounting to AED 401 thousand and AED 3,582 thousand respectively, for the year ended 31 December 2023.

FAB Properties - Sole Proprietorship LLC

Effective 1 December 2023, Aldar Estate Holding Limited, a subsidiary, acquired a 100% equity interest in FAB Properties – Sole Proprietorship LLC ("FAB Properties"), for a consideration of AED 334,960 thousand. FAB Properties is a limited liability company, registered in Abu Dhabi and is engaged in real estate lease and management services. From the date of acquisition, FAB Properties contributed revenue and profit to the Group amounting to AED 4,812 thousand and AED 2,758 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, FAB Properties would have contributed revenue and profit to the Group amounting to AED 73,050 thousand and AED 37,559 thousand respectively, for the year ended 31 December 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination continued****6.2(b) Acquisitions in the prior year continued****Ripe Exhibition Organizer Co. LLC**

Effective 1 November 2023, Easy Lease Motorcycle Rentals PSC, a subsidiary, acquired a 60% equity interest in Ripe Exhibition Organizer Co. LLC (“Ripe”) for consideration of AED 31,920 thousand. Ripe is a limited liability company, registered in Abu Dhabi, and is engaged in event management. From the date of acquisition, Ripe contributed revenue and profit to the Group amounting to AED 5,434 thousand and AED 1,971 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Ripe would have contributed revenue and profit to the Group amounting to AED 25,235 thousand and AED 6,513 thousand respectively, for the year ended 31 December 2023.

London Square Developments (Holdings) Limited and LSQ Management Limited

Effective 30 November 2023, Aldar Development LSQ Limited, a subsidiary, acquired a 100% equity interest in London Square Developments (Holdings) Limited and LSQ Management Limited (“London Square”) for consideration of AED 497,685 thousand. London Square is a limited company registered in United Kingdom and is engaged in real estate development. From the date of acquisition, London Square contributed revenue and loss to the Group amounting to AED 81,220 thousand and AED 12,146 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, London Square would have contributed revenue and profit to the Group amounting to AED 996,763 thousand and AED 514,700 thousand respectively, for the year ended 31 December 2023.

Lynx Technology Group Ltd.

Effective 1 December 2023, Easy Lease Motorcycle Rentals PSC, a subsidiary, acquired an additional 24% equity interest in Lynx Technology Group Ltd. (“Lynx”) for consideration of AED 533 thousand increasing the Group’s ownership to 49%. Lynx is registered in British Virgin Islands and is engaged in the provision of IT related services. From the date of acquisition, Lynx contributed revenue and profit to the Group amounting to AED 123 thousand and AED 0.04 thousand respectively, for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, Lynx would have contributed revenue and profit to the Group amounting to AED 1,228 thousand and AED 250 thousand respectively, for the year ended 31 December 2023.

Sky Light Corporate Management LLC

Effective 31 December 2023, CMC Holding LLC, a subsidiary, acquired a 70% equity interest in Sky Light Corporate Management LLC (“Sky Light”) for consideration of AED 70,000 thousand. Sky Light is a limited liability company, registered in Abu Dhabi and is engaged in specialised dental clinic, manufacturing of customised dental products and trading of imported dental products. If the acquisition had taken place at the beginning of 2023, Sky Light would have contributed revenue and profit to the Group amounting to AED 58,015 thousand and AED 17,678 thousand respectively, for the year ended 31 December 2023.

Guardtime SA

Effective 31 December 2023, Sirius International Holding Limited, a subsidiary, acquired a 100% equity interest in Guardtime SA (“Guardtime”) for consideration of AED 77,070 thousand. Guardtime is a limited liability company, registered in Switzerland and is engaged in development of blockchain protocols and applications. If the acquisition had taken place at the beginning of 2023, Guardtime would have contributed revenue and loss to the Group amounting to AED 4,960 thousand and AED 77,277 thousand respectively, for the year ended 31 December 2023.

Secure Recruitment Services LLC OPC

Effective 31 December 2023, Palms Sports PJSC, a subsidiary, acquired a 100% equity interest in Secure Recruitment Services LLC OPC (“Secure”) for nil consideration. Secure Recruitment is a limited liability company, registered in Abu Dhabi, and is engaged in provision of manpower services. If the acquisition had taken place at the beginning of 2023, Secure Recruitment would have contributed revenue and loss to the Group amounting to AED 2,192 thousand and AED 240 thousand respectively, for the year ended 31 December 2023.

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(b) Acquisitions during the prior year continued

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of the acquired entities as at the date of acquisition were as follows:

	Reach AED '000	PRED AED '000	Spotlight AED '000	Fisio AED '000	Al Riyadh AED '000	PJ Steel AED '000	24 7 Media AED '000	LVL AED '000	Securiguard AED '000	UIG AED '000	Juice Spa AED '000	Fully Charged AED '000	Ripe AED '000	Lynx AED '000	Sky Light AED '000	Guardtime AED '000	Secure AED '000	(i) Alpha Dhabi acquisitions AED '000	Total AED '000
Assets																			
Property, plant and equipment	390	1,175	116	1,674	126	45	2,270	8	48,845	1,726	3,025	325	1,566	6	2,536	570	-	319,456	383,859
Intangible assets	303,283	-	5,052	-	1,444	-	142,545	2,927	70,986	7,139	10,261	-	18,323	6,940	39,800	62,018	-	473,648	1,144,366
Right-of-use assets	823	-	239	-	1,246	-	-	-	6,817	386	-	-	5,423	-	-	-	-	496,842	511,776
Investment in associates and joint ventures	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	416,801	416,801
Derivative financial instruments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12,093	12,093
Development work-in-progress	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,152,558	1,152,558
Inventories	-	-	1	20	-	768	-	-	-	-	3,524	204	-	-	9,617	35	-	14,021	28,190
Deferred tax assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	30,345	30,345
Due from related parties	124,971	-	-	-	146	-	53	530	5,063	816	-	-	-	-	1,166	-	-	243,954	376,699
Trade and other receivables	148,716	6,177	462	1,485	132	370	53,212	521	248,930	86,371	2,148	424	3,487	577	14,350	5,079	230	672,797	1,245,468
Contract assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	179,484	179,484
Cash and bank balances	35,951	1,954	72	192	63	1,059	14,361	23,582	66,292	8,686	1,675	212	10,241	115	3,650	4,782	557	649,512	822,956
Total assets	614,134	9,306	5,942	3,371	3,157	2,242	212,441	27,568	446,933	105,124	20,633	1,165	39,040	7,638	71,119	72,484	787	4,661,511	6,304,595
Liabilities																			
Employees' end of service benefits	52,554	61	-	39	54	-	1,318	613	67,942	9,489	84	33	87	-	709	-	16	44,239	177,238
Borrowings	104,633	-	-	-	-	-	-	-	-	4,392	-	111	-	-	-	-	-	635,755	744,891
Loan from a related party	-	-	-	-	-	-	-	6,015	-	-	-	-	-	-	-	64,090	-	-	70,105
Lease liabilities	868	-	244	-	1,206	-	-	-	6,577	299	-	-	6,339	-	-	-	-	495,605	511,138
Due to related parties	-	-	-	-	-	-	4,769	45	-	8,008	-	-	-	-	55	-	-	24,976	37,853
Deferred tax liabilities	-	-	631	-	130	-	12,829	263	6,389	642	923	-	1,648	625	3,582	13,024	-	35,093	75,779
Contract liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	163,213	163,213
Trade and other payables	52,018	987	649	4,514	374	3,012	29,616	6,872	81,987	63,531	1,870	337	12,176	862	17,897	22,210	100	1,090,837	1,389,849
Total liabilities	210,073	1,048	1,524	4,553	1,764	3,012	48,532	13,808	162,895	86,361	2,877	481	20,250	1,487	22,243	99,324	116	2,489,718	3,170,066
Net assets (liabilities)	404,061	8,258	4,418	(1,182)	1,393	(770)	163,909	13,760	284,038	18,763	17,756	684	18,790	6,151	48,876	(26,840)	671	2,171,793	3,134,529
Less: non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(35,868)	(35,868)
Total identifiable net assets (liabilities) at fair value	404,061	8,258	4,418	(1,182)	1,393	(770)	163,909	13,760	284,038	18,763	17,756	684	18,790	6,151	48,876	(26,840)	671	2,135,925	3,098,661
Proportionate share of identifiable net assets (liabilities) acquired	222,234	6,606	4,418	(1,182)	1,045	(770)	98,345	6,795	284,038	9,569	17,756	410	11,274	3,014	34,213	(26,840)	671	1,708,193	2,379,789
Goodwill arising on acquisition	92,866	-	3,937	1,183	1,955	5,570	162,624	33,154	15,962	33,844	6,744	2,740	20,646	2,492	35,787	103,910	-	1,373,751	1,897,165
Gain on bargain purchase	-	(825)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(671)	(1,502)	(2,998)
Purchase consideration	315,100	5,781	8,355	1	3,000	4,800	260,969	39,949	300,000	43,413	24,500	3,150	31,920	5,506	70,000	77,070	-	3,080,442	4,273,956
Non-controlling interest on acquisition	181,827	1,652	-	-	348	-	65,564	6,965	-	9,194	-	274	7,516	3,137	14,663	-	-	463,600	754,740

International Holding Company PJSC

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6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(b) Acquisitions during the prior year continued

Assets acquired and liabilities assumed continued

(i) Alpha Dhabi Holding group acquisitions

The fair values of the identifiable assets and liabilities of the acquired entities as at the date of acquisition were as follows:

	Mustard and Linen AED '000	ADMO AED '000	Basatin AED '000	Eltizam AED '000	Virginia AED '000	Mais AED '000	Kent AED '000	Desert Control AED '000	Mawarid Desert AED '000	FAB Properties AED '000	London Square AED '000	Total AED '000
Assets												
Property, plant and equipment	137	143,371	8,337	12,625	147,106	2,656	870	1,502	3	30	2,819	319,456
Intangible assets	-	947	38,276	167,810	13,244	-	39,904	-	-	203,031	10,436	473,648
Right-of-use assets	-	67,093	-	3,057	4,901	-	410,174	-	-	-	11,617	496,842
Investment in associates and joint ventures	-	309,569	-	-	-	-	-	-	-	-	107,232	416,801
Derivative financial instruments	-	-	-	-	-	-	-	-	-	-	12,093	12,093
Development work-in-progress	-	-	-	-	-	-	-	-	-	-	1,152,558	1,152,558
Inventories	-	4,818	1,376	5,813	1,003	1,011	-	-	-	-	-	14,021
Deferred tax assets	-	552	-	-	-	-	-	-	-	-	29,793	30,345
Due from related parties	1	243,953	-	-	-	-	-	-	-	-	-	243,954
Trade and other receivables	771	93,131	65,197	316,658	10,609	32,272	12,500	-	258	10,416	130,985	672,797
Contract assets	-	-	20,638	12,700	-	19,002	-	-	-	-	127,144	179,484
Cash and bank balances	1,781	115,864	36,960	75,075	4,991	3,604	5,037	-	14	190,661	215,525	649,512
Total assets	2,690	979,298	170,784	593,738	181,854	58,545	468,485	1,502	275	404,138	1,800,202	4,661,511
Liabilities												
Employees' end of service benefit	701	-	5,245	28,096	1,142	1,921	3,474	-	105	3,555	-	44,239
Borrowings	-	445	-	-	-	752	-	-	-	-	634,558	635,755
Lease liabilities	-	67,093	-	3,858	5,314	-	411,006	-	-	-	8,334	495,605
Due to related parties	-	22,204	-	-	-	-	-	-	2,772	-	-	24,976
Deferred tax liabilities	-	1,284	-	11,800	1,195	-	3,591	-	-	17,223	-	35,093
Contract liabilities	-	-	1,842	552	10,897	-	14,650	-	-	-	135,272	163,213
Trade and other payables	1,673	57,916	73,225	236,887	1,721	21,715	4,881	-	265	163,994	528,560	1,090,837
Total liabilities	2,374	148,942	80,312	281,193	20,269	24,388	437,602	-	3,142	184,772	1,306,724	2,489,718
Net assets (liabilities)	316	830,356	90,472	312,545	161,585	34,157	30,883	1,502	(2,867)	219,366	493,478	2,171,793
Less: non-controlling interests	-	(31,638)	-	(4,230)	-	-	-	-	-	-	-	(35,868)
Total identifiable net assets (liabilities) at fair value	316	798,718	90,472	308,315	161,585	34,157	30,883	1,502	(2,867)	219,366	493,478	2,135,925
Proportionate share of identifiable net assets (liabilities) acquired	237	407,346	67,854	308,315	161,585	20,494	30,883	1,502	(2,867)	219,366	493,478	1,708,193
Goodwill arising on acquisition	24,763	309,120	70,968	704,685	48,924	3,506	89,117	-	2,867	115,594	4,207	1,373,751
Gain on bargain purchase	-	-	-	-	-	-	-	(1,502)	-	-	-	(1,502)
Purchase consideration	25,000	716,466	138,822	1,013,000	210,509	24,000	120,000	-	-	334,960	497,685	3,080,442
Non-controlling interest on acquisition	79	423,010	22,618	4,230	-	13,663	-	-	-	-	-	463,600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.2 Acquisitions under IFRS 3 Business Combination** continued**6.2(b) Acquisitions during the prior year** continued

Intangible assets of AED 1,137,451 thousand have been recognised as a result of aforementioned acquisitions, which comprises largely of customer relationships, customer contracts, brand name and trade license.

Goodwill of AED 1,897,165 thousand arising from the acquisitions comprises largely the value of expected synergies arising from the acquisitions, which are not separately recognised.

The fair value measurement is based on significant inputs that are not observable in the market, which IFRS 13 “Fair Value Measurement” refers to as level 3 inputs. The fair value estimate is based on:

- Assumed discount rates of 5.8% to 26.3%; and
- A terminal value, calculated based on long-term sustainable growth rates for the industry ranging from 1% to 5%, which has been used to determine income for the future years.

Prior year acquisitions recognised on provisional assessment of fair values:

During the year, the purchase price allocations for all acquired entities during 2023 were completed, which resulted in the following adjustments:

Ripe Exhibition Organizer Co. LLC:

- Decrease in the fair value of identifiable assets and liabilities by AED 16,665 thousand;
- Increase in goodwill by AED 9,999 thousand; and
- Decrease in non-controlling interest by AED 6,666 thousand.

Juice SPA – Group of entities:

- Decrease in the fair value of identifiable assets and liabilities by AED 2,695 thousand; and
- Increase in goodwill by AED 2,695 thousand.

Guardtime SA:

- Decrease in the fair value of identifiable assets and liabilities by AED 36,338 thousand;
- Decrease in goodwill by AED 40,732 thousand;
- Decrease in non-controlling interest by AED 13,487 thousand; and
- Decrease in merger reserve by AED 63,583 thousand.

Sky Light Corporate Management LLC:

- Decrease in the fair value of identifiable assets and liabilities by AED 3,722 thousand;
- Increase in goodwill by AED 2,605 thousand; and
- Decrease in non-controlling interest by AED 1,117 thousand.

Al Riyadh Medical Center LLC:

- Decrease in the fair value of identifiable assets and liabilities by AED 820 thousand;
- Increase in goodwill by AED 615 thousand; and
- Decrease in non-controlling interest by AED 205 thousand.

Spotlightpos Limited:

- Decrease in the fair value of identifiable assets and liabilities by AED 1,364 thousand; and
- Increase in goodwill by AED 1,364 thousand.

Mais Interior Design LLC:

- Increase in the fair value of identifiable assets and liabilities by AED 4,898 thousand;
- Decrease in goodwill by AED 2,939 thousand; and
- Increase in non-controlling interest by AED 1,959 thousand.

The above adjustments are not material to the prior year’s consolidated financial statements and accordingly were posted in the current year’s consolidated statement of financial position and consolidated statement of changes in equity under other equity movement.

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31 December 2024

6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(b) Acquisitions during the prior year continued

2022 acquisitions recognised on provisional assessment of fair values adjusted in 2023:

During 2023, the purchase price allocations for all acquired entities during 2022 were completed, which resulted in the following adjustments:

NRTC Food Holding LLC:

- Decrease in the fair value of identifiable assets and liabilities by AED 48,000 thousand;
- Increase in goodwill by AED 20,008 thousand; and
- Decrease in non-controlling interest by AED 28,792 thousand.

The above adjustments were not material to the 2022 consolidated financial statements and accordingly were posted in the 2023 consolidated statement of financial position and consolidated statement of changes in equity under other equity movement.

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(b) Acquisitions during the prior year continued

Details of purchase consideration on acquisitions is as follows:

	Reach	PRED	Spotlight	Fisio	Al Riyadh	PJ Steel	24 7 Media	LVL	Securiguard	UIG	Juice Spa	Fully Charged	Ripe	Lynx	Sky Light	Guardtime	Secure	Alpha Dhabi acquisitions	Total
	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000
Cash paid for the acquisition	315,100	-	8,355	1	3,000	2,495	184,566	22,050	300,000	-	24,500	1,650	-	-	70,000	-	-	1,962,630	2,894,347
Consideration payable	-	-	-	-	-	1,383	36,403	-	-	43,413	-	1,500	31,920	533	-	-	-	104,812	219,964
Contingent consideration ⁽ⁱ⁾	-	-	-	-	-	922	40,000	-	-	-	-	-	-	-	-	-	-	-	40,922
Fair value of previously held equity interest transferred from investment in financial assets (note 11.1)	-	-	-	-	-	-	-	13,025	-	-	-	-	-	-	-	-	-	-	13,025
Fair value of previously held equity interest transferred from investment in joint venture	-	5,781	-	-	-	-	-	-	-	-	-	-	-	4,973	-	-	-	506,500	517,254
Fair value of shares in a subsidiary ⁽ⁱⁱ⁾	-	-	-	-	-	-	-	4,874	-	-	-	-	-	-	-	-	-	-	4,874
Fair value of consideration transferred ⁽ⁱⁱⁱ⁾	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	77,070	-	506,500	583,570
Total purchase consideration	315,100	5,781	8,355	1	3,000	4,800	260,969	39,949	300,000	43,413	24,500	3,150	31,920	5,506	70,000	77,070	-	3,080,442	4,273,956

(i) Contingent consideration represents the following:

- For the acquisition of 24 7 Media, an additional cash consideration of AED 40,000 thousand was to be paid to the previous owner, subject to 24 7 Media achieving a minimum net profit of AED 60,000 thousand for the year ending 31 December 2023. As at the acquisition date, the contingent consideration with an estimated fair value of AED 40,000 thousand was recorded, as it was highly probable that the targeted profit would be achieved. During 2024, Media 24 7 achieved the target net profit, resulting in AED 40,000 thousand outflow of cash to the previous owner.
- For the acquisition of PJ Steel, an additional cash consideration of AED 461 thousand was to be paid to the previous owner, subject achieving a minimum net profit of AED 1,613 thousand for the period from 1 January 2023 to 31 March 2024 and an additional cash consideration of AED 461 thousand subject to the previous owner securing new contracts to PJ Steel generating a minimum cash inflow of AED 4,608 thousand. As at the acquisition date, the total contingent consideration with an estimated fair value of AED 922 thousand was recorded, as it was highly probable that both targets will be achieved. During 2024, the Group settled AED 461 thousand to the previous owner due to PJ Steel achieving the target net profit, while the contingent consideration relating to securing new contracts was not met and accordingly not paid to the previous owner.

(ii) Represents the fair value of 50.62% ownership interest in HealthierU, a subsidiary, which was granted to a third party as part of the agreement to acquire LVL.

(iii) The fair value of consideration transferred, represents the following:

- Aldar Estates Holding Limited, a subsidiary, issued 4,854 new shares at a fair value of AED 1,013,000 thousand of which, 2,427 shares with a fair value of AED 506,500 thousand were issued to a third party as consideration for 50% ownership interest in Eltizam Asset Management LLC. The non-controlling interest share of the newly issued shares amounted to AED 176,769 thousand.
- Quantum Solutions Limited, a subsidiary, issued 27,676,465 new shares at a fair value of AED 77,070 thousand as a consideration for 100% ownership interest in Guardtime SA. The non-controlling interest share of the newly issued shares amounted to AED 13,487 thousand.

The total share of consideration (i.e. shares issued) allocated to non-controlling interest, amounted to AED 190,256 thousand.

International Holding Company PJSC

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31 December 2024

6 BUSINESS COMBINATIONS continued

6.2 Acquisitions under IFRS 3 Business Combination continued

6.2(b) Acquisitions during the prior year continued

(a) Alpha Dhabi Holding group acquisitions

Details of purchase consideration on acquisitions is as follows:

	Mustard and Linen AED '000	ADMO AED '000	Basatin AED '000	Eltizam AED '000	Virginia AED '000	Mais AED '000	Kent AED '000	Desert Control AED '000	Mawarid Desert AED '000	FAB Properties AED '000	London Square AED '000	Total AED '000
Cash paid for the acquisition	25,000	716,466	138,822	-	188,586	24,000	117,782	-	-	334,960	417,014	1,962,630
Consideration payable	-	-	-	-	21,923	-	2,218	-	-	-	80,671	104,812
Fair value of previously held equity interest transferred from investment in joint venture	-	-	-	506,500	-	-	-	-	-	-	-	506,500
Fair value of consideration transferred	-	-	-	506,500	-	-	-	-	-	-	-	506,500
Total purchase consideration	25,000	716,466	138,822	1,013,000	210,509	24,000	120,000	-	-	334,960	497,685	3,080,442

Analysis of cashflows on acquisitions is as follows:

	Reach AED '000	PRED AED '000	Spotlight AED '000	Fisio AED '000	Al Riyadh AED '000	PJ Steel AED '000	24 7 Media AED '000	LVL AED '000	Securiguard AED '000	UIG AED '000	Juice Spa AED '000	Fully Charged AED '000	Ripe AED '000	Lynx AED '000	Sky Light AED '000	Guardtime AED '000	Secure AED '000	Alpha Dhabi acquisitions AED '000	Total AED '000
Cash paid for the acquisition	315,100	-	8,355	1	3,000	2,495	184,566	22,050	300,000	-	24,500	1,650	-	-	70,000	-	-	1,962,630	2,894,347
Net cash acquired on business combination	(35,951)	(1,954)	(72)	(192)	(63)	(1,059)	(14,361)	(23,582)	(66,292)	(8,686)	(1,675)	(212)	(10,241)	(115)	(3,650)	(4,782)	(557)	(649,512)	(822,956)
Acquisition of operating business – net of cash paid (acquired) (included in cash flows from investing activities)	279,149	(1,954)	8,283	(191)	2,937	1,436	170,205	(1,532)	233,708	(8,686)	22,825	1,438	(10,241)	(115)	66,350	(4,782)	(557)	1,313,118	2,071,391
Transaction costs of the acquisition (included in cash flows from operating activities)	50	50	237	-	20	-	1,336	386	-	65	265	-	-	-	237	-	-	36,381	39,027
Net cash paid (acquired) on acquisition	279,199	(1,904)	8,520	(191)	2,957	1,436	171,541	(1,146)	233,708	(8,621)	23,090	1,438	(10,241)	(115)	66,587	(4,782)	(557)	1,349,499	2,110,418

Acquisition related costs amounting to AED 39,027 thousand were expensed during the prior year and are included in general and administrative expenses.

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6 BUSINESS COMBINATIONS continued**6.3(a) Acquisitions of assets during the year**

During the year, the Group acquired the following entities, which are accounted for as asset acquisitions, since substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset. The details of the assets acquired are as follows:

	<i>Oryx Action Restricted Limited AED '000</i>	<i>Sahel Restricted Limited AED '000</i>	<i>Total AED '000</i>
Inventories ⁽ⁱ⁾ (note 13)	519,067	564,785	1,083,852
Net assets acquired at fair value	519,067	564,785	1,083,852
Less: purchase consideration	(519,067)	(564,785)	(1,083,852)
	<u>=====</u>	<u>=====</u>	<u>=====</u>

- (i) The real estate assets acquired are partial developed and undeveloped land parcels in UAE and Egypt, which are recorded as inventories. The fair value of Oryx Action Restricted Limited land acquired amounted to AED 592,067 thousand (note 13), which is stated above as net of trade and other payables of AED 73,000 thousand.

6.3(b) Acquisitions of assets during the prior year

During 2023, the Group acquired the following entities, which are accounted for as asset acquisitions, since substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset. The details of the assets acquired are as follows:

	<i>Monterock Investments Nedafushi Maldives AED '000</i>	<i>AMI Properties Holding Limited AED '000</i>	<i>Total AED '000</i>
Investment properties (note 9)	-	163,854	163,854
Right-of-use assets (note 31)	56,947	-	56,947
Lease liabilities (note 31)	(29,207)	-	(29,207)
Net assets acquired	27,740	163,854	191,594
Less: non-controlling interests ⁽ⁱ⁾	(1,387)	(65,542)	(66,929)
Proportionate share of assets acquired	26,353	98,312	124,665
Less: consideration paid	(26,353)	(98,312)	(124,665)
	<u>=====</u>	<u>=====</u>	<u>=====</u>

- (i) 95% ownership interest acquired in Monterock Investments Nedafushi Maldives (note 31) and 60% ownership acquired in AMI Properties Holding Limited (note 9).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.3(b) Acquisitions of assets during the prior year** continued

Further, during 2023, the Group acquired the following entities, which are accounted for as asset acquisitions from entities under common control, given that the Company and the acquired entities are ultimately controlled by the same party before and after the acquisition. The details of the assets acquired are as follows:

	<i>Tri Star Investment LLC AED '000</i>	<i>C 2 R Real Estate Investment SP LLC AED '000</i>	<i>Total AED '000</i>
Investment properties (note 9)	-	79,650	79,650
Investment in an associate (note 10)	762,313	-	762,313
Investments carried at fair value through other comprehensive income (note 11.1)	<u>1,718</u>	<u>-</u>	<u>1,718</u>
Assets acquired	764,031	79,650	843,681
Less: consideration paid	<u>(250,000)</u>	<u>-</u>	<u>(250,000)</u>
Merger, acquisition and other reserves	<u>514,031</u>	<u>79,650</u>	<u>593,681</u>

6.4 Derecognition of subsidiaries**6.4(a) Derecognition of subsidiaries during the year**

During the year, the Group derecognised the following subsidiaries, that were previously classified as discontinued operations held for sale:

Transcend Blocker, INC

During 2023, the Group entered into a sale and purchase agreement with a buyer for the sale of Transcend Blocker, INC ("Transcend"), resulting in its classification as discontinued operations held for sale (note 20.2). The disposal was completed during the year with effect from 9 January 2024, being the date control of Transcend was passed to the acquirer, for a total consideration of AED 631,529 thousand.

Quantum Wealth Holding SPV Limited

Quantum Wealth Holding SPV Limited ("Quantum"), a subsidiary classified as held for sale, became part of the Group as a result of the acquisition of Two Point Zero Group LLC (note 6.1(a)). During the year, the sale of 34.39% ownership interest in Quantum was completed with an effective date of 22 March 2024. The fair value of retained interest in Quantum amounting to AED 77,123 thousand was classified as investment in financial assets carried at fair value through profit or loss (note 11.2).

Holiday Inn Abu Dhabi

During 2021, as part of the acquisition of Modon Holding PSC (*formerly "Q Holding PSC"*), Holiday Inn Abu Dhabi ("Holiday Inn"), was classified as held for sale (note 20.2). The disposal was completed during the year with effect from 31 August 2024, being the date control of Holiday Inn was passed to the acquirer, for a total consideration of AED 170,000 thousand.

ADH Energy RSC LTD

During the year, the Group entered into a sale and purchase agreement with Enersol RSC Ltd., a joint venture, dated 28 February 2024 for the sale of ADH Energy RSC LTD ("ADH Energy"), resulting in its classification as discontinued operations held for sale (note 20.2). Subsequently with effect from 30 December 2024, being the date control of ADH Energy was passed to the acquirer, the disposal was deemed to be completed for a total consideration of AED 218,500 thousand.

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31 December 2024

6 BUSINESS COMBINATIONS continued**6.4 Derecognition of subsidiaries** continued**6.4(a) Derecognition of subsidiaries during the year** continued

The carrying value of the identifiable assets and liabilities derecognised are as follows:

	<i>Transcend</i>	<i>Quantum</i>	<i>Holiday Inn</i>	<i>ADH</i> <i>Energy</i>	<i>Total</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Assets					
Property, plant and equipment	-	1,702	162,080	-	163,782
Intangible assets	-	51,428	-	-	51,428
Right-of-use assets	-	2,793	-	-	2,793
Investment in associates and joint ventures	626,061	-	-	215,913	841,974
Deferred tax assets	5,093	-	-	-	5,093
Trade and other receivables	-	3,916	5,930	-	9,846
Due from related parties	-	-	91	-	91
Inventories	-	-	223	-	223
Cash and bank balances	34,346	92,849	2,048	-	129,243
Total assets	665,500	152,688	170,372	215,913	1,204,473
Liabilities					
Employees' end of service benefits	-	-	867	-	867
Lease liabilities	-	2,768	-	-	2,768
Trade and other payables	33,971	16,302	6,740	32	57,045
Total liabilities	33,971	19,070	7,607	32	60,680
Net assets	631,529	133,618	162,765	215,881	1,143,793
Less: non-controlling interest	-	(1,074)	-	-	(1,074)
Net assets attributable to the owners	631,529	132,544	162,765	215,881	1,142,719
Consideration received	631,529	156,449	170,000	218,500	1,176,478
Gain on derecognition (A)	-	23,905	7,235	2,619	33,759

Further during the year, the Group derecognised the following subsidiaries:

Apex Investments PSC

Effective 30 January 2024, Ghitha Holding PJSC, a subsidiary, lost control over Apex Investment PSC ("Apex") due to the disposal of 3% shareholding against a cash consideration of AED 213,192 thousand and losing majority in the board. The retained shareholding interest of 48.5% was classified as an investment in associate at its fair value on the date of loss of control amounting to AED 3,446,901 thousand (note 10).

Diqa Technologies Limited

Effective 28 August 2024, the Company disposed of its entire ownership interest in Diqa Technologies Limited ("Diqa") for no consideration.

Q & Elevate LLC

Effective 24 July 2024, Modon Holding PSC, a subsidiary, disposed of its entire ownership interest in Q & Elevate LLC ("Q&E") for no consideration.

Reset Energy LLC

Effective 1 October 2024, the Company disposed of its entire ownership interest in Reset Energy LLC ("Reset") for no consideration.

Serenity Aviation Holding LLC

Effective 1 October 2024, due to amendments to the shareholder agreement, the Company lost control over Serenity Aviation Holding LLC ("Serenity"). As per the amended agreement, decisions over Serenity shall henceforth require the unanimous agreement of the shareholders. The retained shareholding interest of 50% was classified as an investment in joint venture at its fair value on the date of loss of control amounting to AED 28,970 thousand (note 10).

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6 BUSINESS COMBINATIONS continued**6.4 Derecognition of subsidiaries** continued**6.4(a) Derecognition of subsidiaries during the year** continued**LVL Technology Holding**

Effective 30 December 2024, MG Wellness Holding LLC, a subsidiary, disposed of its entire ownership interest in LVL Technology Holding (“LVL”) for no consideration. As per the sale agreement, the Group is entitled to a future cash payment contingent upon the resale of LVL shares by the buyer. The Group would receive 50% of any cash proceeds from such sale, capped at AED 29,400 thousand. As the fair value of the contingent consideration cannot be reliably measured, the Group has not recognised it in the consolidated financial statements.

Dicon Investment LLC

Effective 31 December 2024, Mawarid Holding Investment LLC, a subsidiary, disposed of its entire ownership interest in Dicon Investment LLC (“Dicon”) for AED 3,013 thousand.

The carrying value of the identifiable assets and liabilities derecognised are as follows:

	<i>Apex</i> <i>AED'000</i>	<i>Diqa</i> <i>AED'000</i>	<i>Q&E</i> <i>AED'000</i>	<i>Reset</i> <i>AED'000</i>	<i>Serenity</i> <i>AED'000</i>	<i>LVL</i> <i>AED'000</i>	<i>Dicon</i> <i>AED'000</i>	<i>Total</i> <i>AED'000</i>
Assets								
Property, plant and equipment	346,769	144	209	209	798	369	4,408	352,906
Intangible assets and goodwill	6,911	-	-	-	39,475	40,572	-	86,958
Right-of-use assets	16,065	-	-	-	-	-	647	16,712
Investment in associates and joint ventures ⁽ⁱ⁾	44,861	-	-	-	10,178	-	-	55,039
Investments carried at fair value through other comprehensive income ⁽ⁱ⁾	145,261	-	-	-	-	-	-	145,261
Investments carried at fair value through profit or loss ⁽ⁱ⁾	442,560	-	-	-	-	-	-	442,560
Deferred tax assets	-	-	-	112	-	-	-	112
Inventories	75,462	-	-	-	-	-	-	75,462
Contract assets	-	-	-	6,332	-	-	-	6,332
Due from related parties	186,413	28	1,913	12	156	-	-	188,522
Trade and other receivables	256,836	1,551	175	1,284	33,795	2,739	12,126	308,506
Cash and bank balances	681,472	668	-	1,011	35,436	1,512	2,678	722,777
Total assets	2,202,610	2,391	2,297	8,960	119,838	45,192	19,859	2,401,147
Liabilities								
Employees' end of service benefits	8,324	37	58	208	233	514	1,546	10,920
Lease liabilities	1,532	-	-	-	-	-	610	2,142
Borrowings	14,142	-	-	-	85	14,690	-	28,917
Loan from a related party	-	-	-	-	-	955	-	955
Deferred tax liabilities	619	-	-	-	1,614	226	-	2,459
Due to related parties	61,692	1,480	5,276	-	5,614	-	76	74,138
Trade and other payables	164,234	4,033	144	2,304	54,686	771	14,666	240,838
Total liabilities	250,543	5,550	5,478	2,512	62,232	17,156	16,898	360,369
Net assets (liabilities)	1,952,067	(3,159)	(3,181)	6,448	57,606	28,036	2,961	2,040,778
Less: non-controlling interest	(946,626)	1,738	954	(2,288)	(28,636)	2,591	-	(972,267)
Net assets (liabilities) attributable to the owners	1,005,441	(1,421)	(2,227)	4,160	28,970	30,627	2,961	1,068,511
Consideration received	3,660,093	-	-	-	28,970	-	3,013	3,692,076
Gain (loss) on derecognition	2,654,652	1,421	2,227	(4,160)	-	(30,627)	52	2,623,565
Impairment on balance due from Q&E	-	-	(3,543)	-	-	-	-	(3,543)
Gain (loss) on derecognition (B)	2,654,652	1,421	(1,316)	(4,160)	-	(30,627)	52	2,620,022
Total net gain on derecognition (A+B)								2,653,781

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6 BUSINESS COMBINATIONS continued**6.4 Derecognition of subsidiaries****6.4(a) Derecognition of subsidiaries during the year** continued

- (i) Included within Apex's investment in associates and joint ventures ("Associates & JV's"), investments carried at fair value through other comprehensive income ("FVTOCI") and investments carried at fair value through profit or loss ("FVTPL"), are shareholding in certain subsidiaries on Group level. Accordingly, the loss of control over Apex, increased the Group's non-controlling interest in the following subsidiaries (note 6.5(a)(A)).

	<i>Associates & JV's</i>	<i>FVTOCI</i>	<i>FVTPL</i>	<i>Total</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Modon Holding PSC (formerly "Q Holding PSC")	-	136,904	352,875	489,779
Multiply Group PJSC	-	-	57,800	57,800
Reem Ready Mix LLC	25,949	-	-	25,949
Alpha Dhabi Holding PJSC	-	6,298	10,447	16,745
Pure Health Holding PJSC (associate)	-	-	5,612	5,612
Others (non-subsidiaries and non-associates)	<u>18,912</u>	<u>2,059</u>	<u>15,826</u>	<u>36,797</u>
	<u>44,861</u>	<u>145,261</u>	<u>442,560</u>	<u>632,682</u>

International Holding Company PJSC

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6 BUSINESS COMBINATIONS continued

6.4 Derecognition of subsidiaries

6.4(a) Derecognition of subsidiaries during the year continued

Details of consideration received on derecognition of subsidiaries is as follows:

	<i>Transcend</i>	<i>Quantum</i>	<i>Holiday</i>	<i>ADH</i>								
	<i>AED'000</i>	<i>AED'000</i>	<i>Inn</i>	<i>Energy</i>	<i>Apex</i>	<i>Diqa</i>	<i>Q&E</i>	<i>Reset</i>	<i>Serenity</i>	<i>LVL</i>	<i>Dicon</i>	<i>Total</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Cash received from sale	322,080	79,326	140,000	111,435	213,192	-	-	-	-	-	3,013	869,046
Fair value of in-kind consideration received ^(a)	309,449	-	30,000	107,065	-	-	-	-	-	-	-	446,514
Fair value of retained interest in Apex (note 10)	-	-	-	-	3,446,901	-	-	-	-	-	-	3,446,901
Fair value of retained interest in Serenity (note 10)	-	-	-	-	-	-	-	-	28,970	-	-	28,970
Fair value of retained interest in Quantum (note 11.2)	-	77,123	-	-	-	-	-	-	-	-	-	77,123
Total consideration received	<u>631,529</u>	<u>156,449</u>	<u>170,000</u>	<u>218,500</u>	<u>3,660,093</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>28,970</u>	<u>-</u>	<u>3,013</u>	<u>4,868,554</u>

(i) Represents the following:

- **Transcend:** The fair value of 49% ownership interest in Enersol RSC Ltd received as part of the disposal of Transcend, which is classified as an investment in joint venture (note 10(iv)).
- **Holiday Inn:** For the derecognition of Holiday Inn, an amount of AED 30,000 thousand payable by the Group to the acquirer, was adjusted against the total consideration.
- **ADH Energy:** Represents in-kind contribution for the Group's 49% shareholding in ADH Energy to Enersol RSC Ltd, a joint venture (note 10).

The net cash flows generated from the sale of the above subsidiaries are as follows:

	<i>Transcend</i>	<i>Quantum</i>	<i>Holiday</i>	<i>ADH</i>								
	<i>AED'000</i>	<i>AED'000</i>	<i>Inn</i>	<i>Energy</i>	<i>Apex</i>	<i>Diqa</i>	<i>Q&E</i>	<i>Reset</i>	<i>Serenity</i>	<i>LVL</i>	<i>Dicon</i>	<i>Total</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Cash received from sale	322,080	79,326	140,000	111,435	213,192	-	-	-	-	-	3,013	869,046
Cash sold as part of the sale	(34,346)	(92,849)	(2,048)	-	(681,472)	(668)	-	(1,011)	(35,436)	(1,512)	(2,678)	(852,020)
Net cash inflow (outflow)	<u>287,734</u>	<u>(13,523)</u>	<u>137,952</u>	<u>111,435</u>	<u>(468,280)</u>	<u>(668)</u>	<u>-</u>	<u>(1,011)</u>	<u>(35,436)</u>	<u>(1,512)</u>	<u>335</u>	<u>17,026</u>

The results of the operations of the above mentioned disposed subsidiaries were not segregated on the face of the consolidated statement of profit or loss, as the amounts are insignificant.

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6 BUSINESS COMBINATIONS continued**6.4 Derecognition of subsidiaries** continued**6.4(b) Derecognition of subsidiaries during the prior year**

During 2023, the Group derecognised the following subsidiaries:

Pure Health Holding LLC

Effective 30 March 2023, as a result of amendments in certain clauses to the shareholders agreement, the Group lost control over Pure Health Holding PJSC (*formerly "Pure Health Holding LLC"*) and its subsidiaries ("Pure Health"). As per the amended shareholders agreement, resolutions that were previously passed by simple majority are now required to have at least one vote from the Group's board members and another from a member of a third party shareholder. Accordingly, Pure Health was deconsolidated and recorded as an investment in a joint venture at its fair value on the date of loss of control (note 10).

Fooj Fire Fighting Services LLC

Effective 1 October 2023, the Group disposed its shareholding in Fooj Fire Fighting Services LLC ("Fooj") to EHC Investment LLC ("EHC"), an associate, for a consideration of AED 31,275 thousand, being the fair value of the new shares issued to the Group by EHC.

The carrying value of the identifiable assets and liabilities derecognised on the respective dates are as follows:

	<i>Pure Health</i> <i>AED '000</i>	<i>Fooj</i> <i>AED '000</i>	<i>Total</i> <i>AED '000</i>
<i>Assets</i>			
Property, plant and equipment	1,779,997	98	1,780,095
Intangible assets and goodwill	4,476,546	-	4,476,546
Right-of-use assets	1,425,275	-	1,425,275
Investment in joint ventures	46,273	-	46,273
Investment properties	3,145	-	3,145
Investments carried at fair value through other comprehensive income	238,433	-	238,433
Inventories	544,640	-	544,640
Due from related parties	172,439	-	172,439
Trade and other receivables	7,949,193	394	7,949,587
Investments carried at fair value through profit or loss	343,085	-	343,085
Contract assets	1,986,334	-	1,986,334
Cash and bank balances	<u>5,497,768</u>	<u>4,114</u>	<u>5,501,882</u>
Total assets	<u>24,463,128</u>	<u>4,606</u>	<u>24,467,734</u>
<i>Liabilities</i>			
Employees' end of service benefits	1,541,480	-	1,541,480
Lease liabilities	1,554,339	-	1,554,339
Borrowings	293,131	-	293,131
Trade and other payables	6,236,353	551	6,236,904
Contract liabilities	2,269,070	-	2,269,070
Due to related parties	<u>1,008,357</u>	<u>-</u>	<u>1,008,357</u>
Total liabilities	<u>12,902,730</u>	<u>551</u>	<u>12,903,281</u>
Net assets	11,560,398	4,055	11,564,453
Less: non-controlling interest	<u>(6,231,391)</u>	<u>(1,014)</u>	<u>(6,232,405)</u>
Net assets attributable to the owners	5,329,007	3,041	5,332,048
Consideration received ⁽ⁱ⁾	<u>14,159,134</u>	<u>31,275</u>	<u>14,190,409</u>
Gain on derecognition	<u>8,830,127</u>	<u>28,234</u>	<u>8,858,361</u>

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6 BUSINESS COMBINATIONS continued**6.4 Derecognition of subsidiaries** continued**6.4(b) Derecognition of subsidiaries during the prior year** continued

(i) Consideration received consists of the following:

- The fair value of the 46.12% retained interest in Pure Health, which was determined by an independent valuer, using the income and discounted cashflows approach for each cash-generating unit. The significant assumptions used include a discount rate of 9.5% to 15.2% and a terminal growth rate of 3%.
- The fair value of EHC shares received for disposing Fooj was determined by an independent valuer, using the income and discounted cashflows approach for each cash-generating unit. The significant assumptions used include a discount rate of 14.37% to 17.4% and a terminal growth rate of 2%.

Analysis of cash flow from the derecognition of the above subsidiaries is as follows:

	<i>Pure Health</i> <i>AED '000</i>	<i>Fooj</i> <i>AED '000</i>	<i>Total</i> <i>AED '000</i>
Cash received from derecognition	-	-	-
Cash given up on derecognition	(5,497,768)	(4,114)	(5,501,882)
Net cash outflow	(5,497,768)	(4,114)	(5,501,882)

6.5 Reduction in shareholding of subsidiaries without a loss of control**6.5(a) Reduction in shareholding of subsidiaries during the year**(A) *Partial disposal of shareholding in subsidiaries due to derecognition of a subsidiary*

During the year, as a result of the derecognition of Apex Investment PSC (note 6.4(a)), the Group's shareholding in certain subsidiaries reduced (i.e. shareholding interest held by Apex in subsidiaries of the Group). Following is a summary of the reduction in shareholding:

	<i>Alpha Dhabi</i> <i>Holding</i> <i>PJSC</i>	<i>Modon</i> <i>Holding</i> <i>PSC</i>	<i>Multiply</i> <i>Group</i> <i>PJSC</i>	<i>Reem</i> <i>Ready</i> <i>Mix LLC</i>	<i>Total</i>
Reduction in shareholding (%)	0.005%	1.01%	0.08%	20.00%	
Carrying value of the shareholding disposed-off (AED '000)	2,310	137,841	21,334	4,196	165,681
Less: fair value of disposed shareholding (AED '000)	(16,745)	(489,779)	(57,800)	(25,949)	(590,273)
Difference recognised directly in merger, acquisition and other reserves (AED '000)	(14,435)	(351,938)	(36,466)	(21,753)	(424,592)

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6 BUSINESS COMBINATIONS continued

6.5 Reduction in shareholding of subsidiaries without a loss of control continued

6.5(a) Reduction in shareholding of subsidiaries during the year continued

(B) Partial disposal of shareholding in a subsidiary against consideration

During the year, the Group decreased its shareholding in the following subsidiaries:

	Modon Holding PSC ⁽ⁱ⁾	Al Ajban Poultry LLC ⁽ⁱⁱ⁾	Al Ajban Fodders Factory LLC ⁽ⁱⁱ⁾	Al Ain Farms for Livestock Production ⁽ⁱ⁾	Modon Holding PSC ⁽ⁱⁱ⁾	Alpha Dhabi Holding PJSC ^(iv)	NMDC Group PJSC ^(v)	Sawaheed Holding PJSC ^(vi)	Total
Reduction in shareholding (%)	30.38%	51.7%	51.7%	14.7%	0.75%	0.38%	1.63%	10.65%	
Carrying value of the shareholding disposed-off (AED'000)	4,116,127	351	140,569	117,452	369,264	173,534	187,537	29,980	5,134,814
Less: consideration (AED'000)	(11,325,505)	(351)	(140,569)	(195,991)	(367,500)	(443,281)	(432,871)	(36,898)	(12,942,966)
Difference recognised directly in merger, acquisition and other reserves (AED'000)	<u>(7,209,378)</u>	<u>=</u>	<u>=</u>	<u>(78,539)</u>	<u>1,764</u>	<u>(269,747)</u>	<u>(245,334)</u>	<u>(6,918)</u>	<u>(7,808,152)</u>

- (i) Modon Holding PSC (formerly "Q Holding PSC") and Al Ain Farms for Livestock Production PJSC issued new shares to third parties as consideration to acquire businesses (note 6.2(a)), which diluted the Group's shareholding in both Modon Holding PSC (formerly "Q Holding PSC") and Al Ain Farms for Livestock Production PJSC.
- (ii) During the year, Ghitha Holding PJSC, a subsidiary, transferred its 100% ownership interest in Ajban Fodders and Ajban Poultry to Al Ain Farms for Livestock Production PJSC, a 49.3% subsidiary, in return for ownership interest in Al Ain Farms for Livestock Production PJSC.
- (iii) During the year, the Group settled a related party balance of AED 367,500 thousand, due to an entity under common control, in the form of Modon Holding PSC (formerly "Q Holding PSC") shares.
- (iv) During the year, the Group acquired an additional 0.95% shareholding in Modon Holding PSC (formerly "Q Holding PSC") (note 6.6(a)(C)) by swapping for an equivalent fair value of shareholding in Alpha Dhabi Holding PJSC (i.e. 0.38% shareholding).
- (v) The Group acquired property, plant and equipment amounting to AED 624,800 thousand (note 7) in exchange of new shares issued by NMDC Group PJSC to a third party, which diluted the Group's shareholding in NMDC Group PJSC. The non-controlling interest share of the newly issued shares amounted to AED 191,929 thousand.
- (vi) During the year, Abu Dhabi Land General Contracting LLC, a subsidiary, gave up its shareholding in Sawaheed Holding PJSC to a third party as a consideration to acquire 49% shareholding in United International Group for Manpower Services LLC (note 6.6(a)(C)).

Further, the Group's shareholding in the following subsidiaries decreased, due to the dilution in the Group's ownership in Modon Holding PSC (formerly "Q Holding PSC"), Alpha Dhabi Holding PJSC and Sawaheed Holding PJSC. Following is a summary of the reduction in shareholding:

	Multiply Group PJSC	Aldar Properties PJSC	Modon Holding PSC	Palms Sports PJSC	Alpha Dhabi Holding PJSC	Ghitha Holding PJSC	Al Seer Marine PJSC	Total
Reduction in shareholding (%)	0.03%	0.07%	0.03%	0.03%	0.001%	0.0003%	0.001%	
Carrying value of the shareholding disposed-off (AED'000)	<u>8,316</u>	<u>28,472</u>	<u>16,307</u>	<u>130</u>	<u>276</u>	<u>15</u>	<u>84</u>	<u>53,600</u>
Difference recognised directly in merger, acquisition and other reserves (AED'000)	<u>8,316</u>	<u>28,472</u>	<u>16,307</u>	<u>130</u>	<u>276</u>	<u>15</u>	<u>84</u>	<u>53,600</u>

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6 BUSINESS COMBINATIONS continued**6.5 Reduction in shareholding of subsidiaries without a loss of control** continued**6.5(a) Reduction in shareholding of subsidiaries during the year** continued**(C) Partial disposal of shareholding in a subsidiary due to reorganisation**

During the year, the Group's shareholding in the following subsidiaries decreased as a result of reorganisation. Following is a summary of the reduction in shareholding, with corresponding increase in non-controlling interest:

	Lunate Climate Holding RSC Limited	Lunate Holding RSC Limited	Progressive Real Estate Development LLC	United International Group for Manpower Services LLC	Total
Reduction in shareholding (%)	5.00%	22%	10.65%	10.65%	
Carrying value of the shareholding disposed-off (AED'000)	<u>431</u>	<u>221,974</u>	<u>644</u>	<u>7,697</u>	<u>230,746</u>
Difference recognised directly in merger, acquisition and other reserves (AED'000)	<u>431</u>	<u>221,974</u>	<u>644</u>	<u>7,697</u>	<u>230,746</u>

(D) Partial disposal of shareholding in subsidiaries against cash consideration

During the year, the Group decreased its shareholding in certain subsidiaries for a consideration of AED 8,729,261 thousand. Following is the summary of the decrease in shareholding:

	Aldar Properties PJSC	Multiply Group PJSC	Adani Esyasoft Smart Solutions Limited	SAH Fly Victor SPV Ltd	Alpha Dhabi Holding PJSC	Ghitha Holding PJSC	NMDC Energy PJSC	Sirius Digitech Limited	Esyasoft Holding Limited	Alpha Dhabi Construction Holding LLC	Modon Holding PSC	AI Seer Marine PJSC	Maseera Holding Limited	Total
Reduction in shareholding (%)	0.03%	0.20%	49.00%	10.00%	1.65%	0.11%	22.89%	49.00%	8.00%	49.00%	0.02%	0.01%	5.00%	
Carrying value of the shareholding disposed-off (AED'000)	11,903	42,901	32,723	1,646	877,968	6,060	1,806,952	898	51,383	1,701,613	10,981	497	1,043	4,546,568
Less: cash consideration* (AED'000)	(23,306)	(55,500)	(90)	(3,477)	(1,843,911)	(7,422)	(3,083,435)	(90)	(128,625)	(3,562,000)	(17,998)	(550)	(2,857)	(8,729,261)
Difference recognised directly in merger, acquisition and other reserves (AED'000)	(11,403)	(12,599)	32,633	(1,831)	(965,943)	(1,362)	(1,276,483)	808	(77,242)	(1,860,387)	(7,017)	(53)	(1,814)	(4,182,693)

* As at 31 December 2024, consideration of AED 1,781,000 thousand and AED 2,857 thousand for the partial disposal of Alpha Dhabi Construction Holding LLC and Maseera Holding Limited respectively, were not received and accordingly recorded under trade and other receivables (note 14).

Further, amount of AED 165,000 of in-kind consideration is included for the partial disposal of NMDC Energy PJSC (note 9).

Further, the Group's shareholding in the following subsidiaries decreased, due to the dilution in the Group's ownership in Alpha Dhabi Holding PJSC and Multiply Group PJSC. Following is a summary of the reduction in shareholding:

	Aldar Properties PJSC	Ghitha Holding PJSC	Modon Holding PSC	Total
Reduction in shareholding (%)	0.002%	0.05%	0.14%	
Carrying value of the shareholding disposed-off (AED'000)	<u>759</u>	<u>2,539</u>	<u>69,591</u>	<u>72,889</u>
Difference recognised directly in merger, acquisition and other reserves (AED'000)	<u>759</u>	<u>2,539</u>	<u>69,591</u>	<u>72,889</u>

The decrease in shareholding of the above subsidiaries resulted in an increase in non-controlling interest by AED 10,204,298 thousand.

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6 BUSINESS COMBINATIONS continued**6.5 Reduction in shareholding of subsidiaries without a loss of control** continued**6.5(b) Reduction in shareholding of subsidiaries during the prior year****(A) Partial disposal of shareholding in subsidiaries due to reorganisation**

During 2023, the Group's shareholding in the following subsidiaries decreased as a result of reorganisation. Following is a summary of the reduction in shareholding, with corresponding increase in non-controlling interests:

	Cyber Gate Defense LLC ⁽ⁱ⁾	Esyasoft Holding Limited ⁽ⁱ⁾	WFC Holding LLC ⁽ⁱⁱ⁾	Green Energy Investment Holding RSC Ltd. ⁽ⁱⁱⁱ⁾	Green Enterprises Investment Holding RSC Ltd. ⁽ⁱⁱⁱ⁾	Green Vitality RSC Ltd. ⁽ⁱⁱⁱ⁾	Rebound Limited	Afkar Financial & Property Investments LLC	Total
Reduction in effective shareholding (%)	11.00%	10.20%	21.00%	16.31%	16.31%	16.31%	0.49%	9.00%	
Carrying value of the shareholding disposed-off (AED '000)	8,279	1,340	41,767	(23,375)	91,571	(2,013)	(117)	26,683	144,135
Less: consideration (AED '000)	—	—	(82,824)	23,375	(91,571)	2,013	—	—	(149,007)
Difference recognised directly in merger, acquisition and other reserves (AED '000)	<u>8,279</u>	<u>1,340</u>	<u>(41,057)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(117)</u>	<u>26,683</u>	<u>(4,872)</u>

- (i) Shareholding in Cyber Gate Defense LLC and Esyasoft Holding Limited decreased as a result of transferring the entire ownership to Sirius International Holding Limited, an 80% owned subsidiary.
- (ii) Shareholding in WFC Holding LLC decreased as a result of transferring the entire ownership to Reach Global Services Holding 1 SPV Limited, a 55% owned subsidiary.
- (iii) Shareholding in Green Energy Investment Holding RSC Limited, Green Enterprises Investment Holding RSC Limited and Green Vitality RSC Limited decreased as a result of the Company transferring its entire ownership to Sirius International Holding Limited ("Sirius") in return for 3.69% additional shareholding in Sirius (i.e. Sirius becoming an 83.69% owned subsidiary) (note 6.6(b)(D)).

(B) Partial disposal of shareholding in a subsidiary against cash consideration

During 2023, the Group decreased its shareholding in certain subsidiaries for a consideration of AED 2,694 thousand. Following is a summary of the reduction in shareholding:

	Q Holding* PSC	Aldar Properties PJSC	Total
Reduction in shareholding (%)	0.001%	0.001%	
Carrying value of the shareholding disposed-off (AED '000)	99	445	544
Less: cash consideration received (AED '000)	<u>(378)</u>	<u>(2,316)</u>	<u>(2,694)</u>
Difference recognised directly in merger, acquisition and other reserves (AED '000)	<u>(279)</u>	<u>(1,871)</u>	<u>(2,150)</u>

* During the year ended 31 December 2024, Q Holding PSC name was changed to Modon Holding PSC.

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6 BUSINESS COMBINATIONS continued**6.5 Reduction in shareholding of subsidiaries without a loss of control** continued**6.5(b) Reduction in shareholding of subsidiaries during the prior year** continued**(C) Partial disposal of shareholding in a subsidiary against consideration**

During 2023, the Group transferred a portion of its shareholding in the following subsidiaries as a form of consideration against the acquisition of new subsidiaries. Following is a summary of the reduction in shareholding:

	<i>Healthier U Wellness Services LLC</i>	<i>Aldar Estates Holding Ltd</i>	<i>Quantum Solutions Limited</i>	<i>Total</i>
Reduction in shareholding (%)	50.62%	34.90%	17.50%	
Carrying value of the shareholding disposed-off (AED '000)	2,027	556,889	10,370	569,286
Less: consideration received (AED '000)	<u>(4,874)</u>	<u>(836,231)</u>	<u>(63,583)</u>	<u>(904,688)</u>
Difference recognised directly in merger, acquisition and other reserves (AED '000)	<u>(2,847)</u>	<u>(279,342)</u>	<u>(53,213)</u>	<u>(335,402)</u>

(D) Partial disposal of shareholding in a subsidiary for no consideration

During 2023, the Group transferred a portion of its shareholding in Saudi Emircom Company without loss of control to a related party under common control for no consideration. Following is a summary of the reduction in shareholding, with corresponding increase in non-controlling interest:

	<i>Saudi Emircom Company</i>
Reduction in shareholding (%)	5.00%
Carrying value of the shareholding disposed-off (AED '000)	1,691
Less: consideration received (AED '000)	<u>—</u>
Difference recognised directly in merger, acquisition and other reserves (AED '000)	<u>1,691</u>

The decrease in shareholding of the above subsidiaries resulted in an increase in non-controlling interest by AED 632,832 thousand. The amount also includes the non-controlling interest share of consideration received for the acquisition of shareholding in WFC Holding LLC (note 6.5(b)(A)).

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6 BUSINESS COMBINATIONS continued

6.6 Increase in shareholding of subsidiaries (acquisition of NCI)

6.6(a) Increase in shareholding (acquisition of NCI) during the year

(A) Increase of shareholding in subsidiaries due to business combination

During the year, the Group's shareholding in certain subsidiaries increased as a result of business combinations. Following is the summary of the increase in shareholding:

	<i>Alpha Dhabi Holding PJSC</i>	<i>Aldar Properties PJSC</i>	<i>Modon Holding PSC</i>	<i>Multiply Group PJSC</i>	<i>Aldar Estates Holding LLC</i>	<i>Ghitha Holding PJSC</i>	<i>Al Seer Marine PJSC</i>	<i>Total</i>
Increase in shareholding (%)	0.03%	0.06%	1.43%	1.03%	17.45%	0.003%	0.013%	
Carrying value of the shareholding acquired (AED'000)	14,569	18,717	196,460	296,865	162,235	141	727	689,714
Less: fair value of shareholding acquired (AED'000)	(39,549)	(16,489)	(351,951)	(418,566)	(472,203)	(266)	(712)	(1,299,736)
Difference recognised directly in merger, acquisition and other reserves (AED'000)	(24,980)	2,228	(155,491)	(121,701)	(309,968)	(125)	15	(610,022)

(B) Increase of shareholding in subsidiaries against cash consideration

During the year, the Group increased its shareholding in the following subsidiaries for a total consideration of AED 749,031 thousand. Following is the summary of the increase in shareholding:

	<i>Vision Furniture & Decoration Factory LLC</i>	<i>Multiply Group PJSC</i>	<i>Al Ain Farms for Livestock Production</i>	<i>Esyasoft Holding Limited</i>	<i>ADMO Lifestyle Holding Limited</i>	<i>Emircom Investments LLC</i>	<i>Falcon Investments LLC</i>	<i>Total</i>
Increase in shareholding (%)	40.00%	0.002%	12.00%	20.00%	6.44%	46.00%	10.00%	
Carrying value of the shareholding acquired (AED'000)	20,579	386	87,485	85,905	86,284	266,390	11,672	558,701
Less: cash consideration paid (AED'000)	(37,619)	(500)	(61,000)	(227,850)	(114,062)	(292,000)	(16,000)	(749,031)
Difference recognised directly in merger, acquisition and other reserves (AED'000)	(17,040)	(114)	26,485	(141,945)	(27,778)	(25,610)	(4,328)	(190,330)

(C) Increase of shareholding in subsidiaries against consideration

During the year, the Group increased its shareholding in the following subsidiaries:

	<i>Modon Holding PSC⁽ⁱ⁾</i>	<i>Modon Holding PSC⁽ⁱⁱ⁾</i>	<i>United International Group for Manpower Services LLC⁽ⁱⁱⁱ⁾</i>	<i>Total</i>
Increase in shareholding (%)	19.35%	0.95%	49.00%	
Carrying value of the shareholding acquired (AED'000)	2,621,537	466,594	26,851	3,114,982
Less: consideration (AED'000)	(9,140,139)	(443,281)	(36,898)	(9,620,318)
Difference recognised directly in merger, acquisition and other reserves (AED'000)	(6,518,602)	23,313	(10,047)	(6,505,336)

- (i) During the year, the Group increased its shareholding in Modon Holding PSC (formerly "Q Holding PSC") by 19.35% as a result of transferring its 49% shareholding in Modon Properties PJSC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.6 Increase in shareholding of subsidiaries (acquisition of NCI)** continued**6.6(a) Increase in shareholding (acquisition of NCI) during the year** continued**(C) Increase of shareholding in subsidiaries against consideration** continued

- (ii) During the year, the Group acquired an additional 0.95% shareholding in Modon Holding PSC (formerly "Q Holding PSC") by swapping for an equivalent fair value of shareholding in Alpha Dhabi Holding PJSC (i.e. 0.38% shareholding (note 6.5(a)(B))).
- (iii) During the year, Abu Dhabi Land General Contracting LLC, a subsidiary, acquired the remaining 49% shareholding in United International Group for Manpower Services LLC for a consideration in the form of shareholding in Sawaeed Holding PJSC (note 6.5(a)(B)).

(D) Increase of shareholding for no consideration

During the year, the Group received additional shareholding in ChimProp 2 Investment SPV RSC Ltd and Progressive Real Estate Development LLC of 1.63% and 20% respectively from a related party for no consideration. Following is the summary of the increase in shareholding:

	ChimProp 2 Investment SPV RSC Ltd	Progressive Real Estate Development LLC	Total
Increase in shareholding (%)	1.63%	20.00%	
Carrying value of the shareholding acquired (AED'000)	<u>12,148</u>	<u>1,210</u>	<u>13,358</u>
Difference recognised directly in merger, acquisition and other reserves (AED'000)	<u>12,148</u>	<u>1,210</u>	<u>13,358</u>

The increase in shareholding of the above subsidiaries resulted in a decrease in non-controlling interest by AED 4,376,755 thousand.

6.6(b) Increase in shareholding (acquisition of NCI) during the prior year**(A) Increase of shareholding in subsidiaries against cash consideration**

During 2023, the Group increased its shareholding in the following subsidiaries for a total consideration of AED 250,918 thousand. Following is the summary of the increase in shareholding:

	Esyasoft Holding Ltd	WFC Holding LLC	Q Holding PSC	Arena Aztec Shaffer	Al Riyadh Medical Centre LLC	Total
Increase in shareholding (%)	23.00%	30.00%	0.003%	50.00%	25.00%	
Carrying value of the shareholding acquired (AED'000)	20,077	86,061	2,305	6,840	673	115,956
Less: cash consideration paid (AED'000)	<u>(84,468)</u>	<u>(118,320)</u>	<u>(7,440)</u>	<u>(39,690)</u>	<u>(1,000)</u>	<u>(250,918)</u>
Difference recognised directly in merger, acquisition and other reserves (AED'000)	<u>(64,391)</u>	<u>(32,259)</u>	<u>(5,135)</u>	<u>(32,850)</u>	<u>(327)</u>	<u>(134,962)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.6 Increase in shareholding of subsidiaries (acquisition of NCI)** continued**6.6(b) Increase in shareholding (acquisition of NCI) during the prior year** continued**(B) Increase of shareholding in subsidiaries against consideration**

During 2023, the Group increased its shareholding in Aldar Estates Holding Limited by 17.45% as a result of transferring its 50% shareholding in Eltizam Asset Management LLC. Following is the summary of the increase in shareholding:

	<i>Aldar Estates Holding Ltd</i>
Increase in shareholding (%)	17.45%
Carrying value of the shareholding acquired (AED '000)	160,869
Less: consideration (AED '000)	<u>(506,500)</u>
Difference recognised directly in merger, acquisition and other reserves (AED '000)	<u>(345,631)</u>

(C) Increase of shareholding in subsidiaries without consideration

During 2023, a related party under common control transferred to the Group a 20% shareholding in Acutus Investment – Sole Proprietorship LLC (formerly named “Matrix International Solutions LLC”). Following is the summary of increase in shareholding:

	<i>Acutus Investment - Sole Proprietorship LLC</i>
Increase in shareholding (%)	20.00%
Carrying value of the shareholding acquired (AED '000)	2,216
Less: consideration (AED '000)	<u>-</u>
Difference recognised directly in merger, acquisition and other reserves (AED '000)	<u>2,216</u>

(D) Increase of shareholding in subsidiaries due to reorganisation

During 2023, the Group's shareholding in Sirius International Holding Limited (“Sirius”) increased as a result of the Company transferring its ownership interest in Green Energy Investment Holding RSC Limited, Green Enterprises Investment Holding RSC Limited and Green Vitality RSC Limited to Sirius (note 6.5 (b)(A)). Following is a summary of the increase in shareholding:

	<i>Sirius International Holding Limited</i>
Increase in shareholding (%)	3.69%
Carrying value of the shareholding acquired (AED '000)	77,311
Less: consideration (AED '000)	<u>(66,183)</u>
Difference recognised directly in merger, acquisition and other reserves (AED '000)	<u>11,128</u>

The increase in shareholding of the above subsidiaries resulted in a decrease in non-controlling interest by AED 356,352 thousand.

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7 PROPERTY, PLANT AND EQUIPMENT

	Land AED '000	Buildings and leasehold improvements AED '000	Dredgers, plant and machinery AED '000	Furniture, fixtures and equipment AED '000	Barges support vessels and vehicles AED '000	Mineral development infrastructure AED '000	Bearer plants AED '000	Aircraft AED '000	Capital work in progress AED '000	Total AED '000
<i>Cost:</i>										
At 1 January 2023	341,879	15,016,590	9,124,010	3,708,611	8,060,889	-	43,696	-	2,298,322	38,593,997
Acquired in business combination (note 6.1 & 6.2)	11,975	926,514	588,814	84,321	108,699	-	-	-	126,763	1,847,086
Additions during the year	53,816	390,229	395,012	202,641	602,863	-	30,096	1,470	2,190,783	3,866,910
Disposals during the year	-	(83,410)	(43,359)	(23,112)	(62,622)	-	-	-	(1,753)	(214,256)
Transfer from investments properties (note 9)	-	36,055	-	-	-	-	-	-	-	36,055
Transfer from development work in progress (note 17)	22,597	-	-	-	-	-	-	-	-	22,597
Transfer to intangible assets (note 8)	-	-	-	-	-	-	-	-	(1,090)	(1,090)
Derecognition of subsidiaries (note 6.4 (b))	-	(981,101)	(2,852,706)	(1,679,798)	(60,585)	-	-	-	(118,323)	(5,692,513)
Transfer from capital work in progress	-	234,780	77,528	377,618	267,613	-	-	62,437	(1,019,976)	-
Reclassifications	-	-	1,594	(152,776)	151,182	-	-	-	-	-
Write-off during the year	-	(206)	-	-	(714)	-	-	-	-	(920)
Exchange differences	(14,979)	(19,408)	(5,215)	(2,237)	(2,354)	-	(8,834)	-	10,095	(42,932)
At 31 December 2023	415,288	15,520,043	7,285,678	2,515,268	9,064,971	-	64,958	63,907	3,484,821	38,414,934
At 1 January 2024	415,288	15,520,043	7,285,678	2,515,268	9,064,971	-	64,958	63,907	3,484,821	38,414,934
Acquired in business combination (note 6.1 & 6.2)	101,577	11,645,656	4,365,973	1,576,908	1,104,544	4,231,939	-	-	3,882,671	26,909,268
Additions during the year	-	738,875	1,189,788	419,065	1,052,511	-	19,335	139,192	3,356,339	6,915,105
Disposals during the year	-	(40,357)	(58,575)	(30,491)	(827,769)	(11,666)	-	-	(1,118)	(969,976)
Transfer from investment properties (note 9)	-	21,370	-	-	-	-	-	-	-	21,370
Transfer from inventories (note 13)	45,400	-	-	-	-	-	-	-	-	45,400
Transfer from development work in progress (note 17)	-	33,129	-	-	-	-	-	-	-	33,129
Transfer to intangible assets (note 8)	-	-	-	(664)	-	-	-	-	(203)	(867)
Transfer to investments properties (note 9)	-	(104,175)	-	-	-	-	-	-	-	(104,175)
Transfer to development work in progress (note 17)	(40,290)	-	-	-	-	-	-	-	-	(40,290)
Transferred to assets held for sale (note 20)	-	(154,780)	(136,207)	(1,330)	(3,525)	-	-	-	-	(295,842)
Derecognition of subsidiaries (note 6.4(a))	-	(38,632)	(882,928)	(51,846)	(18,171)	-	-	-	(580)	(992,157)
Transfer from capital work in progress	-	1,001,246	525,959	420,491	888,169	949,226	-	-	(3,785,091)	-
Reclassifications	-	(2,766)	66,585	(62,198)	(524)	-	-	-	245	1,342
Write-off during the year	-	(2,714)	(11)	(15,709)	(10,533)	-	-	-	(486)	(29,453)
Reversal of impairment	1,200	-	-	-	-	-	-	-	-	1,200
Exchange differences	(23,149)	43,964	(43,294)	(6,613)	(9,523)	-	(26,739)	-	(44,863)	(110,217)
At 31 December 2024	500,026	28,660,859	12,312,968	4,762,881	11,240,150	5,169,499	57,554	203,099	6,891,735	69,798,771

International Holding Company PJSC

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7 PROPERTY, PLANT AND EQUIPMENT continued

	Land AED '000	Buildings and leasehold improvements AED '000	Dredgers, plant and machinery AED '000	Furniture, fixtures and equipment AED '000	Barges support vessels and vehicles AED '000	Mineral development infrastructure AED '000	Bearer plants AED '000	Aircraft AED '000	Capital work in progress AED '000	Total AED '000
<i>Accumulated depreciation and impairment:</i>										
At 1 January 2023	-	6,992,518	4,775,063	2,866,619	4,089,528	-	-	-	368,145	19,091,873
Acquired in business combination (note 6.1 & 6.2)	-	370,706	347,058	53,281	70,984	-	-	-	-	842,029
Charge for the year	-	492,289	495,191	257,230	405,272	-	-	6,391	-	1,656,373
Impairment loss for the year	-	5,413	1,593	-	-	-	-	-	-	7,006
Reversal of impairment	-	(2,726)	-	-	-	-	-	-	-	(2,726)
Transferred from investments properties (note 9)	-	1,681	-	-	-	-	-	-	-	1,681
Derecognition of subsidiaries (note 6.4 (a))	-	(477,198)	(2,124,767)	(1,259,088)	(51,365)	-	-	-	-	(3,912,418)
Relating to disposals	-	(36,581)	(38,768)	(20,029)	(55,655)	-	-	-	-	(151,033)
Reclassifications	-	5	(1,387)	145,626	(144,244)	-	-	-	-	-
Write-off during the year	-	(51)	-	-	(714)	-	-	-	-	(765)
Exchange differences	-	(1,616)	(503)	(289)	(461)	-	-	-	-	(2,869)
At 31 December 2023	-	<u>7,344,440</u>	<u>3,453,480</u>	<u>2,043,350</u>	<u>4,313,345</u>	-	-	<u>6,391</u>	<u>368,145</u>	<u>17,529,151</u>
At 1 January 2024	-	7,344,440	3,453,480	2,043,350	4,313,345	-	-	6,391	368,145	17,529,151
Acquired in business combination (note 6.1 & 6.2)	-	5,570,595	2,573,497	1,278,553	941,170	4,231,943	-	-	344,697	14,940,455
Charge for the year	-	702,202	722,434	314,650	659,161	94,184	24	10,358	-	2,503,013
Impairment loss for the year	-	60,381	1,093	6,828	-	-	-	-	485,475	553,777
Transferred to intangible assets (note 8)	-	-	-	(661)	-	-	-	-	-	(661)
Transferred to investments properties (note 9)	-	(70,379)	-	-	-	-	-	-	-	(70,379)
Transferred to assets held for sale (note 20)	-	(49,589)	(44,474)	(778)	(2,369)	-	-	-	-	(97,210)
Derecognition of subsidiaries (note 6.4(a))	-	(23,505)	(568,380)	(38,255)	(9,111)	-	-	-	-	(639,251)
Relating to disposals	-	(18,806)	(43,371)	(24,180)	(141,848)	(11,666)	-	-	-	(239,871)
Reclassifications	-	149	59,136	(54,871)	6	-	-	-	1,833	6,253
Write-off during the year	-	(950)	(10)	(211)	(29)	-	-	-	-	(1,200)
Exchange differences	-	<u>42,197</u>	<u>(11,797)</u>	<u>(4,862)</u>	<u>(2,125)</u>	-	-	-	-	<u>23,413</u>
At 31 December 2024	-	<u>13,556,735</u>	<u>6,141,608</u>	<u>3,519,563</u>	<u>5,758,200</u>	<u>4,314,461</u>	<u>24</u>	<u>16,749</u>	<u>1,200,150</u>	<u>34,507,490</u>
<i>Carrying amount:</i>										
At 31 December 2024	<u>500,026</u>	<u>15,104,124</u>	<u>6,171,360</u>	<u>1,243,318</u>	<u>5,481,950</u>	<u>855,038</u>	<u>57,530</u>	<u>186,350</u>	<u>5,691,585</u>	<u>35,291,281</u>
At 31 December 2023	<u>415,288</u>	<u>8,175,603</u>	<u>3,832,198</u>	<u>471,918</u>	<u>4,751,626</u>	-	<u>64,958</u>	<u>57,516</u>	<u>3,116,676</u>	<u>20,885,783</u>

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7 PROPERTY, PLANT AND EQUIPMENT continued

As at 31 December 2024, capital work in progress mainly comprises of construction of labour camps, buildings, vessels, district cooling plants, the expansion of plant capacity and costs incurred towards the acquisition of dredgers, trucks, pipelines, dry dockers and mining related assets that are yet to be finalised and ready for use (2023: construction of labour camps, buildings, vessels and district cooling plants, the expansion of plant capacity and costs incurred towards the acquisition of dredgers, trucks, pipelines and dry dockers).

During the year ended 31 December 2024, the Group capitalised finance costs related to its borrowings of AED 10,813 thousand (2023: AED 6,345 thousand). The capitalisation rate range used to determine these finance costs was EIBOR +1.55% to EIBOR +1.85% (2023: EIBOR +1.85%).

Included in additions for the year ended 31 December 2024:

- During the year, NMDC Group PJSC, a subsidiary, acquired certain assets (i.e. marine dredgers, vessels and related equipment & machinery) amounting to AED 624,800 thousand, for a consideration being newly issued shares of NMDC Group PJSC (note 6.5(a)(B)).

Included in additions for the year ended 31 December 2023:

- During 2023, Aldar Investment Properties LLC, a subsidiary, signed an agreement for the purchase of staff accommodation building in Ras Al Khaimah, UAE for a total consideration of AED 81,600 thousand resulting in additions of AED 33,592 thousand to the property, plant and equipment, being the portion of the asset occupied by the Group. The remaining portion amounting to AED 48,008 thousand, which is leased to a third party, has been classified as investment properties (note 9).
- During 2023, NRTC International Investment SP LLC, a subsidiary, acquire the distribution rights and assets from a company in the Kingdom of Saudi Arabia for a total consideration of AED 253,472 thousand. Management concluded that the assets acquired do not represent a business as per the requirement of IFRS 3 Business Combinations.

During the year, the Group transferred AED 21,370 thousand from investment properties to property, plant and equipment representing the portion of the asset being occupied by the Group (2023: AED 34,374 thousand). Further, the Group transferred AED 33,796 thousand of buildings classified under property, plant and equipment to investment properties, as these were previously occupied office spaces that are now being leased (2023: AED nil) (note 9).

Property, plant and equipment with a carrying amount of AED 5,168,007 thousand (2023: AED 4,902,172 thousand) are pledged as security against borrowings (note 26).

Depreciation charge for the year has been allocated in the consolidated statement of profit or loss as follows:

	2024 AED'000	2023 AED'000
Cost of revenue (note 33)	1,711,769	1,009,908
General and administrative expenses (note 34)	744,951	608,763
Selling and distribution expenses (note 35)	29,072	18,928
Biological assets (note 16)	14,314	16,314
Capitalised to bearer plants	<u>2,907</u>	<u>2,460</u>
	<u>2,503,013</u>	<u>1,656,373</u>

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7 PROPERTY, PLANT AND EQUIPMENT continued

Impairment loss for the year has been allocated in the consolidated statement of profit or loss as follows:

	2024 AED'000	2023 AED'000
Impairment of capital work in progress ⁽ⁱ⁾	485,475	-
Impairment of hotel properties ⁽ⁱⁱ⁾	51,383	-
Impairment of other assets	<u>16,919</u>	<u>7,006</u>
Total impairment	553,777	7,006
Reversal of impairment loss ⁽ⁱⁱⁱ⁾	<u>(1,200)</u>	<u>(2,726)</u>
Net impairment during the year	<u><u>552,577</u></u>	<u><u>4,280</u></u>

Impairment loss for the year has been allocated in the consolidated statement of profit or loss as follows:

	2024 AED'000	2023 AED'000
Cost of revenue (note 33)	536,858	-
General and administrative expenses (note 34)	15,719	7,006
Selling and distribution expenses (note 35)	<u>-</u>	<u>(2,726)</u>
	<u><u>552,577</u></u>	<u><u>4,280</u></u>

- (i) During the year, the Group conducted impairment assessments on ongoing projects classified under capital work in progress and concluded that an amount of AED 485,475 thousand is required against Kasr Al Bahr hotel located in Morocco (2023: no additional impairment required). The impairment was determined by reference to a discounted cash flow method, using a growth rate of 2% and a discount rate of 10.5%.
- (ii) During the year, the Group carried out a review of recoverable amount of its hotel properties. As a result of the review, the carrying value was higher than the recoverable value and accordingly an impairment of AED 51,383 thousand was recorded (2023: the recoverable value was higher than the carrying value and accordingly no impairment was recorded). The recoverable value of relevant assets is based on fair value less cost to sell determined by independent valuer and has been determined by reference to the discounted cash flow method, using exit yield of 7% to 10% (2023: 7.5 % to 9.5%) and a discount rate of 9% to 12.1% (2023: 7.5% to 9.5%).
- (iii) The reversal of impairment during the year amounting to AED 1,200 thousand relates to a plot of land (2023: impairment reversal of AED 2,726 thousand relates to a building).

International Holding Company PJSC

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8 INTANGIBLE ASSETS AND GOODWILL

	Goodwill AED '000	Brand names AED '000	Concession rights AED '000	Customer relationships AED '000	Customer contracts AED '000	Trademarks AED '000	Trade license AED '000	Lease benefits AED '000	Digital assets AED '000	Mineral mining license AED '000	Software and others AED '000	Total AED '000
At 1 January 2024	5,798,158	2,066,432	69,550	1,084,750	473,817	14,850	16,032	86,773	-	-	336,576	9,946,938
Relating to business combinations (note 6.1(a) & 6.2(a))	1,289,314	268,240	-	353,733	254,108	53,137	151,164	34,068	1,259,328	2,955,776	73,646	6,692,514
Additions during the year	-	-	-	-	-	-	-	-	229,220	-	137,743	366,963
Adjustment on finalisation of the purchase price allocation relating to prior year business combinations (note 6.2(b))	(26,393)	1,489	-	(10,355)	(8,065)	-	-	88	-	-	(36,082)	(79,318)
Revaluation of digital assets	-	-	-	-	-	-	-	-	390,876	-	-	390,876
Derecognition of subsidiaries (note 6.4(a))	(63,027)	(12,956)	-	(3,463)	-	-	-	-	-	-	(7,512)	(86,958)
Transferred to asset held for sale (note 20)	-	-	-	(1,781)	(368)	-	-	-	-	-	(173)	(2,322)
Transferred from property, plant and equipment (note 7)	-	-	-	-	-	-	-	-	-	-	206	206
Impairment (note 34)	(146,025)	-	-	-	-	-	-	-	-	-	-	(146,025)
Amortisation during the year	-	(60,001)	(2,173)	(203,453)	(101,280)	(3,539)	(1,832)	(7,341)	-	(20,595)	(106,363)	(506,577)
Others	9,197	42	-	(6,675)	(4,194)	2	(1,655)	5,921	-	-	(305)	2,333
Exchange differences	(71,876)	(2,237)	-	-	(4,326)	(102)	-	-	-	-	(1,112)	(79,653)
At 31 December 2024	<u>6,789,348</u>	<u>2,261,009</u>	<u>67,377</u>	<u>1,212,756</u>	<u>609,692</u>	<u>64,348</u>	<u>163,709</u>	<u>119,509</u>	<u>1,879,424</u>	<u>2,935,181</u>	<u>396,624</u>	<u>16,498,977</u>
At 1 January 2023	5,215,776	3,346,455	71,712	1,206,334	487,816	15,613	21,709	971,193	-	-	279,867	11,616,475
Relating to business combinations (note 6.1(b) & 6.2(b))	1,909,789	118,387	-	630,923	275,187	-	22,504	-	-	-	99,839	3,056,629
Additions during the year	-	15	-	-	-	-	7,021	-	-	-	139,391	146,427
Adjustment on finalisation of the purchase price allocation relating to prior year business combinations (note 6.2(b))	20,008	-	-	(48,000)	-	-	-	(800)	-	-	-	(28,792)
Derecognition of a subsidiary (note 6.4(b))	(1,342,106)	(1,356,041)	-	(545,603)	(244,022)	(582)	(11,000)	(877,308)	-	-	(99,884)	(4,476,546)
Transferred from property, plant and equipment (note 7)	-	-	-	-	-	-	-	-	-	-	1,090	1,090
Write-off	-	-	-	-	-	-	-	-	-	-	(11,932)	(11,932)
Amortisation during the year	-	(42,241)	(2,162)	(160,226)	(42,405)	(181)	(24,202)	(6,312)	-	-	(71,268)	(348,997)
Others	(2,863)	(4)	-	71	(71)	-	-	-	-	-	(250)	(3,117)
Exchange differences	(2,446)	(139)	-	1,251	(2,688)	-	-	-	-	-	(277)	(4,299)
At 31 December 2023	<u>5,798,158</u>	<u>2,066,432</u>	<u>69,550</u>	<u>1,084,750</u>	<u>473,817</u>	<u>14,850</u>	<u>16,032</u>	<u>86,773</u>	<u>-</u>	<u>-</u>	<u>336,576</u>	<u>9,946,938</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

8 INTANGIBLE ASSETS AND GOODWILL continued

Amortisation charge for the year has been allocated in the consolidated statement of profit or loss as follows:

	2024 <i>AED'000</i>	2023 <i>AED'000</i>
Cost of revenue (note 33)	141,697	110,183
General and administrative expenses (note 34)	<u>364,880</u>	<u>238,814</u>
	<u>506,577</u>	<u>348,997</u>

Goodwill

Goodwill primarily comprises sales growth, new customers and expected synergies arising from the acquisitions. Goodwill is allocated to respective cash generating units.

Brand names

Brand names represent future economic benefits in the form of future business linked with the brand names of subsidiaries acquired in various business combinations and meet the criteria for recognition as intangible assets under IAS 38.

Concession rights

In December 2018, PAL Cooling Holding LLC, subsidiary of the Company, acquired rights and obligations attached to a district cooling concessional contract relating to part of Sector 4, Reem Island Development Area, Abu Dhabi from its shareholder PAL Group of Companies LLC for AED 80 million (who concurrently acquired the same rights and obligations from Pal Technology Services LLC, a related party of the Group) to provide district cooling services to customers in a concession area developed by Tamouh. The duration of the contract is 37 years from the date of construction of the district cooling plant.

Customer contracts and customer relationship

These represent long term non-cancellable contracts with customers and non-contractual relationships which were acquired in various business combinations and meet the criteria for recognition as intangible assets under IAS 38.

Trademarks

Trademarks represent future economic benefits in the form of future business linked with the trademarks which were acquired in various business combinations and meet the criteria for recognition as intangible assets under IAS 38.

Trade license

Trade license mainly includes the following:

- License of an acquired subsidiary, Royal Horizon Holding LLC, that allows the use of the name “Fazaa” for its retail stores. The license has a useful life of 8 years; and
- License of an acquired subsidiary, Excellence Premier Investment LLC, that allows them to carry out driving centers operations in Emirate of Dubai and is carried at an indefinite useful life.

Lease benefits

Lease benefits represents the future economic benefits in the form of favorable lease arrangements the Group acquired in business combinations. These represent leases of retail shops, cold storage facilities and logistics workshop facilities having a useful life of 15 to 45 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

8 INTANGIBLE ASSETS AND GOODWILL continued

During the year ended 31 December 2024, management performed its annual impairment review of goodwill and certain intangible assets with indefinite useful life, using the discounted cashflow model approach. Based on the impairment review, it was concluded that goodwill allocated to certain cash generating units were impaired, as the recoverable amounts were lower than the carrying values. The impairment amounting to AED 146,025 thousand (2023: nil), resulted from updating the projected cashflows to reflect the decrease in demand for services to be offered by the cash generating units.

The recoverable amounts have been computed based on value in use approach derived from financial projections made for a five-year period plus a terminal value thereafter. The methodology used for the estimation of fair value less cost to sell was discounted cash flow.

Value in use was determined by discounting cash flows and was based on the following key assumptions:

- Terminal growth rate: 2% - 7% (2023: 2% - 4.2%); and
- Discount rate: 9.3% - 21% (2023: 7.6% - 27.5%).

No reasonably possible change in any of the above key assumptions would cause the carrying values to materially exceed its recoverable amounts as of 31 December 2024.

9 INVESTMENT PROPERTIES

	<i>Land AED '000</i>	<i>Leased properties AED '000</i>	<i>Properties under development AED '000</i>	<i>Total AED '000</i>
2024				
Cost:				
At 1 January 2024	2,522,519	29,805,522	1,518,190	33,846,231
Acquired through business combinations (note 6.1 & 6.2)	23,355,253	2,366,198	150,232	25,871,683
Additions during the year	661,712	998,356	676,881	2,336,949
Transfer from property, plant and equipment (note 7)	-	104,175	-	104,175
Transfer from development work in progress (note 17)	-	12,934	-	12,934
Transfer to property, plant and equipment (note 7)	-	-	(21,370)	(21,370)
Transfer to inventories (note 13)	(22,799,584)	-	-	(22,799,584)
Transfers	(311,554)	136,339	175,215	-
Disposed during the year	-	(458,295)	-	(458,295)
Transfer to asset held for sale (note 20)	-	(176,000)	-	(176,000)
Foreign currency exchange	(670)	(69,169)	(55,658)	(125,497)
At 31 December 2024	<u>3,427,676</u>	<u>32,720,060</u>	<u>2,443,490</u>	<u>38,591,226</u>
Accumulated depreciation and impairment:				
At 1 January 2024	214,766	2,628,367	327,275	3,170,408
Acquired through business combinations (note 6.1 & 6.2)	4,044	201,133	-	205,177
Charge for the year	-	963,216	-	963,216
Transfer from property, plant and equipment (note 7)	-	70,379	-	70,379
Relating to disposals	-	(47,588)	-	(47,588)
Transfer to asset held for sale (note 20)	-	(58,870)	-	(58,870)
Impairment loss for the year (note 33)	136,692	266,632	-	403,324
Foreign currency exchange	-	(3,368)	-	(3,368)
At 31 December 2024	<u>355,502</u>	<u>4,019,901</u>	<u>327,275</u>	<u>4,702,678</u>
Net carrying amount:				
At 31 December 2024	<u>3,072,174</u>	<u>28,700,159</u>	<u>2,116,215</u>	<u>33,888,548</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

9 INVESTMENT PROPERTIES continued

	<i>Land AED '000</i>	<i>Leased properties AED '000</i>	<i>Properties under development AED '000</i>	<i>Total AED '000</i>
2023				
Cost:				
At 1 January 2023	1,751,011	29,240,276	981,906	31,973,193
Additions during the year	977,659	535,566	509,272	2,022,497
Transfer from properties under development	-	223,264	(223,264)	-
Transfer from development work in progress (note 17)	-	34,068	282,463	316,531
Transfer to property, plant and equipment (note 7)	-	(36,055)	-	(36,055)
Disposed during the year	(206,151)	(147,043)	-	(353,194)
Derecognition of a subsidiary (note 6.4(b))	-	(6,240)	-	(6,240)
Foreign currency exchange	-	(38,314)	(32,187)	(70,501)
At 31 December 2023	<u>2,522,519</u>	<u>29,805,522</u>	<u>1,518,190</u>	<u>33,846,231</u>
Accumulated depreciation and impairment:				
At 1 January 2023	212,998	1,830,794	327,275	2,371,067
Charge for the year	-	894,281	-	894,281
Transfer to property, plant and equipment (note 7)	-	(1,681)	-	(1,681)
Relating to disposals	-	(4,826)	-	(4,826)
Impairment (reversal of impairment) loss for the year (note 33)	1,768	(87,106)	-	(85,338)
Derecognition of a subsidiary (note 6.4(b))	-	(3,095)	-	(3,095)
At 31 December 2023	<u>214,766</u>	<u>2,628,367</u>	<u>327,275</u>	<u>3,170,408</u>
Net carrying amount:				
At 31 December 2023	<u>2,307,753</u>	<u>27,177,155</u>	<u>1,190,915</u>	<u>30,675,823</u>

Investment properties with a fair value of AED 4,057,875 thousand (2023: AED 5,424,212 thousand) are pledged against borrowings (note 24).

Included in additions for the year ended 31 December 2024:

- During the year, Aldar Investment Properties LLC, a subsidiary, entered into a sale and purchase agreement to exchange a property with plots of land. The fair value of the plots of land received amounted to AED 180,400 thousand while the consideration settled amounted to AED 129,166 thousand (investment properties with a carrying value of AED 123,600 thousand, presented as disposals during the year; cash consideration of AED 5,000 thousand; and other assets of AED 566 thousand), resulting in a gain of AED 51,234 thousand.
- During the year, NMDC Group PJSC, as subsidiary, acquired certain plots of land with a fair value of AED 165,000 thousand in exchange for NMDC Energy PJSC shares disposed on its listing (note 6.5(a)(D)).

Included in additions for the year ended 31 December 2023:

- During 2023, Alpha Dhabi Hospitality LLC, a subsidiary, acquired a 100% ownership interest in C 2 R Real Estate Investment - Sole Proprietorship LLC, resulting in additions to investment properties of AED 79,650 thousand. In accordance with the requirements of IFRS 3 Business Combinations, the acquisition was accounted for as an asset acquisition (note 6.3(b)).
- During 2023, Aldar Investment Properties LLC, a subsidiary, acquired a 60% ownership in AMI Properties Holding Limited ("AMI"), resulting in additions to investment properties of AED 163,854 thousand. AMI owns two plots of land on Al Maryah Island. In accordance with the requirements of IFRS 3 Business Combinations, the acquisition was accounted for as an asset acquisition (note 6.3(b)).
- During 2023, Aldar Investment Properties LLC, a subsidiary, signed an agreement for the purchase of staff accommodation building in Ras Al Khaimah, UAE for a total consideration of AED 81,600 thousand resulting in additions of AED 48,008 thousand to investment properties, being the portion of the asset leased to a third party. The remaining portion amounting to AED 33,592 thousand, being the portion of the asset occupied by the Group, has been classified as property, plant and equipment (note 7).

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31 December 2024

9 INVESTMENT PROPERTIES continued**Land**

During the year, impairment loss amounting to AED 136,692 thousand on land was recorded by the Group (2023: AED 1,768 thousand).

A market-based valuation suggests that the fair value of the Group's plots of land approximates AED 3,209,366 thousand at 31 December 2024 (2023: AED 2,411,105 thousand).

Leased properties

Leased properties mainly include real estate properties and labour camps. The fair value of the leased properties as at 31 December 2024 amounted to AED 34,668,347 thousand (2023: AED 31,197,982 thousand). As a result of the valuations conducted by independent external valuers, a net impairment of AED 266,632 thousand was recorded during the year (2023: net reversal of impairment amounting to AED 87,106 thousand).

Impairment losses (reversal of impairment losses) were derived from the following properties:

31 December 2024:

<i>Property name</i>	<i>Impairment/ (reversal of impairment) AED '000</i>	<i>Method of valuation</i>	<i>Valuation inputs used</i>
Jimi Mall	133,519	Discounted cashflow	Discount rate: 8.33%
Abu Dhabi Business Hub	58,899	Discounted cashflow	Discount rate: 8.50%
Eastern Mangroves	27,756	Discounted cashflow	Discount rate: 10.25%
Construction Workers Residential City	24,024	Discounted cashflow	Discount rate: 8.65%
Remal Mall	20,105	Discounted cashflow	Discount rate: 10.00%
Sun and Sky Residentials	18,881	Discounted cashflow	Discount rate: 9.25%
Moon Flower	14,383	Discounted cashflow	Discount rate: 8.65%
Jordan Villas	9,965	Market approach	Price per square meter ranging from AED 1,839 to AED 5,361
Daman House - Capital Center	6,010	Discounted cashflow	Discount rate: 9.25%
C 106 & 107	(25,930)	Discounted cashflow	Discount rate: 7.20%
Baniyas Towers	(23,562)	Discounted cashflow	Discount rate: 10.50%
Saadiyat Accommodation Village	(5,970)	Discounted cashflow	Discount rate: 25.00%
Other properties	8,552		
Net impairment	<u>266,632</u>		

31 December 2023:

<i>Property name</i>	<i>(Reversal of impairment)/ Impairment AED '000</i>	<i>Method of valuation</i>	<i>Valuation inputs used</i>
Moon Flower	(154,990)	Discounted cashflow	Discount rate: 8.54%
Construction Workers Residential City	(42,366)	Discounted cashflow	Discount rate: 9.14%
Remal Mall	66,923	Discounted cashflow	Discount rate: 12.15%
Baniyas Towers	26,459	Discounted cashflow	Discount rate: 10.50%
Daman House - Capital Center	13,415	Discounted cashflow	Discount rate: 9.25%
Saadiyat Accommodation Village	11,224	Discounted cashflow	Discount rate: 25.00%
Other properties	(7,771)		
Net reversal of impairment	<u>(87,106)</u>		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

9 INVESTMENT PROPERTIES continued**Properties under development**

Properties under development comprise of land and buildings under construction, where the Group has approved plan to develop commercial and residential properties.

During the year, the Group conducted impairment assessments on its ongoing projects classified as properties under development, which resulted in no impairment (2023: no impairment).

The fair value of the Group's investment properties as at 31 December 2024 and 2023 has been arrived by management by reference to valuation carried out on the respective dates by independent external valuers. The independent valuers have appropriate qualifications and recent experience in the valuation of properties in the relevant locations.

The following table shows the fair value analysis of assets by level of the fair value hierarchy for the year ended 31 December:

	<i>Level 1</i> <i>AED '000</i>	<i>Level 2</i> <i>AED '000</i>	<i>Level 3</i> <i>AED '000</i>	<i>Total</i> <i>AED '000</i>
31 December 2024				
Investment properties (excluding properties under development)	<u>=====</u> -	<u>1,284,400</u>	<u>36,593,313</u>	<u>37,877,713</u>
31 December 2023				
Investment properties (excluding properties under development)	<u>=====</u> -	<u>1,179,253</u>	<u>32,429,834</u>	<u>33,609,087</u>

There were no transfers between level 1, level 2 and level 3 fair values during current and previous year.

The fair value of investment properties is determined using market-based approach and discounted cash flow (DCF) model.

Market based approach considers recent market transactions for similar assets or quotes / bid prices for same or similar assets.

DCF considers the present value of net cash flows to be generated from the property, taking into account expected rental growth rate, void periods, occupancy rate, lease incentive costs such as rent-free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary) and lease terms factors specific to the respective properties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

9 INVESTMENT PROPERTIES continued

Following is the summary of valuation techniques and inputs used in the valuation of investment properties:

<i>Property</i>	<i>Valuation technique</i>	<i>Significant unobservable inputs</i>
Land	Sales comparison	- Sales rate: AED 2 - 350 /sq.ft (2023: AED 2 - 350 /sq.ft.); and - Acquisition fee: 2.25% (2023: 2.25%).
Leased properties	Sales comparison	- Estimated rental value per annum, for the different leased properties, is as follows: ▪ Residential properties: AED 20,400 – AED 370,000 per unit (2023: AED 78,000 - AED 350,000 per unit); ▪ Commercial properties: AED 45/sq. ft - AED 1,200/sq. ft. (2023: AED 45/sq. ft - AED 1,200/sq. ft.); ▪ Retail: AED 66/sq. ft. - AED 1,250/sq. ft. (2023: AED 110/sq. ft. - AED 1,250/sq. ft.); and ▪ Car park: AED 1,180 – AED 6,300 per unit (2023: AED 1,180 - AED 6,300 per unit). - Operating expenses: 10% - 32% of market rent (2023: 10% - 32%); and - Terminal capitalisation rate: 7.5% - 8.5% (2023: 7.5% - 8.75%).
Leased properties	Discounted cash flow (DCF)	- Estimated rental value per annum, for the different leased properties, is as follows: ▪ Residential properties: AED 35,000 – AED 280,000 per unit (2023: AED 20,400 - AED 350,000 per unit); ▪ Commercial properties: AED 70/sq. ft. - 409/sq. ft. (2023: AED 45/sq. ft. - 386/sq. ft.); ▪ Retail: AED 16/sq. ft. - 790/sq. ft. (2023: 9/sq. ft. - 743/sq. ft.); and ▪ Labour camp: AED 250 - AED 750 per person (2023: AED 250 - AED 610 per person) and AED 158.3 million (2023: AED 156 million) per year. - Operating expenses: AED 45/sq. ft. - AED 56/sq. ft. (2023: AED 29/sq. ft. - AED 36/sq. ft.); - Labour camp operating expense: ▪ Rent charge: AED 27,000,000 to AED 27,810,000 per year (2023: AED 27,000,000 to AED 34,275,000 per year) ▪ Variable rent: AED 15 – AED 126 per person (2023: AED 15 per person) - Discount rate: 7.35% - 12% (2023: 7.25% - 12.5%); and - Terminal capitalisation rate: 6.75% - 10% (2023: 6.75% - 10%).

Depreciation charge for the year has been allocated in the consolidated statement of profit or loss as follows:

	2024 AED '000	2023 AED '000
Cost of revenue (note 33)	959,914	891,304
General and administrative expenses (note 34)	<u>3,302</u>	<u>2,977</u>
	<u>963,216</u>	<u>894,281</u>

The property rental income earned by the Group from its investment properties, part of which is leased out under operating leases and the direct operating expenses arising on the investment properties are as follows:

	2024 AED '000	2023 AED '000
Rental income	3,189,606	2,605,624
Direct operating expenses	<u>(1,252,214)</u>	<u>(912,175)</u>
	<u>1,937,392</u>	<u>1,693,449</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES

Details of the Group's associates and joint ventures are as follows:

Name of entity	Principal activities	Place of incorporation	Ownership interest	
			2024	2023
Associates:				
Emirates Reem Investments Company PJSC	Bottling and selling mineral water, carbonated soft drinks and evaporated milk, as well as manufacturing plastic bottles and containers.	UAE	21%	21%
Canal Sugar S.A.E	Sugar farming and production.	Egypt	33%	33%
Principia SAS	Engineering and consultancy services.	France	33%	33%
Al Jazira Technical Solutions & Consulting LLC	Consulting in computer devices and equipment.	UAE	35%	35%
Response Plus Holding PJSC	Healthcare services and medical facilities.	UAE	36.20%	36.15%
Sawaeed Holding PJSC (i)	Manpower and investment solutions.	UAE	-	36.69%
BGI for Commercial Investment LLC	Agriculture enterprise investment.	Mozambique	30%	30%
Iskandar Holdings Limited (v)	Real estate enterprise.	Cayman Islands	19%	19%
Al Sdeirah Real Estate Investment	Real estate enterprise.	UAE	30%	30%
Abu Dhabi Finance PJSC	Finance company.	UAE	32%	32%
Invictus Investment Company PLC	Trading of agricultural commodities, food products, non-manufactured precious metal trading and other general items.	UAE	22.96%	22.96%
Royal Gardens for Investment Property Co.	Real estate development.	Egypt	20%	20%
Deco Vision Company – WLL (ii)	Interior design implementation works (decor), retail sale of wallpaper, decor and partitions material and importing.	UAE	-	45%
Burjeel Holdings PLC	Medical related services.	UAE	14.53%	14.48%
Lulo Bank S.A	Digital banking services.	Colombia	46.16%	46.16%
Safeen Survey and Subsea Services LLC (v)	Survey and diving business.	UAE	49%	49%
EHC Investment LLC (iv)	Holding company.	UAE	37.57%	34.57%
Emirates Sdeira Real Estate Investment Group LLC (formerly “Kezad Communities Development and Services Company LLC”)	Real estate lease and management services.	UAE	23.91%	23.91%
NICC Infrastructure Construction LLC	Construction and infrastructure activities.	UAE	49%	49%
Presight AI Holding PLC	Artificial intelligence research and information technology related services.	UAE	15.11%	15.35%
WISY Holding Cyprus Ltd	Holding company.	Cyprus	44.4%	44.4%
Nammos World SARL	Hospitality management.	Monaco	44.4%	44.4%
WISY Management Cyprus Ltd	Hospitality management.	Cyprus	44.4%	44.4%
Anina Culinary Art Ltd.	Development of a technology that prepares a nutritionally balanced meal from fresh ugly produce that otherwise would have been discharged.	Israel	45%	45%
National Corporation for Tourism and Hotels PJSC	Own, manage and invest in hotels and leisure complexes and to undertake other related business.	UAE	36.39%	36.39%

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31 December 2024

10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued

Name of entity	Principal activities	Place of incorporation	Ownership interest	
			2024	2023
Associates: continued				
Yas Projects LLC	Construction.	UAE	49%	49%
Ta’ziz UAE Investment Company RSC Limited (v)	Investment in chemical projects.	UAE	25.07%	25.07%
Pure Health Holding PJSC	Hospitals and other healthcare related services, including health insurance.	UAE	41.59%	41.61%
Modon Properties PJSC (ii)	Infrastructure development and managing of completed operating properties.	UAE	-	49%
Apex Investment PSC (iii)	Holding company.	UAE	48.50%	-
Em Sherif Holding Ltd. (iv)	Holding company.	Lebanon	35.10%	-
Electronic Asset Management Services for Investment Funds*	Asset management.	Egypt	20%	-
Axes Holding Company*	Asset management.	United States of America	33.90%	-
International Administration Services for Investment Funds*	Asset management.	Egypt	20%	-
Bayanat Engineering Maro*	Supply, installation and maintenance of equipment’s in the field of transport and airport.	Morocco	48%	-
B2B Hotels and Properties LLC*	Hotel owner.	UAE	20%	-
Park Hospitality Investment LLC*	Hotel owner.	UAE	20%	-
Narrative Visualization OU*	Media services and data visualisation.	UAE	6.77%	-
Qaryat Al Beri Resort Development Company LLC*	Hotel owner.	UAE	20%	-
Emirates Pearl for Development and Investment LLC*	Hotel owner.	UAE	20%	-
Grupo Nutresa S.A. (vi)	Manufacturing and distribution of food products.	Colombia	14.83%	-
Akiko Global Commercial Broker LLC (iv)	Commercial brokers.	UAE	30%	-
El Sewedy Electric Company (vi)	Production of power cables, electricity poles, towers, transformers, and terminators.	Egypt	20.37%	-
Intelligrid AI Ltd (vii)	Computer consultancy and computer facilities management activities.	UAE	50%	-
Joint ventures:				
Lazio Real Estate Investment LLC	Real estate enterprise investment, development, institution and management.	UAE	65%	65%
China Railway Construction	Construction.	UAE	49%	49%
ORA Developers Investment Holding Limited	Develop, finance, own and operate, lease or sell directly or indirectly, the Plots or any of its components.	UAE	20%	30%
The Challenge Egyptian Emirates Marine Dredging Company	Dredging and associated land reclamation works, civil engineering, port contracting and marine construction.	Egypt	49%	49%
EDE Research Institute LLC	Diagnostics, imaging & IT, information systems consultancy & workflow solutions.	UAE	50%	50%
Al Qudra Sports Management LLC	Sport enterprises investment, institution and management.	UAE	50%	50%

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10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued

Name of entity	Principal activities	Place of incorporation	Ownership interest	
			2024	2023
Joint ventures: continued				
Al Qudra Addoha pour L’Investissement Immobilier	Import and export and trading of oil and gas related material.	UAE	50%	50%
ABGC DMCC	Activities related to shipping lines of freight and passenger transportation, ship charter, sea freight and passenger charters, sea cargo services, ship management and operation and freight broker.	UAE	51%	51%
WIO Holding Restricted Ltd.	Digital banking services.	UAE	51%	51%
Exceed Holding for Sports LLC	Sport enterprises investment, institution and management.	UAE	50%	50%
Al Raha International Integrated Facilities Management LLC	Facilities management.	UAE	50%	50%
Royal House LLC	Hotel operations.	UAE	50%	50%
Palmyra SODIC Real Estate Development	Real estate development.	Syria	50%	50%
Deyafah Holding Limited	Special purpose vehicle.	UAE	50%	50%
Kalyon Enerjij Yatirimlari A.S	Clean and renewable energy related projects.	Turkey	50%	50%
Sky Go Transport of Goods LLC**	Engaged in air transportation for goods using unmanned aerial vehicles (Drones).	UAE	-	50%
MW Energy (v)	Development and renewal of energy related projects.	UAE	50%	50%
Trojan General Contracting and Six Construct Limited – Guggenheim Museum	Construction.	UAE	50%	50%
Trojan General Contracting and Six Construct Limited – Zayed National Museum	Construction.	UAE	50%	50%
Micad Credit JV RSC LTD (v)	Investment holding company	UAE	20%	20%
Impact Nation Research Institute Limited	Carbon management, control and mitigation of emissions and energy generation.	UAE	50%	50%
DTEC Industries Limited (ii)	Providing independent and specialist industrial participation and offset services for the global defense and security market primarily in the maritime industry.	UAE	-	57.50%
NT Energies	Engineering and consulting services.	UAE	51%	51%
Mawarid Intelligent Irrigation Technologies LLC	Agriculture enterprise investment.	UAE	50%	50%
Avobar Restaurant – Sole Proprietorship LLC	Restaurant.	UAE	30%	30%
APHE Restaurants Management LLC**	Restaurant management.	UAE	-	50%
South Development One DWC LLC (v)	General warehousing.	UAE	50%	50%
Richmond Hill Developments (Jersey) Limited	Real estate development.	Jersey	15%	15%
Vulcan Wharf Holdings LLP	Real estate development.	United Kingdom	50%	50%

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10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued

<i>Name of entity</i>	<i>Principal activities</i>	<i>Place of incorporation</i>	<i>Ownership interest</i>	
			2024	2023
Joint ventures: continued				
VST JV	Construction.	UAE	33%	33%
South Development Two DWC LLC (v)	General warehousing.	UAE	50%	-
South Development Three DWC LLC (vii)	General warehousing.	UAE	50%	-
Chimhaeres Investment Holding Limited*(v)	Proprietary asset management company.	UAE	50%	-
API Capital Management Limited* (ii)	Managing a collective investment fund.	UAE	-	-
Alpha Wave Ventures GP, Ltd* (v)	General partner of a fund.	Cayman Islands	50%	-
Alpha Wave Ventures Carry, Ltd*	Limited partner of a fund.	Cayman Islands	2%	-
Alpha Wave Credit GP, Ltd* (v)	General partner of a fund.	Cayman Islands	50%	-
Nerve Investment SPV Ltd*	Managing a collective investment fund.	UAE	50%	-
Gilded (AD) JV Holdings Limited*	Special purpose vehicle.	UAE	49%	-
Richmond College (vii)	Education related activities.	United Kingdom	50%	-
Iconic Locations Japan Limited*	Sale of food and beverages.	Japan	50%	-
Enersol RSC Ltd (iv)	Own, manage and invest in businesses with interest in oil field services technology sector.	UAE	49%	-
Mount Anvil* (v)	Property development.	United Kingdom	50%	-
Riviera RSC Limited (vii)	Hospitality.	Egypt	51%	-
Jetex Al Bateen FBO Aviation Services LLC** (vii)	Organisation of airports ground operations.	UAE	-	-
Citadel Technologies Group LLC* (v)	Mining & managing of digital asset and investing in technology projects.	UAE	56.10%	-
Dune Limited (iv)	Management consultancy activities.	UAE	57.50%	-
TGC ACC JV (vii)	Construction.	UAE	50%	-
NPC NNGT JV (vii)	Construction.	UAE	45%	-
Serenity Aviation Holding LLC (iii)	Aviation consultancy and commercial enterprises investment, institution and management.	UAE	50%	-

* These became associates and joint ventures of the Group during the year as a result of business combinations.

** Derecognised as a result of the derecognition of Apex Investment PSC and Serenity Aviation Holding LLC as subsidiaries (note 12.4(a)).

(i) Sawaeed Holding PJSC (“Sawaeed”)

During the year, the Group obtained control over Sawaeed effective from 30 April 2024. The acquisition of Sawaeed was accounted for as an acquisition under common control (note 6.1(a)), and accordingly the investment in associate was derecognised and the carrying value of the previously held equity interest amounting to AED 125,150 thousand was transferred to investment in subsidiaries.

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10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued**(ii) Deco Vision Company – WLL (“Deco Vision”), Modon Properties PJSC (“Modon”), DTEC Industries Limited (“DTEC”) and API Capital Management Limited (“API”)**

During the year, the Group obtained control over Deco Vision, Modon, DTEC and API effective from 1 January 2024, 27 February 2024, 31 October 2024 and 8 July 2024 respectively, and accordingly the investment in associates and joint venture were derecognised and the fair value of their previously held equity interest were transferred to investment in subsidiaries as follows:

	<i>Deco Vision AED'000</i>	<i>Modon AED'000</i>	<i>DTEC AED'000</i>	<i>API AED'000</i>	<i>Total AED'000</i>
Fair value of previously held equity interest (note 6.2(a))	69,054	13,141,968	148	376	13,211,546
Carrying value of previously held equity interest	<u>(39,137)</u>	<u>(12,710,376)</u>	<u>(148)</u>	<u>(376)</u>	<u>(12,750,037)</u>
Fair value gain on revaluation of previously held equity interest	<u>29,917</u>	<u>431,592</u>	<u>==</u>	<u>==</u>	<u>461,509</u>

(iii) Apex Investment PSC (“Apex”) and Serenity Aviation Holding LLC (“Serenity”)

Effective 30 January 2024, Apex, previously a subsidiary, became an associate of the Group due to loss of control (note 6.4(a)). The Group retains significant influence in Apex, through its board representation (i.e. two out of five board members) and its participation in decisions over the relevant activities.

Further, effective 1 October 2024, Serenity, previously a subsidiary, became a joint venture of the Group due to loss of control as a result of an amendment to the shareholders agreement (note 6.4(a)). The Group retains joint control in Serenity, as decisions are taken unanimously.

(iv) Em Sherif Holding Ltd (“Em Sherif”), Akiko Global Commercial Broker LLC (“Akiko”), Dune Limited (“Dune”), EHC Investment LLC (“EHC”) and Enersol RSC Ltd (“Enersol”)

During the year, the Group acquired 35.10%, 30% and 57.50% shareholding interest in Em Sherif, Akiko and Dune respectively for cash consideration of AED 137,455 thousand AED 120 thousand and AED 58 thousand respectively. Furthermore, the Group acquired 3% additional shareholding interest in EHC for a cash consideration of AED 15,240 thousand.

Moreover, during the year, the Group acquired 49% shareholding interest in Enersol as a form of consideration for the disposal of a subsidiary, namely Transcend Blocker INC, which was recorded as a joint venture at its fair value amounting to AED 309,449 thousand (note 6.4(a)). After which, the Group injected an additional cash of AED 524,562 thousand in Enersol.

(v) Iskandar Holdings Limited (“Iskandar”), Safeen Survey and Subsea Services LLC (“Safeen”), Ta’ziz UAE Investment Company RSC Limited (“Ta’ziz”), Micad Credit JV RSC LTD (“MICAD”), South Development One DWC LLC (“South Development One”), South Development Two DWC LLC (“South Development Two”), Chimhaeres Investment Holding Limited (“Chimhaeres”), Alpha Wave Ventures GP, Ltd (“AWV”), Alpha Wave Credit GP, Ltd (“AWC”), Mount Anvil (“Mount”), Citadel Technologies Group LLC (“Citadel”) and MW Energy Limited (“MW Energy”)

The Group injected additional cash in Iskandar, Safeen, Ta’ziz, MICAD, South Development One, South Development Two, Chimhaeres, AWV, AWC, Mount, Citadel and MW Energy amounting to AED 1,438 thousand, AED 199,026 thousand, AED 103,565 thousand, AED 76,008 thousand, AED 13,776 thousand, AED 35,000 thousand, AED 7,345 thousand, AED 734 thousand, AED 184 thousand, AED 9,170 thousand, AED 113,949 thousand and AED 30,329 thousand respectively.

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10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued**(vi) Grupo Nutresa S.A. (“Nutresa”) and El Sewedy Electric Company (“El Sewedy”)**

On 12 April 2024, the Group increased its ownership interest in Nutresa to 14.83% by acquiring an additional 12.38% stake and obtained significant influence through the appointment of a board member during Nutresa’s General Assembly held on 20 June 2024.

Further, on 8 December 2024, the Group increased its ownership interest in El Sewedy to 20.37% by acquiring an additional 0.39% stake and obtained significant influence through the appointment of a board member.

Prior to obtaining significant influence, the investments in Nutresa and El Sewedy were classified as a financial asset carried at fair value through profit or loss. Upon obtaining significant influence, they were reclassified as investment in associate at their fair values amounting to AED 3,260,637 and AED 2,870,225 thousand respectively (note 11.2).

(vii) Intelligrid AI Ltd (“Intelligrid”), Richmond College (“Richmond”), Riviera RSC Limited (“Riviera”), Jetex Al Bateen FBO Aviation Services LLC (“Jetex”), TGC ACC JV (“TGC”), NPC NNGT JV (“NPC”) and South Development Three DWC LLC (“South Development Three”)

Riviera and Jetex were incorporated by the Group during the year by injecting cash of AED 1,652,713 thousand and AED 150 thousand respectively. Further, Intelligrid, Richmond, TGC, NPC and South Development Three were incorporated during the year with their capital not yet paid as at reporting date.

Movements in investment in associates and joint ventures are as follows:

	2024 AED’000	2023 AED’000
At 1 January	38,060,257	7,654,312
Acquired in business combination (note 6.1 & 6.2)	1,817,567	416,801
Additions during the year ⁽ⁱ⁾	7,087,743	19,174,156
Transferred from investment in financial assets (note 11.1 & 11.2)	6,176,357	-
Disposals during the year ⁽ⁱⁱ⁾	(40,358)	(908,763)
Derecognition of subsidiaries (note 6.4)	(29,090)	(46,273)
Transferred to investment in subsidiaries ⁽ⁱⁱⁱ⁾	(13,347,390)	(198,555)
Transferred to investment in financial assets (note 11.2)	-	(469,575)
Transferred to assets held for sale	-	(626,061)
Share of profit for the year ^(iv)	1,633,730	13,233,218
Share of other comprehensive (loss) income for the year	(168,760)	80,573
Foreign exchange translation	(481,540)	(8,530)
Dividends received during the year	(408,738)	(241,046)
At 31 December	<u>40,299,778</u>	<u>38,060,257</u>

(i) Included in additions are:

2024:

- AED 3,446,901 thousand, being the fair value of the retained interest in Apex Investment PSC at the date on which the Group lost control (i.e. 30 January 2024) (note 6.4(a)).
- AED 309,449 thousand, relating to Enersol RSC Ltd, being the fair value of the consideration received as part of disposal of Transcend Blocker INC (note 6.4(a)).
- AED 276,470 thousand, being contribution in Kalyon Enerjij Yatirimlari A.S (“Kalyon”), resulting from the conversion of a loan provided to Kalyon by the Group into additional capital (note 37.1).
- AED 28,970 thousand, being the fair value of the retain interest in Serenity Aviation Holding LLC at the date on which the Group lost control (i.e. 1 October 2024) (note 6.4(a)).
- AED 107,065 thousand, being the in-kind contribution of ADH Energy RSC LTD to a joint venture, Enersol RSC Ltd, (note 6.4(a)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued

(i) Included in additions are: (continued)

2023:

- AED 14,159,134 thousand, being the fair value of the retained interest in Pure Health Holding LLC at the date on which the Group lost control (i.e. 30 March 2023) (note 6.4(b)).
- AED 762,313 thousand relating to Al Eskan Al Jamae LLC, which became an associate of the Group due to the acquisition of Tri Star Investment LLC, an entity treated as an acquisition of assets (note 6.3(b)).
- AED 1,171,439 thousand, being the fair value of the non-monetary contribution to acquire Emirates Sdeira Real Estate Investment Group LLC (*formerly "Kezad Communities Development and Services Company LLC"*).
- AED 129 thousand advance paid during 2022 to acquire DTEC Industries Limited, which was previously included in trade and other receivables in 2022.
- AED 66,395 thousand, being the fair value of the non-monetary contribution to acquire additional shareholding in EHC Investments LLC.

(ii) Included in disposals for the year ended 31 December 2023 are the following:

- AED 762,313 thousand, being the carrying value of Al Eskan Al Jamae LLC derecognised to acquire Emirates Sdeira Real Estate Investment Group LLC (*formerly "Kezad Communities Development and Services Company LLC"*).
- AED 85,240 thousand received by the Group from EDE Research Institute LLC ("EDE"), being the reduction in the additional capital contributed, as per the shareholders resolution passed on 14 April 2023.
- AED 13,905 thousand received by the Group as a further capital reduction in Abu Dhabi Finance PJSC. The Group's carrying value of the investment as of 31 December 2023 is nil.
- AED 2,226 thousand, being the carrying value of Emirates International Gas LLC derecognised to acquire additional shareholding in EHC Investments LLC.

(iii) Transferred to investment in subsidiaries includes the following:

	2024 AED '000	2023 AED '000
Sawaeed Holding PJSC (note 10(i))	125,150	-
Deco Vision Company – WLL (note 10(ii))	39,137	-
Modon Properties PJSC (note 10(ii))	12,710,376	-
DTEC Industries Limited (note 10(ii))	148	-
API Capital Management Limited (note 10(ii))	376	-
Aldar Estate Holding LLC shares acquired through business combination (note 6.6(a)(A))	472,203	-
Lynx Technology Group Ltd.	-	3,205
Progressive Real Estate Development LLC	-	5,572
Eltizam Asset Management LLC	-	189,778
	<u>13,347,390</u>	<u>198,555</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued

(iv) Included in share of profit for the year are:

	2024 <i>AED'000</i>	2023 <i>AED'000</i>
Gain on increase in equity of an associate ^(a)	850,387	-
Gain on acquisition of associates ^(b)	-	12,294,253
Gain on deemed disposal of associates ^(c)	-	144,694
Impairment loss during the year, net of reversals ^(d)	(118,093)	(28,493)
Share of profit for the year	<u>901,436</u>	<u>822,764</u>
	<u>1,633,730</u>	<u>13,233,218</u>

(a) During the year, Pure Health Holding PJSC ("Pure Health") acquired 75% shareholding in Sheikh Shakhboub Medical City LLC – OPC ("SSMC") from one of its shareholders for nil consideration. This resulted in an increase in the Group's share of Pure Health net assets by AED 850,387 thousand, which was recognised as an increase in the investment in Pure Health with a corresponding gain.

(b) Gain on acquisition of associates for the year ended 31 December 2023, was from the acquisition of 49% stake in Modon Properties PJSC and 45% stake in National Corporation for Tourism and Hotels PJSC. As required by IAS28, the Group performed purchase price allocation exercise, which resulted in a total gain of AED 12,294,253 thousand for the excess of the Group's share of net fair value of identifiable assets and liabilities over the cost of investment.

(c) Gain on deemed disposal of associates for the year ended 31 December 2023, was from the issuance of new shares by EHC Investment LLC and Pure Health Holding PJSC to third parties, diluting the Group's shareholding and resulting in a total gain on deemed disposal of AED 144,694 thousand.

(d) During the year ended 31 December 2024 and 31 December 2023, the Group performed impairment assessment for investments in associates and joint ventures and concluded the following:

	2024 <i>AED'000</i>	2023 <i>AED'000</i>
Impairment of Lulo Bank S.A	118,093	65,874
Impairment of BGI for Commercial Investment LLC	-	4,419
Impairment of Lazio Real Estate Investment LLC	-	200
(Reversal of impairment) of EDE Research Institute LLC	-	(42,000)
	<u>118,093</u>	<u>28,493</u>

Included in the consolidated statement of profit or loss for the year ended 31 December 2024 and 31 December 2023 is as follows:

	2024 <i>AED'000</i>	2023 <i>AED'000</i>
Gain on disposal of Al Eskan Al Jamae LLC	-	417,279
Gain on disposal of Emirates International Gas LLC	-	32,895
Gain on partial disposals of investment in associates, net	<u>17,665</u>	<u>42,936</u>
Total gain on disposal of investment in associates and joint ventures	17,665	493,110
Share of profit for the year	1,633,730	13,233,218
Fair value gain on revaluation of previously held equity interest	<u>461,509</u>	<u>318,699</u>
	<u>2,112,904</u>	<u>14,045,027</u>

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10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued

Summary of fair value gain on revaluation of previously held equity interests:

	2024 AED'000	2023 AED'000
Deco Vision Company – WLL (note 10(ii))	29,917	-
Modon Properties PJSC (note 10(ii))	431,592	-
Lynx Technology Group Ltd	-	1,768
Progressive Real Estate Development LLC	-	210
Eltizam Asset Management LLC	<u>-</u>	<u>316,721</u>
	<u>461,509</u>	<u>318,699</u>

Contingencies and commitments:

The Group's share in material contingencies and commitments of the associates and joint ventures is as follows:

	2024 AED'000	2023 AED'000
Letters of guarantees and credits	<u>1,165,552</u>	<u>489,022</u>
Capital commitments	<u>821,874</u>	<u>2,038,484</u>

International Holding Company PJSC

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10 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued

Summarised financial information in respect of each associates and joint ventures of the Group is set out below:

Summarised statements of financial position:

	Pure Health AED '000	Apex Investment AED '000	Grupo Nutresa AED '000	El Sewedy AED '000	Kalyon Enerjij AED '000	Burjeel Holding AED '000	Riviera RSC Limited AED '000	Presight AED '000	Emirates Sdeira AED '000	Enersol AED '000	NCTH AED '000	WIO Holding AED '000	Citadel AED '000	Invictus AED '000	Lulo Bank AED '000	Safeen AED '000	WISY Holding AED '000	Others AED '000	Total AED '000	2023 AED '000
Non-current assets	24,595,270	525,773	8,778,882	2,977,172	8,440,523	3,308,740	2,515,082	1,408,174	5,093,177	1,834,437	2,269,263	17,195	1,393,259	211,534	211,916	1,018,873	358,069	4,198,752	69,156,091	55,289,446
Current assets	22,730,880	1,712,088	5,351,132	16,259,675	481,326	2,618,260	29,594	3,914,331	544,041	716,536	629,999	37,325,297	36,824	3,768,522	1,054,737	1,094,685	131,433	9,729,399	108,128,759	53,407,327
Non-current liabilities	(16,757,364)	(12,931)	(5,105,916)	(952,393)	(3,033,777)	(2,402,784)	-	(54,889)	(726,395)	(279,434)	(352,442)	-	(4,683)	(687,748)	-	-	(186,820)	(3,407,518)	(33,965,094)	(12,776,287)
Current liabilities	(12,056,637)	(217,130)	(3,086,973)	(14,072,002)	(1,323,554)	(1,685,077)	-	(1,408,900)	(392,025)	(140,490)	(224,730)	(35,138,598)	(121,651)	(2,099,835)	(582,995)	(1,163,265)	(186,015)	(4,973,835)	(78,873,712)	(31,988,210)
Equity (100%)	18,512,149	2,007,800	5,937,125	4,212,452	4,564,518	1,839,139	2,544,676	3,858,716	4,518,798	2,131,049	2,322,090	2,203,894	1,303,749	1,192,473	683,658	950,293	116,667	5,546,798	64,446,044	63,932,276
Less: non-controlling interests	(22,063)	-	(68,632)	(318,031)	(3,000)	(52,114)	-	(366,512)	-	(195,517)	-	(771,363)	-	-	(16,430)	-	(28,834)	(38,989)	(1,881,485)	(835,922)
Equity attributable to the owners of the entities	18,490,086	2,007,800	5,868,493	3,894,421	4,561,518	1,787,025	2,544,676	3,492,204	4,518,798	1,935,532	2,322,090	1,432,531	1,303,749	1,192,473	667,228	950,293	87,833	5,507,809	62,564,559	63,096,354
Group percentage holding	41.59%	48.50%	14.83%	20.37%	50.00%	14.53%	51.00%	15.11%	23.91%	49.00%	36.39%	51.00%	56.10%	22.96%	46.16%	49.00%	44.40%			
Group's share in net assets	<u>7,690,027</u>	<u>973,783</u>	<u>870,298</u>	<u>793,294</u>	<u>2,280,759</u>	<u>259,655</u>	<u>1,297,785</u>	<u>527,672</u>	<u>1,080,445</u>	<u>948,411</u>	<u>845,009</u>	<u>730,591</u>	<u>731,403</u>	<u>273,792</u>	<u>307,992</u>	<u>465,644</u>	<u>38,998</u>	<u>1,745,006</u>	<u>21,860,564</u>	<u>26,150,128</u>
Group's carrying amount of the investment (including goodwill and intangible assets)	<u>15,699,275</u>	<u>3,455,960</u>	<u>3,094,123</u>	<u>2,902,377</u>	<u>2,397,420</u>	<u>1,623,810</u>	<u>1,298,892</u>	<u>1,244,673</u>	<u>1,204,224</u>	<u>948,411</u>	<u>867,285</u>	<u>815,308</u>	<u>731,403</u>	<u>630,902</u>	<u>487,013</u>	<u>465,644</u>	<u>306,491</u>	<u>2,126,567</u>	<u>40,299,778</u>	<u>38,060,257</u>

Summarised statements of comprehensive income:

Revenue	25,848,242	792,431	7,815,222	1,407,027	764,414	5,005,079	-	2,213,013	559,352	273,043	698,558	1,769,311	362,650	8,734,101	75,425	1,004,372	157,111	5,145,027	62,624,378	34,945,693
Profit (loss) from operations	1,031,786	33,085	338,958	148,435	111,634	357,144	110,829	211,519	154,070	43,062	71,356	396,249	(207,494)	169,763	(75,618)	61,176	(7,173)	212,193	3,160,974	2,871,926
Less: non-controlling interests share	(4,085)	-	(5,886)	(4,025)	-	(14,642)	-	(88,723)	-	(22,915)	-	(138,687)	-	-	3,466	-	4,402	(1,297)	(272,392)	(21,309)
Profit (loss) attributable to the owners of the Company	<u>1,027,701</u>	<u>33,085</u>	<u>333,072</u>	<u>144,410</u>	<u>111,634</u>	<u>342,502</u>	<u>110,829</u>	<u>122,796</u>	<u>154,070</u>	<u>20,147</u>	<u>71,356</u>	<u>257,562</u>	<u>(207,494)</u>	<u>169,763</u>	<u>(72,152)</u>	<u>61,176</u>	<u>(2,771)</u>	<u>210,896</u>	<u>2,888,582</u>	<u>2,850,617</u>
Group percentage holding	41.59%	48.50%	14.83%	20.37%	50.00%	14.53%	51.00%	15.11%	23.91%	49.00%	36.39%	51.00%	56.10%	22.96%	46.16%	49.00%	44.40%			
Group's share of profit (loss)	<u>427,542</u>	<u>16,047</u>	<u>49,411</u>	<u>29,416</u>	<u>55,817</u>	<u>49,806</u>	<u>56,496</u>	<u>18,554</u>	<u>36,838</u>	<u>9,872</u>	<u>25,970</u>	<u>131,357</u>	<u>(116,404)</u>	<u>38,978</u>	<u>(33,305)</u>	<u>29,976</u>	<u>(1,230)</u>	<u>76,295</u>	<u>901,436</u>	<u>822,764</u>
Other comprehensive (loss) income	(98,936)	(13,471)	183,322	40,614	(269)	-	(334,365)	-	(6,173)	(5,401)	-	(40,250)	121,073	(451)	(51,211)	-	-	(34,385)	(239,903)	165,847
Less: non-controlling interests share	-	-	(339)	-	-	-	-	-	-	225	-	14,088	-	-	(993)	-	-	-	12,981	(670)
Other comprehensive (loss) income attributable to the owners of the Company	<u>(98,936)</u>	<u>(13,471)</u>	<u>182,983</u>	<u>40,614</u>	<u>(269)</u>	<u>-</u>	<u>(334,365)</u>	<u>-</u>	<u>(6,173)</u>	<u>(5,176)</u>	<u>-</u>	<u>(26,162)</u>	<u>121,073</u>	<u>(451)</u>	<u>(52,204)</u>	<u>-</u>	<u>-</u>	<u>(34,385)</u>	<u>(226,922)</u>	<u>165,177</u>
Group percentage holding	41.59%	48.50%	14.83%	20.37%	50.00%	14.53%	51.00%	15.11%	23.91%	49.00%	36.39%	51.00%	56.10%	22.96%	46.16%	49.00%	44.40%			
Group's share of other comprehensive (loss) income	<u>(41,135)</u>	<u>(6,989)</u>	<u>27,145</u>	<u>8,273</u>	<u>(135)</u>	<u>-</u>	<u>(170,526)</u>	<u>-</u>	<u>(1,476)</u>	<u>(2,536)</u>	<u>-</u>	<u>(13,343)</u>	<u>67,922</u>	<u>(104)</u>	<u>(22,840)</u>	<u>-</u>	<u>-</u>	<u>(13,016)</u>	<u>(168,760)</u>	<u>80,573</u>

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11 INVESTMENT IN FINANCIAL ASSETS

	Notes	2024 AED'000	2023 AED'000
Investments carried at fair value through other comprehensive income	11.1	1,023,429	1,391,383
Investments carried at fair value through profit or loss	11.2	83,946,265	60,237,417
Investments carried at amortised cost	11.3	<u>69,091</u>	<u>124,320</u>
		<u>85,038,785</u>	<u>61,753,120</u>

Disclosed in the consolidated statement of financial position as follows:

	2024 AED'000	2023 AED'000
Current	71,440,334	39,912,437
Non-current	<u>13,598,451</u>	<u>21,840,683</u>
	<u>85,038,785</u>	<u>61,753,120</u>

11.1 Investments carried at fair value through other comprehensive income

	2024 AED'000	2023 AED'000
Quoted equity investments	120,519	176,872
Unquoted equity investments	<u>902,910</u>	<u>1,214,511</u>
	<u>1,023,429</u>	<u>1,391,383</u>

Management of the Group has elected to designate these investments in financial instruments as fair value through other comprehensive income, as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

The geographical distribution of investments is as follows:

	2024 AED'000	2023 AED'000
Inside the UAE	406,398	464,237
Outside the UAE	<u>617,031</u>	<u>927,146</u>
	<u>1,023,429</u>	<u>1,391,383</u>

As of 31 December 2024, there were no investments in shares held in the name of a related party under common control, for the beneficial interest of the Group (2023: AED 745 thousand).

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11 INVESTMENT IN FINANCIAL ASSETS continued**11.1 Investments carried at fair value through other comprehensive income** continued

The investments are recorded at fair value using the valuation techniques as disclosed in note 43. Movement in investment in financial assets carried at fair value through other comprehensive income is as follows:

	2024			2023		
	Debt instruments AED '000	Equity securities AED '000	Total AED '000	Debt instruments AED '000	Equity securities AED '000	Total AED '000
At 1 January	-	1,391,383	1,391,383	89,141	1,698,894	1,788,035
Additions ⁽ⁱ⁾	-	24,470	24,470	2,040	399,140	401,180
Acquired in business combinations (note 6.1(a))	-	58,795	58,795	-	-	-
Disposals	-	(422,031)	(422,031)	(1,778)	(3,443)	(5,221)
Derecognition of subsidiaries (note 6.4)	-	(2,059)	(2,059)	(90,504)	(147,929)	(238,433)
Transfer to investment in subsidiaries ⁽ⁱⁱ⁾	-	(12,634)	(12,634)	-	(13,025)	(13,025)
Transfer to investment in associates (note 10)	-	(2,308)	(2,308)	-	-	-
Foreign exchange loss	-	(9,171)	(9,171)	-	-	-
Changes in fair value	-	(3,016)	(3,016)	1,101	(542,254)	(541,153)
At 31 December	-	1,023,429	1,023,429	-	1,391,383	1,391,383

(i) Included within additions for the year ended 31 December 2023 are:

- AED 1,718 thousand, being an investment acquired as part of an acquisition of an entity treated as an asset acquisition during the year (note 6.3(b)).
- AED 209 thousand, being an investment acquired by Palms Sports PJSC, a subsidiary of the Group, from the Ultimate Parent for nil consideration. The investment was recorded at its fair value of AED 209 thousand, and the excess of the fair value over the consideration was recognised within equity under merger, acquisition and other reserves.

(ii) Transfer to investment in subsidiaries represents the following:

	2024 AED '000
Aldar Properties PJSC shares acquired in business combination (note 6.6(a)(A))	5,460
Modon Holding PSC (formerly "Q Holding PSC") shares acquired in business combination (note 6.6(a)(A))	2,941
Alpha Dhabi Holding PJSC shares acquired in business combination (note 6.6(a)(A))	1,949
Multiply Group PJSC shares acquired in business combination (note 6.6(a)(A))	1,012
Al Seer Marine Supplies and Equipment Company PJSC shares acquired in business combination (note 6.6(a)(A))	712
Ghitha Holding PJSC shares acquired in business combination (note 6.6(a)(A))	266
Learn Educational Investment LLC transferred to investment in subsidiary*	294
	<u>12,634</u>

* During the year, the Group obtained control over Learn Educational Investment LLC through acquiring the remaining 99% ownership interest. Accordingly, the fair value of the previously held equity interest amounting to AED 294 thousand was transferred to investment in subsidiaries (note 6.1(a)).

2023:

During 2023, the Group obtained control over LVL Technology Holding through acquiring an additional 33% ownership interest. Accordingly, the fair value of the previously held equity interest amounting to AED 13,025 thousand was transferred to investment in subsidiaries (note 6.2(b)).

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11 INVESTMENT IN FINANCIAL ASSETS continued**11.2 Investments carried at fair value through profit or loss**

	2024 AED'000	2023 AED'000
Quoted equity investments	44,707,430	47,059,273
Unquoted equity investments	37,034,090	12,562,340
Unquoted debt instruments	<u>2,204,745</u>	<u>615,804</u>
	<u>83,946,265</u>	<u>60,237,417</u>

The geographical distribution of investments is as follows:

Inside the UAE	40,587,877	39,380,125
Outside the UAE	<u>43,358,388</u>	<u>20,857,292</u>
	<u>83,946,265</u>	<u>60,237,417</u>

As of 31 December 2024, shares with a fair value of AED 30,990,373 thousand (2023: AED 31,409,510 thousand), are pledged as security against borrowings (note 26).

The investments are recorded at fair value using the valuation techniques as disclosed in note 43. Movement in investment in financial assets carried at fair value through profit or loss is as follows:

	2024			2023		
	Debt instruments AED'000	Equity securities AED'000	Total AED'000	Debt instruments AED'000	Equity securities AED'000	Total AED'000
At 1 January	615,804	59,621,613	60,237,417	191,925	56,582,742	56,774,667
Additions ⁽ⁱ⁾	1,520,133	11,457,616	12,977,749	413,964	5,656,492	6,070,456
Acquired in business combinations (note 6.1(a))	141	19,315,635	19,315,776	-	-	-
Transferred from investment in associates ⁽ⁱⁱⁱ⁾	-	-	-	-	1,287,202	1,287,202
Conversion of a loan receivable (note 15)	-	33,787	33,787	-	-	-
Derecognition of subsidiaries (note 6.4)	-	(15,826)	(15,826)	-	(343,085)	(343,085)
Disposals	(43,026)	(3,940,360)	(3,983,386)	(1,562)	(4,398,922)	(4,400,484)
Transferred to investment in subsidiaries ⁽ⁱⁱ⁾	-	(815,193)	(815,193)	-	-	-
Transferred to investment in associates (note 10)	-	(6,174,049)	(6,174,049)	-	-	-
Foreign exchange loss	-	(549,937)	(549,937)	-	(19,304)	(19,304)
Changes in fair value (note 36)	<u>111,693</u>	<u>2,808,234</u>	<u>2,919,927</u>	<u>11,477</u>	<u>856,488</u>	<u>867,965</u>
At 31 December	<u>2,204,745</u>	<u>81,741,520</u>	<u>83,946,265</u>	<u>615,804</u>	<u>59,621,613</u>	<u>60,237,417</u>

(i) Included within additions for the year ended 31 December 2024, an amount of AED 77,123 thousand, being the fair value of the retained interest in Quantum Wealth Holding SPV Limited at the date on which the Group lost control (i.e. 22 March 2024) (note 6.4(a)).

(ii) Transfer to investment in subsidiaries represents the following:

	2024 AED'000
Multiply Group PJSC shares acquired in business combination (note 6.6(a)(A))	417,554
Modon Holding PSC (formerly "Q Holding PSC") shares acquired in business combination (note 6.6(a)(A))	349,010
Alpha Dhabi Holding PJSC shares acquired in business combination (note 6.6(a)(A))	37,600
Aldar Properties PJSC shares acquired through business combination (note 6.6(a)(A))	<u>11,029</u>
	<u>815,193</u>

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11 INVESTMENT IN FINANCIAL ASSETS continued**11.2 Investments carried at fair value through profit or loss** continued

- (iii) During the year ended 31 December 2023, The Group lost significant influence in Bayanat AI PLC, an investment previously classified as an investment in associate with a carrying value of AED 469,575 thousand (note 10). Accordingly, the investment was transferred to investments carried at fair value through profit or loss at its fair value of AED 1,287,202 thousand, resulting in a fair value gain of AED 817,627 thousand (note 36).

11.3 Investments carried at amortised cost

	2024 AED'000	2023 AED'000
Debt instruments	<u>69,091</u>	<u>124,320</u>

Debt instruments are stated at amortised cost using the effective profit rate method.

The geographical distribution of investments is as follows:

	2024 AED'000	2023 AED'000
Inside the UAE	48,006	47,733
Outside the UAE	<u>21,085</u>	<u>76,587</u>
	<u>69,091</u>	<u>124,320</u>

Movement in investment in financial assets carried at amortised cost is as follows:

	2024 AED'000	2023 AED'000
At 1 January	124,320	229,509
Additions	64,614	586,336
Disposals	(87,188)	(652,149)
Reversal (allowance for) of expected credit losses	242	(372)
Foreign exchange loss	<u>(32,897)</u>	<u>(39,004)</u>
At 31 December	<u>69,091</u>	<u>124,320</u>

During the year ended 31 December 2024, the Group recorded a reversal on expected credit loss of AED 242 thousand on financial assets carried at amortised cost (2023: expected credit loss charge of AED 372 thousand).

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12 INTEREST IN JOINT OPERATIONS

The Group has share of assets, liabilities and results of operations for the following joint operations:

<i>Joint operations</i>	<i>Ownership interest</i>	
	<i>2024</i>	<i>2023</i>
Technip – NPCC – Satah Full Field	50%	50%
NPCC – TECHNIP – UZ-750 (EPC-1)	40%	40%
NPCC – TECHNIP UL-2	50%	50%
NPCC – TECHNIP AGFA	50%	50%
NPCC – Technip JV - US GAS CAP Feed	50%	50%
NPC-ATC JV	50%	50%
NPC-BCEG JV	50%	50%
Saipem – NPCC – Hail and Ghasha	50%	50%
Technicas – NPCC – Meram	50%	50%
TJN Ruwais LNG ⁽ⁱ⁾	20%	-

- (i) During the year, the Group signed an agreement with Technip Energies France (Abu Dhabi) and JGC Corporation (Abu Dhabi) to establish a joint operation, TJN Ruwais LNG. The Group ownership interest in the joint operation is 20%.

The consolidated financial statements include the following amounts as a result of proportionate consolidation of the Group's interests in joint operations:

	<i>2024</i> <i>AED'000</i>	<i>2023</i> <i>AED'000</i>
Total assets	<u>3,319,504</u>	<u>1,582,691</u>
Total liabilities	<u>3,202,400</u>	<u>1,543,700</u>
Net assets	<u>117,104</u>	<u>38,991</u>
Total revenue	<u>3,085,056</u>	<u>71,049</u>
Profit for the year	<u>288,365</u>	<u>36,475</u>

13 INVENTORIES

	<i>2024</i> <i>AED'000</i>	<i>2023</i> <i>AED'000</i>
Land plots held for sale ⁽ⁱ⁾	37,093,482	10,808,105
Real estate properties	2,791,016	2,793,809
Spares and consumables	1,476,617	803,462
Packing and raw material	421,627	290,025
Other finished goods	399,754	328,006
Food and its related non-food items	226,096	122,003
Household furniture	104,344	114,452
Fish and fish products	44,113	40,281
Animal feed	38,567	24,116
Medical supplies	34,220	16,904
Poultry products	<u>10</u>	<u>213</u>
	42,629,846	15,341,376
Goods in transit	144,684	10,819
Work in progress	527,605	80,943
Less: allowance for slow moving inventories	<u>(348,584)</u>	<u>(111,234)</u>
	<u>42,953,551</u>	<u>15,321,904</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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13 INVENTORIES continued

- (i) During the year, Modon Holding PSC (*formerly "Q Holding PSC"*), a subsidiary, acquired a 100% ownership interest in both Oryx Action Restricted Limited and Sahel Restricted Limited, resulting in additions to land plots held for sale of AED 1,156,852 thousand. In accordance with the requirements of IFRS 3 Business Combinations, the acquisitions were accounted for as asset acquisitions (note 6.3). (2023: Aldar Properties PJSC, a subsidiary, acquired 3.4 million square meters of land plots on Al Fahid Island and 3 parcels of land in Dubai, for consideration of AED 2.5 billion and AED 2.08 billion respectively, which are payable over a period of 5 years. These lands were recognised at the present value of the consideration payable amounting to AED 3.86 billion (note 28)).

Movement in allowance for slow moving inventories is as follows:

	2024 AED'000	2023 AED'000
At 1 January	111,234	487,127
Acquired in business combinations	242,186	4,100
Charge for the year	42,505	60,441
Reversals during the year	(40,676)	(3,240)
Write-off during the year	(690)	(41,598)
Derecognition of subsidiaries	<u>(5,975)</u>	<u>(395,596)</u>
At 31 December	<u>348,584</u>	<u>111,234</u>

As at 31 December 2024, inventories amounting to AED 10,431 thousand were pledged as security against borrowings (2023: AED 56,445 thousand) (note 24).

The determination of net realisable value ("NRV") of land plots held for sale is based on external valuations using various valuation methodologies and techniques. Based on the NRV assessment conducted during the year, no write down to NRV on land plots held for sale was recorded (note 33) (2023: land plots held for sale were written down to its NRV by an amount of AED 109,198 thousand).

During the year, Modon Holding PSC (*formerly "Q Holding PSC"*), a subsidiary, transferred lands from investment properties to land plots held for sale amounting to AED 22,799,584 thousand due to change in the management intention towards these land plots, as management intends to sell these plots (note 9).

During the year, the Group transferred AED 45,400 thousand from inventories to property, plant and equipment (2023: nil), as the land will be used for a school building (note 7).

During the year, completed properties with an aggregate value of AED 148,921 thousand were transferred to inventories from development work-in-progress upon completion (2023: AED 44,391 thousand) (note 17).

During the year, land plots held for sale amounting to AED 2,708,535 (2023: AED 882,063 thousand) (note 17) were transferred to development work in progress, as management intends to develop these lands for future sale.

Allowance for slow moving charge for the year has been allocated to the consolidated statement of profit or loss as follows:

	2024 AED'000	2023 AED'000
Cost of revenue (note 33)	2,718	1,061
General and administrative expenses (note 34)	<u>(889)</u>	<u>56,140</u>
	<u>1,829</u>	<u>57,201</u>

As at 31 December 2024 and 31 December 2023, the Group determined the net realisable value of its inventories and conclude that they are stated at the lower of cost and net realisable value.

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14 TRADE AND OTHER RECEIVABLES

	2024 AED '000	2023 AED '000
Trade receivables	25,274,576	14,175,613
Less: allowance for expected credit losses	<u>(1,351,968)</u>	<u>(1,040,561)</u>
	23,922,608	13,135,052
Advances to suppliers, contractors and others	7,473,856	4,167,584
Margin receivables, net ⁽ⁱ⁾	3,535,350	2,736,987
Prepayments	2,235,200	1,210,905
Receivable from partially disposed subsidiaries (note 6.5(a)(D))	1,783,857	-
Advances paid towards investments	1,370,060	434,719
Receivable under sale purchase agreements ⁽ⁱⁱ⁾	1,236,517	1,585,949
Retention receivables, net	1,157,798	1,174,145
Refundable costs on managed projects	432,055	239,567
Accrued interest/ profit receivable	386,180	120,750
Unbilled revenue	195,521	374,787
Receivables relating to project finance	135,063	140,263
Due from security markets	903	4,938
Deposits and other receivables	<u>4,483,635</u>	<u>3,058,077</u>
	48,348,603	28,383,723
Less: non-current portion	<u>(3,405,159)</u>	<u>(2,922,578)</u>
	<u>44,943,444</u>	<u>25,461,145</u>
Non-current portion consists of the following:		
Receivable under sale purchase agreement ⁽ⁱⁱ⁾	857,191	1,236,517
Trade receivables, net of allowance for expected credit losses	2,030,996	1,122,292
Retention receivable, net	44,505	266,012
Receivables relating to project finance	127,829	131,940
Other non-current receivables	<u>344,638</u>	<u>165,817</u>
	<u>3,405,159</u>	<u>2,922,578</u>

(i) Margin receivables relate to receivables from customers from margin trading services. As at 31 December 2024, the securities available in the margin trading account amounted to AED 8,011,757 thousand (2023: AED 7,794,556 thousand), which are held as collateral against the margin receivables. There was no provision for impairment on margin trade receivables as of 31 December 2024 (2023: nil).

(ii) During 2022, the Group entered into an agreement to acquire equity shares. As per the agreement, the Group is entitled to receive a guaranteed return over a period of time reduced by any dividends that may be declared and paid by the investee. Accordingly, the Group recognised a non-current receivable of AED 1.94 billion on the transaction date, using a discount rate of 8%, with a corresponding deferred income.

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14 TRADE AND OTHER RECEIVABLES continued

The average credit period on sale of goods and rendering of services is 30 - 90 days. No interest is charged on the outstanding trade receivables.

The Group measures the loss allowance for trade receivables, contract assets and other receivable at an amount equal to lifetime ECL. The expected credit losses on financial assets and contract assets are estimated using a provision matrix based on the Group's historical credit loss experience and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtor operates and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Below is the information about the credit risk exposure on the Group's trade receivables:

	<i>Total</i>	<i>Not past due</i>	<i><30 days</i>	<i>31-60 days</i>	<i>61-120 days</i>	<i>121-360 days</i>	<i>>360 days</i>
	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>
31 December 2024							
Expected credit loss rate		0.07%	0.43%	3.19%	1.34%	13.77%	25.72%
Estimated total gross carrying amount at default	25,274,576	8,656,799	3,763,929	3,307,622	2,829,032	4,532,545	2,184,649
Life time ECL	1,351,968	6,250	16,041	105,523	37,860	624,320	561,974
31 December 2023							
Expected credit loss rate		0.34%	1.08%	1.92%	1.68%	6.98%	39.25%
Estimated total gross carrying amount at default	14,175,613	6,551,819	1,546,444	1,579,905	1,283,172	965,719	2,248,554
Life time ECL	1,040,561	22,073	16,750	30,269	21,582	67,363	882,524

The movement in the allowance for expected credit losses on trade receivables during the year is as follows:

	2024	2023
	AED '000	AED '000
Balance at 1 January	1,040,561	1,110,771
Acquired in business combinations	232,558	92,456
Charge for the year (note 34)	255,688	34,883
Derecognition of subsidiaries	(20,716)	(141,594)
Transfer from ECL on balances due from related parties (note 37.1)	-	2,985
Foreign exchange differences	(21,384)	(328)
Written off during the year	<u>(134,739)</u>	<u>(58,612)</u>
Balance at 31 December	<u>1,351,968</u>	<u>1,040,561</u>

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31 December 2024

15 LOANS RECEIVABLE

The below loans receivable are as a result of acquisition of Two Point Zero Group LLC during the year. Below are the details of loans receivable as of 31 December 2024:

	<i>Interest rate</i>	<i>Instalment</i>	<i>Maturity</i>	2024 AED'000	2023 AED'000
Loan 1	15%	Bullet payment	October 2028	7,350,000	-
Loan 2	11%	Bullet payment	June 2038	222,419	-
Loan 3	SOFR+6.75%	Multiple	September 2028	165,611	-
Loan 4	EURIBOR+9.25%	Multiple	August 2028	152,888	-
Loan 5	15%	Bullet payment	July 2023	98,422	-
Loan 6	SONIA+8.5%	Multiple	August 2028	96,761	-
Loan 7	8%	Bullet payment	March 2023	55,088	-
Loan 8	10%	Bullet payment	September 2023	54,559	-
				8,195,748	-
Less: allowance for expected credit losses				(103,166)	-
Loans receivable, net				<u>8,092,582</u>	<u>-</u>

For loan 5, an amount of AED 8,447 thousand was converted into preference shares during the year and classified to investments carried at fair value through profit or loss. The remaining balance of AED 98,422 thousand is also convertible to preference shares subject to the regulatory approvals.

For loans 7 and 8, as the payments were not received on their due dates, the Group issued demand letters for the payment and reservation rights on the collateralised assets. Accordingly, during the year, the Group recorded allowance for expected credit losses on these loans amounting to AED 41,315 thousand and AED 35,053 thousand respectively.

Movements in loans receivable are as follows:

	2024 AED'000	2023 AED'000
At 1 January	-	-
Acquired in business combination (note 6.1(a))	8,233,746	-
Additions during the year	3,489	-
Repayments during the year	(19,035)	-
Capitalised interest	20,257	-
Converted into equity ⁽ⁱ⁾	(30,482)	-
Foreign exchange loss	(12,227)	-
At 31 December	<u>8,195,748</u>	<u>-</u>

- (i) As part of a business combination during the year, the Group acquired a loan receivable of AED 22,035 thousand carrying a fixed interest rate of 15% per annum with a maturity of 31 December 2023. Subsequently on 5 April 2024, the Group entered into a subscription agreement to convert the entire loan amount into equity ownership, a process that was completed on 25 April 2024. Accordingly, the loan balance of AED 22,035 thousand and its related interest receivable of AED 3,305 thousand was reclassified as an investment in financial assets. The total value of converted loans, including Loan 5 and the interest receivable, amounting to AED 33,787 thousand, were classified as investments carried at fair value through profit or loss (note 11.2).

The movement in the allowance for expected credit losses on loans receivable during the year is as follows:

	2024 AED'000	2023 AED'000
Balance at 1 January	-	-
Acquired in business combination (note 6.1)	26,798	-
Charge for the year (note 34)	76,368	-
Balance at 31 December	<u>103,166</u>	<u>-</u>

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15 LOANS RECEIVABLE continued

Disclosed in the consolidated statement of financial position as follows:

	2024 AED'000	2023 AED'000
Non-current	8,053,874	-
Current	<u>38,708</u>	<u>-</u>
	<u>8,092,582</u>	<u>-</u>

16 BIOLOGICAL ASSETS

	2024 AED'000	2023 AED'000
<i>Immature livestock</i>		
- Cows	34,921	39,377
- Camels	<u>5,576</u>	<u>6,006</u>
	<u>40,497</u>	<u>45,383</u>
<i>Mature livestock</i>		
- Cows	132,503	46,442
- Camels	<u>5,781</u>	<u>5,598</u>
	<u>138,284</u>	<u>52,040</u>
Plants	292	-
Sheep	15,886	19,039
Chicken	11,559	11,738
Fish, caviar and shrimps	<u>-</u>	<u>67,873</u>
	<u>27,737</u>	<u>98,650</u>
	<u>206,518</u>	<u>196,073</u>

Movement in biological assets is as follows:

	2024 AED'000	2023 AED'000
At 1 January	196,073	84,921
Acquired in business combinations (note 6.1 & 6.2)	71,468	109,536
Additions	74,629	52,568
Depreciation capitalised (note 7)	14,314	16,314
Disposals	(38,353)	(42,915)
Depreciation for the year (note 33)	(40,773)	(16,982)
Change in fair value, net of impairment losses (note 36)	17,867	(7,369)
Transfer to assets held for sale (note 20.2)	<u>(88,707)</u>	<u>-</u>
At 31 December	<u>206,518</u>	<u>196,073</u>

Biological assets are classified in the consolidated statement of financial position as follows:

	2024 AED'000	2023 AED'000
Current	8,946	40,643
Non-current	<u>197,572</u>	<u>155,430</u>
	<u>206,518</u>	<u>196,073</u>

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17 DEVELOPMENT WORK-IN-PROGRESS

Development work-in-progress represents development and construction costs incurred on properties being constructed for sale. Land granted without consideration to the Group is accounted for at nominal value.

Movement during the year is as follows:

	2024 AED '000	2023 AED '000
At 1 January	9,674,319	6,990,398
Acquired in business combinations (note 6.2(b))	-	1,152,558
Development costs incurred during the year	10,693,760	5,284,627
Transferred from property, plant and equipment ⁽ⁱ⁾ (note 7)	40,290	-
Transferred from inventories (note 13)	2,708,535	882,063
Transferred to property, plant and equipment ⁽ⁱⁱ⁾ (note 7)	(33,129)	(22,597)
Transferred to investment properties ⁽ⁱⁱⁱ⁾ (note 9)	(12,934)	(316,531)
Transferred to inventories (note 13)	(148,921)	(44,391)
Recognised in direct costs of properties sold	(9,378,204)	(3,674,913)
Project costs written-off ^(iv) (note 33)	(19,748)	(133,216)
Foreign exchange difference	<u>(953,649)</u>	<u>(443,679)</u>
	12,570,319	9,674,319
Less: provision for impairment	<u>(941,024)</u>	<u>(563,925)</u>
At 31 December	<u>11,629,295</u>	<u>9,110,394</u>

- (i) During the year, the Group transferred land with a carrying value of AED 40,290 thousand (2023: nil) from property, plant and equipment to development work-in-progress due to change in use, as the Group intends to develop the land.
- (ii) During the year, the Group transferred development work-in-progress with a carrying value of AED 33,129 thousand (2023: AED 22,597 thousand) to property, plant and equipment due to change in use, as the Group intends to construct an education building on the land (2023: construct labor camps on the land).
- (iii) During the year, the Group transferred development work-in-progress with a carrying value of AED 12,934 thousand (2023: AED 316,531 thousand) to investment properties due to change in use, as these properties are under development for lease and management intends to lease these properties on completion (2023: same).
- (iv) During the year, project costs of AED 19,748 thousand (2023: AED 133,216 thousand) were written-off. These costs relate to non-viable design/ uses and other costs relating to projects under planning which management considers not feasible to continue.

During the year, net borrowing costs amounting to AED 33,727 thousand were capitalised within development work-in-progress (2023: nil).

Movement in provision for impairment is as follows:

	2024 AED '000	2023 AED '000
At 1 January	563,925	622,850
Charge (reversal) for the year, net ⁽ⁱ⁾ (note 33)	377,099	(52,927)
Write off during the year	<u>-</u>	<u>(5,998)</u>
At 31 December	<u>941,024</u>	<u>563,925</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

17 DEVELOPMENT WORK-IN-PROGRESS continued

- (i) During the year, the Group determined the net realisable value of its development work in progress and concluded that the carrying value was higher than the net realisable value for certain projects and accordingly a net provision of impairment amounting to AED 377,099 thousand was recorded (2023: carrying value lower than net realisable value for certain project and accordingly a net reversal of provision of impairment amounting to AED 52,927 thousand was recorded). The estimates of net realisable values are based on the most reliable evidence available at the reporting date, of the amount that the Group is expected to realise in its ordinary course of business. These estimates also take into consideration the purpose for which the asset is held.

18 CONTRACT ASSETS

Amounts relating to contract assets are balances due from customers under contracts that arise when the Group receives payments from customers in line with a series of performance related milestones. The Group will previously have recognised a contract asset for any work performed. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer.

	2024 AED'000	2023 AED'000
Contract assets ⁽ⁱ⁾	13,571,548	9,088,213
Contract costs ⁽ⁱⁱ⁾	<u>426,879</u>	<u>1,047,327</u>
	13,998,427	10,135,540
Less: allowance for expected credit losses	<u>(184,456)</u>	<u>(158,925)</u>
	<u>13,813,971</u>	<u>9,976,615</u>

- (i) Contract assets mainly comprise of the following

	2024 AED'000	2023 AED'000
Contract assets from construction projects	6,168,247	4,111,530
Contract assets from sale of properties	4,698,240	1,845,743
Contract assets from dredging and marine works	1,056,545	2,258,130
Others	<u>1,648,516</u>	<u>872,810</u>
	<u>13,571,548</u>	<u>9,088,213</u>

- (ii) Contract costs represent costs incurred on projects, on which the Group is not contractually entitled to recognise revenue until various work packages are completed and handed over.

The movement in the allowance for expected credit loss against contract assets during the year is as follows:

	2024 AED'000	2023 AED'000
At 1 January	158,925	89,970
Acquired in business combination	9,540	2,000
Charge for the year, net (note 34)	15,991	69,573
Written off during the year	<u>-</u>	<u>(2,618)</u>
At 31 December	<u>184,456</u>	<u>158,925</u>

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19 CASH AND CASH EQUIVALENTS

	2024 AED '000	2023 AED '000
Cash on hand	75,558	45,112
<i>Bank balances:</i>		
Current and call accounts	32,501,688	16,618,902
Group's bank accounts for clients' deposits ⁽ⁱ⁾	1,887,219	5,485,675
Term deposits	19,535,020	11,142,343
Margin accounts	134,922	94,242
Wakala deposits with Islamic financial institutions	1,077,936	563,286
Less: allowance for expected credit loss	<u>(135)</u>	<u>(31,001)</u>
Cash and bank balances	55,212,208	33,918,559
Less: term deposits and margin accounts with an original maturity of more than three months	(4,060,509)	(3,335,165)
Less: restricted cash ⁽ⁱⁱ⁾	(9,212,578)	(8,020,227)
Less: Wakala deposits with Islamic financial institutions	(443,450)	(242,572)
Less: Group's bank accounts for clients' deposits	(1,887,219)	(5,485,675)
Less: bank overdrafts (note 26)	<u>(1,698,484)</u>	<u>(787,676)</u>
	37,909,968	16,047,244
Add: cash and bank balances attributable to a subsidiary held for sale (note 20.2)	<u>10,625</u>	<u>36,394</u>
Cash and cash equivalents	<u>37,920,593</u>	<u>16,083,638</u>

(i) In accordance with the regulations issued by the Emirates Securities and Commodities Authority ("ESCA"), a subsidiary of the Group maintains separate bank accounts for advances received from its customers ("clients' deposits"). The clients' deposits are not available to the Group other than to settle transactions executed on behalf of the customers. Although the use of the clients' deposits by the Group is restricted, they have been presented on the consolidated statement of financial position as notified by ESCA.

(ii) Restricted cash mainly includes an amount of AED 6,181,220 thousand (2023: AED 6,624,183 thousand), which are deposited into escrow accounts representing cash received from customers against the sale of development properties. The remaining balance of restricted cash mainly represent balances designated against government projects and dividends payable for which separate bank accounts are maintained.

Term deposits are placed with commercial banks. These are mainly denominated in the UAE Dirhams and earn interest at market rates. These deposits have original maturity between 1 to 12 months.

Balances with banks are assessed to have low credit risk since they are highly regulated by the central banks of the respective countries. Accordingly, the Group estimates the loss allowance on balances with banks at an amount equal to 12-month ECL. None of the balances with banks are past due and taking into account the historical default experience and the current credit ratings of the bank, impairment loss allowances of AED 135 thousand (2023: AED 31,001 thousand) is considered sufficient. During the year, ECL of AED 60 thousand was acquired as part of business combinations, which is netted off by net reversals of AED 30,926 thousand (note 34) (2023: charge of AED 3,939 thousand netted off by AED 3,992 thousand from derecognition of a subsidiary).

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20 DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE

	2024 AED '000	2023 AED '000
Assets held for sale – buildings (note 20.1)	117,130	-
Discontinued operations (note 20.2)	850,904	1,348,827
Less: write down to net realisable value (note 34)	<u>(183,481)</u>	<u>-</u>
Discontinued operations, net of write down	<u>667,423</u>	<u>1,348,827</u>
Assets held for sale - total	<u>784,553</u>	<u>1,348,827</u>
Liabilities directly associated with assets held for sale (note 20.2)	<u>77,248</u>	<u>41,986</u>

20.1 Assets held for sale – building

On 5 November 2024, the Board of Directors of Emirates Driving Company PJSC, a subsidiary, approved the plan to sell a building located in Saadiyat Island. The sale of the building is expected to be completed within one year from the reporting date. Accordingly, the building previously classified as investment properties was transferred to assets held for sale in accordance with IFRS 5 Non-Current Asset Held for Sale and Discontinued Operations.

The movement during the year is as follows:

	2024 AED '000	2023 AED '000
At 1 January	-	1,256,424
Transfer from investment properties (note 9)	117,130	-
Completed sales during the year ⁽ⁱ⁾	<u>-</u>	<u>(1,256,424)</u>
At 31 December	<u>117,130</u>	<u>-</u>

- (i) Al Tamouh Investments Company LLC, a subsidiary, entered into a sale and purchase agreement in respect of one of its assets having a net book value of AED 385,119 thousand. Further, Modon Holding PSC (formerly “Q Holding PSC”), a subsidiary, committed based on a sale and purchase agreement to sell its property, plant and equipment and investment properties relating to the Traditional Souq project with a net book value of AED 871,305 thousand. During 2023, both sales with a value of AED 1,256,424 thousand were completed, resulting in a gain of AED 218,348 thousand (note 36).

20.2 Discontinued operations*Paragon Mall LLC (“Paragon”)*

On 31 October 2020, the Group signed a sale and purchase agreement to sell a subsidiary, Paragon Mall LLC. During 2021, a loan amounting to AED 242,422 thousand was settled, in order to meet one of the conditions precedent set in the sale and purchase agreement. As at 31 December 2024, the sale was not completed.

Holiday Inn Abu Dhabi (“Holiday Inn”)

Holiday Inn Abu Dhabi, a subsidiary classified as held for sale, became part of the Group as a result of the acquisition of Modon Holding PSC (formerly “Q Holding PSC”) in 2021. Prior to acquisition, the buyer and Modon Holding PSC (formerly “Q Holding PSC”) entered into a sale and purchase agreement for the sale of Holiday Inn and accordingly, the subsidiary was classified under discontinued operations. The disposal was completed during the year with effect from 31 August 2024 (note 6.4(a)).

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20 DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE continued**20.2 Discontinued operations continued***Transcend Blocker, INC (“Transcend”)*

During 2023, the Group decided to dispose of Transcend Blocker INC., a subsidiary, therefore classifying it under discontinued operations. During the year, the sale of Transcend was completed with effect from 9 January 2024 (note 6.4(a)).

ADH Energy RSC LTD

During the year, the Board of Directors of Alpha Dhabi Holding PJSC, a subsidiary, approved the sale of ADH Energy RSC LTD to Enersol RSC Ltd (“Enersol”), a joint venture, which was subsequently approved by the Board of Directors of Enersol on 28 February 2024 and accordingly being classified under discontinued operations. The disposal was completed during the year with effect from 30 December 2024 (note 6.4(a)).

Al Jaraf Fisheries LLC (“Al Jaraf Fisheries”) and Arena Stuart Rentals Inc. (“ASR”)

As of 31 December 2024, the Board of Directors of Ghitha Holding PJSC and Arena Events Group Limited, both subsidiaries of the Group, approved the plan to sell their respective shareholding in Al Jaraf Fisheries LLC and Arena Stuart Rentals Inc., therefore classifying them under discontinued operations in accordance with IFRS 5 Non-Current Asset Held for Sale and Discontinued Operations. The management of both entities are actively looking for buyers and the transactions are expected to be completed within a year from the reporting date. The non-financial assets of Al Jaraf Fisheries LLC have been written down to their net realisable value by an amount of AED 183,481 thousand.

The carrying value of the assets and liabilities of each discontinued operations as of 31 December 2024 and 2023 are as follows:

	<i>Paragon</i>	<i>Al Jaraf</i>	<i>ASR</i>	<i>Total</i>	<i>Paragon</i>	<i>Holiday Inn</i>	<i>Transcend</i>	<i>Total</i>
	<i>2024</i>	<i>2024</i>	<i>2024</i>	<i>2024</i>	<i>2023</i>	<i>2023</i>	<i>2023</i>	<i>2023</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Assets								
Property, plant and equipment	503,096	184,419	14,213	701,728	503,096	162,080	-	665,176
Intangible assets and goodwill	-	173	2,149	2,322	-	-	-	-
Right-of-use assets	-	12,421	-	12,421	-	-	-	-
Investment in associates and joint ventures	-	-	-	-	-	-	626,061	626,061
Trade and other receivables	9,859	16,199	6,014	32,072	9,859	5,930	5,093	20,882
Inventories	-	3,029	-	3,029	-	223	-	223
Biological assets	-	88,707	-	88,707	-	-	-	-
Due from related parties	-	-	-	-	-	91	-	91
Cash and bank balances	-	1,280	9,345	10,625	-	2,048	34,346	36,394
Total assets	512,955	306,228	31,721	850,904	512,955	170,372	665,500	1,348,827
Liabilities								
Employees' end of service benefits	-	897	-	897	-	867	-	867
Lease liabilities	-	15,457	-	15,457	-	-	-	-
Contract liabilities	408	-	741	1,149	408	-	-	408
Deferred tax liabilities	-	-	8,710	8,710	-	-	-	-
Due to related parties	-	250	-	250	-	-	-	-
Trade and other payables	-	46,143	4,642	50,785	-	6,740	33,971	40,711
Total liabilities	408	62,747	14,093	77,248	408	7,607	33,971	41,986
NET ASSETS	512,547	243,481	17,628	773,656	512,547	162,765	631,529	1,306,841

A building relating to Holiday Inn classified under property, plant and equipment with a carrying value of AED 162,080 thousand for the year ended 31 December 2023 was mortgaged as security against borrowings. For the year ended 31 December 2024, there were no assets mortgaged as securities as Holiday Inn sale was completed during the year.

The results of operations of the discontinued subsidiaries were not segregated on the face of the consolidated statement of profit or loss, as the amounts were insignificant.

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21 SHARE CAPITAL

	2024 AED '000	2023 AED '000
Authorised, issued and fully paid		
2,193,540 thousand shares of AED 1 each		
(31 December 2023: 2,193,540 thousand shares of AED 1 each)	<u>2,193,540</u>	<u>2,193,540</u>

In the Annual General Meeting held on 19 April 2023, the shareholders approved the transfer of AED 127,639,366 thousand from share premium to merger, acquisition and other reserves and the transfer of AED 23,549,461 thousand from share premium to retained earnings.

22 STATUTORY RESERVE

In accordance with UAE Federal Law No. (32) of 2021 and the Company's Articles of Association, the Company has established a statutory reserve by appropriation of 10% of profit for each year until the reserve equals 50% of the share capital. This reserve is not available for distribution except as stipulated by the Law.

23 TREASURY SHARES

During the year, the Company repurchased 2,918,854 of its own shares under a share buyback program approved in the General Assembly Meeting held on 20 June 2024. The approved buyback program allows the Company to repurchase AED 5,000,000 thousand worth of its own shares. The repurchased shares are classified as treasury shares and presented as a deduction from equity in the consolidated statement of financial position.

As at 31 December 2024, the Company held 2,918,854 treasury shares, representing 0.13% of the issued share capital, with a total cost of AED 1,199,016 thousand.

24 OTHER EQUITY INSTRUMENTS

Other equity instruments comprise of hybrid equity instruments issued by Aldar Investment Properties LLC, a subsidiary, with a balance of AED 1,815,646 thousand as at 31 December 2024 (2023: AED 1,815,646 thousand) (note 24.1) and advances of AED 12,921,165 thousand received during the year from potential investors by Two Point Zero Group LLC ("Two Point Zero"), a subsidiary, that will be converted into Two Point Zero shares at a future date. The advances do not guarantee any specific yield or return, and the investors will not be able to claim back the advances or any return thereon. Therefore, the advances are classified as equity instruments in line with the requirements of IAS 32 Financial Instruments: Presentation.

24.1 HYBRID EQUITY INSTRUMENTS

Aldar Investment Properties LLC, a subsidiary, had issued hybrid equity instruments in two tranches to an investor ("Noteholder") worth USD 500 million (the "Notes"). The first tranche amounting to USD 310.5 million was received during March 2022 and the second tranche of USD 189.5 million was received during April 2022.

Issuance period	Issued amount	Coupon rate
March 2022	USD 310.5 million (AED 1,140 million)	Fixed interest of 5.625% with a reset after 15 years
April 2022	USD 189.5 million (AED 696 million)	Fixed interest of 5.625% with a reset after 15 years

As per the terms of the agreement, the Notes do not have any maturity date and the Group may elect at its sole discretion not to pay interest on the Note and the Noteholder does not have a right to claim such interest. Such event will not be considered an Event of Default. Pursuant to the terms and conditions of the agreement, the instrument is classified as hybrid equity instrument in line with the requirements of *IAS 32 Financial Instruments: Presentation*.

Transaction costs of AED 22,016 thousand related to issuance of the Notes were recorded directly in equity.

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24 OTHER EQUITY INSTRUMENTS continued**24.1 HYBRID EQUITY INSTRUMENTS** continued

The movement in hybrid equity instruments net off transaction costs is as follows:

	2024 AED '000	2023 AED '000
At 1 January and 31 December	<u>1,815,646</u>	<u>1,815,646</u>

During the year, the Group paid a coupon amounting to AED 103,289 thousand (2023: AED 103,289 thousand) on the hybrid instrument.

25 EMPLOYEES' END OF SERVICE BENEFITS

	2024 AED '000	2023 AED '000
At 1 January	1,515,587	2,771,254
Acquired in business combinations (note 6.1 & 6.2)	174,892	212,894
Charge for the year	546,285	335,696
Derecognition on disposal of subsidiaries (note 6.4)	(10,920)	(1,541,480)
Paid during the year	(269,454)	(263,458)
Transferred as part of discontinued operations (note 20.2)	(897)	-
Transferred from related parties	4,493	681
Others	(9,727)	-
Foreign exchange difference	<u>(5)</u>	<u>-</u>
	<u>1,950,254</u>	<u>1,515,587</u>

26 BORROWINGS

Movement in borrowings during the year is as follows:

	2024 AED '000	2023 AED '000
Balance at 1 January	43,029,887	36,357,766
Acquired in business combinations (note 6.1 & 6.2)	12,103,143	913,801
Drawdowns during the year	29,045,464	18,088,956
Derecognition of subsidiaries (note 6.4)	(28,917)	(293,131)
Foreign exchange difference	(474,389)	(119,911)
Repayments during the year	<u>(18,703,394)</u>	<u>(11,917,594)</u>
	64,971,794	43,029,887
Less: unamortised transaction cost	<u>(75,967)</u>	<u>(59,711)</u>
Balance at 31 December	<u>64,895,827</u>	<u>42,970,176</u>

Disclosed in the consolidated statement of financial position as follows:

Non-current portion	46,321,782	36,624,557
Current portion	<u>18,574,045</u>	<u>6,345,619</u>
	<u>64,895,827</u>	<u>42,970,176</u>

International Holding Company PJSC

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26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED '000</i>	<i>2023 AED '000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 1	EIBOR + 3%	March 2025	-	25,790	Quarterly	To finance the construction of a factory	Corporate guarantee and mortgage over the asset
Term loan 2	EIBOR + 1.85%	December 2024	-	74,864	Annual	To finance the construction of a plant	Personal guarantee of a related party and mortgage of the asset
Term loan 3	EIBOR + 1.85%	September 2030	71,081	83,656	Quarterly	To finance the construction of a plant	Mortgage over the asset and an irrevocable corporate guarantee of a related party
Term loan 4	EIBOR + 1.85%	December 2027	112,210	129,830	Quarterly	To finance the construction of a plant	Mortgage over the asset and an irrevocable corporate guarantee of a related party
Term loan 5	3.35%	August 2027	51,855	35,836	Monthly	To finance the purchase of motor vehicles	Updated cheque drawn on customer account, general assignment of receivables proceeds in favor of the bank, assignment of insurance policy over financed motorcycles and motor vehicles
Term loan 6	3.25%	November 2024	-	1,069	Monthly	To finance the purchase of motor vehicles	Updated cheque drawn on customer account, general assignment of receivables and proceeds in favor of the bank
Term loan 7	EIBOR + 2.4%	September 2024	-	43,153	Quarterly	Project financing	Assignment of project proceeds and first degree mortgage over certain properties
Term loan 8	EIBOR + 1.3%	March 2029	170,375	192,049	Quarterly	To finance the construction of residential apartments	Assignment of property proceeds and a first-degree mortgage over the asset
Term loan 9	EIBOR + 2%	September 2025	10,740	21,344	Semi- annual	Project financing	Corporate guarantees of related parties, mortgage over certain properties, including assignment of insurance policy of and rental proceeds from the mortgaged properties
Term Loan 10	3.75% up to 31 December 2023 and subsequently EIBOR + 2%	December 2028	212,407	223,622	Quarterly	General corporate purpose	First degree mortgage over a plot of land, irrevocable corporate guarantee and irrevocable assignment of project profits pertaining to the 1,500 Government Villa West Baniyas Project (as and when the project is awarded)
Term Loan 11	EIBOR + 2.5% (minimum 3%)	June 2030	-	107,623	Quarterly	General corporate purpose	Unsecured

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED '000</i>	<i>2023 AED '000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term Loan 12	EIBOR + 2.5%	October 2026	30,612	54,613	Quarterly	Construction of factory building	Irrevocable corporate guarantees and mortgage over certain properties, including assignment of insurance policy of the mortgaged properties
Term Loan 13	EIBOR + 2.25%	December 2023	-	6,000	Quarterly	Project financing	Projects proceeds
Term Loan 14	LIBOR + 0.90%	March 2027	580,285	844,721	Quarterly	Project financing	Mortgage of property, plant and equipment
Term Loan 15	EIBOR + 1.15%	December 2026	153,414	185,414	Quarterly	To finance the purchase of a machinery	Mortgage over the asset acquired and assignment of insurance policy of the asset acquired
Term Loan 16	2.75%	December 2025	123,831	158,151	Annual	To finance purchase of a hotel	Mortgage over the assets
Term Loan 17	2.5%	October 2028	367,250	367,568	Semi-annual	To finance construction of a factory	Unsecured
Term Loan 18	EIBOR + 1.85%	February 2028	144,641	179,445	Semi-annual	To finance purchase of a hotel	Mortgage over the asset, including assignment of insurance policy of the mortgaged asset
Term Loan 19	2%	April 2024	-	1,500,000	Bullet payment on maturity	To finance the investment in financial asset	Custody of financial instruments covering minimum of 200% of the facility amount and assignment of related dividend proceeds
Term Loan 20	3.6% - EIBOR + 1.9%	December 2029	107,240	113,884	Quarterly	To finance the purchase of equipment and vehicles	Corporate guarantees and mortgage over the assets
Term Loan 21	EIBOR +2%	February 2027	39,375	56,874	Quarterly	To finance the construction of warehouse	Pledge and hypothecation of inventories and movables over stocks and deed of assignment of receivables
Term loan 22	3.4%	September 2024	-	71	Monthly	To finance the purchase of vehicles	Mortgage over the asset
Term loan 23	LIBOR + 2.25%	January 2032	191,132	191,298	Quarterly	Project financing	Mortgage of investment property
Term loan 24	2.85% - EIBOR + 3.5%	February 2027	2,079,354	2,079,354	Two equal instalments during 2025 and 2027	Investment purposes	Pledge of shares covering minimum of 200% of the facility amount and assignment of related dividends

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED '000</i>	<i>2023 AED '000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 25	EIBOR + 1.70%	May 2027	4,500,000	4,500,000	Two equal instalments during May 2025 and May 2027	Investment purposes	Pledge of shares covering minimum of 154% of the facility amount
Term loan 26	EIBOR + 0.88%	May 2032	344,346	390,257	Quarterly	Finance acquisition of vessels	Mortgage of vessel acquired
Term loan 27	EIBOR + 1%	March 2025	81	419,949	Revolving facility	General corporate purposes	Unsecured
Term loan 28	EIBOR + 2%	March 2025	548,309	(3,995)	Revolving facility	General corporate purposes	Unsecured
Term loan 29	EIBOR + 1.2%	March 2027	(3,102)	(4,404)	Revolving facility	General corporate purposes	Unsecured
Term loan 30	EIBOR + 1%	March 2025	5,145	469,320	Revolving facility	General corporate purposes	Unsecured
Term loan 31	EIBOR + 1%	March 2027	(3,954)	(6,165)	Revolving facility	General corporate purposes	Unsecured
Term loan 32	EIBOR + 1%	March 2027	(3,011)	(4,237)	Revolving facility	General corporate purposes	Unsecured
Term loan 33	EIBOR + 1%	June 2026	3,175	298,104	Revolving facility	General corporate purposes	Mortgage of retail and commercial properties
Term loan 34	CBE Corridor + 0.9%	October 2027	25,288	65,304	Quarterly	Project financing	Mortgage of property, assignment of receivables and insurance policies
Term loan 35	CBE Corridor + 1.2% - 1.5%	December 2031	85,343	149,241	Quarterly	Project financing	Mortgage of property, assignment of receivables and insurance policies
Term loan 36	CBE Corridor + 0.7%	December 2030	57,823	55,935	Quarterly	Project financing	Mortgage of property, assignment of receivables and insurance policies
Term loan 37	CBE Corridor + 0.7% - 0.85%	June 2027	-	31,342	Quarterly	Project financing	Mortgage of property, assignment of receivables and insurance policies

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED'000</i>	<i>2023 AED'000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 38	CBE Corridor + 1%	June 2028	7,060	26,429	Bullet payment on maturity	Project financing and general corporate purposes	Mortgage of property, assignment of receivables and insurance policies
Term loan 39	3.32%	December 2028	743,652	845,960	Semi-annual	To refinance existing debts	Mortgage of properties and pledge of shares
Term loan 40	EIBOR + 2.50%	January 2027	-	99,776	Semi-annual	To finance construction project	Mortgage of land plot
Term loan 41	EIBOR + 2.50%	January 2030	56,361	63,951	Semi-annual	To finance construction project	Mortgage of land plot
Term loan 42	EIBOR + 1.75%	February 2027	309,268	309,268	Two equal instalments one in 2025 and the second in 2027	Investment purposes	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 43	3.5%	April 2027	3,675,000	3,675,000	Two equal instalments one in April 2025 and the second in April 2027	Investment purposes	Pledge of shares covering minimum of 200% of the facility amount
Term loan 44	3.5%	April 2027	3,675,000	3,675,000	Two equal instalments one in April 2025 and the second in April 2027	Investment purposes	Pledge of shares covering minimum of 200% of the facility amount
Term loan 45	EIBOR +0.95%	September 2027	995,460	994,920	Bullet payment on maturity	General corporate purposes	Unsecured
Term loan 46	EIBOR +0.9%	September 2027	499,140	498,041	Revolving facility	General corporate purposes	Unsecured
Term loan 47	EIBOR +0.95%	September 2027	995,727	995,009	Bullet payment on maturity	General corporate purposes	Unsecured
Term loan 48	5%	December 2028	5,237	688	Monthly	To support working capital	Post dated cheques.

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED '000</i>	<i>2023 AED '000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 49	EIBOR+2%	November 2026	15,717	16,308	Monthly	To fund acquisition of new subsidiary	Corporate guarantee of subsidiaries of the Company.
Term loan 50	EIBOR+2%	December 2027	51,695	11,279	Monthly	To finance purchase of motor vehicle	Mortgage over the asset.
Term loan 51	3.88%	July 2027	5,997,838	5,996,988	Two equal bullet payments on July 2025 and July 2027	To finance the acquisition of investments	Pledge of shares covering minimum of 200% of the facility amount.
Term loan 52	3.88%	August 2025	500,000	1,000,000	Two equal bullet payments on February 2024 and August 2025	To finance the acquisition of investments.	Pledge of shares covering minimum of 200% of the facility amount.
Term loan 53	4.2%	August 2027	496,814	496,744	Two equal bullet payments on September 2025 and August 2027.	To finance the acquisition of investments	Pledge of shares covering minimum of 200% of the facility amount
Term loan 54	EIBOR + 0.85%	September 2025	166,585	333,134	Semi-annual	To finance the acquisition of investments	Pledge of shares covering minimum of 200% of the facility amount
Term loan 55	4.99%	December 2027	300,000	400,000	Annual	Investment purposes	Mortgage over the acquired investment and assignment of related dividends
Term loan 56	EIBOR + 0.95%	September 2027	4,026	398,058	Bullet payment on maturity.	General corporate purposes	Unsecured
Term loan 57	EIBOR + 0.95%	November 2027	(532)	499,555	Bullet payment on maturity.	General corporate purposes	Mortgage of commercial properties
Term loan 58	EIBOR +1.55%	February 2027	367,500	367,500	Two equal instalments in February 2025 and February 2027	Acquisition of vessels	Pledge of shares covering minimum of 200% of the facility amount and assignment of related dividends
Term loan 59	5.03%	December 2027	450,000	600,000	Annual	Investment purposes	Pledge of acquired investments.

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED '000</i>	<i>2023 AED '000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 60	EIBOR + 4.50 % (minimum of 6%)	September 2024	-	303	Monthly	To finance the working capital	Corporate and personal guarantee
Term loan 61	EIBOR + 1.50%	July 2030	316,960	354,960	Fixed Monthly.	Investment purposes	Pledge of shares and corporate guarantee
Term loan 62	EIBOR + 1.10%	January 2028	800,000	400,000	Bullet payment on maturity	To finance construction project	Pledge of shares
Term loan 63	2.75%	April 2027	1,006	862	Monthly	To finance purchase of motor vehicle	Mortgage of vehicles
Term loan 64	EIBOR + 1.70%	May 2024	420	447	Bullet payment on maturity	General corporate purposes	Unsecured
Term loan 65	EIBOR + 1% +3%	May 2028	1,545,000	1,545,000	Two equal instalments during May 2026 and May 2028	Investment purposes	Pledge of shares
Term loan 66	EIBOR + 1.5%	May 2028	3,491,900	480,000	Quarterly	Investment purposes	Pledge of shares
Term loan 67	EIBOR + 0.91% (minimum 3%)	December 2029	3,484,374	490,000	Annual	To finance the working capital	Pledge of shares covering minimum of 165% of the facility amount
Term loan 68	EIBOR + 0.91% (minimum 3%)	December 2029	300,000	375,000	Annual	Investment purposes	Pledge of shares covering minimum of 165% of the facility amount
Term loan 69	EIBOR +1.25%	September 2028	120,000	150,000	Annual	Finance the acquisition of a subsidiary	Unsecured
Term loan 70	7.35%	August 2027	76	104	Monthly	To finance the working capital	Post dated cheques
Term loan 71	SOFR + 2.3%	November 2026	351,384	275,500	Bullet payment on maturity	To finance the working capital	Mortgage over the asset
Term loan 72	EIBOR +0.85%	March 2026	499,723	832,823	Semi-annual	To finance the acquisition of investments	Pledge of shares covering minimum of 200% of the facility amount

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED '000</i>	<i>2023 AED '000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 73	EIBOR +0.85%	June 2026	94,936	158,226	Semi annual	To finance the acquisition of investments	Pledge of shares covering minimum of 200% of the facility amount
Term loan 74	EIBOR +0.85%	September 2026	206,542	309,803	Semi annual	To finance the acquisition of investments	Pledge of shares covering minimum of 200% of the facility amount
Term loan 75	3.35%	October 2026	1,602	3,040	Monthly	To finance purchase of motor vehicle	Post dated cheques
Term loan 76	EIBOR + 1.5%	November 2027	25,300	38,300	Quarterly	To finance the purchase of a factory premises	Mortgage over the assets
Term loan 77	CBE Corridor + 0.80%	December 2030	33,236	54,619	Quarterly	General corporate purposes	Commercial properties including land
Term loan 78	EIBOR + 0.85%	March 2029	(1,655)	498,687	Quarterly	General corporate purposes	Unsecured
Term loan 79	EIBOR + 0.70%	Various	499,057	299,271	Revolving facility	General corporate purposes	Unsecured
Term loan 80	EIBOR + 0.90%	June 2030	197,503	197,593	Quarterly	General corporate purposes	Unsecured
Term loan 81	SONIA + 2.95%	March 2028	1,342,620	529,415	Quarterly	General corporate purposes	Unsecured
Term loan 82	EIBOR + 0.70%	January 2024	(797)	102	Quarterly	General corporate purposes	Unsecured
Term loan 83	EIBOR + 0.75%	December 2028	995,743	(4,917)	Revolving facility	General corporate purposes	Unsecured
Term loan 84	20.00%	January 2026	-	5,395	Monthly	To fund the working capital	Equity terms placed upon the debt
Term loan 85	6.5%	April 2024	-	245	Monthly	Working capital requirements	Post dated cheques

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED '000</i>	<i>2023 AED '000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 86	5%	January 2025	-	2,369	Monthly	Working capital requirements	Assignment of contractor's vehicle insurance policy in favor of the bank, mortgage of vehicle favoring the bank and a security cheque drawn in favour of the bank.
Term loan 87	EIBOR + 1.85%	November 2029	33,000	33,000	Quarterly	To finance the construction of a plant	Mortgage of plant and machineries of the district cooling plant and an irrevocable corporate guarantee
Term loan 88	4.95%	January 2024	-	111,793	Quarterly	General corporate purposes	Unsecured
Term loan 89	EIBOR +0.91%	January 2028	353,000	365,000	Annual	Investment purposes	Mortgage over the acquired investment and assignment of related dividends
Term loan 90	EIBOR +0.75%	May 2026	23,945	34,860	Monthly	Project financing	Corporate guarantee
Term loan 91	EIBOR + 1.4%	December 2028	23,050	-	Quarterly	Working capital requirements	Mortgage over the assets
Term loan 92	EIBOR + 1.15%	February 2029	895,645	-	Bullet payment on maturity	To finance the acquisition of investments	Pledge of equity shares
Term loan 93	EIBOR + 1.15%	March 2029	75,000	-	Bullet payment on maturity	To finance the acquisition of investments	Pledge of equity shares
Term loan 94	EIBOR + 1.55%	January 2029	31,300	-	Two equal instalments during 2027 and 2029	Construction of vessels	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 95	EIBOR + 1.55%	January 2029	72,000	-	Two equal instalments during 2027 and 2029	Construction of vessels	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 96	EIBOR + 1.4%	January 2029	67,848	-	Quarterly	General corporate purposes	Corporate guarantee
Term loan 97	EIBOR + 1.4%	March 2032	211,660	-	Semi annual	To fund acquisition of a subsidiary	Guarantees from subsidiaries and assignment of collection

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED '000</i>	<i>2023 AED '000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 98	EIBOR + 1.55%	April 2029	16,100	-	Two equal instalments during 2027 and 2029	Construction of vessels	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 99	EIBOR + 1.55%	April 2029	16,100	-	Two equal instalments during 2027 and 2029	Construction of vessels	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 100	EIBOR + 1.55%	April 2029	32,200	-	Two equal instalments during 2027 and 2029	Construction of vessels	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 101	EIBOR + 1.55%	June 2029	15,620	-	Two equal instalments during 2027 and 2029	Construction of vessels	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 102	EIBOR + 1%	On demand	100,000	-	Revolving facility	General Corporate purposes	Pledge of equity shares
Term loan 103	4.58%	May 2025	3,000	-	Bullet payment on maturity	Investment purposes	Mortgage over the assets
Term loan 104	1.25% + SONIA	December 2025	276,066	-	Bullet payment on maturity	Project financing	Mortgage over the assets
Term loan 105	EIBOR + 1%	June 2027	446,000	-	Annual	To finance the working capital	Pledge of shares covering minimum of 165% of the facility amount
Term loan 106	EIBOR + 0.75%	May 2029	995,280	-	Quarterly	General corporate purposes	Unsecured
Term loan 107	EIBOR +3.5% (minimum 5%)	June 2027	26,241	-	Semi-annual	To fund the working capital	Unsecured
Term loan 108	2.38% - 6.42%	November 2029	9,127,690	-	Bullet payment on maturity	Investment purposes	Unsecured

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED'000</i>	<i>2023 AED'000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 109	SONIA +2.05%	December 2026	446,133	-	Bullet payment on maturity	Working capital requirements	Mortgage over the asset
Term loan 110	SONIA +2.05%	August 2027	230,055	-	Bullet payment on maturity	Working capital requirements	Pledge of investment property
Term loan 111	8.36%	December 2027	477,318	-	Bullet payment on maturity	Project financing.	Unsecured
Term loan 112	Interest free	March 2029	28,863	-	Annual	Working capital requirements	Unsecured
Term loan 113	EIBOR+2.5%	March 2027	2,258	-	Annual	Working capital requirements	Pledge of investment property and assignment of rental income
Term loan 114	EIBOR+2.75% (maximum 5%)	March 2027	4,137	-	Annual	Working capital requirements	Pledge of investment property and assignment of rental income
Term loan 115	5.50%	January 2027	490	-	Monthly	To finance purchase of motor vehicle.	Mortgage over the asset
Term loan 116	5%	February 2025	7,173	-	Bullet payment on maturity	Project financing	Corporate guarantee, security cheque and assignment of receivables
Term loan 117	EIBOR+2.25% - 6%	August 2028	103,236	-	Monthly	Project financing	Mortgage over the assets
Term loan 118	11%	July 2026	10,451	-	Annual	Working capital requirements	Corporate guarantee
Term loan 119	SOFR + 8%	December 2035	355,949	-	Payment upon maturity	Working capital requirements	Unsecured
Term loan 120	EIBOR + 1%	December 2029	272,345	-	Quarterly	General Corporate purposes	Unsecured
Term loan 121	EIBOR + 1.1%	July 2032	115,444	-	Quarterly	To finance the construction of a plant	Mortgage of plant and machineries of the district cooling plant and an irrevocable corporate guarantee

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED'000</i>	<i>2023 AED'000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Term loan 122	EIBOR + 1.1%	September 2034	73,566	-	Quarterly	To finance the construction of a plant	Mortgage of plant and machineries of the district cooling plant and an irrevocable corporate guarantee
Term loan 123	EIBOR + 1.55%	July 2029	15,620	-	Two equal instalments during 2027 and 2029	Construction of vessels	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 124	EIBOR + 1.55%	July 2029	4,700	-	Two equal instalments during 2027 and 2029	Working capital requirements	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 125	EIBOR + 1.55%	July 2029	100,000	-	Two equal instalments during 2027 and 2029	Construction of vessels	Pledge of shares covering minimum of 170% of the facility amount and assignment of related dividends
Term loan 126	EIBOR + 0.85%	July 2029	1,492,997	-	Quarterly	General Corporate purposes	Unsecured
Term loan 127	EIBOR + 0.85%	July 2029	412,625	-	Quarterly	General Corporate purposes	Unsecured
Term loan 128	EIBOR + 0.85%	July 2028	65,026	-	Quarterly	Project financing	Assignment of all risk insurance policy
Term loan 129	EIBOR + 1.25%	November 2029	55,000	-	Annual	Finance the acquisition of a subsidiary	Unsecured
Term loan 130	EIBOR + 1.25%	October 2027	35,000	-	Semi-annual	Working capital requirements	Unsecured
Term loan 131	5.75%	January 2028	17,720	-	Quarterly	Project financing	Unsecured
Term loan 132	EIBOR + 1.80%	December 2029	165,507	-	Quarterly	To purchase of assets	Corporate guarantee
Term loan 133	EIBOR + 1.80%	December 2029	175,183	-	Quarterly	To purchase of assets	Corporate guarantee
Term loan 134	4.15%	June 2029	49,211	-	Quarterly	General corporate purposes	Assignment of proceeds from project

International Holding Company PJSC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>2024 AED'000</i>	<i>2023 AED'000</i>	<i>Instalments</i>	<i>Purpose</i>	<i>Security</i>
Short term loan I	EIBOR + 1.5%	30 days - 150 days	19,729	10,576	Bullet payment on maturity.	Working capital requirements	Corporate guarantee
Short term loan II	EIBOR + 2% (minimum 4.5 %)	April 2024	-	8,024	120 days maturity from invoice date	To support working capital	10% Cash margin to be maintained
Short term loan III	3%-5.51%	February 2025	26	1,007	Monthly	To finance purchase of motor vehicle	Mortgage over the assets
Short term loan IV	EIBOR + 0.9%	Revolving	42,435	-	90 - 120 days from draw down	Working capital requirements	Unsecured
Short term loan V	SOFR+1.36%	Short term	110,332	-	-	Working capital requirements	Corporate guarantee
Short term loan VI	SOFR+1.36%	Short term	246,823	-	-	Financing the procurement of copper cathodes	Corporate guarantee
Short term loan VII	Interest free	May 2025	91,875	-	180 days from drawdown	Investment purposes	Unsecured
Credit facility	Variable (CBE Corridor Plus)	Various	1,082,152	-	Monthly	Funding client portfolios	Against client portfolios and corporate guarantees
Trust receipts	Various rates	Various	425,496	280,605			
Bank overdraft	EIBOR + margin	90 to 180 days	1,698,484	787,676		To meet working capital requirements and daily operations	Partially secured against approved payment certificates
Total borrowings			<u>64,895,827</u>	<u>42,970,176</u>			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BORROWINGS continued*Term loan 29,31,32,57,78 and 82*

There were no drawdowns taken by the Group on these revolving loan facilities as at 31 December 2024. Further, the transaction costs relating to these loans were settled by the Group.

Term loan 84

The loan was derecognised as part of disposal of a subsidiary.

Term loan 1,11,37,40,57 and 78

These loans were early settled by the Group during the year.

Borrowing cost included in the cost of qualifying assets for the year was AED 44,540 thousand (note 7 & 17) (2023: AED 6,345 thousand).

Borrowings are denoted in the following currencies:

	2024 AED'000	2023 AED'000
United Arab Emirates Dirham (AED)	59,218,552	40,107,794
United States Dollar (USD)	2,113,376	1,561,738
Egyptian Pound (EGP)	220,852	382,870
Great Britain Pound (GBP)	2,861,481	916,708
Euro (EUR)	477,738	447
Indian Rupee (INR)	<u>3,828</u>	<u>619</u>
	<u>64,895,827</u>	<u>42,970,176</u>

Movement of unamortised transaction cost during the year is as follows:

	2024 AED'000	2023 AED'000
Balance at 1 January	59,711	52,725
Acquired in business combinations	-	-
Paid during the year	53,303	11,146
Amortised during the year (note 40)	(37,047)	(4,151)
Foreign exchange difference	<u>-</u>	<u>(9)</u>
	<u>75,967</u>	<u>59,711</u>

The following table details the Group's remaining contractual maturity for its borrowings. The table has been drawn up based on the undiscounted cash flows of borrowings based on contractual undiscounted payments.

	2024 AED'000	2023 AED'000
On demand	1,502,556	787,676
Less than 3 months	2,217,233	1,079,408
After 3 months but no more than 12 months	16,890,289	5,989,812
After one but not more than five years	50,440,369	38,981,701
More than 5 years	<u>1,506,438</u>	<u>856,917</u>
	<u>72,556,885</u>	<u>47,695,514</u>

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27 NON-CONVERTIBLE SUKUK

Sukuk launched in 2018 (“Sukuk 1”)

On 24 September 2018, Aldar Sukuk Ltd., a subsidiary, issued non-convertible sukuk for a total value of AED 1,836,750 thousand (USD 500,000 thousand), carrying a profit rate of 4.75% per annum payable semi-annually and due for repayment in September 2025.

	2024 AED'000	2023 AED'000
Balance at 1 January	1,852,144	1,847,444
Accrued profit	70,074	73,173
Amortisation of issue costs	4,719	4,706
Less: settled during the year	<u>(532,273)</u>	<u>(73,179)</u>
	<u>1,394,664</u>	<u>1,852,144</u>

During the year, the Group initiated an early redemption of Sukuk 1, which was set to maturity in September 2025. As at 31 December 2024, an amount of AED 455,878 thousand of Sukuk 1 was redeemed at discount on the face value resulting in a gain of AED 4,559 thousand.

Sukuk launched in 2019 (“Sukuk 2”)

On 22 October 2019, Aldar Sukuk (No.2) Ltd., a subsidiary, issued non-convertible sukuk for a total value of AED 1,836,750 thousand (USD 500,000 thousand), carrying a profit rate of 3.875% per annum payable semi-annually and due for repayment in October 2029.

	2024 AED'000	2023 AED'000
Balance at 1 January	1,839,102	1,834,472
Accrued profit	71,362	41,511
Amortisation of issue costs	1,934	4,832
Less: settled during the year	<u>(71,164)</u>	<u>(41,713)</u>
	<u>1,841,234</u>	<u>1,839,102</u>

Sukuk launched in 2023 (“Sukuk 3”)

On 17 May 2023, Aldar Investment Properties Sukuk 3 Limited, a subsidiary, issued non-convertible sukuk for a total value of AED 1,836,250 thousand (USD 500,000 thousand), carrying a profit rate of 4.875% per annum payable semi-annually and due for repayment in May 2033.

	2024 AED'000	2023 AED'000
Balance at 1 January	1,811,708	-
Proceeds from issue, net of discount and issue cost	-	1,801,074
Accrued profit	89,518	31,580
Amortisation of issue costs	3,603	1,434
Less: settled during the year	<u>(89,517)</u>	<u>(22,380)</u>
	<u>1,815,312</u>	<u>1,811,708</u>

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27 NON-CONVERTIBLE SUKUK continued

Sukuk launched in 2024 (“Sukuk 4”)

During the year, Aldar Investment Properties Sukuk Limited, a subsidiary, issued non-convertible green sukuk for a total value of AED 1,836,250 thousand (USD 500,000 thousand), carrying a profit rate of 5.50% per annum payable semi-annually and due for repayment in May 2034.

	2024 AED'000	2023 AED'000
Gross value of issue	1,836,250	-
Discount on issue	(11,698)	-
Issue costs	<u>(9,611)</u>	<u>-</u>
Net proceeds from issue	1,814,941	-
Accrued profit	63,121	-
Amortisation of issue costs	780	-
Fair value movement on hedge (note 28)	(18,393)	-
Less: settled during the year	<u>(50,497)</u>	<u>-</u>
	<u>1,809,952</u>	<u>-</u>

Non-convertible sukuk are disclosed in the consolidated statement of financial position as follows:

	2024 AED'000	2023 AED'000
Current portion	1,430,324	46,098
Non-current portion	<u>5,430,838</u>	<u>5,456,856</u>
	<u>6,861,162</u>	<u>5,502,954</u>

28 DERIVATIVE FINANCIAL INSTRUMENTS

In order to reduce the Group's exposure to interest rate fluctuations on variable interest-bearing borrowings, to cover certain fixed interest borrowings and specific foreign currency payments and receipts, the Group has entered into interest rate swap and interest rate cap arrangements and forward currency contracts with counter-party banks, generally for amounts matching to those particular borrowings.

Derivatives designated as hedging instruments:

	Fix leg on instrument	Notional amount AED'000	Assets AED'000	Liabilities AED'000
31 December 2024				
- Foreign exchange forward contracts		559,390	-	(26,597)
- Interest rate swaps	0.80%	290,144	<u>12,056</u>	<u>-</u>
			<u>12,056</u>	<u>(26,597)</u>
31 December 2023				
- Foreign exchange forward contracts		164,255	-	(9,790)
- Interest rate swaps	0.80%	422,338	<u>24,602</u>	<u>-</u>
			<u>24,602</u>	<u>(9,790)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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28 DERIVATIVE FINANCIAL INSTRUMENTS continued

Derivatives not designated as hedging instruments:

	<i>Fix leg on instrument</i>	<i>Notional amount AED'000</i>	<i>Assets AED'000</i>	<i>Liabilities AED'000</i>
31 December 2024				
- Interest rate swaps ⁽ⁱ⁾	4.27% - 5.50%	2,041,660	-	(19,033)
- Forward contracts – commodities		44,177	-	(1,822)
			<u>-</u>	<u>(20,855)</u>
31 December 2023				
- Interest rate swaps	4.27%	355,501	-	(2,348)
- Interest rate cap	2.52% - 3.00%	441,664	8,311	-
			<u>8,311</u>	<u>(2,348)</u>

- (i) Included is a new forward interest rate swap entered into during the year by Aldar Investment Properties Sukuk Limited, a subsidiary, having a notional amount of AED 1,836,250 thousand. The fixed interest rate received and floating interest rate paid are settled semi-annually by the Group, with the fair value movements on fixed leg of the swap being designated as a hedge of fair value movements in the 10 year Sukuk attributable to the change in USD SOFR coupon curve. As of 31 December 2024, the fair values of these interest rate swaps amounted to AED 18,393 thousand against the Group, which is netted off against a non-convertible sukuk (“Sukuk 4”) (note 27).

Derivative financial instruments are disclosed in the consolidated statement of financial position as follows:

	<i>Assets</i>		<i>Liabilities</i>	
	<i>2024 AED'000</i>	<i>2023 AED'000</i>	<i>2024 AED'000</i>	<i>2023 AED'000</i>
Current	12,056	24,602	13,837	12,138
Non-current	-	8,311	33,615	-
	<u>12,056</u>	<u>32,913</u>	<u>47,452</u>	<u>12,138</u>

29 TRADE AND OTHER PAYABLES

	<i>2024 AED'000</i>	<i>2023 AED'000</i>
Provisions, accruals and other payables	27,549,846	16,619,487
Trade payables	9,316,873	6,951,331
Payable for the acquisition of land ⁽ⁱ⁾	3,254,901	3,602,076
Retention payable	2,725,570	2,210,846
Payable to customers relating to brokerage business	1,767,065	5,410,851
Deferred income	1,077,046	1,500,003
Grant liability ⁽ⁱⁱ⁾	776,656	-
Payable to a government authority for purchase of lands	443,370	695,829
Rehabilitation and restoration provision ⁽ⁱⁱⁱ⁾	<u>58,023</u>	<u>-</u>
	46,969,350	36,990,423
Less: non-current portion	<u>(5,804,613)</u>	<u>(5,794,202)</u>
	<u>41,164,737</u>	<u>31,196,221</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

29 TRADE AND OTHER PAYABLES continued

Non-current portion consists of the following:

	2024 AED '000	2023 AED '000
Payable for the acquisition of land ⁽ⁱ⁾	2,815,216	3,197,385
Retention payable	721,308	545,692
Deferred income	660,212	1,075,473
Grant liability ⁽ⁱⁱ⁾	609,738	-
Rehabilitation and restoration provision ⁽ⁱⁱⁱ⁾	58,023	-
Payable to a government authority for purchase of lands	384,876	638,006
Trade payables	102,566	132,044
Other payables	<u>452,674</u>	<u>205,602</u>
	<u>5,804,613</u>	<u>5,794,202</u>

- (i) Mainly represents the consideration payable for land plots on Al Fahid Island and 3 parcels of land in Dubai, which are payable over a period of 5 years and are recognised at the present value of the consideration payable (note 13).
- (ii) Grant recognised as a result of a business combination during the year, which is to be utilised for specific projects.
- (iii) This provision relates to the expected cost to be incurred for restoration and rehabilitation of the mines upon the completion of production life. The majority of the cost is expected to be incurred in the final year of the production life which ranges for more than 25 years.

The Group's trade and other payables have usual credit terms of 30 to 90 days from the invoice date. No interest is charged on trade payables.

30 CONTRACT LIABILITIES

Contract liabilities represent contracts for which consideration has been received by the Group, however, the performance obligation remains unsatisfied as at the reporting date, including construction contracts where a particular milestone payment exceeds the revenue recognised to date and contracts for goods or services where the transaction price is received by the Group before the control of promised goods or service is transferred to the customer.

	2024 AED '000	2023 AED '000
Amounts related to construction contracts	13,644,282	9,310,380
Amounts received in advance from customers	<u>9,819,691</u>	<u>6,464,979</u>
	<u>23,463,973</u>	<u>15,775,359</u>

Contract liabilities are disclosed in the consolidated statement of financial position as:

	2024 AED '000	2023 AED '000
Non-current portion	555,507	-
Current portion	<u>22,908,466</u>	<u>15,775,359</u>
	<u>23,463,973</u>	<u>15,775,359</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

31 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Set out below are the carrying amounts of the Group's right-of-use assets and lease liabilities and the movements during the year:

Right-of-use assets:

	Land AED '000	Warehouses, office spaces, shops and cinema halls AED '000	Others AED '000	Total AED '000
2024				
At 1 January 2024	1,058,630	1,010,940	8,142	2,077,712
Acquired in business combinations (note 6.1(a) & 6.2(a))	310,433	648,221	549	959,203
Additions	556,575	734,991	686,136	1,977,702
Depreciation expense	(142,468)	(362,784)	(14,141)	(519,393)
Derecognition of subsidiaries (note 6.4(a))	(16,065)	(647)	-	(16,712)
Transfer to assets held for sale (note 20.2)	(12,421)	-	-	(12,421)
Termination of a lease	(82)	(38,586)	-	(38,668)
Lease modifications	(19,804)	72,363	2,240	54,799
Reclassification	-	645	(645)	-
Exchange difference	(9,601)	(9,803)	(527)	(19,931)
At 31 December 2024	1,725,197	2,055,340	681,754	4,462,291
2023				
At 1 January 2023	996,935	1,942,150	15,706	2,954,791
Acquired in business combinations (note 6.1(b) & 6.2(b))	4,346	525,074	-	529,420
Additions ⁽ⁱ⁾	112,667	204,332	5,470	322,469
Depreciation expense	(67,971)	(202,746)	(8,230)	(278,947)
Derecognition of a subsidiary	-	(1,362,872)	(5,768)	(1,368,640)
Termination of a lease	(5,054)	(6,623)	-	(11,677)
Lease modifications	(2,249)	(72,360)	1,195	(73,414)
Reclassification	19,362	(19,362)	-	-
Exchange difference	594	3,347	(231)	3,710
At 31 December 2023	1,058,630	1,010,940	8,142	2,077,712

Right of use assets with a carrying value of AED 44,000 thousand (2023: AED 51,000 thousand) are pledged as security against borrowings (note 26).

Lease liabilities:

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	2024 AED '000	2023 AED '000
As at 1 January	2,152,747	3,082,342
Acquired in business combinations (note 6.1 & 6.2)	1,162,266	526,516
Additions during the year ⁽ⁱ⁾	1,882,523	291,441
Interest expense (note 40)	184,783	98,450
Repayments made during the year	(749,061)	(281,891)
Termination of a lease	(47,260)	(4,830)
Transfer to assets held for sale (note 20.2)	(15,457)	-
Derecognition of subsidiaries (note 6.4)	(2,142)	(1,469,222)
Lease modifications	33,957	(93,531)
Exchange difference	(18,895)	3,472
As at 31 December	4,583,461	2,152,747

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

31 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES continued

- (i) During 2023, ADMO Lifestyle Holding Limited, a subsidiary, acquired a 95% ownership interest in Monterock Investments Nedafushi Maldives, resulting in additions to right-of use assets and lease liabilities of AED 56,947 thousand and AED 29,207 thousand respectively. In accordance with the requirements of IFRS 3 Business Combinations, the acquisition was accounted for as an asset acquisition (note 6.3(b)).

Lease liabilities are disclosed in the consolidated statement of financial position as:

	2024 AED '000	2023 AED '000
Non-current portion	3,887,469	1,896,446
Current portion	<u>695,992</u>	<u>256,301</u>
	<u>4,583,461</u>	<u>2,152,747</u>

Maturity analysis of lease liabilities is disclosed in note 45.

The following are the amounts recognised in the consolidated statement of profit or loss:

	2024 AED '000	2023 AED '000
Depreciation expense (included in cost of revenue) (note 33)	212,205	57,336
Depreciation expense (included in general and administrative expenses) (note 34)	268,614	184,679
Depreciation expense (included in selling and distribution expenses) (note 35)	38,574	36,932
Expense relating to short-term leases	2,794	269,874
Interest expense on lease liabilities (included in finance cost) (note 40)	<u>184,783</u>	<u>98,450</u>
	<u>706,970</u>	<u>647,271</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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32 REVENUE

	2024 AED'000	2023 AED'000
<i>Type of goods or services</i>		
Marine and dredging revenue	27,545,361	17,940,095
Developing of properties	14,377,010	6,401,343
Construction and related services revenue	12,301,314	9,925,468
Management of properties, facilities and development projects	5,943,338	3,309,837
Food and related non-consumable items	5,770,386	4,027,539
Rental income	4,866,062	3,823,022
Hospitality and leisure revenue	4,326,888	1,553,797
Information technology related revenue	2,932,511	2,122,024
Manpower and consultancy services	2,786,795	2,131,054
Revenue from management of funds and advisory fees	2,604,540	-
Sale of copper and other related materials	2,069,887	-
Education and related services	919,535	686,579
Coaching and training services	891,180	673,295
Media and marketing services	642,639	239,206
Sale of furniture	622,444	381,428
Sale of properties and land	606,880	479,820
Sale of cosmetics and related personal care services	533,457	383,458
Revenue from brokerage services	523,332	313,134
Healthcare and other medical supplies	415,094	3,125,220
Financing revenue (leasing factoring income)	375,536	-
Flight charter income and other related aviation services	298,495	-
District cooling services	283,766	266,159
Sale of cement and other related items	248,397	315,503
Commission and agency fee	202,965	-
Delivery services	179,980	160,530
Premiums and other insurance related revenue	-	1,466,282
Others	390,139	364,647
	92,657,931	60,089,440
<i>Timing of revenue recognition</i>		
Revenue at a point in time	21,898,240	16,175,991
Revenue over time	70,759,691	43,913,449
	92,657,931	60,089,440
<i>Geographical markets</i>		
UAE	76,128,834	51,023,034
Outside the UAE	16,529,097	9,066,406
	92,657,931	60,089,440

Revenue expected to be recognised in the future related to performance obligation that are unsatisfied or partially unsatisfied.

	2024 AED'000	2023 AED'000
Within one year	74,871,359	40,416,467
After one but no more than five years	33,900,625	39,600,459
More than five years	70,193,214	29,516,562
	178,965,198	109,533,488

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33 COST OF REVENUE

	2024 AED'000	2023 AED'000
Direct materials and charges	25,253,329	17,149,278
Subcontracting and maintenance costs	22,675,116	12,268,867
Staff costs	12,601,252	9,193,496
Cost related to consumer products	3,272,340	3,212,735
Cost of properties and land sold	1,167,566	173,708
Rent, utilities and communication	661,478	360,710
Cost incurred on leased properties	296,323	190,005
Cost related to sale of furniture	150,322	178,881
Cost of healthcare and other medical supplies	39,070	602,357
Royalty fees	89,715	16,275
Depreciation (note 7, 9, 16 & 31)	2,924,661	1,975,530
Amortisation (note 8)	141,697	110,183
Allowance for slow moving inventories (note 13)	2,718	1,061
Impairment (reversal of) of non-financial assets, net ⁽ⁱ⁾	1,337,029	(5,049)
Insurance claims incurred	-	1,267,217
Others	<u>870,544</u>	<u>354,169</u>
	<u>71,483,160</u>	<u>47,049,423</u>

(i) The breakup of impairment of non-financial assets is as follows:

	2024 AED'000	2023 AED'000
Impairment loss on property, plant and equipment (note 7)	536,858	-
Impairment (reversal of) loss on investment properties (note 9)	403,324	(85,338)
Impairment (reversal of) loss on development work in progress (note 17)	377,099	(52,927)
Write-off of project costs in development work in progress (note 17)	<u>19,748</u>	<u>133,216</u>
	<u>1,337,029</u>	<u>(5,049)</u>

34 GENERAL AND ADMINISTRATIVE EXPENSES

	2024 AED'000	2023 AED'000
Staff costs	3,121,597	2,814,620
Professional and legal expenses	554,217	388,028
Rent, utilities and communication	406,996	369,234
Board of Directors remuneration (note 37.2)	100,000	100,000
Allowance for expected credit losses (note 14, 15, 18, 19 & 37)	342,757	387,257
Depreciation (note 7, 9 & 31)	1,016,867	796,419
Amortisation (note 8)	364,880	238,814
(Reversal of) allowance for slow moving inventories, net (note 13)	(889)	56,140
Write down of assets held for sale (note 20.1)	183,481	-
Impairment of non-financial assets ⁽ⁱ⁾	161,744	127,258
Other expenses	<u>1,856,740</u>	<u>822,058</u>
	<u>8,108,390</u>	<u>6,099,828</u>

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31 December 2024

34 GENERAL AND ADMINISTRATIVE EXPENSES continued

(i) The breakup of impairment of non-financial assets is as follows:

	2024 AED'000	2023 AED'000
Impairment loss on property, plant and equipment (note 7)	15,719	7,006
Impairment loss on land plots held for sale (note 13)	-	109,198
Impairment loss on goodwill (note 8)	146,025	-
Impairment loss on other assets	-	11,054
	<u>161,744</u>	<u>127,258</u>

35 SELLING AND DISTRIBUTION EXPENSES

	2024 AED'000	2023 AED'000
Staff cost	175,057	103,354
Sales promotion and marketing	681,088	272,463
Rent, utilities and communication	20,354	12,610
Freight and other direct selling expenses	132,272	57,001
Depreciation (note 7 & 31)	67,646	55,860
Reversal of impairment on property, plant and equipment (note 7)	-	(2,726)
Other expenses	54,032	22,611
	<u>1,130,449</u>	<u>521,173</u>

36 INVESTMENT AND OTHER INCOME

	2024 AED'000	2023 AED'000
Interest and dividends income	4,305,534	1,928,332
Change in the fair value of financial assets carried at fair value through profit or loss (note 11.2)	2,919,927	867,965
Amortisation of deferred income	388,121	387,061
Reversal of excess provisions ⁽ⁱ⁾	211,061	1,484,332
Gain on disposal of investment properties	128,874	28,788
Unwinding of discounting of long-term receivables	121,185	146,225
Liabilities written back ⁽ⁱⁱ⁾	31,045	91,317
Change in fair value of biological assets, net of impairment losses (note 16)	17,867	(7,369)
Net gain on disposal of property, plant and equipment	15,028	41,883
Recovery of bad debts written off	1,428	23,925
Gain on revaluation of equity accounted interest transferred to financial assets carried at fair value through profit or loss (note 11.2)	-	817,627
Income from government grant	-	330,767
Gain on disposal of assets held for sale	-	218,348
Reversal of provision for infrastructure cost	-	114,283
Loss on reassessment of non-current receivables	-	(169,616)
Foreign exchange loss	(777,525)	(57,395)
Others	616,001	515,666
	<u>7,978,546</u>	<u>6,762,139</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

36 INVESTMENT AND OTHER INCOME continued

- (i) Represents reversal of provisions which were no longer required following management's assessment at the reporting date of the estimated cash flows required based on the latest information.
- (ii) Liabilities written back of AED 31,045 thousand during the year, mainly represents project accruals relating to construction of a villa refurbishment project, which were no longer required (2023: project accruals previously recorded by the Group against development work performed by a related party on the Traditional Souq Project and work performed by contractors on residential development projects amounting to AED 91,317 thousand, where based on a settlement agreement all amounts payable in connection with the project were considered to be fully settled).

37 RELATED PARTY TRANSACTIONS AND BALANCES

The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in the International Accounting Standard (IAS) 24 *Related Party Disclosures*. These represent transactions with related parties, i.e. shareholders, associates, affiliates, directors and key management personnel of the Group, and entities controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

37.1 Balances

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

	2024 AED'000	2023 AED'000
<i>Due from related parties:</i>		
<i>Current:</i>		
Entities under common control	1,157,376	564,200
Joint ventures	527,914	302,072
Joint operations	234	234
Associates	251,744	232,507
Entities managed by key management personnel	1,829,023	635,298
Ultimate Parent	4,228	4,161
Other related parties	<u>1,016,149</u>	<u>826,618</u>
	4,786,668	2,565,090
Less: allowance for expected credit losses on current portion	<u>(768,943)</u>	<u>(737,493)</u>
	<u>4,017,725</u>	<u>1,827,597</u>
<i>Non-current:</i>		
Joint ventures	212,972	210,999
Entities under common control ⁽ⁱ⁾	<u>951</u>	<u>951</u>
	213,923	211,950
Less: allowance for expected credit losses on non-current portion	<u>(212,972)</u>	<u>(210,999)</u>
	<u>951</u>	<u>951</u>
Total due from related parties, net	<u>4,018,676</u>	<u>1,828,548</u>

- (i) This balance pertains to retention receivables on contracts signed with related parties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

37 RELATED PARTY TRANSACTIONS AND BALANCES continued**37.1 Balances** continued

Movement in allowance for expected credit losses of due from related parties is as follows:

	2024 AED'000	2023 AED'000
Balance at 1 January	948,492	676,529
Acquired in business combinations	11,905	-
Charge for the year (note 34)	25,636	278,862
Eliminated on derecognition of a subsidiary	(4,118)	(3,914)
Transfer to ECL on trade and other receivables (note 14)	<u>-</u>	<u>(2,985)</u>
Balance at 31 December	<u>981,915</u>	<u>948,492</u>

Loans to related parties:

	<i>Nature of relationship</i>	<i>Interest rate</i>	<i>Instalment</i>	<i>Maturity</i>	2024 AED'000	2023 AED'000
Related party loan 1 ⁽ⁱ⁾	Joint venture	10.5%	Quarterly	June 2025	-	616,505
Related party loan 2 ⁽ⁱⁱ⁾	Joint venture	3%	Bullet payment	January 2024	-	1,400
Related party loan 3	Joint venture	6.25%	Bullet payment	December 2025	4,300	4,300
Related party loan 4 ⁽ⁱⁱⁱ⁾	Joint venture	15%	Bullet payment	March 2030	73,450	-
Related party loan 5	Associate	7%	Bullet payment	December 2027	13,000	-
Related party loan 6	Associate	7%	Bullet payment	May 2026	10,000	-
Related party loan 7	Associate	7%	Bullet payment	December 2026	5,000	-
Related party loan 8	Associate	7%	Bullet payment	September 2026	2,000	-
Related party loan 9	Joint venture	7.7%	Quarterly	December 2034	11,300	-
Related party loan 10 ⁽ⁱⁱⁱ⁾	Joint venture	5.2%	Bullet payment	On demand	391,397	-
Related party loan 11 ⁽ⁱⁱⁱ⁾	Entity managed by key management personnel	6%	Bullet payment	March 2038	<u>11,109</u>	<u>-</u>
					<u>521,556</u>	<u>622,205</u>

- (i) During the year, an amount of AED 276,470 thousand (2023: AED nil) from the loan balance was converted into additional capital in the joint venture (note 6). Further, AED 340,035 thousand (2023: AED nil) was repaid during the year.
- (ii) During the year, as a result of the acquisition of Learn Educational Investment LLC OPC, the loan receivable was eliminated.
- (iii) These loans were acquired during the year as part of a business combination.

Disclosed in the consolidated statement of financial position as follows:

	2024 AED'000	2023 AED'000
Non-current	125,859	616,505
Current	<u>395,697</u>	<u>5,700</u>
	<u>521,556</u>	<u>622,205</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

37 RELATED PARTY TRANSACTIONS AND BALANCES continued

37.1 Balances continued

	2024 AED'000	2023 AED'000
Due to related parties:		
Current:		
Entities under common control	252,920	595,373
Joint ventures	50,994	11,181
Associates	174,165	74,962
Entities managed by key management personnel	346,403	81,945
Ultimate Parent	1,934	2,418
Other related parties	<u>629,296</u>	<u>583,014</u>
	1,455,712	1,348,893
Non-current:		
Ultimate Parent	<u>2,520</u>	<u>2,520</u>
Total due to related parties	<u>1,458,232</u>	<u>1,351,413</u>

Loans from related parties:

	Nature of relationship	Interest rate	Instalment	Maturity	2024 AED'000	2023 AED'000
Related party loan 1	Ultimate Parent	5%	Annually	December 2026	33,401	31,785
Related party loan 2	Entity under common control	Interest free	Bullet payment	On demand	13,300	13,300
Related party loan 3 ⁽ⁱ⁾	Other related party	2.5%	Semi-annually	June 2029	-	78,571
Related party loan 4	Other related party	13%	Monthly	April 2024	-	1,662
Related party loan 5 ⁽ⁱⁱ⁾	Entity under common control	2.92%	Bullet payment	September 2025	400,000	-
Related party loan 6 ⁽ⁱⁱ⁾	Entity under common control	3M EBIOR+1.65%	Bullet payment	January 2025	611,000	-
Related party loan 7 ⁽ⁱⁱ⁾	Entity under common control	5.2%	Bullet payment	July 2038	209,033	-
Related party loan 8	Entity managed by key management personnel	7%	Bullet payment	February 2033	<u>1,652,713</u>	-
					2,919,447	125,318

(i) Prior to its acquisition by the Group, Al Ain Farms for Livestock Production, obtained a loan from one of its existing shareholders, Abu Dhabi Fund for Development. During the period, Abu Dhabi Fund for Development is no longer classified as a related party, due to disposing its entire shareholding interest in Al Ain Farm to the Group.

(ii) These loans were acquired during the year as part of a business combination .

Disclosed in the consolidated statement of financial position as follows:

	2024 AED'000	2023 AED'000
Non-current	1,885,871	111,294
Current	<u>1,033,576</u>	<u>14,024</u>
	<u>2,919,447</u>	<u>125,318</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

37 RELATED PARTY TRANSACTIONS AND BALANCES continued

37.2 Transactions

During the year, the Group entered into the following transactions with related parties:

	2024 AED'000	2023 AED'000
Revenue:		
Entities under common control	1,104,188	240,410
Joint ventures	559,347	647,051
Associates	2,045,089	46,558
Entities managed by key management personnel	3,122,956	104,232
Other related parties	<u>717,029</u>	<u>523,855</u>
	<u>7,548,609</u>	<u>1,562,106</u>
Cost of revenue		
Entities under common control	28,799	15,484
Joint ventures	1,352	29,543
Associates	945,907	17,049
Entities managed by key management personnel	72,969	83,491
Other related parties	<u>6,127</u>	<u>75,831</u>
	<u>1,055,154</u>	<u>221,398</u>
General and administrative expenses		
Entities under common control	16,599	7,086
Joint ventures	306	10,360
Associates	34,702	-
Entities managed by key management personnel	3,282	621
Other related parties	<u>12,394</u>	<u>1,154</u>
	<u>67,283</u>	<u>19,221</u>
Investment and other income (interest income)		
Joint ventures	30,570	31,038
Entities managed by key management personnel	21,305	-
Associates	<u>470</u>	<u>-</u>
	<u>52,345</u>	<u>31,038</u>
Finance cost:		
Ultimate Parent	1,664	2,078
Entities under common control	132,247	-
Entities managed by key management personnel	<u>104,004</u>	<u>-</u>
	<u>237,915</u>	<u>2,078</u>
Disposal of investment in a subsidiary to a related party	<u>-</u>	<u>31,275</u>

Refer to note 6, 10 and 11 for the acquisitions of subsidiaries, associates and financial assets respectively, that fall under entities under common control.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

37 RELATED PARTY TRANSACTIONS AND BALANCES continued**37.2 Transactions** continued**Other transactions:**

For the year ended 31 December 2024:

- The Group made an equity contribution of AED 98,246 thousand to Al Ain Farms for Livestock Production against which no contribution was made by the non-controlling interest. The transaction resulted in an increase in non-controlling interest by AED 31,455 thousand, representing 37% of the contribution made.
- The Group made an equity contribution of AED 586,847 thousand, to Esyssoft Holding Ltd against which no contribution was made by the non-controlling interest. The transaction resulted in an increase in non-controlling interest by AED 39,291 thousand, representing 8% of the contribution made.
- The Group made an equity contribution of AED 53,846 in various partially owned subsidiaries, other than the above, against which no contribution was made by the non-controlling interest. The transactions resulted in an increase in non-controlling interest by AED 3,280 thousand.

For the year ended 31 December 2023:

- The Group made an equity contribution of AED 140,000 thousand to Al Ain Farm against which no contribution was made by the non-controlling interest. The transaction resulted in an increase in non-controlling interest by AED 78,218 thousand, representing 49% of the contribution made.
- The Group made an equity contribution of AED 2,319 thousand, to Shory Technology LLC against which no contribution was made by the non-controlling interest. The transaction resulted in an increase in non-controlling interest by AED 696 thousand, representing 30% of the contribution made.

The above amounting to AED 74,026 thousand (2023: AED 78,914 thousand) were recorded as other equity movement in the consolidated statement of changes in equity.

Balances and transactions with a financial institution (other related party):**Balances:**

	2024 AED'000	2023 AED'000
Balances with a financial institution	<u>31,868,487</u>	18,434,217
Borrowings	<u>35,587,599</u>	<u>32,970,889</u>

Transactions:

Interest expense	<u>1,742,475</u>	<u>1,118,713</u>
Interest income	<u>619,485</u>	<u>289,731</u>
Drawdowns of borrowings	<u>9,880,030</u>	<u>10,810,444</u>
Repayment of borrowings	<u>7,263,320</u>	<u>4,999,049</u>

Key management remuneration

	2024 AED'000	2023 AED'000
Salaries and other benefits	<u>61,121</u>	<u>62,855</u>
Board of Directors remuneration (note 34)	<u>100,000</u>	<u>100,000</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

38 BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit for the year attributed to the owners of the Company by the weighted average number of shares in issue throughout the year.

Diluted earnings per share is calculated by dividing the profit for the year attributed to the owners of the Company by the weighted average number of shares in issue throughout the year, adjusted for the effects of dilutive instruments.

	2024	2023
Profit attributable to owners of the Company (AED'000)	<u>15,765,848</u>	<u>27,523,100</u>
Weighted average number of shares (shares in '000)	<u>2,193,218</u>	<u>2,193,540</u>
Basic and diluted earnings per share for the year (AED)	<u>7.19</u>	<u>12.55</u>

As of 31 December 2024 and 31 December 2023, the Company has not issued any instruments that have a dilutive impact on earnings per share when exercised.

39 CONTINGENT LIABILITIES AND COMMITMENTS

	2024 AED'000	2023 AED'000
Letters of guarantee	<u>39,789,693</u>	<u>29,642,137</u>
Letters of credit	<u>1,316,683</u>	<u>856,128</u>
Capital commitments	<u>40,348,688</u>	<u>36,095,449</u>
Commitments for investments	<u>63,769,128</u>	<u>17,426,891</u>

The Group's share in contingencies and commitments of the associates and joint ventures is disclosed under note 10.

The Group in the normal course of business is involved from time to time in litigations and claims from third parties. The Group undertakes periodic review of its potential exposure to litigations and claims made against it. The Group believes that no material liability will result from those litigations and claims that require to be further accrued for as of 31 December 2024.

40 FINANCE COSTS

	2024 AED'000	2023 AED'000
Interest on borrowings	3,773,023	2,143,183
Interest on lease liabilities (note 31)	184,783	98,450
Amortisation of transaction costs (note 26)	37,047	4,151
Others	<u>79,062</u>	<u>31,582</u>
	<u>4,073,915</u>	<u>2,277,366</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

41 TAXATION

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No 47 of 2022 on the Taxation of Corporations and Businesses, Corporate Tax Law (“UAE CT Law”) to enact a Federal corporate tax (“CT”) regime in the UAE. Furthermore, on 16 January 2023, a Cabinet Decision was published specifying the threshold of AED 375,000 of taxable income above which taxable entities would be subject to a 9% corporate tax rate. The UAE CT Law is applicable to the Group with effect from 1 January 2024.

The Group’s subsidiaries in United States of America, India, Kingdom of Saudi Arabia, Russia, Maldives, Arab Republic of Egypt, Cyprus, Switzerland, Seychelles, United Kingdom, Greece, Panama, Angola, Jordan, Canada, Jersey, France, Malaysia, Thailand, Hong Kong, Uzbekistan, Azerbaijan, Netherlands, Germany, Zambia, Mauritius, Libya and Belarus are subject to taxation. Income tax for the current year is provided on the basis of estimated taxable income computed by the Group using tax rates, enacted or substantially enacted at the reporting date, applicable in the respective countries in which the subsidiaries operate and any adjustment to tax in respect of previous years.

The major components of taxation for the years ended 31 December 2024 and 2023 are:

	2024 AED '000	2023 AED '000
Consolidated statement of profit or loss		
<i>Income tax:</i>		
Charge for the year	1,189,193	144,229
Adjustments in respect of current income tax of previous year	<u>(10,846)</u>	<u>(11,397)</u>
	1,178,347	132,832
<i>Deferred tax:</i>		
Relating to origination and reversal of temporary differences	<u>(205,424)</u>	<u>723,095</u>
Income tax expense reported in the consolidated statement of profit or loss	<u>972,923</u>	<u>855,927</u>
Consolidated other comprehensive income (“OCI”)		
<i>Deferred tax related to items recognised in OCI during the year:</i>		
Foreign exchange difference on translation of foreign operations	(18,210)	(4,760)
Gain on revaluation of digital assets	32,399	-
Net loss on financial assets carried at fair value through other comprehensive income	<u>(942)</u>	<u>-</u>
Deferred income tax charged to OCI	<u>13,247</u>	<u>(4,760)</u>
Reconciliation of tax expense and the accounting profit for 2024 and 2023:		
	2024 AED '000	2023 AED '000
Accounting profit before tax	26,674,304	33,810,175
Income not subject to tax	<u>-</u>	<u>(32,781,148)</u>
Accounting profit subject to tax	26,674,304	1,029,027
Tax at the domestic rate of 9% (2023: 0%)	2,400,687	-
Tax effect of application of UAE tax law	14,053	723,951
Adjustments in respect of current income tax of previous years	(7,696)	(11,397)
Tax effect on taxable dividend from foreign subsidiary	58,500	-
Effect of higher tax rates of subsidiaries operating in foreign jurisdiction	75,650	152,584
Transfer pricing adjustment	2,511	-
Income taxable at the rate of 0%	(440,492)	-
Step up costs for properties sold under UAE CIT law	(257,271)	-
Tax effect of expenses / income not considered in determining taxable profit	(727,320)	(8,238)
Tax effect of share of results of associates and joint ventures	(147,006)	-
Others	<u>1,307</u>	<u>(973)</u>
Income tax expense reported in the consolidated statement of profit or loss	<u>972,923</u>	<u>855,927</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

41 TAXATION continued**Deferred tax**

Reconciliation of deferred tax liabilities, net:

	2024 AED '000	2023 AED '000
At 1 January	(739,483)	41,209
Acquired in business combination (note 6.1 & 6.2)	(1,724,488)	(45,434)
Foreign currency translation adjustment	(30,832)	(16,923)
Eliminated on disposal of subsidiaries (note 6.4)	2,347	-
Transfer to asset held for sale (note 20)	8,710	-
Prior year adjustments	10,297	-
Tax income (expense) recognised in profit or loss	205,424	(723,095)
Tax (expense) income recognised in OCI	<u>(13,247)</u>	<u>4,760</u>
At 31 December – (liabilities)	<u>(2,281,272)</u>	<u>(739,483)</u>

Deferred tax assets (liabilities) relate to the following:

	2024 AED '000	2023 AED '000
<i>Deferred tax assets</i>		
Foreign exchange difference on translation of foreign operations	29,682	18,845
Decelerated depreciation for tax purposes	27,201	-
Losses available for offsetting against future taxable income	103,122	34,373
Provisions and other	<u>577,324</u>	<u>82,341</u>
	<u>737,329</u>	<u>135,559</u>
<i>Deferred tax liabilities</i>		
Accelerated depreciation for tax purposes	(48,426)	(48,674)
Relating to goodwill and intangible assets	(2,733,751)	(628,375)
Investment properties	275,938	288,465
Inventory properties	(332,489)	(271,521)
Development work in progress	(120,332)	(169,903)
Property, plant and equipment	(33,790)	(44,639)
Others	<u>(25,751)</u>	<u>(395)</u>
	<u>(3,018,601)</u>	<u>(875,042)</u>

Provision for taxation:

During the year, the movement of provision for tax was as follows:

	2024 AED '000	2023 AED '000
Balance at 1 January	224,939	225,630
Acquired in business combination	12,174	244
Charge for the year	1,178,347	132,832
Paid during the year	(175,802)	(120,669)
Foreign currency translation adjustment	(62,946)	(12,294)
Eliminated on disposal of a subsidiary	(9)	(804)
Other movements	<u>2,255</u>	<u>-</u>
Balance at 31 December – tax payable	<u>1,178,958</u>	<u>224,939</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

41 TAXATION continuedInternational Tax Reform - Pillar Two model rules:

The Organisation for Economic Co-operation and Development ("OECD") has published the Pillar Two Anti Global Base Erosion Rules ("GloBE Rules"), which includes a minimum 15% tax rate by jurisdiction ("Pillar Two"). Various countries have enacted or intend to enact tax legislation to comply with Pillar Two rules. Pillar Two Legislation has not been substantively enacted at the reporting date where the Parent company is incorporated, the UAE.

The Group will be conducting a comprehensive assessment to analyse the potential impact of the Pillar Two income tax. The assessment will be completed during the year 2025.

The Group has applied the temporary exception issued by the IASB in May 2023 from the accounting requirements for deferred taxes in IAS 12. Accordingly, the group neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

42 MATERIAL PARTLY-OWNED SUBSIDIARIES

Proportion of equity interest held by non-controlling interests:

<i>Name</i>	<i>Country of incorporation and operation</i>	2024	2023
Alpha Dhabi Holding PJSC	United Arab Emirates	12.31%	10.30%
Modon Holding PSC (<i>formerly "Q Holding PSC"</i>)	United Arab Emirates	57.41%	44.37%
Multiply Group PJSC	United Arab Emirates	40.49%	41.26%
Ghitha Holding PJSC	United Arab Emirates	13.21%	13.10%
Two Point Zero Group LLC	United Arab Emirates	13.00%	-

2024
AED '000

2023
AED '000

Accumulated balances of material non-controlling interests:

Alpha Dhabi Holding PJSC	43,119,164	34,320,904
Modon Holding PSC (<i>formerly "Q Holding PSC"</i>)	27,527,605	7,793,841
Multiply Group PJSC	13,593,864	13,843,844
Ghitha Holding PJSC	2,164,937	2,073,036
Two Point Zero Group LLC	<u>7,396,582</u>	<u>-</u>
	<u>93,802,152</u>	<u>58,031,625</u>

Profit allocated to material non-controlling interests:

Alpha Dhabi Holding PJSC	5,429,218	3,747,163
Modon Holding PSC (<i>formerly "Q Holding PSC"</i>)	2,902,428	208,737
Multiply Group PJSC	177,061	354,659
Ghitha Holding PJSC	465,643	16,944
Two Point Zero Group LLC	<u>691,275</u>	<u>-</u>
	<u>9,665,625</u>	<u>4,327,503</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

42 MATERIAL PARTLY-OWNED SUBSIDIARIES continued

The summarised financial information of these subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of profit or loss of material partly-owned subsidiaries:

	<i>Alpha Dhabi</i> <i>AED'000</i>	<i>Modon</i> <i>AED'000</i>	<i>Multiply</i> <i>AED'000</i>	<i>Ghitha</i> <i>AED'000</i>	<i>Two</i> <i>Point Zero</i> <i>AED'000</i>
31 December 2024					
Revenue	63,395,936	6,511,182	2,021,566	4,975,294	5,120,886
Cost of revenue	(49,960,433)	(4,567,456)	(1,075,303)	(3,999,602)	(3,083,385)
General and administrative expenses	(4,083,949)	(1,940,896)	(419,186)	(669,104)	(620,736)
Selling and distribution expenses	-	(137,798)	-	(331,626)	(82,647)
Gain on acquisition of subsidiaries	-	5,190,414	-	71,800	849,718
Gain on derecognition of subsidiaries	2,671	6,009	(30,627)	2,654,652	24,793
Share of profit (loss) from equity accounted investments	2,743,589	115,114	55,817	49,074	(110,768)
Finance cost	(1,749,875)	(283,443)	(502,426)	(78,732)	(583,241)
Investment and other income	3,833,957	397,697	190,715	16,046	1,507,662
Taxation	(668,033)	(98,816)	(51,523)	(15,063)	(7,920)
Profit for the year	13,513,863	5,192,007	189,033	2,672,739	3,014,362
Less: non-controlling interest	(4,625,401)	33,739	(194,633)	(116,604)	(280,527)
Profit attributable to the owners (<i>subsidiary level</i>)	<u>8,888,462</u>	<u>5,225,746</u>	<u>(5,600)</u>	<u>2,556,135</u>	<u>2,733,835</u>
Attributable to non-controlling interests (<i>Group level</i>)	<u>5,429,218</u>	<u>2,902,428</u>	<u>177,061</u>	<u>465,643</u>	<u>691,275</u>
	<i>Alpha Dhabi</i> <i>AED'000</i>	<i>Modon</i> <i>AED'000</i>	<i>Multiply</i> <i>AED'000</i>	<i>Ghitha</i> <i>AED'000</i>	<i>Two</i> <i>Point Zero</i> <i>AED'000</i>
31 December 2023					
Revenue	45,415,595	882,396	1,293,883	4,566,913	-
Cost of revenue	(36,068,092)	(401,751)	(630,486)	(3,793,674)	-
General and administrative expenses	(4,389,381)	(468,757)	(302,772)	(406,980)	-
Selling and distribution expenses	-	(27,942)	-	(189,545)	-
Gain on acquisition of subsidiaries	1,502	-	-	-	-
Gain on derecognition of subsidiaries	7,457,394	-	-	-	-
Share of profit (loss) from equity accounted investments	458,239	(697)	228,558	38,686	-
Finance cost	(1,125,913)	(89,469)	(415,637)	(71,189)	-
Investment and other income	2,161,332	563,750	407,329	(69,127)	-
Taxation	(629,426)	(79,504)	(28,887)	(31,895)	-
Profit for the year	13,281,250	378,026	551,988	43,189	-
Less: non-controlling interest	(2,600,927)	(112,682)	(214,188)	(12,859)	-
Profit attributable to the owners (<i>subsidiary level</i>)	<u>10,680,323</u>	<u>265,344</u>	<u>337,800</u>	<u>30,330</u>	-
Attributable to non-controlling interests (<i>Group level</i>)	<u>3,747,163</u>	<u>208,737</u>	<u>354,659</u>	<u>16,944</u>	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

42 MATERIAL PARTLY-OWNED SUBSIDIARIES continued**Summarised statement of financial position of material partly-owned subsidiaries:**

	<i>Alpha Dhabi AED '000</i>	<i>Modon AED '000</i>	<i>Multiply AED '000</i>	<i>Ghitha AED '000</i>	<i>Two Point Zero AED '000</i>
31 December 2024					
Non-current assets	71,723,471	17,319,323	19,441,986	6,803,822	23,320,521
Current assets	105,795,961	54,408,514	23,569,396	2,523,778	36,136,884
Non-current liabilities	(30,511,278)	(8,599,024)	(6,642,799)	(743,218)	(12,047,267)
Current liabilities	(54,680,285)	(16,463,666)	(5,943,270)	(1,912,301)	(4,028,445)
Total equity	92,327,869	46,665,147	30,425,313	6,672,081	43,381,693
Less: non-controlling interest	38,226,704	1,186,183	1,520,153	1,350,707	3,886,677
Less: other equity instruments	1,815,646	-	-	-	12,921,165
Equity attributable to the owners (<i>subsidiary level</i>)	<u>52,285,519</u>	<u>45,478,964</u>	<u>28,905,160</u>	<u>5,321,374</u>	<u>26,573,851</u>
<i>Attributable to:</i>					
Equity holders of parent	<u>47,393,059</u>	<u>19,137,542</u>	<u>16,831,449</u>	<u>4,507,144</u>	<u>23,063,946</u>
Non-controlling interest	<u>43,119,164</u>	<u>27,527,605</u>	<u>13,593,864</u>	<u>2,164,937</u>	<u>7,396,582</u>
	<i>Alpha Dhabi AED '000</i>	<i>Modon AED '000</i>	<i>Multiply AED '000</i>	<i>Ghitha AED '000</i>	<i>Two Point Zero AED '000</i>
31 December 2023					
Non-current assets	66,871,591	9,666,708	24,085,999	3,480,997	-
Current assets	73,482,096	11,448,448	18,072,650	3,584,374	-
Non-current liabilities	(27,000,537)	(2,075,730)	(9,574,954)	(900,328)	-
Current liabilities	(37,376,119)	(4,316,691)	(2,397,119)	(1,750,237)	-
Total equity	75,977,031	14,722,735	30,186,576	4,414,806	-
Less: non-controlling interest	32,142,748	1,149,566	1,277,745	1,678,622	-
Less: hybrid equity instruments	1,815,646	-	-	-	-
Equity attributable to the owners (<i>subsidiary level</i>)	<u>42,018,637</u>	<u>13,573,169</u>	<u>28,908,831</u>	<u>2,736,184</u>	<u>-</u>
<i>Attributable to:</i>					
Equity holders of parent	<u>39,840,481</u>	<u>6,928,894</u>	<u>16,342,732</u>	<u>2,341,770</u>	<u>-</u>
Non-controlling interest	<u>34,320,904</u>	<u>7,793,841</u>	<u>13,843,844</u>	<u>2,073,036</u>	<u>-</u>

Summarised cash flow information of material partly-owned subsidiaries:

	<i>Alpha Dhabi AED '000</i>	<i>Modon AED '000</i>	<i>Multiply AED '000</i>	<i>Ghitha AED '000</i>	<i>Two Point Zero AED '000</i>
31 December 2024					
Operating	8,395,853	3,223,635	1,191,778	370,288	217,682
Investing	1,135,318	(3,989,676)	(708,687)	(537,999)	(6,868,143)
Financing	(39,872)	2,028,300	(362,108)	(173,036)	11,478,012
Net increase (decrease) in cash and cash equivalents	<u>9,491,299</u>	<u>1,262,259</u>	<u>120,983</u>	<u>(340,747)</u>	<u>4,827,551</u>
31 December 2023					
Operating	5,955,612	996,624	82,062	698,432	-
Investing	(13,195,973)	(1,755,097)	(323,918)	(568,142)	-
Financing	2,210,450	1,041,285	18,102	190,020	-
Net (decrease) increase in cash and cash equivalents	<u>(5,029,911)</u>	<u>282,812</u>	<u>(223,754)</u>	<u>320,310</u>	<u>-</u>

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43 FAIR VALUE MEASUREMENT

Fair value of the Group's assets that are measured at fair value on recurring basis

Some of the Group's financial assets are measured at fair value at the end of the reporting year. The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable and gives information about how the fair value of these financial assets are determined.

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

Following is the information on how the fair value of the financial assets, financial liabilities, biological assets and digital assets are determined.

	<i>Fair value as at</i>					
	<i>31 December</i>	<i>31 December</i>				
	<i>2024</i>	<i>2023</i>				
	<i>AED'000</i>	<i>AED'000</i>	<i>Fair value</i>	<i>Valuation techniques</i>	<i>Significant</i>	<i>Relationship of</i>
			<i>hierarchy</i>	<i>and key inputs</i>	<i>unobservable</i>	<i>unobservable inputs</i>
					<i>input</i>	<i>to fair value</i>
Financial assets						
Quoted equity investments – investment in financial assets	44,827,949	47,236,145	Level 1	Quoted bid prices in an active market.	None	Not applicable
Unquoted equity investments – investment in financial assets	37,937,000	13,776,851	Level 3	Discounted cash flow method and latest transaction price	Net assets value	Higher the net assets value of the investees, higher the fair value
Unquoted debt investments – investment in financial assets	2,204,745	615,804	Level 3	Discounted cash flow method and latest transaction price	Net assets value	Higher the net assets value of the investees, higher the fair value
Derivative financial assets	12,056	32,913	Level 2	Significant observable inputs	None	Not applicable
Financial liabilities						
Derivative financial liabilities	47,452	12,138	Level 2	Significant observable inputs	None	Not applicable
Non-financial assets						
Biological assets	15,886	50,450	Level 2	Significant observable inputs	None	Not applicable
Digital assets	1,879,424	-	Level 2	Average quoted bid prices on multiple digital currency exchanges.	None	Not applicable

There were no transfers between each of the levels during the year. The fair values of all other financial assets and liabilities, other than the below, are not materially different from their carrying values at the reporting date.

Financial liabilities at amortised cost:

	<i>2024 AED'000</i>		<i>2023 AED'000</i>	
	<i>Gross carrying amount</i>	<i>Fair value</i>	<i>Gross carrying amount</i>	<i>Fair value</i>
Sukuk 1 (note 27)	1,394,664	1,372,007	1,852,144	1,820,844
Sukuk 2 (note 27)	1,841,234	1,731,670	1,839,102	1,722,890
Sukuk 3 (note 27)	1,815,312	1,792,933	1,811,708	1,782,319
Sukuk 4 (note 27)	1,809,952	1,866,624	-	-
	<u>6,861,162</u>	<u>6,763,234</u>	<u>5,502,954</u>	<u>5,326,053</u>

The non-convertible sukuk are categorised under Level 1 in the fair value hierarchy.

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44 SEGMENTAL ANALYSIS

For operating purposes, the Group is organised into business segments as follows:

Real estate and construction includes construction, development and management of real estate, contracting services, landscaping design and execution, labour camp management and sale of properties.

Food includes frozen fish and seafood, preparing and packing food products, trading in general trading of foodstuff. It also includes sourcing, processing and sales of forage and animal feed to securing the food from milk, meat and poultry industry.

Technology includes the supply and maintenance of computer equipment, in addition to cyber risk management services.

Financial services includes brokerage services provided with respect to securities, including private funds management (prior period also included health insurance solutions).

Marine and dredging includes the maintaining and trading of marine machinery and equipment, retail sale of ships and boats and sale of spare parts. Also included are dredging and its associated land reclamation works.

Hospitality and leisure includes commercial and contracting services with respect to local and international hotel businesses, media, exhibition & events and tourism.

Energy includes the installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.

Services and other segments mainly comprise of education, communication and entertainment, mining & exploration activities, healthcare and its related services, investments in financial assets and its related financing activities, as well as a variety of other ancillary activities (i.e. retail trade of household and office furniture and other head office expenses).

International Holding Company PJSC

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44 SEGMENTAL ANALYSIS continued

Consolidated statement of financial position:

	<i>Real estate and construction</i>		<i>Food</i>		<i>Technology</i>		<i>Financial services</i>		<i>Marine and dredging</i>		<i>Hospitality and leisure</i>		<i>Energy</i>		<i>Services and other segments</i>		<i>Inter-segment elimination</i>		<i>Total</i>	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Segment assets	<u>162,787,598</u>	<u>106,234,666</u>	<u>9,748,556</u>	<u>5,857,068</u>	<u>7,071,966</u>	<u>5,980,547</u>	<u>52,939,688</u>	<u>9,313,525</u>	<u>45,635,065</u>	<u>28,758,291</u>	<u>18,391,535</u>	<u>11,334,794</u>	<u>4,629,463</u>	<u>4,310,681</u>	<u>120,013,406</u>	<u>109,916,369</u>	<u>(19,406,719)</u>	<u>(17,430,988)</u>	<u>401,810,558</u>	<u>264,274,953</u>
Segment liabilities	<u>59,346,849</u>	<u>45,415,595</u>	<u>3,449,072</u>	<u>3,062,183</u>	<u>4,858,535</u>	<u>3,622,915</u>	<u>18,145,938</u>	<u>7,581,582</u>	<u>28,993,384</u>	<u>17,503,900</u>	<u>11,900,724</u>	<u>3,182,382</u>	<u>1,019,106</u>	<u>1,218,742</u>	<u>49,451,767</u>	<u>43,166,925</u>	<u>(19,741,410)</u>	<u>(17,216,142)</u>	<u>157,423,965</u>	<u>107,538,082</u>

Consolidated statement of profit or loss:

	<i>Real estate and construction</i>		<i>Food</i>		<i>Technology</i>		<i>Financial services</i>		<i>Marine and dredging</i>		<i>Hospitality and leisure</i>		<i>Energy</i>		<i>Services and other segments</i>		<i>Inter-segment elimination</i>		<i>Total</i>	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Revenue	<u>34,373,089</u>	<u>20,621,098</u>	<u>4,946,424</u>	<u>4,163,065</u>	<u>3,580,370</u>	<u>2,416,517</u>	<u>3,477,334</u>	<u>1,729,415</u>	<u>27,546,341</u>	<u>17,969,429</u>	<u>5,942,410</u>	<u>2,634,079</u>	<u>318,168</u>	<u>309,321</u>	<u>13,537,217</u>	<u>10,930,445</u>	<u>(1,063,422)</u>	<u>(683,929)</u>	<u>92,657,931</u>	<u>60,089,440</u>
Cost of sales	<u>(26,685,715)</u>	<u>(15,626,334)</u>	<u>(3,991,942)</u>	<u>(3,469,799)</u>	<u>(2,539,668)</u>	<u>(1,812,791)</u>	<u>(935,786)</u>	<u>(1,307,099)</u>	<u>(23,712,912)</u>	<u>(15,678,986)</u>	<u>(3,747,180)</u>	<u>(1,461,263)</u>	<u>(167,070)</u>	<u>(154,868)</u>	<u>(10,554,621)</u>	<u>(8,033,973)</u>	<u>851,734</u>	<u>495,690</u>	<u>(71,483,160)</u>	<u>(47,049,423)</u>
Gross profit	<u>7,687,374</u>	<u>4,994,764</u>	<u>954,482</u>	<u>693,266</u>	<u>1,040,702</u>	<u>603,726</u>	<u>2,541,548</u>	<u>422,316</u>	<u>3,833,429</u>	<u>2,290,443</u>	<u>2,195,230</u>	<u>1,172,816</u>	<u>151,098</u>	<u>154,453</u>	<u>2,982,596</u>	<u>2,896,472</u>	<u>(211,688)</u>	<u>(188,239)</u>	<u>21,174,771</u>	<u>13,040,017</u>
General and administrative expenses	<u>(2,515,879)</u>	<u>(1,497,010)</u>	<u>(479,510)</u>	<u>(359,998)</u>	<u>(602,704)</u>	<u>(273,880)</u>	<u>(367,707)</u>	<u>(75,868)</u>	<u>(452,750)</u>	<u>(329,942)</u>	<u>(1,445,025)</u>	<u>(763,454)</u>	<u>(25,824)</u>	<u>(30,818)</u>	<u>(2,259,497)</u>	<u>(2,837,038)</u>	<u>223,987</u>	<u>68,180</u>	<u>(7,924,909)</u>	<u>(6,099,828)</u>
Selling and distribution expenses	<u>(214,770)</u>	<u>(140,102)</u>	<u>(332,631)</u>	<u>(189,722)</u>	<u>(12,148)</u>	<u>(4,127)</u>	<u>(36,332)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(119,491)</u>	<u>(94,748)</u>	<u>-</u>	<u>-</u>	<u>(422,277)</u>	<u>(83,640)</u>	<u>7,200</u>	<u>(8,834)</u>	<u>(1,130,449)</u>	<u>(521,173)</u>
Investment and other income (loss), net	<u>1,535,609</u>	<u>1,208,801</u>	<u>58,285</u>	<u>54,587</u>	<u>(1,018,784)</u>	<u>684,701</u>	<u>354,948</u>	<u>373,897</u>	<u>256,127</u>	<u>963,253</u>	<u>174,405</u>	<u>86,874</u>	<u>43,857</u>	<u>43,934</u>	<u>6,574,099</u>	<u>2,528,465</u>	<u>-</u>	<u>-</u>	<u>7,978,546</u>	<u>5,944,512</u>
Share of profit (loss) from investment in associates and joint ventures	<u>142,551</u>	<u>106,509</u>	<u>50,106</u>	<u>43,652</u>	<u>17,861</u>	<u>120,432</u>	<u>10,887</u>	<u>(100,384)</u>	<u>38,479</u>	<u>52,012</u>	<u>13,911</u>	<u>14,870</u>	<u>57,607</u>	<u>308,290</u>	<u>451,941</u>	<u>393,584</u>	<u>-</u>	<u>-</u>	<u>783,343</u>	<u>938,965</u>
Gain on disposal of investment in associates and joint ventures	<u>-</u>	<u>417,279</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>32,895</u>	<u>17,665</u>	<u>42,936</u>	<u>-</u>	<u>-</u>	<u>17,665</u>	<u>493,110</u>
Finance costs	<u>(982,368)</u>	<u>(574,724)</u>	<u>(73,736)</u>	<u>(68,260)</u>	<u>(90,942)</u>	<u>(62,549)</u>	<u>(604,706)</u>	<u>(50,034)</u>	<u>(543,039)</u>	<u>(220,977)</u>	<u>(358,228)</u>	<u>(108,753)</u>	<u>(21,938)</u>	<u>(20,841)</u>	<u>(1,430,824)</u>	<u>(1,203,992)</u>	<u>31,866</u>	<u>32,764</u>	<u>(4,073,915)</u>	<u>(2,277,366)</u>
Taxation	<u>(526,793)</u>	<u>(191,021)</u>	<u>(15,063)</u>	<u>(31,895)</u>	<u>(60,144)</u>	<u>(6,613)</u>	<u>(57,717)</u>	<u>-</u>	<u>(353,739)</u>	<u>(33,640)</u>	<u>(61,664)</u>	<u>(576)</u>	<u>112</u>	<u>-</u>	<u>102,085</u>	<u>(592,182)</u>	<u>-</u>	<u>-</u>	<u>(972,923)</u>	<u>(855,927)</u>
Gain on acquisition of subsidiaries	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>6,067,056</u>	<u>2,998</u>
Gain on derecognition of subsidiaries	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,653,781</u>	<u>8,858,361</u>
Fair value gain on revaluation of previously held equity interest	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>461,509</u>	<u>1,136,326</u>
Write down of assets held for sale	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(183,481)</u>	<u>-</u>
Gain on increase in equity of an associate	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>850,387</u>	<u>12,294,253</u>
Profit for the year	<u>5,125,724</u>	<u>4,324,496</u>	<u>161,933</u>	<u>141,630</u>	<u>(726,159)</u>	<u>1,061,690</u>	<u>1,840,921</u>	<u>569,927</u>	<u>2,778,507</u>	<u>2,721,149</u>	<u>399,138</u>	<u>307,029</u>	<u>204,912</u>	<u>487,913</u>	<u>6,015,788</u>	<u>1,144,605</u>	<u>51,365</u>	<u>(96,129)</u>	<u>25,701,381</u>	<u>32,954,248</u>

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45 FINANCIAL RISK MANAGEMENT**Capital risk management**

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

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

There were no changes in the Group's approach to capital management during the year.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by net debt and equity. Net debt is calculated as borrowings, non-convertible sukuk, lease liabilities, loan from related parties, trade and other payables, contract liabilities, due to related parties less cash and bank balances. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt.

	2024 AED '000	2023 AED '000
Borrowings	64,895,826	42,970,176
Lease liabilities	4,583,461	2,152,747
Loan from related parties	2,919,447	125,318
Trade and other payables	48,148,308	37,215,362
Non-convertible sukuk	6,861,162	5,502,954
Contract liabilities	23,463,973	15,775,359
Due to related parties	1,458,232	1,351,413
Cash and bank balances	<u>(55,212,208)</u>	<u>(33,918,559)</u>
Net debt	97,118,201	71,174,770
Equity	<u>244,386,593</u>	<u>156,736,871</u>
Net debt and equity (capital)	<u>341,504,794</u>	<u>227,911,641</u>
Gearing ratio	<u>0.28</u>	<u>0.31</u>

Financial instruments risk management objectives and policies

The Group is exposed to the following risks related to financial instruments – market risk (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of the financial markets and seeks to optimise potential adverse effects on the Group's financial performance.

The Board of Directors of the Company establishes and oversees the Company's risk management framework, while the management and respective boards of certain companies within the Group takes responsibility for the establishment and oversight of risk management frameworks at the entities' levels.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit, Risk and Compliance Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

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45 FINANCIAL RISK MANAGEMENT continued

Market risk management

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, price risk and interest rate risk. Financial instruments affected by market risk include investment in financial assets, borrowings and derivative financial instruments.

Foreign exchange risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency), investment in financial assets and the Group's net investments in foreign subsidiaries, associates and joint ventures.

The carrying amounts of the Group's monetary assets and liabilities in major foreign currencies at the reporting date are as follows:

	<i>Assets</i>	<i>Liabilities</i>	<i>Net Exposure</i>	<i>Assets</i>	<i>Liabilities</i>	<i>Net Exposure</i>
	<i>2024</i>	<i>2024</i>	<i>2024</i>	<i>2023</i>	<i>2023</i>	<i>2023</i>
	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>	<i>AED'000</i>
Egyptian Pound ('EGP')	13,865,324	6,372,109	7,493,215	5,550,932	4,036,112	1,514,820
Euro ('Eur')	2,704,992	1,485,432	1,219,560	1,822,918	443,630	1,379,288
Great Britain Pound ('GBP')	4,509,257	4,261,904	247,353	2,937,181	1,941,297	995,884
Moroccan Dirham ('MD')	500,872	523,515	(22,643)	369,688	374,312	(4,624)
Indian Rupees ('INR')	6,019,074	24,023	5,995,051	7,240,853	11	7,240,842
Colombian Peso ('COP')	3,154,439	-	3,154,439	268,033	-	268,033
Swiss Franc ('CHF')	234,710	1,170	233,540	-	-	-
Others	368,013	772,311	(404,298)	169,394	428,227	(258,833)

Foreign currency sensitivity analysis

The Group is exposed to currencies not denominated in USD or AED, as the latter is pegged to the US Dollar. The major exposure to foreign currencies at the end of reporting period relates to EGP, Euro, GBP, MD, INR, COP and CHF. The following table demonstrates the sensitivity of AED on the Group's equity to a reasonably possible change by 5% against following foreign currencies, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material.

	<i>Effect on Equity</i>	<i>Effect on Equity</i>
	<i>2024</i>	<i>2023</i>
	<i>AED'000</i>	<i>AED'000</i>
Egyptian Pound ('EGP')	374,661	75,741
Euro ('Eur')	60,978	68,964
Great Britain Pound ('GBP')	12,368	49,794
Moroccan Dirham ('MD')	(1,132)	(231)
Indian Rupees ('INR')	299,753	362,042
Colombian Peso ('COP')	157,722	13,402
Swiss Franc ('CHF')	11,677	-
Others	(20,215)	(12,942)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

45 FINANCIAL RISK MANAGEMENT continued

Market risk management continued*Price risk*

The Group is exposed to equity securities price risk because of quoted investments held by the Group. The Group's quoted investment portfolio amounted to AED 44,827,949 thousand (2023: AED 47,236,145 thousand). At the reporting date if the prices of investments were 5% higher/lower with all other variables held constant, the Group's equity and profit or loss would have increased/decreased as follows:

	2024 AED '000	2023 AED '000
Impact on the Group's profit for the year (increase/decrease)	<u>2,235,372</u>	<u>2,352,964</u>
Impact on the Group's other comprehensive income for the year (increase/decrease)	<u>6,026</u>	<u>8,844</u>

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates.

At 31 December 2024, if interest rates on the borrowings had been 100 basis points lower/higher with all other variables held constant, profit for the year would have been increased or decreased by AED 365,332 thousand (2023: AED 220,614 thousand).

Interest rate swap contracts

Under interest rate swap contracts, the Group agrees to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable the Group to mitigate the risk of changing interest rates on the fair value of issued fixed rate debt and the cash flow exposures on the issued variable rate debt. The fair value of interest rate swaps at the reporting date is determined by discounting the future cash flows using the curves at reporting date and the credit risk inherent in the contract. The notional principal amounts are disclosed in note 28.

Interest rate cap contracts

The Group is exposed to interest rate risk on interest bearing debt and manages its exposure to interest rate risk through the proportion of fixed and variable rate debt in its total net debt portfolio.

Cashflow hedges

All interest rate swap contracts exchanging floating rate interest amounts for fixed rate interest amounts are designated as cash flow hedges in order to reduce the Group's cash flow exposure resulting from variable interest rates on borrowings. The interest rate swaps and the payments on the loan occur simultaneously.

Credit risk management

Credit risk is managed on a Group basis, except for credit risk relating to accounts receivables balances. Each local entity is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions. Individual risk limits are based on management's assessment on a case by case basis. The utilisation of credit limits is regularly monitored. The Group's policy is to place cash and cash equivalents and short terms deposits with reputable banks and financial institutions.

There are no significant concentrations of credit risk within the Group. There are policies in place to ensure that services are rendered to customers with an appropriate credit history. The Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

45 FINANCIAL RISK MANAGEMENT continued**Liquidity risk management**

Liquidity risk is the risk that the Group will be unable to meet its funding requirements. The maturity profile of financial liabilities is monitored by management to ensure adequate liquidity is maintained.

Cash flow forecasting is performed in the operating entities of the Group and aggregated by the Group Finance. The Group finance monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities. Such forecasting takes into consideration the Group's debts financing plans, covenant compliance and compliance with internal consolidation statement of financial position targets. The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows:

	<i>On demand AED '000</i>	<i>Less than 3 months AED '000</i>	<i>3 to 12 months AED '000</i>	<i>1 to 5 years AED '000</i>	<i>More than 5 years AED '000</i>	<i>Total AED '000</i>
At 31 December 2024						
Borrowings	1,502,556	2,217,233	16,890,289	50,440,369	1,506,438	72,556,885
Lease liabilities	12,078	121,272	708,462	2,105,248	3,970,441	6,917,501
Due to related parties	171,519	74,426	1,209,767	-	2,520	1,458,232
Loans from related parties	-	729,663	608,445	477,790	2,239,643	4,055,541
Derivative financial instruments	-	13,837	-	15,222	18,393	47,452
Non-convertible sukuk	-	16,938	1,413,386	-	5,430,838	6,861,162
Trade and other payables	<u>1,137,658</u>	<u>8,985,071</u>	<u>27,163,220</u>	<u>4,925,149</u>	<u>157,269</u>	<u>42,368,367</u>
Total	<u>2,823,811</u>	<u>12,158,440</u>	<u>47,993,569</u>	<u>57,963,778</u>	<u>13,325,542</u>	<u>134,265,140</u>
At 31 December 2023						
Borrowings	787,676	1,079,408	5,989,812	38,981,701	856,917	47,695,514
Lease liabilities	12,062	60,117	252,409	863,001	1,862,850	3,050,439
Due to related parties	380,251	460,415	508,227	-	2,520	1,351,413
Loans from related parties	-	-	18,389	122,087	-	140,476
Derivative financial instruments	-	12,138	-	-	-	12,138
Non-convertible sukuk	-	-	46,098	2,792,886	4,127,679	6,966,663
Trade and other payables	<u>434,964</u>	<u>11,345,458</u>	<u>16,754,618</u>	<u>4,520,863</u>	<u>-</u>	<u>33,055,903</u>
Total	<u>1,614,953</u>	<u>12,957,536</u>	<u>23,569,553</u>	<u>47,280,538</u>	<u>6,849,966</u>	<u>92,272,546</u>

46 DIVIDENDS

Dividends attributable to non-controlling interest amounting to AED 2,708,299 thousand was declared in 2024 (2023: AED 1,209,205 thousand).

47 COMPARATIVE INFORMATION

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the current year consolidated financial statements. Such reclassification has no impact on previously reported profit or equity of the Group.

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48 SUBSEQUENT EVENTS

Subsequent to the year end, the Group entered into the following transactions to acquire shareholding interest:

- Masdar Green REIT (CEIC) (“MGR”) – 60% equity interest
(MGR is involved in the ownership, management and leasing of real estate assets located in Masdar City)
- Libra Property Holding RSC (“Libra”) – 60% equity interest
(Libra is developing and selling real estate)
- 2 Finsbury Avenue – 50% equity interest
(To develop and own 2 Finsbury Avenue, a 750,000 sqft prime real estate project in Broadgate, London)

In addition, on 22 April 2024, Alpha Dhabi Hospitality Holding LLC and Murban Energy Limited, both subsidiaries of the Group, entered into a sale and purchase agreement with National Corporation for Tourism & Hotels PJSC (“NCTH”), where certain assets are to be sold to NCTH in exchange for NCTH shares. Subsequent to the year end, the closing obligations were fulfilled, and the Group acquired a controlling ownership stake of 73.73% in NCTH.