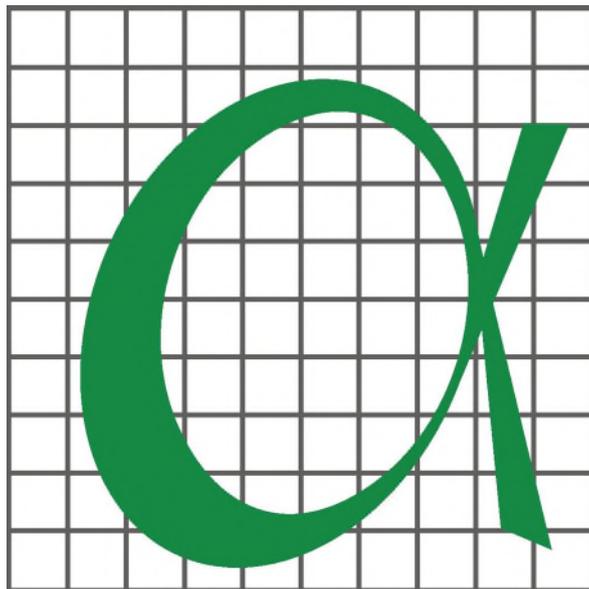


This is a non-certified translation of the original Arabic version of the Prospectus. This English version is provided for convenience only and does not constitute a legal document. Subscribers should only rely on the Arabic version of the Prospectus. In the case of any discrepancies or omissions, the Arabic version of the Prospectus shall prevail.

**OFFER TO SUBSCRIBE FOR SHARES OF PUBLIC JOINT STOCK COMPANY  
(UNDER CONVERSION) IN A PUBLIC  
SUBSCRIPTION IN THE UAE ONLY**

**Prospectus for the Public Offering (the "Offering") of Shares in  
Alpha Data PJSC (under conversion) (the "Company" or "Alpha Data")**

*(under conversion in the Emirate of Abu Dhabi from a limited liability company to a public  
joint stock company)*



**ALPHA DATA**

**Dated: 13 February 2025**

This is the prospectus (the "**Prospectus**") for the sale of 400,000,000 (four hundred million) ordinary shares with a nominal value of AED 0.03 (three fils) each in a public subscription in the United Arab Emirates only (the "**Offer Shares**"), representing 40% (forty per cent) of the issued share capital of the Company, a public joint stock company under conversion in the Emirate of Abu Dhabi, in a public subscription in the United Arab Emirates (the "**UAE**") only, by the Company's two shareholders Bin Hamoodah Company LLC (which before the Offering owned 666,666,667 shares representing approximately 66.7% of the share capital of the Company) and Ibbini Investment Company LLC (which before the Offering owned 333,333,333 shares representing approximately 33.3% of the share capital of the Company) (together, the "**Selling Shareholders**"). The Selling Shareholders reserve the right to amend the size of the Offering and the size of any Tranche at any time prior to the end of the subscription period at their sole discretion, subject to applicable laws and upon obtaining the approval of the UAE Securities and Commodities Authority ("**SCA**" or "**Authority**"). The offer price will be in AED and determined based on the offer price range, which will be announced on the same day and before the opening of the Offer Period on 20 February 2025 (the "**Offer Price Range**"). The Offer Shares will be duly and validly issued as at the date of listing (the "**Listing**") of the ordinary shares of the Company on the Abu Dhabi Securities Exchange ("**ADX**"), as described in this Prospectus.

**The final offer price (the "Final Offer Price") and the final offering size (the "Final Offer Size") will be announced after the closing of the subscription for the Second Tranche.**

**Please refer to "*Further Information on the First Tranche – Final Offer Price*", which sets out a description of how the Final Offer Price will be calculated.**

Except in the UAE, no action has been taken or will be taken in any jurisdiction that would permit a public subscription of the Offer Shares pursuant to this Prospectus or the possession, circulation, or distribution of this Prospectus. Accordingly, the Offer Shares may not be offered or sold, directly or indirectly, nor may this Prospectus or any other offering material or advertisement or other document or information in connection with the Offer Shares be distributed or published, in or from any jurisdiction except in compliance with any applicable rules and regulations of any such jurisdiction.

The Company is subject to the provisions of the Federal Decree by Law No. 32 of 2021 on Commercial Companies, and the Authority shall not be responsible for the content of this Prospectus or the information contained therein.

**Investment in the Offer Shares involves a high degree of risk. Prospective Subscribers should carefully read the "*Investment Risks*" section and the "*Important Notice*" section of this Prospectus to inform themselves about factors that should be considered before investing in the Offer Shares.**

#### **Offer Period**

**The Offer Period starts on 20 February 2025 and closes on 25 February 2025, and consists of the subscription period for the First Tranche (as described in this Prospectus), which starts on 20 February 2025, and closes on 25 February 2025, and the subscription period for the Second Tranche, which starts on 20 February 2025 and closes on 25 February 2025.**

This is the Offering, including the offer to the Emirates Investment Authority ("**EIA**") of 20,000,000 (twenty million) Shares of the issued share capital of the Company, a public joint stock company ("**PJSC**") in the UAE and under conversion from a limited liability company to a PJSC. The Final Offer Price will be determined through the application of a book building process, whereby a subscription orders ledger will be created through the subscription orders made only by the Professional Investors (as defined herein).

If all of the Offer Shares are subscribed for and allocated, the Offer Shares will represent 40% (forty per cent) of the total Shares.

The Selling Shareholders reserve the right to amend the size of the Offering and the size of any Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of the SCA.

Prior to this Offering, the Shares have not been listed on any financial market and there has been no public market for the Shares. Following the closing of the Offer Period in respect of the First Tranche and the Second Tranche and the completion of the conversion process of the Company from a limited liability company to a PJSC, the Company will list its Shares on the ADX.

Date of the SCA's approval of this Prospectus:

**This Prospectus contains data that has been submitted in accordance with the rules for issuance and disclosure issued by the SCA, and the publication of this Prospectus has been approved by the SCA on 12 February 2025. However, the SCA's approval of publishing this Prospectus does not constitute an endorsement of the feasibility of any investment in the Offer Shares nor a recommendation to subscribe to the Offer Shares;**

**the approval only means that this Prospectus contains the minimum information required in accordance with the applicable rules issued by the SCA with respect to prospectuses. The SCA is not responsible for the accuracy, completeness or adequacy of the information contained in this Prospectus and the SCA does not bear any responsibility for any damages or losses incurred by any person as a result of relying on this Prospectus or any part of it. The members of the Company's Founders' Committee bear full responsibility regarding the validity of the information and data contained in this Prospectus, and they confirm, to the extent of their knowledge and belief, and subject to due diligence and after conducting reasonable enquiries, that there are no other facts or material information, which were not included in this Prospectus that renders any statement contained therein misleading to the Subscribers or which may influence their decision to invest.**

### **Method of sale of the Offer Shares in a public subscription**

The Offer Shares represent 400,000,000 (four hundred million) Shares with a nominal value of AED 0.03 (three fils) each, which will be sold by the Selling Shareholders in a public offering. The Final Offer Price will be determined through the application of a book building process, whereby a subscription orders ledger will be created through the subscription orders made only by the Professional Investors. The Selling Shareholders reserve the right to amend the size of the Offering and the size of any Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the SCA's approval.

In creating the subscription orders ledger, the Offer Shares subscribed to by the Professional Investors will constitute the Offer Shares used in calculating the Final Offer Price of each Offer Share. In order for the subscription to succeed, the subscription percentage of the Professional Investors must not be less than 60% and the subscription percentage of the First Tranche Subscribers must not be more than 40% of the Offer Shares.

If the First Tranche is not subscribed to in full, the remaining Offer Shares will be allocated to the Second Tranche. The Receiving Banks shall refund the oversubscription amounts received from the First Tranche Subscribers for the Offer Shares and any earned profit on such amounts within 5 (five) working days from the date on which all allocations of Offer Shares to successful First Tranche Subscribers and Professional Investors are determined.

The Selling Shareholders may not, whether directly or indirectly or through any of their subsidiaries, subscribe for any of the Offer Shares.

### **Price Stabilisation Mechanism**

In connection with the Offering, the Company and the Selling Shareholders will appoint BHM Capital Financial Services PJSC, a duly authorised price stabilisation manager by the ADX to act as a price stabilisation manager (the "**Stabilisation Manager**"), who may, to the extent permitted by applicable law, including the ADX Operational Rules Booklet issued by the ADX (the "**ADX Rules**"), and for stabilisation purposes, effect stabilising transactions with a view to supporting the market price of the Shares, in each case at a higher level than that which might otherwise prevail in the open market. The Stabilisation Manager will be appointed for a time period commencing on the date of trading of the Shares on the ADX and ending no later than 30 days thereafter (the "**Stabilisation Period**"). All stabilising transactions will be undertaken in compliance with the ADX Rules. In accordance with Article 3, Chapter 15 of the ADX Rules, the Stabilisation Manager will disclose to the market the extent of any stabilising transactions conducted in relation to the Offering.

As part of the Offering, the Selling Shareholders will sell a number of Shares not exceeding 10% of the Offer Shares (the "**Stabilisation Shares**") and such shares will be allocated to investors as part of the normal allocation process for the Offering. If at any time during the

Stabilisation Period, the share price of the Shares on the ADX falls below the Offer Price, the Stabilisation Manager shall use the proceeds of the sale of the Stabilisation Shares to purchase from the market up to a number of Shares equivalent to the number of Stabilisation Shares at or below the Offer Price for the purpose of supporting the market price of the Shares. In the event the Stabilisation Manager does not purchase any shares, the Stabilisation Shares will remain fully allocated. At the end of the Stabilisation Period, the Stabilisation Manager will return to the Selling Shareholders the Stabilisation Shares which have been purchased in the market as a result of stabilising transactions and/or any remaining portion of the proceeds which were not used for stabilising transactions, as well as any interest/profit that has accumulated for the amounts corresponding to such proceeds.

Any Stabilisation Shares made available will rank pari passu in all respects with the Shares, including for all dividends and other distributions declared, made or paid on the Shares, will be purchased on the same terms and conditions as the Shares being issued or sold in the Offering and will form a single class for all purposes with the other Shares. None of the Joint Lead Managers or their respective directors, officers, employees or agents will have any direct or indirect involvement in, or responsibility or liability for, nor derive any direct or indirect benefit from, the stabilising transactions envisaged hereby and stabilisation will be carried out exclusively by the Stabilisation Manager.

### **Book Building Mechanism**

Book building is a mechanism carried out during the Offering which assists in determining the Final Offer Price.

The book building process comprises the following steps:

- the Company and the Selling Shareholders hire one or more investment banks to act as lead manager(s) who are licensed by SCA to carry out on behalf of the Company the management of the Offering, and to provide advice related to the Offering, and to coordinate with SCA and the Offer Participants and to assist the Company in determining the price range at which the security can be sold and drafting a prospectus to send out to the investors;
- the appointed Joint Lead Managers invite certain qualified investors, typically but not restricted to institutional and sophisticated investors and fund managers, to submit bids for the number of shares that they are interested in purchasing and the prices at which they would be willing to pay for such shares. The qualified investors' bids are recorded in a register specifically for recording the subscription orders for the shares being offered;
- the book is 'built' by listing and evaluating the aggregated demand for the share offer from the submitted bids. The investment banks analyse the subscription orders register from qualified investors and, based on that analysis, determine with the Company and its Selling Shareholders, the final price for the shares, which is termed the final offer price; and
- Shares for submitted bids pertaining to the Second Tranche are then allocated to the accepted qualified investor bidders, at the discretion of the Company and its Selling Shareholders.

A list of further definitions and abbreviations is provided in the '*Definitions and Abbreviations*' section below.

## Tranche Structure

### A. *First Tranche*

The First Tranche offer will be made pursuant to this Prospectus. 5% (five per cent) of the Offer Shares, amounting to 20,000,000 (twenty million) Shares, are allocated to the First Tranche. Each successful Subscriber in the First Tranche will be guaranteed a minimum allocation of 2,000 Shares. The minimum guaranteed allocation of 2,000 Shares shall be subject to the total number of shares within this tranche without exceeding the tranche size, subject to the limits and conditions set out in this Prospectus. The First Tranche is restricted to the following specific persons:

- ***Individual Subscribers***

Natural persons (including natural persons constituting Assessed Professional Investors (as described under the Second Tranche who do not participate in the Second Tranche)) who hold a NIN number ("**NIN**") with the ADX and have a bank account in the UAE (except for any person who is resident in the United States within the meaning of the US Securities Act 1933, as amended (the "**US Securities Act**")). There is no citizenship or residence requirement in order to qualify as an Individual Subscriber.

Minors are permitted to apply for Offer Shares in accordance with the procedures applied by the Receiving Banks and the laws in force in this regard.

- ***Other investors***

Other investors (companies and establishments) who do not participate in the Second Tranche that hold a NIN with the ADX and have a bank account in the UAE (except for any person who is resident in the United States within the meaning of the US Securities Act).

If all of the Offer Shares in the First Tranche are not fully subscribed, the unsubscribed Offer Shares will be made available to Professional Investors, or alternatively (in consultation with the SCA), the Selling Shareholders may (i) extend the Closing Date for the First Tranche, and the Second Tranche, or (ii) close the Offering at the level of applications received.

All First Tranche Subscribers must hold a NIN with the ADX.

The Selling Shareholders reserve the right to amend the size of the First Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of the SCA, provided that the subscription percentage of the subscribers in the Second Tranche does not fall below 60% of the Offer Shares and the subscription percentage of the subscribers in the First Tranche does not exceed 40% of the Offer Shares.

The minimum application size for First Tranche Subscribers is AED 5,000 (five thousand UAE dirhams) with any additional application to be made in increments of at least AED 1,000 (one thousand UAE dirhams).

There is no maximum application size for First Tranche Subscribers.

### B. *Second Tranche*

95% (ninety-five per cent) of the Offer Shares, amounting to 380,000,000 (three hundred and eighty million) Shares, are allocated to the Second Tranche, which is restricted to "Professional Investors" (as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time)), which specifically include those investors which can be categorised in the following manner:

1. "Deemed Professional Investors" which include:
  - i. international corporations and organisations whose members are state, central banks or national monetary authorities;
  - ii. governments, government institutions, their investment and non-investment bodies and companies wholly owned by them;
  - iii. central banks or national monetary authorities in any country, state or legal authority;
  - iv. capital market institutions licensed by the SCA or regulated by a supervisory authority equivalent to the SCA;
  - v. financial institutions;
  - vi. regulated financial institutions, local or foreign mutual investment funds, regulated pension fund management companies and regulated pension funds;
  - vii. any entity whose main activity represents investment in financial instruments, asset securitisation or financial transactions;
  - viii. any company whose shares are listed or accepted to trade in any market of an IOSCO member country;
  - ix. a trustee of a trust which has, during the past 12 months, assets of AED 35,000,000 (thirty-five million UAE dirhams) or more;
  - x. licensed family offices with assets of AED 15,000,000 (fifteen million UAE dirhams) or more;
  - xi. joint ventures and associations which have or had, at any time during the past two years, net assets of AED 25,000,000 (twenty-five million UAE dirhams) or more (excluding partner and shareholder loans); and
  - xii. a body corporate who fulfils (on the date of its last financial statements) a "large undertaking" test, whereby it fulfils at least two of the following requirements:
    - a. holds total assets of AED 75,000,000 (seventy-five million UAE dirhams) or more (excluding short-term liabilities and long-term liabilities);
    - b. has a net annual revenue of AED 150,000,000 (one hundred fifty million UAE dirhams) or more; or
    - c. an aggregate total of cash and investments on its balance sheet; or its total equity (after deducting paid up share capital), of not less than AED 7,000,000 (seven million UAE dirhams).
2. "Assessed Professional Investors" which include:
  - i. a natural person who owns net assets, excluding the value of their main residence, is not less than AED 4,000,000 (four million UAE dirhams) (a "**HNWI**");
  - ii. a natural person who is:
    - a. approved by the SCA or a similar supervisory authority;
    - b. an employee of a licensed entity or a regulated financial institution who has been employed for the past two years;

- c. assessed to have sufficient knowledge and experience in respect of the relevant investments and their risks (following a suitability assessment); or
  - d. represented by an entity licensed by the SCA;
- iii. a natural person (the "**account participant**") with a joint account for investment management with a HNWI (the "**main account holder**"), provided that each of the following conditions are satisfied:
  - a. the account participant must be an immediate or second degree relative of the main account holder;
  - b. the account is used to manage the investments of the main account holder and its subscribers; and
  - c. written confirmation is obtained from the subscriber (i.e. the account participant) confirming that investment decisions relating to the joint investment account are made on their behalf by the main account holder;
- iv. a special purpose vehicle or trust established for the purpose of managing an investment portfolio of assets for an HNWI; and
- v. an undertaking which satisfies the following requirements:
  - a. it maintains an aggregate total of cash and investments on its balance sheet or total equity (after deducting paid up share capital) of no less than AED 4,000,000 (four million UAE dirhams);
  - b. it is assessed to have sufficient knowledge and experience in respect of the relevant investments and their risks (following a suitability assessment);
  - c. it has a controller (e.g. a person controlling the majority of the shares or voting rights in the relevant undertaking or possesses the ability to appoint or remove the majority of the relevant undertaking's board of directors);
  - d. a holding or subsidiary company; or
  - e. a joint venture partner that meets the definition of a Deemed Professional Investor or an Assessed Professional Investor,

who, in each case, has been approved by the Company and the Selling Shareholders, in consultation with the Joint Lead Managers and to which the following characteristics apply: (a) a person outside the United States to whom an offer can be made in reliance on Regulation S under the US Securities Act; (b) a person in the DIFC to whom an offer can be made in accordance with the Markets Rules (MKT) Module of the DFSA Rulebook, and made only to persons who meet the "Deemed Professional Client" criteria set out in the Conduct of Business (COB) Module of the DFSA Rulebook and who are not natural persons; or (c) a person in the ADGM to whom an offer can be made in accordance with the Financial Services Regulatory Authority (the "**FSRA**") Financial Services and Markets Regulations (the "**FSMR**") and the FSRA Market Rules and made only to persons who are a "Professional Client" as defined in the ADGM Conduct of Business Rulebook.

All Professional Investors must hold a NIN with the ADX.

If not all of the Offer Shares in the Second Tranche are fully subscribed, the Offering will be withdrawn.

The Selling Shareholders reserve the right to amend the size of the Second Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable

laws of the UAE and the approval of the SCA, provided that the subscription percentage of the subscribers in the Second Tranche does not fall below 60% of the Offer Shares, and the subscription percentage of the subscribers in the First Tranche does not exceed 40% of the Offer Shares.

The minimum application size for Professional Investors is AED 5,000,000 (five million UAE dirhams).

There is no maximum application size for Professional Investors.

### C. **Emirates Investment Authority (EIA)**

Twenty million (20,000,000) Offer Shares representing 5% (five per cent) of all the Offer Shares are reserved for the EIA, in accordance with the requirements of Article 127 of Federal Decree by Law No. 32 of 2021 on Commercial Companies (as amended from time to time) (the "**Companies Law**"). Offer Shares allocated to the EIA under this preferential rights regime will be deducted from the total size of the Second Tranche. If the EIA does not exercise its preferential rights to apply for Offer Shares, then those Offer Shares will be available to other Professional Investors.

Every Subscriber must hold a NIN with the ADX and a bank account number in order to be eligible to apply for Offer Shares. Subscribers may apply for Offer Shares in only one tranche.

In the event a person applies for Offer Shares in more than one tranche, the Lead Receiving Bank, the Receiving Banks and the Joint Lead Managers may disregard one or both of such applications.

The approval of the SCA has been obtained for publication of this Prospectus for the sale of the Offer Shares in a public subscription in the UAE (outside the ADGM and the DIFC). The Shares have not been registered with any other regulatory authority in any other jurisdiction.

The publication of the Arabic version of this Prospectus has been approved by the SCA in accordance with the provisions of the Companies Law on 12 February 2025.

A copy of the offering document for the Second Tranche (in English only), referred to as the "**Second Tranche Document**", which was not reviewed, endorsed or approved by the SCA, will be available at <https://www.alpha.ae/IPO/>. No information contained in, or referred to in, the Second Tranche Document, forms part of, or is incorporated into, this Prospectus.

**Investment in the Offer Shares involves a high degree of risk. Prospective Subscribers should carefully read the 'Investment Risks' in part 11 of the Second Section of this Prospectus to inform themselves about factors that should be considered before investing in the Offer Shares.**

**This Prospectus was issued on 13 February 2025.**

This Prospectus is available on the website of the Company:

<https://www.alpha.ae/IPO/>

## NAME AND CONTACT DETAILS OF THE OFFER PARTICIPANTS

### **JOINT LEAD MANAGERS**

#### **EFG Hermes UAE LLC**

Office 106, The Offices 3, One Central,  
DWTC  
P.O. Box 112736  
Dubai  
United Arab Emirates

#### **Emirates NBD Capital PSC**

1st Floor, Emirates NBD Head Office Building  
Baniyas Road, Deira  
P.O Box 2336  
Dubai, United Arab Emirates

#### **Abu Dhabi Commercial Bank PJSC**

ADCB Head Office  
Sheikh Zayed First Street  
P.O. Box 939  
Abu Dhabi  
United Arab Emirates

### **LEAD RECEIVING BANK**

#### **Emirates NBD Bank PJSC**

Headquarters  
Baniyas Road, Deira  
P.O Box 777  
Dubai, United Arab Emirates

### **RECEIVING BANKS**

As per the list of banks attached in Annex (3) to this Prospectus

### **IPO SUBSCRIPTION LEGAL COUNSEL**

#### **Legal advisor to the Company**

##### **Ashurst LLP**

Sowwah Square Tower 3, Level 23  
Hamouda Bin Ali Al Dhaheri St  
Al Maryah Island  
Abu Dhabi, United Arab Emirates

#### **Legal advisor to the Joint Lead Managers**

##### **Latham & Watkins LLP**

ICD Brookfield Place, Level 16  
Dubai International Financial Centre  
P.O. Box 506698  
Dubai  
United Arab Emirates

### **AUDITORS TO THE COMPANY**

As at and for the years ended 31 December 2022, 2023 and 2024

#### **Deloitte & Touche (M.E.)**

Al Sila Tower, 11th Floor, Abu Dhabi Global Market Square,  
P.O. Box 990  
Phone Number: +971 2408 2424  
Abu Dhabi, United Arab Emirates

***IPO Subscription Auditors***

**Deloitte & Touche (M.E.)**

Al Sila Tower, 11th Floor, Abu Dhabi Global Market Square,  
P.O. Box 990  
Phone Number: +971 2408 2424  
Abu Dhabi, United Arab Emirates

***Investor Relations***

**Nevine El Tanahy**

Alpha Data, 26<sup>th</sup> Floor, ADDAX Tower, Abu Dhabi, United Arab Emirates  
P.O Box 45384  
Email Address: ir@alpha.ae  
Contact Number: +971 5534 44092

This Prospectus is dated 13 February 2025

The publication of this Prospectus was approved by SCA on 12 February 2025

## IMPORTANT NOTICE

(To be read carefully by all Subscribers)

- This Prospectus is intended to provide potential Subscribers with information to assist in deciding whether or not to apply for Offer Shares. Potential Subscribers should read this Prospectus in its entirety, and carefully review, examine and consider all data and information contained in it, before deciding whether or not to apply for Offer Shares and, in particular, Section 11 (*Investment Risks*), as well as the Memorandum of Association and Articles of Association of the Company, when considering making an investment in the Company.
- In making an investment decision, each potential Subscriber must rely on its own examination, analysis and enquiry of the Company and the terms of the Offering, including the merits and risks involved and obtain any necessary advice from his or her legal and financial advisors regarding the investment. An investment in Offer Shares entails considerable risks. Potential Subscribers should not apply for Offer Shares unless they are able to bear the loss of some or all of that investment.
- Recipients of this Prospectus are authorised solely to use this Prospectus for the purpose of considering the subscription in the Offer Shares, and may not reproduce or distribute this Prospectus, in whole or in part, and may not use any information herein for any purpose other than considering whether or not to apply for Offer Shares under the First Tranche. Recipients of this Prospectus agree to the foregoing by accepting delivery of this Prospectus.
- The contents of this Prospectus should not be construed as legal, financial or tax advice.
- The information contained in this Prospectus shall not be subject to revision or addition without securing the approval of the SCA and informing the public of such revision or addition by publication in two daily newspapers in circulation in the UAE in accordance with the rules issued by the SCA. The Selling Shareholders reserve the right to cancel the Offering at any time and at their sole discretion with the prior written approval of the SCA.
- The Offer Shares are being offered under this Prospectus for the purpose of subscription in the UAE only. This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities other than the Offer Shares or any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, Offer Shares by any person in any jurisdiction outside of the UAE (including the ADGM and the DIFC).
- This Prospectus is not being published or distributed, and must not be forwarded or transmitted, in or into or to any jurisdiction outside the UAE (including the ADGM and the DIFC). The Offer Shares have not been registered with any regulatory authority in any jurisdiction other than the SCA.
- If the Offer Shares are offered in another jurisdiction, the Offer Shares shall be offered in a manner that is compliant with the applicable laws and rules and acceptable to the relevant authorities in the relevant jurisdiction.
- This Prospectus is not intended to constitute a financial promotion, offer, sale or delivery of shares or other securities under the ADGM Financial Services Regulatory Authority ("**FSRA**") Markets Rules or the DIFC Markets Law or under the DIFC Markets Rules.

- The Offering has not been approved or licensed by the FSRA or the DFSA, and does not constitute an offer of securities in the ADGM in accordance with the FSRA Market Rules or in the DIFC in accordance with the DIFC Markets Law or the Markets Rules (MKT) Module of the DFSA Rulebook.
- The publication of this Prospectus has been approved by the SCA. The SCA's approval of the publication of this Prospectus shall neither be deemed as an endorsement or approval of the subscription feasibility nor a recommendation of investment, but it means only that the minimum requirements according to the issuance rules and information disclosure applicable to prospectuses and issued by the SCA have been met. The SCA and the ADX shall not be held liable for the accuracy, completeness or sufficiency of the information contained in this Prospectus, nor shall they be held liable for any damage or loss suffered by any person due to reliance upon this Prospectus or any part thereof.
- The Internal Shariah Supervision Committee of Emirates NBD Bank PJSC has issued (or is expected to issue) pronouncements confirming that, in its view, the Offering is compliant with Shariah principles. Investors should not rely on these pronouncements in deciding whether to make an investment in the Shares and should undertake their own due diligence to ensure that the Offering is Shariah compliant for their own purposes.
- Apart from the responsibilities and liabilities, if any, which may be imposed on any of the Joint Lead Managers under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Joint Lead Managers and their respective subsidiary undertakings and affiliates and their (or their subsidiary undertakings' or affiliates') respective directors, officers, employees or agents accepts any responsibility whatsoever or makes any representation or warranty, express or implied, as to the accuracy, completeness or verification of the contents of this Prospectus or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Offer Shares or the Offering and nothing in this Prospectus should be relied upon as a promise or representation in this respect, whether or not to the past or future. Each of the Joint Lead Managers and their respective subsidiary undertakings and affiliates and their (or their subsidiary undertakings' or affiliates') respective directors, officers, employees or agents accordingly disclaims all and any responsibility or liability whatsoever which it might otherwise have in respect of this Prospectus or any such statement or the public offering of the Offer Shares in the UAE generally. The Founders' Committee named in this Prospectus are individually and jointly responsible for the accuracy, completeness and correctness of the content of this Prospectus. They acknowledge that, having carried out due diligence investigations, the information contained in this Prospectus as at the date of issue is factual, accurate, complete, and correct and that no information has been omitted which would make any statement in this Prospectus misleading. The Founders' Committee assume responsibility for the completeness and accuracy of the information contained in this Prospectus. The Offer Participants and the advisors and their respective representatives are required to exercise due care and each of them shall be liable to perform his duties.

**The publication of this Prospectus was approved by the SCA on 12 February 2025.**

## PRESENTATION OF FINANCIAL AND OTHER INFORMATION

### The historical financial statements included in the Prospectus are:

- the audited consolidated financial statements of the Company as at and for the year ended 31 December 2024, which includes the comparative financial information as at 31 December 2023 and the related notes thereto (the "**2024 Financial Statements**");
- the audited consolidated financial statements of the Company as at and for the year ended 31 December 2023, which includes the comparative financial information as at and for the year ended 31 December 2022, and the related notes thereto (the "**2023 Financial Statements**"); and
- the audited consolidated financial statements of the Company as at and for the year ended 31 December 2022, which includes the comparative financial information as at and for the year ended 31 December 2021, and the related notes thereto (the "**2022 Financial Statements**" and together with the 2023 Financial Statements and 2024 Financial Statements, the "**Audited Financial Statements**").

The Audited Financial Statements were prepared in accordance with International Financial Reporting Standards ("**IFRS Accounting Standards**") as issued by the International Accounting Standards Board, interpretations issued by International Financial Reporting Interpretations Committee ("**IFRIC**") and the applicable requirements of laws of the United Arab Emirates.

The Company's financial year ends on 31 December of each year. References to any financial year refer to the year ended 31 December of the calendar year specified.

Unless described otherwise in this Prospectus: (i) the financial information of the Company as at and for the year ended 31 December 2024 has been extracted from the 2024 Financial Statements; (ii) the financial information of the Company as at and for the year ended 31 December 2023 has been extracted from the 2023 Financial Statements; (iii) the financial information of the Company as at and for the year ended 31 December 2022 has been extracted from the 2022 Financial Statements; and (iv) the financial information of the Company as at and for the year ended 31 December 2021 has been extracted from the 2022 Financial Statements.

### Non-IFRS measures

The Company presents in this Prospectus certain measures to assess the financial performance of its business that are termed "non-IFRS measures" because they exclude amounts that are included in, or include amounts that are excluded from, the most directly comparable measure calculated and presented in accordance with IFRS Accounting Standards, or are calculated using financial measures that are not calculated in accordance with IFRS Accounting Standards. These selected non-IFRS financial measures include, Adjusted EBITDA, Adjusted EBITDA Margin, Net Income Margin, capital expenditure, Net Working Capital, Free Cash Flows, Free Cash Flow Conversion, Return On Equity, Return On Assets and Dividend Payout ratio. The Company presents non-IFRS measures because it believes that they, and similar measures, are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. The Company believes that these non-IFRS financial measures are a useful indicator of its ability to incur and service its indebtedness and can assist certain investors, securities analysts and other interested parties in evaluating the Company. There is no authoritative literature or common standard with respect to the calculation of these non-IFRS financial measures and other companies may calculate these differently.

The non-IFRS measures the Company presents herein may not be comparable to similar measures computed by other companies and have limitations as analytical tools and should

not be considered in isolation or as a substitute for analysis of the Company's operating results as reported under IFRS Accounting Standards. The non-IFRS measures of the Company should be read only in conjunction with underlying IFRS Accounting Standards' financial numbers.

<b>Non-IFRS financial measure</b>	<b>Definition and method of calculation</b>
<b>Cash Conversion Cycle ("CCC")</b>	DIO plus DSO minus DPO.
<b>Days Inventory Outstanding ("DIO")</b>	Inventories and work-in-progress divided by materials multiplied by 360.
<b>Days Payables Outstanding ("DPO")</b>	Trade payables divided by materials, multiplied by 360.
<b>Days Sales Outstanding ("DSO")</b>	Trade receivables divided by revenue (excluding IFRS 15 adjustment) multiplied by 360.
<b>Gross Margin</b>	Gross profit divided by revenue.
<b>Adjusted EBITDA</b>	Profit for the year excluding depreciation of property and equipment, net fair value gain on advances paid on purchases of properties and investment properties, finance costs and other income.
<b>Adjusted EBITDA Margin</b>	Adjusted EBITDA divided by revenue.
<b>Net Profit Margin</b>	Profit for the year divided by revenue.
<b>Dividend Payout</b>	Dividend payout ratio calculated as dividend paid in year (x) divided by net income of year (x) - 1.
<b>Net Debt</b>	Total trade finance and bank borrowings minus cash and bank balances.
<b>Net Leverage</b>	Net Debt divided by Adjusted EBITDA.
<b>Free Cash Flow ("FCF")</b>	Net cash generated by operating activities minus net cash used in investing activities.
<b>Free Cash Flow Conversion</b>	FCF divided by Adjusted EBITDA.
<b>Net CAPEX</b>	Net capital expenditure, including payments for additions in property and equipment, as well as proceeds from disposal of property and equipment.
<b>Net Working Capital</b>	Inventories and work in progress, contract assets and trade and other receivables and trade and other payables (excluding trade finance current liabilities).
<b>Return On Assets</b>	Net Income excluding "Rental income, net" and "Net fair value gain on investment

	properties" divided by Total assets minus "Investment properties".
<b>Return On Equity</b>	Net Income excluding "Rental income, net" and "Net fair value gain on investment properties" divided by Total Equity minus "Investment properties".

### **Currency presentation**

Unless otherwise indicated, all references in this Prospectus to:

- "UAE dirham" or "AED" are to the lawful currency of the United Arab Emirates; and
- "U.S. dollars" or "U.S.\$" are to the lawful currency of the United States.

The value of the UAE dirham has been pegged to the U.S. dollar at a rate of AED 3.6725 per U.S.\$1 since 1997. All AED/U.S.\$ conversions in this Prospectus have been calculated at this rate.

### **Rounding**

Certain data in this Prospectus, including financial, statistical and operating information, has been rounded. For example, contracts that are stated to have a ten-year term, are typically for just under ten years and have been rounded. Furthermore, as a result of such rounding, the totals of data presented in this Prospectus may vary slightly from the actual arithmetic totals of such data. Percentages in tables have been rounded and accordingly may not add up to 100 per cent.

### **Shariah Compliance**

Certain of the Group or the Company's financing arrangements are Shariah compliant and references in relation thereto in this Prospectus to "interest", "lender", "borrower", "repayment", "loans", "borrowings" or similar non-Shariah compliant terms in relation thereto should be interpreted as references to "profit", "rental", "finance costs", "financier", "obligor", "payment", "financings", etc., as applicable.

## FORWARD-LOOKING STATEMENTS

This Prospectus includes forward-looking statements. The forward-looking statements contained in this Prospectus speak only as of the date of this Prospectus. These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the control of the Company and all of which are based on current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believe", "expects", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "plans", "predicts", "continues", "assumes", "positioned" or "anticipates" or the negative thereof, other variations thereon or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding intentions, beliefs and current expectations concerning, among other things, results of operations, financial condition, liquidity, prospects, growth, strategies, dividend policy and the industry in which the Company operates.

This Prospectus contains forward-looking statements and other statements regarding matters that are not historical facts. These statements could contain future projections and predictions made as of the date of this Prospectus. No assurance can be given that such future results will be achieved.

There is no obligation or undertaking to update the forward-looking statements contained in this Prospectus to reflect any change in beliefs or expectations or any change in events, conditions, or circumstances on which such statements are based unless required to do so by (i) the applicable laws of the UAE or (ii) as a result of an important change with respect to a material statement in this Prospectus.

Actual events or results may differ materially as a result of risks and uncertainties that the Company faces. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed, or implied in such forward-looking statements. Please refer to '*Investment Risks*' for further information.

## IMPORTANT INFORMATION

This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities other than the securities to which it relates or any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, such securities by any person in any circumstances in which such offer or solicitation is unlawful.

Recipients of this Prospectus are authorised solely to use this Prospectus for the purpose of considering making an investment in the Offer Shares, and may not reproduce or distribute this Prospectus, in whole or in part, and may not use any information herein for any purpose other than considering an investment in the Offer Shares. Such recipients of this Prospectus agree to the foregoing by accepting delivery of this Prospectus.

Prior to making any decision as to whether to invest in the Offer Shares, prospective Subscribers should read this Prospectus in its entirety (and, in particular, the section headed '*Investment Risks*' in part 11 of the Second Section of this Prospectus) as well as the Memorandum of Association and Articles of Association of the Company. In making an investment decision, each Subscriber must rely on their own examination, analysis and enquiry of the Company and the terms of the Offering, including the merits and risks involved.

No person is authorised to give any information or to make any representation or warranty in connection with the Offering or the Offer Shares which is not contained in this Prospectus and, if given or made, such information or representations must not be relied on as having been so authorised by the Company, the Selling Shareholders, or the other Offer Participants. By applying for Offer Shares, a Subscriber acknowledges that (i) they have relied only on the information in this Prospectus and (ii) no other information has been authorised by the Company, the Selling Shareholders, any Offer Participants, the Joint Lead Managers, or any of the Company's or the Selling Shareholders' advisors (the "**Advisors**").

No person or Advisor, except the Joint Lead Managers and the Receiving Banks referred to above and in Annex (3) are participating in, receiving subscription funds from, or managing, the public offering of the Offer Shares in the UAE.

Neither the content of the Company's website or any other website, nor the content of any website accessible from hyperlinks on any of such websites, forms part of, or is incorporated into, this Prospectus, and neither the Company, the Selling Shareholders, any other Offer Participant, nor any Advisor bears or accepts any responsibility for the contents of such websites.

None of the Company, the Selling Shareholders, the Offer Participants, the Joint Lead Managers, or the Advisors accepts any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding the Company, the Offering or the Offer Shares. None of the Company, the Selling Shareholders, the Offer Participants, the Joint Lead Managers, or the Advisors makes any representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication.

None of the Company, the Selling Shareholders, any of the Offer Participants, the Joint Lead Managers, or the Advisors, warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus. Statements contained in this Prospectus are made as at the date of this Prospectus unless some prior time is specified in relation to them and the publication of this Prospectus (or any action taken pursuant to it) must not be interpreted as giving rise to any implication that there has been no change in the condition, facts or affairs of the Company since such date.

Some of the Group's financing arrangements are Shariah compliant and references in relation thereto in this Prospectus to "interest", "lender", "borrower", "repayment", "loans", "borrowings" or similar non-Shariah compliant terms in relation thereto should be interpreted as references to "profit", "rental", "finance costs", "financier", "obligor", "payment", "financings", etc. as applicable.

This Prospectus may be subject to revision, with the prior written approval of the SCA. Any revision will become effective only after it has been announced in two daily newspapers circulating in the UAE. The Selling Shareholders reserve the right, with the prior approval of the SCA, to withdraw this Prospectus and cancel the Offering at any time and in their sole discretion. If the Offering is withdrawn, the subscription amounts will be fully refunded to the Subscribers, along with any earned profits. Neither the delivery of this Prospectus nor any sale made under it may, under any circumstances, be taken to imply that there has been no change in the affairs of the Company since the date of this Prospectus or that the information in it is correct as of any subsequent time.

EFG Hermes UAE LLC, Emirates NBD Capital PSC and Abu Dhabi Commercial Bank PJSC have been appointed as joint lead managers (the "**Joint Lead Managers**"), each of whom is licensed by the SCA on 05/11/2017, 10/10/2018 and 27/10/2021 respectively, and will manage the issuance, marketing and promotion of the Offer Shares in the UAE and coordinate with the Company, the SCA and the other Offer Participants with regard to the offering of the Offer Shares in the UAE. Emirates NBD Bank PJSC has also been appointed as the lead receiving bank (the "**Lead Receiving Bank**") and, in its capacity as such, is responsible for receiving the subscription amounts set out in this Prospectus in accordance with the rules and laws applicable in and within the UAE under the First Tranche, and the Second Tranche.

Each of the Offer Participants shall be liable for its participation in the Offering, including the Founders' Committee, with regard to the validity of the information contained in this Prospectus within the limits of the scope of work and expertise of each Offer Participant.

The Joint Lead Managers are acting exclusively for the Company and the Selling Shareholders and no one else in connection with the Offering and will not regard any other person (whether or not a recipient of this Prospectus) as a client in relation to the Offering.

The Joint Lead Managers may have engaged (directly or through their respective affiliates) in transactions with, and provided various investment banking, financial advisory and other services for, the Company and the Selling Shareholders for which they would have received customary fees. Any previous transactions between the Joint Lead Managers and the Company or the Selling Shareholders do not constitute any conflict of interest between them.

The Members of the Founders' Committee (whose names are set out in this Prospectus) assume responsibility for the completeness, accuracy and verification of the contents of this Prospectus. They declare that they have carried out appropriate due diligence investigations and, to the best of their knowledge and belief, the information contained in this Prospectus is, at the date hereof, factually accurate, complete and correct in all material respects and that there is no omission of any information that would make any statement in this Prospectus materially misleading.

In accordance with Article 121 of the Companies Law, the members of the Board of Directors are responsible for the accuracy of the data and information contained in this Prospectus, and each of the Offer Participants shall exercise the care of a prudent person, and each of them or their delegates shall be responsible for the performance of their duties. This Prospectus contains data submitted according to the issuance and disclosure rules issued by the SCA.

In making an investment decision, each potential Subscriber must rely on its own examination and analysis having reviewed the information contained in this Prospectus (in its entirety), such

information having been provided by the members of the Founders' Committee whose names are set out in this Prospectus.

No action has been taken or will be taken in any jurisdiction other than the UAE that would permit a public subscription or sale of the Offer Shares or the possession, circulation or distribution of this Prospectus or any other material relating to the Company or the Offer Shares, in any country or jurisdiction where any action for that purpose is required. Offer Shares may not be offered or sold, directly or indirectly, nor may this Prospectus or any other offer material or advertisement or other document or information in connection with the Offer Shares be distributed or published, in or from any country or jurisdiction except in compliance with any applicable rules and regulations of any such country or jurisdiction. Persons into whose possession this Prospectus comes must inform themselves of and observe all such restrictions.

None of the Company, the Selling Shareholders, any Offer Participants, the Joint Lead Managers or the Advisors accepts any responsibility for any violation of any such restrictions on the sale, offer to sell or solicitation to purchase Offer Shares by any person, whether or not a prospective purchaser of Offer Shares in any jurisdiction outside the UAE (including the ADGM and the DIFC), and whether such offer or solicitation was made orally or in writing, including by electronic mail. None of the Company, the Selling Shareholders, the Offer Participants, the Joint Lead Managers, or the Advisors (or their respective representatives) makes any representation to any potential Subscriber regarding the legality of applying for Offer Shares by such potential Subscriber under the laws applicable to such potential Subscriber.

**The publication of this Prospectus was approved by the SCA on 12 February 2025.**

## Definitions and Abbreviations

<b>2022 Financial Statements</b>	The audited consolidated financial statements of the Company as at and for the year ended 31 December 2022, which includes the comparative financial information as at and for the year ended 31 December 2021, and the related notes thereto.
<b>2023 Financial Statements</b>	The audited consolidated financial statements of the Company as at and for the year ended 31 December 2023, which includes the comparative financial information as at and for the year ended 31 December 2022, and the related notes thereto.
<b>2024 Financial Statements</b>	The audited consolidated financial statements of the Company as at and for the year ended 31 December 2024, which includes the comparative financial information as at and for the year ended 31 December 2023, and the related notes thereto.
<b>Addressable Market</b>	The ICT markets in which the Group operates in within a specific region, and excluding the markets which the Group does not operate in, such as consumer IT, for example 3rd platform technologies, industrial IOT segment and other devices (such as mobile phones), as referenced in the IDC Market Report.
<b>ADGM</b>	Abu Dhabi Global Market.
<b>Adjusted EBITDA</b>	Profit for the year excluding depreciation of property and equipment, net fair value gain on advances paid on purchases of properties and investment properties, finance costs and other income.
<b>Advisors</b>	The Offer Participants, the Joint Lead Managers, or any of the Company's or the Selling Shareholders' advisors.
<b>ADX</b>	Abu Dhabi Securities Exchange in the UAE.
<b>AED or UAE Dirham</b>	The lawful currency of the United Arab Emirates.
<b>AI</b>	Artificial intelligence.
<b>AIOPs</b>	AI for IT operations.
<b>Alpha Data</b>	Alpha Data PJSC, defined below as the Company.
<b>Alpha Data Recruitment</b>	The Group's subsidiary Alpha Data Recruitment LLC - OPC.
<b>Alpha Green Tower</b>	Alpha Green Tower building in JVC District 12, Jumeirah Village Circle, Dubai.
<b>Articles of Association</b>	The articles of association of the Company, as set out in Annex (2) of this Prospectus.

<b>Audited Financial Statements</b>	The 2022 Financial Statements, the 2023 Financial Statements and the 2024 Financial Statements.
<b>Board or Board of Directors</b>	The board of directors of the Company.
<b>CAGR</b>	Compound Annual Growth Rate.
<b>Closing Date</b>	25 February 2025 for the First Tranche and 25 February 2025 for the Second Tranche.
<b>Companies Law</b>	Federal Decree by Law No. 32 of 2021 concerning Commercial Companies (as amended from time to time).
<b>Company</b>	Alpha Data PJSC (under conversion in the Emirate of Abu Dhabi, United Arab Emirates, as a Public Joint Stock Company), which is being converted from a limited liability company to a public joint stock company in the Emirate of Abu Dhabi, UAE, pursuant to the applicable laws of the UAE, whose license number is CN-1019710 and whose registered office is located at Alpha Data Building, Plot 39, M26, Mussafah, Abu Dhabi, UAE.
<b>Constitutive General Assembly</b>	The first meeting of the constitutive general assembly of the Company.
<b>CT Law</b>	Federal Decree-Law No. (47) of 2022 on the Taxation of Corporations and Businesses (as amended from time to time).
<b>DFSA</b>	Dubai Financial Services Authority in the UAE.
<b>DIFC</b>	Dubai International Financial Centre.
<b>Directors</b>	The Executive Directors and the Non-Executive Directors of the Company.
<b>Dividend Payout</b>	Dividends paid divided by profit for the year.
<b>Dividend Policy</b>	The dividend policy of the Company.
<b>DMTT</b>	The Domestic Minimum Top-up Tax (an amendment to the CT Law) as announced on 9 December 2024.
<b>EIA</b>	Emirates Investment Authority in the UAE.
<b>Electronic Applications</b>	Subscription applications via online internet /mobile banking and ATMs as provided by the Receiving Banks to the First Tranche Subscribers.
<b>ELV</b>	Extra-Low Voltage.
<b>Executive Directors</b>	The executive directors of the Company.
<b>Final Offer Price</b>	The offer price at which all the Subscribers in all Tranches will purchase each Offer Share.

	<p>The Final Offer Price of each Offer Share will be determined following a book building process for the Second Tranche and following consultation between the Joint Lead Managers, the Selling Shareholders and the Company.</p> <p>The Offer Shares of the Professional Investors must represent all of the Offer Shares used to calculate the Final Offer Price of each Offer Share.</p> <p>Following closing of the subscription for the Second Tranche, the Company will publish an announcement setting out the Final Offer Price, on the Company's website: <a href="https://www.alpha.ae/IPO/">https://www.alpha.ae/IPO/</a>.</p>
<b>Final Offer Size</b>	The final number of the Offer Shares that will be offered for sale by the Selling Shareholders and which will be determined following closing of the Second Tranche.
<b>Financial year</b>	The Company's fiscal year begins on January 1 and ends on December 31 of each year.
<b>First Tranche</b>	The offer of the Offer Shares in the UAE to First Tranche Subscribers.
<b>First Tranche Subscribers</b>	Individual Subscribers and other investors (including natural persons, companies and establishments) who do not participate in the Second Tranche and who hold a NIN with the ADX and have a bank account in the UAE.
<b>Foresight</b>	The Group's subsidiary Foresight Technology LLC – OPC.
<b>Founders' Committee</b>	The founders' committee elected by the Selling Shareholders.
<b>Free Cash Flow ("FCF")</b>	Net cash generated by operating activities minus net cash used in investing activities.
<b>Free Cash Flow Conversion</b>	FCF divided by Adjusted EBITDA.
<b>FSMR</b>	Financial Services and Markets Regulations 2015.
<b>FSRA</b>	ADGM Financial Services Regulatory Authority.
<b>FTS</b>	UAE Central Bank Fund Transfer mode.
<b>GCC</b>	Gulf Cooperation Council countries comprising the United Arab Emirates, Kingdom of Saudi Arabia, Sultanate of Oman, State of Qatar, State of Kuwait and Kingdom of Bahrain.
<b>Governance Rules</b>	The Chairman of the SCA's Board of Directors' Decision No. (3/R.M) of 2020 Concerning Approval of

	Joint Stock Companies Governance Guide (as amended from time to time).
<b>Gross Margin</b>	Gross profit divided by revenue.
<b>Group, our, us or we</b>	The Company and its Subsidiaries.
<b>ICT</b>	Information communications technology.
<b>IDC Market Report</b>	International Data Corporation's "UAE Market Analysis for Prospectus" report issued in October 2024.
<b>IFRIC</b>	International Financial Reporting Interpretations Committee.
<b>IFRS Accounting Standards</b>	International Financial Reporting Standards as issued by the International Accounting Standards Board.
<b>Individual Subscribers</b>	Natural persons who hold a NIN with the ADX and have a bank account in the UAE (including natural persons constituting Assessed Professional Investors who do not participate in the Second Tranche). There is no other citizenship or residence requirement.
<b>Joint Lead Managers</b>	EFG Hermes UAE LLC, Emirates NBD Capital PSC and Abu Dhabi Commercial Bank PJSC.
<b>LAN</b>	Local area network.
<b>Lead Receiving Bank</b>	Emirates NBD Bank PJSC.
<b>Listing of the Shares or Listing</b>	<p>Following the closing of the subscription, the allocation to successful Subscribers and the incorporation of the Company following its conversion from a limited liability company to a PJSC with the relevant authorities in the UAE, the Company will apply to list and admit to trading all of its Shares on the ADX.</p> <p>Trading in the Shares on the ADX will be effected through the ADX Share Registry.</p>
<b>Manager's Cheque</b>	Certified bank cheque drawn on a bank licensed and operating in the UAE.
<b>Memorandum of Association</b>	The memorandum of association of the Company, as set out in Annex (2) of this Prospectus.
<b>Net Debt</b>	Total trade finance and bank borrowings/financings minus cash and bank balances.
<b>Net Leverage</b>	Net Debt divided by Adjusted EBITDA.
<b>Net Profit Margin</b>	Profit for the year divided by revenue.
<b>Net Working Capital</b>	Inventories and work in progress, contract assets and trade and other receivables and trade and other

	payables (excluding trade finance current liabilities and including income tax payable).
<b>NIN</b>	A national investor number which is a unified investor number that a Subscriber must obtain from ADX for the purposes of subscription.
<b>NOC</b>	A Network Operations Centre.
<b>Non-Executive Directors</b>	The non-executive directors of the Company.
<b>Non-Resident Person</b>	A Taxable Person within the meaning set out in Clause 4 of Article (11) of the CT Law.
<b>Offer Participants</b>	The entities listed under the heading Name and Contact Details of the Offer Participants.
<b>Offer Period</b>	The subscription period for the First Tranche starts on 20 February 2025 and will close on 25 February 2025.  The subscription period for the Second Tranche starts on 20 February 2025 and will close on 25 February 2025.
<b>Offer Price Range</b>	The Offer Shares are being offered at an offer price range that will be published on the first day of the Offer Period.
<b>Offer Shares</b>	400,000,000 (four hundred million) Shares which will be sold by the Selling Shareholders in a public subscription process. The Selling Shareholders reserve the right to amend the size of the Offering and the size of any Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of the SCA.
<b>Offering or Offer</b>	The public subscription of the Offer Shares.
<b>Offering Regulations</b>	SCA Board of Directors' Chairman Resolution No. (11/R.M) of 2016 on the Regulations for Issuing and Offering Shares of Public Joint Stock Companies (as amended).
<b>PGS</b>	The UAE Central Bank Payment Gateway.
<b>PJSC</b>	A public joint stock company.
<b>Price Stabilisation</b>	In connection with the Offering, the Company and the Selling Shareholders will appoint the Stabilisation Manager, who may, to the extent permitted by applicable law, including the ADX Rules, and for stabilisation purposes, effect stabilising transactions with a view to supporting the market price of the Shares, in each case at a higher level than that which might otherwise prevail in the open market.

	<p>As part of the Offering, the Selling Shareholders will sell the Stabilisation Shares and such shares will be allocated to investors as part of the normal allocation process for the Offering. The Stabilisation Manager will use the proceeds of the sale of the Stabilisation Shares to buy up the same number of Shares that underlie the Stabilisation Shares at or below the final Offer Price during the Stabilisation Period. In the event the Stabilisation Manager does not purchase any shares, the Stabilisation Shares will remain fully allocated. At the end of the Stabilisation Period, the Stabilisation Manager will return to the Selling Shareholders the Stabilisation Shares which have been purchased in the market as a result of stabilising transactions and/or any remaining portion of the proceeds which were not used for stabilising transactions, as well as any interest / profits that has accumulated for the amounts corresponding to such proceeds.</p> <p>None of the Joint Lead Managers or their respective directors, officers, employees or agents will have any direct or indirect involvement in, or responsibility or liability for, nor derive any direct or indirect benefit from, the stabilising transactions envisaged hereby and stabilisation will be carried out exclusively by the Stabilisation Manager.</p>
<p><b>Professional Investor</b></p>	<p>"Professional Investors" as defined in the SCA Board of Directors' Chairman Decision No.13/R.M of 2021 (as amended from time to time), which specifically include those investors which can be categorised in the following manner:</p> <ul style="list-style-type: none"> <li>• "Deemed Professional Investors" which include: <ol style="list-style-type: none"> <li>1. international corporations and organisations whose members are states, central banks or national monetary authorities;</li> <li>2. governments, government institutions, their investment and non-investment bodies and companies wholly owned by them;</li> <li>3. central banks or national monetary authorities in any country, state or legal authority;</li> <li>4. capital market institutions licensed by the SCA or regulated by a supervisory authority equivalent to the SCA;</li> </ol> </li> </ul>

	<ol style="list-style-type: none"> <li>5. financial institutions;</li> <li>6. regulated financial institutions, local or foreign mutual investment funds, regulated pension fund management companies and regulated pension funds;</li> <li>7. any entity whose main activity represents investment in financial instruments, asset securitisation or financial transactions;</li> <li>8. any company whose shares are listed or accepted to trade in any market of an IOSCO member country;</li> <li>9. a trustee of a trust which has, during the past 12 months, assets of AED 35,000,000 or more;</li> <li>10. licensed family offices with assets of AED 15,000,000 or more;</li> <li>11. joint ventures and associations which have or had, at any time during the past two years, net assets of AED 25,000,000 and which are calculated, in the case of the joint venture, without deducting the loans owed to any of the partners;</li> <li>12. a body corporate who fulfils (on the date of its last financial statements) a "large undertaking" test, whereby it fulfils at least two of the following requirements: <ul style="list-style-type: none"> <li>• holds total assets of AED 75,000,000 or more (excluding short-term liabilities and long-term liabilities);</li> <li>• has a net annual revenue of AED 150,000,000 or more; or</li> <li>• an aggregate total of cash and investments on its balance sheet; or total equity (after deducting paid up share capital), of not less than AED 7,000,000.</li> </ul> </li> </ol> <ul style="list-style-type: none"> <li>• "Assessed Professional Investors" which include: <ol style="list-style-type: none"> <li>i. a natural person who owns net assets, excluding the value of their main residence, of not less than AED 4,000,000 (an "HNWI");</li> </ol> </li> </ul>
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	<ul style="list-style-type: none"> <li>ii. a natural person who is: <ul style="list-style-type: none"> <li>• approved by the SCA or a similar supervisory authority;</li> <li>• an employee of a licensed entity or a regulated financial institution who has been employed for the past two years;</li> <li>• assessed to have sufficient knowledge and experience in respect of the relevant investments and their risks (following a suitability assessment); or</li> <li>• represented by an entity licensed by the SCA without conflicting with its license's conditions;</li> </ul> </li> <li>iii. a natural person (the "<b>account participant</b>") with a joint account for investment management with an HNWI (the "<b>main account holder</b>"), provided that each of the following conditions are satisfied: <ul style="list-style-type: none"> <li>• the "account participant" must be an immediate or second degree relative of the "main account holder";</li> <li>• the account is used to manage the investments of the "main account holder" and their subscribers; and</li> <li>• written confirmation is obtained from the subscriber (i.e. the "account participant") confirming that investment decisions relating to the joint investment account are made on their behalf by the "main account holder";</li> </ul> </li> <li>iv. special purpose vehicles and trusts established for the purpose of managing an investment portfolio of assets for an HNWI; and</li> <li>v. <b>an undertaking which satisfies the following conditions:</b> <ul style="list-style-type: none"> <li>• an aggregate total of cash and investments on its balance sheet; or its total equity (after deducting</li> </ul> </li> </ul>
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	<p>paid up share capital), is not less than AED 4,000,000; and</p> <ul style="list-style-type: none"> <li>• it is assessed to have sufficient knowledge and experience in the relevant financial products and transactions and their risks (following a suitability assessment); or</li> <li>• it has a controller (e.g. a person controlling the majority of the shares or voting rights in the relevant undertaking or who possesses the ability to appoint or remove the majority of the relevant undertaking's board of directors);</li> <li>• a holding or subsidiary company;</li> <li>• or a joint venture partner that meets the definition of a Deemed Professional Investor or an Assessed Professional Investor,</li> </ul> <p>who, in each case, has been approved by the Company and the Selling Shareholders, in consultation with the Joint Lead Managers and to which the following characteristics apply: (a) a person outside the United States to whom an offer can be made in reliance on Regulation S; (b) a person in the DIFC to whom an offer can be made in accordance with the Markets Rules (MKT) Module of the DFSA Rulebook, and made only to persons who meet the "Deemed Professional Client" criteria set out in the Conduct of Business (COB) Module of the DFSA Rulebook and who are not natural persons; or (c) a person in the ADGM to whom an offer can be made in accordance with the FSMR and the FSRA Market Rules and made only to persons who are "Professional Client" as defined in the ADGM Conduct of Business Rulebook.</p>
<b>Receiving Banks</b>	The group of banks led by the Lead Receiving Bank, comprising the Lead Receiving Bank, as set out in the list of receiving banks attached in Annex (3) to this Prospectus.
<b>Regulation S</b>	Regulation S under the US Securities Act.
<b>Resident Person</b>	A Taxable Person within the meaning set out in Clause 3 of Article (11) of the CT Law.
<b>Return on Assets</b>	Net income excluding "rental income, net" and "net fair value gain on investment properties" divided by total assets minus "Investment properties.

<b>Return on Equity</b>	Net income excluding “rental income, net” and “net fair value gain on investment properties” divided by total equity minus “Investment properties.
<b>SCA or Authority</b>	The Securities and Commodities Authority of the UAE.
<b>Second Tranche</b>	The offer of Offer Shares to Professional Investors made under the Second Tranche Document.
<b>Second Tranche Document</b>	<p>The Second Tranche offer document has been drafted in a specific manner to be addressed only to Professional Investors subscribing for Offer Shares in the Second Tranche and in compliance with the laws and regulations of the relevant jurisdictions specified therein and acceptable to such jurisdictions, which has not been reviewed, endorsed or approved by the SCA, and such offer document (including the information contained therein) does not form part of this Prospectus.</p> <p>The offer document for the Second Tranche will be available on the Company's website: <a href="https://www.alpha.ae/IPO/">https://www.alpha.ae/IPO/</a>.</p>
<b>Selling Shareholders</b>	Bin Hamoodah Company LLC and Ibbini Investment Company LLC.
<b>Shareholder</b>	A holder of Shares.
<b>Shares</b>	The ordinary shares of the Company with a nominal value of AED 0.03 (three fils) each.
<b>SMS</b>	Short Message Service.
<b>SOC</b>	A Security Operations Centre.
<b>Stabilisation Manager</b>	BHM Capital Financial Services PJSC, appointed by the Company and the Selling Shareholders in connection with the Offering.
<b>Stabilisation Period</b>	The time period commencing on the date of trading of the Shares on the ADX and ending no later than 30 calendar days thereafter.
<b>Stabilisation Shares</b>	10% of the Offer Shares sold by the Selling Shareholders in connection with the Offering that might be purchased by the Stabilisation Manager during the Stabilisation Period.
<b>Subscriber</b>	A natural or juridical applicant, in either case who applies for subscription in the Offer Shares.
<b>Subsidiary or Subsidiaries</b>	The following are subsidiaries owned directly or indirectly by the Company:

	<ol style="list-style-type: none"> <li>1. Alpha Data Recruitment LLC - OPC (incorporated in the UAE);</li> <li>2. Foresight Technology LLC - OPC (incorporated in the UAE);</li> <li>3. Tuqnia LLC - OPC (incorporated in the UAE);</li> <li>4. Alpha Data Technology LLC (incorporated in the KSA);</li> <li>5. Alpha Data Technology LLC (incorporated in Qatar) (<i>in the process of liquidation</i>); and</li> <li>6. Alpha Data for Information Technology LLC.</li> </ol>
<b>Taxable Person</b>	A natural or juridical person who satisfies the criteria of a 'Taxable Person' as defined Article (11) of the CT Law.
<b>Tranche</b>	The First Tranche and the Second Tranche (as prescribed in this Prospectus).
<b>Tuqnia</b>	The Group's subsidiary Tuqnia LLC - OPC.
<b>U.S. dollars or U.S.\$</b>	The lawful currency of the United States.
<b>UAE</b>	United Arab Emirates.
<b>UAE dirham or AED</b>	The lawful currency of the United Arab Emirates.
<b>United States or U.S.</b>	The United States of America, its territories and possessions, any State of the United States of America, and the District of Columbia.
<b>US Securities Act</b>	The US Securities Act of 1933, as amended.
<b>WAN</b>	Wide area network.

## First Section: Subscription terms and conditions

### Key details of the Offer Shares offered for sale to the public

- Name of the Company: Alpha Data PJSC.
- Commercial license number of the Company: CN-1019710.
- Company registered office: Alpha Data Building, Plot 39, M26, Mussafah, Abu Dhabi, UAE.
- Company head office: Level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE.
- **Share capital:** The share capital of the Company as at the date of this Prospectus has been set at AED 30,000,000 (thirty million UAE dirhams) divided into 1,000,000,000 (one billion) Shares, with the nominal value of each Share being AED 0.03 (three fils), all of which are paid in full. Please refer to the "Statement of Capital Development" in this Prospectus for further details.
- **Percentage, number and type of the Offer Shares:** 400,000,000 (four hundred million) Shares, all of which are ordinary shares and which constitute 40% (forty per cent) of the Company's total issued share capital and which are being offered for sale by the Selling Shareholders. All Shares are of the same class and carry equal voting rights and shall rank pari passu in all other rights and obligations. The Selling Shareholders reserve the right to amend the size of the Offering and the size of any Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the SCA's approval.
- **Offer Price Range per Offer Share:** The Offer Price Range will be published on the same day of the opening of the Offer Period on 20 February 2025.
- **Eligibility of the qualified categories of Subscriber to apply for the acquisition of the Offer Shares:**
  - **First Tranche:** The First Tranche of the Offering will be open to First Tranche Subscribers as described in the '*Definitions and Abbreviations*' section above. All Subscribers in the First Tranche must hold a NIN with the ADX and have a bank account number in the UAE. 5% (five per cent) of the Offer Shares, representing 20,000,000 (twenty million) Shares are allocated to the First Tranche. The Selling Shareholders reserve the right to amend the size of the First Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of the SCA, provided that the subscription percentage of the subscribers in the Second Tranche does not fall below 60% of the Offer Shares and the subscription percentage of the subscribers in the First Tranche does not exceed 40% of the Offer Shares.
  - **Second Tranche:** The Second Tranche of the Offering will be open to Professional Investors as described in the '*Definitions and Abbreviations*' section above. All Subscribers in the Second Tranche must hold a NIN with the ADX. 95% (ninety-five per cent) of the Offer Shares, representing 380,000,000 (three hundred and eighty million) Shares, are allocated to the Second Tranche. The Selling Shareholders reserve the right to amend the size of the Second Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of the SCA, provided that the subscription percentage of the subscribers in the Second Tranche does not fall below 60% of the Offer Shares and the subscription percentage of the subscribers in the First Tranche does not exceed 40% of the Offer Shares.

- **Public subscription in the Offer Shares is prohibited as follows**

Public subscription is prohibited to any Subscriber whose investment is restricted by the laws of the jurisdiction where the Subscriber resides or by the laws of the jurisdiction to which the Subscriber is situated. It is the Subscriber's responsibility to determine whether the Subscriber's application for, and investment in, the Offer Shares is in accordance with the laws of the applicable jurisdiction(s).

- **Minimum subscription:**

The minimum subscription in Offer Shares in the First Tranche has been set at AED 5,000 (five thousand) UAE dirhams) with any additional investment to be made in increments of at least AED 1,000 (one thousand UAE dirhams). The minimum subscription for Offer Shares in the Second Tranche has been set at AED 5,000,000 (five million UAE dirhams).

- **Maximum subscription:**

No maximum subscription in Offer Shares has been set.

- **Subscription by the Selling Shareholders:**

The Selling Shareholders may not, whether directly or indirectly or through any of its subsidiaries subscribe for any of the Offer Shares.

- **Lock-up period:**

Pursuant to an underwriting agreement to be entered into between the Company, the Selling Shareholders, and the Joint Lead Managers prior to the date of Listing (the "**Underwriting Agreement**"), the Company and the Selling Shareholders agree that for 180 days from the date of Listing they will not directly or indirectly effect any issue, offer, sale, contract to sell, grant or sale of options over, purchase of any option or contract to sell, transfer, charge, pledge, grant any right or warrant to purchase or otherwise dispose, transfer or lend, directly or indirectly, any ordinary shares in the share capital of the Company or any securities convertible into or exchangeable for or substantially similar to ordinary shares or any interest in ordinary shares or the entry into of any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of ordinary shares whether any such transaction described above is to be settled by the delivery of ordinary shares or such other securities, in cash or otherwise, or any other disposal or any agreement to dispose of any ordinary shares or any announcement or other publication of the intention to do any of the foregoing without the prior written consent of the Joint Lead Managers. These restrictions shall not apply to:

- (a) any inter-company transfers of ordinary shares by a Selling Shareholder in favour of its affiliates (the "**Transferees**"), *provided that*: (i) prior to the making of any such transfer, the Transferees shall agree to be bound by the lock-up obligations of such Selling Shareholder as are set forth above; (ii) any of such inter- company transfers of ordinary shares shall be performed on terms and conditions that do not conflict with the Offering; and (iii) in the event that a Transferee ceases to be an affiliate of such Selling Shareholder, the ordinary shares transferred to such Transferee shall, prior to such cessation, be transferred back to such Selling Shareholder;
- (b) accepting a general offer made to all holders of ordinary shares then in issue (other than ordinary shares held by the person making the offer or its affiliates) on terms which treat all holders of ordinary shares alike, or executing and delivering an irrevocable commitment or undertaking to accept such a general

offer (without any further agreement to transfer or dispose of any ordinary shares or any interest therein);

- (c) taking up any rights granted in respect of a pre-emptive share offering by the Company in order to sell a sufficient number of its rights in order to acquire the balance of its rights;
- (d) selling or otherwise disposing of ordinary shares pursuant to any offer by the Company to purchase its own ordinary shares which is made on identical terms to all holders of ordinary shares in the Company;
- (e) any disposal by and/or allotment and issue of shares to a Selling Shareholder pursuant to any capital reorganisation in respect of any ordinary shares beneficially owned, held or controlled by such Selling Shareholder, *provided that* any shares issued to or otherwise acquired by such Selling Shareholder pursuant to such capital reorganisation shall be subject to the restrictions of this clause;
- (f) transferring or otherwise disposing of ordinary shares pursuant to a compromise or arrangement between the Company and its creditors or any class of them or between the Company and its members of any class of them which is agreed to by the creditor or members and (where required) sanctioned by any applicable authority; or
- (g) transferring or otherwise disposing of shares of the Company where such transfer or disposal is required by law or any competent authority or by a final order of a court of competent jurisdiction.

The above transactions do not fall within the scope of the Fatwa issued regarding the Offering and parties involved in any transactions that result in a request for a lock-up exemption must make their own assessment as to whether such transactions are Shariah compliant.

### **Reasons for the Offering and Use of Offer Proceeds**

The net proceeds from the Offering that will be determined after the announcement of the Offer Price (after deduction of the selling commissions and discretionary fee paid) will be received by the Selling Shareholders. The Company will not receive any proceeds of the Offering. All of the expenses of the Offering (including selling commissions and any discretionary fees) will be borne by the Selling Shareholders. The Offering is being conducted, among other reasons, to allow the Selling Shareholders to sell part of their shareholdings, as part of long-term succession planning and to raise the profile of the Group with the domestic and international investment and financial services communities.

### **Subscription Costs / Offering Expenses**

All expenses of the Offering (including management and marketing and any discretionary fees) will be borne by the Selling Shareholders.

### **Further Information on the First Tranche**

#### **1. Subscription applications**

Each Subscriber in the First Tranche may submit one subscription application only (i) in the case of a subscription application by a natural person, in his or her personal name (unless he or she is acting as a representative for another Subscriber, in which case the subscription application will be submitted in the name of such Subscriber) or (ii) in the case of a subscription application by a corporate entity, in its corporate name. In case a Subscriber submits more

than one application in his or her personal name or its corporate name, the Lead Receiving Bank and the Joint Lead Managers reserve the right to disqualify all or some of the Subscription Applications submitted by such Subscriber and not to allocate any Offer Shares to such Subscriber.

Subscribers must complete all of the relevant fields in the subscription application and submit it to any Receiving Bank or through one of the electronic subscription channels as set out below, together with all required documents and the subscription amount during the Offer Period for the First Tranche.

The completed subscription application should be clear and fully legible. If it is not, the Receiving Bank shall refuse to accept the subscription application from the Subscriber until the Subscriber satisfies all the required information or documentation before the close of the subscription.

Subscription for Offer Shares would deem the Subscriber to have accepted the Memorandum of Association and Articles of Association of the Company and complied with all the resolutions issued by the Company's General Assembly. Any conditions added to the subscription application shall be deemed null and void. No photocopies of subscription applications shall be accepted. The subscription application should only be fully completed after reviewing this Prospectus and the Company's Memorandum of Association and Articles of Association. The subscription application then needs to be submitted to any of the Receiving Banks' branches mentioned herein. The Subscribers or their representatives shall affirm the accuracy of the information contained in the application in the presence of the bank representative in which the subscription was made. Each subscription application shall be clearly signed or certified by the Subscriber or his or her representative.

**The Receiving Banks may reject subscription applications submitted by any Subscriber in the First Tranche for any of the following reasons:**

- the subscription application form is not complete or is not correct with regard to the amount paid or submitted documents (and no Offer Participant takes responsibility for non-receipt of an allotment of Offer Shares if the address of the Subscriber is not filled in correctly);
- the subscription application amount is paid using a method that is not a permitted method of payment;
- the subscription application amount presented with the subscription application does not match the minimum required investment or the increments set for the First Tranche offers;
- the completed subscription application form is not clear and fully legible;
- the manager's cheque is returned for any reason;
- the amount in the bank account mentioned in the subscription application form is insufficient to pay for the application amount mentioned in the subscription application form or the Receiving Bank is unable to apply the amount towards the application whether due to signature mismatch or any other reasons;
- the NIN is not made available to the ADX or if the NIN is incorrect;
- the subscription application is found to be duplicated (any acceptance of such duplicate application is solely at the discretion of the Selling Shareholder);
- the subscription application is otherwise found not to be in accordance with the terms of the Offering;

- the Subscriber is found to have submitted more than one application (it is not permitted to apply in both the First Tranche, and the Second Tranche), nor is it permitted to apply in either tranche more than once;
- the Subscriber is a natural person and is found to have submitted the subscription application other than in his or her personal name (unless he or she is acting as a representative for another Subscriber);
- a Subscriber has not adhered to the rules applicable to the First Tranche, or the Second Tranche offers;
- if it is otherwise necessary to reject the subscription application to ensure compliance with the provisions of the Companies Law, the Articles of Association, this Prospectus or the requirements of the UAE Central Bank, the SCA or the ADX; or
- if for any reason FTS / SWIFT / payment gateway system (PGS) / any other electronic channels funds transfer fails or the required information in the special fields is not enough to process the application.

The Receiving Banks and the Lead Receiving Bank may reject the application for any of the reasons listed above at any time until allocation of the Offer Shares and have no obligation to inform the Subscribers before the notification of the allocation of Shares to such rejected Subscribers.

### **Documents accompanying subscription applications**

Subscribers shall submit the following documents along with their subscription application forms:

#### **For *individuals***

- NIN details;
- the original and a copy of a valid passport or Emirates ID; and
- in case the signatory is different from the Subscriber:
  - the duly notarised power of attorney held by that signatory or a certified copy by UAE-regulated persons/bodies, such as a notary public, or as otherwise duly regulated in the country;
  - the original passport or Emirates ID of the signatory for verification of signature and a copy of the original passport or Emirates ID; and
  - a copy of the passport or Emirates ID of the Subscriber for verification of signature; and
- in case the signatory is a guardian of a minor, the following will be submitted:
  - original and copy of the guardian's passport or Emirates ID for verification of signature;
  - original and copy of the minor's passport; and
  - if the guardian is appointed by the court, original and copy of the guardianship deed attested by the court and other competent authorities (e.g. notary public).

**For corporate bodies including banks, financial institutions, investment funds and other companies and establishments:**

- UAE registered corporate bodies:
  - the original and a copy of a trade licence or commercial registration for verification or a certified copy by one of the following UAE-regulated persons/bodies: a notary public or as otherwise duly regulated in the country;
  - the original and a copy of the document that authorises the signatory to sign on behalf of the Subscriber and to represent the Subscriber, to submit the application, and to accept the terms and conditions stipulated in this Prospectus and in the subscription form;
  - NIN details; and
  - the original and a copy of the passport or Emirates ID of the signatory.
- **Foreign corporate bodies:** the documents will differ according to the nature of the corporate body and its domicile. Accordingly, please consult with the Joint Lead Managers to obtain the list of required documents.

**2. Method of subscription and payment for the First Tranche**

The subscription application must be submitted by a Subscriber to any of the Receiving Banks listed in this Prospectus and the NIN with the ADX and the Subscriber's bank account number must be provided, together with payment in full for the amount it wishes to use to subscribe for the Offer Shares, which is to be paid in one of the following ways:

- Certified bank cheque (Manager's Cheque) drawn on a bank licensed and operating in the UAE, in favour of "**Alpha Data - IPO**";
- Debiting a Subscriber's account with a Receiving Bank; or
- Electronic subscriptions (please refer to the '*Electronic Subscription*' section below).

Details of the Subscriber's bank account must be completed on the subscription application form even if the application amount will be paid by Manager's Cheque.

Prior to Listing, the relevant amount of the proceeds for the acquisition of the Offer Shares will be paid to the Selling Shareholders.

The subscription amount may not be paid or accepted by a Receiving Bank using any of the following methods:

- in cash;
- personal cheques (not certified); or
- any other mode of payment other than mentioned above.

Details of the Receiving Banks' participating branches are set out in Annex (3).

**Electronic Subscription**

ADX ePortal Subscription:

For applying through ADX ePortal Subscriptions:

Please access –

For Arabic – <https://www.adx.ae/ar-AE/investors/ipo-subscription/overview>

For English – <https://www.adx.ae/investors/ipo-subscription/overview>

Refer to the "ADX IPO ePortal Subscription Instructions" page and follow the instructions. Click on the IPO Subscription Link provided to subscribe for the First Tranche. (***Applicable only for investors who do not have accounts with any of the Receiving Banks***).

If you have any queries about any of the above, please reach out via telephone on 800-ADX(239) or via email on info@adx.ae.

### **E-subscription through the Receiving Banks**

The Receiving Banks may also have their own electronic channels (ATMs, Internet Banking, Mobile Banking applications, Website, etc.) interfaced with the ADX eKtatab IPO system.

By submitting the electronic subscription application, the customer submitting the application is accepting the Offering terms and conditions on behalf of the Subscriber and authorise the relevant Receiving Banks to retrieve Investor details from the ADX Market to submit the subscription application and pay the total subscription amount by debiting the amount from the respective bank account of the customer and transferring the same to the Offer account in favour of "**Alpha Data - IPO**" held at the Receiving Banks, as detailed in the subscription application.

The submission of an electronic application will be deemed to be sufficient for the purposes of fulfilling the identification requirements and accordingly, the supporting documentation in relation to applications set out elsewhere in this Prospectus will not apply to Electronic Applications under this section.

Notification of the final allocation of Offer Shares and the refund of proceeds for unallocated Offer Shares (if any) and any returns thereon following the closing of the Offer Period and prior to the listing of the shares shall be performed solely by, and processed through, the Receiving Bank in which the electronic subscription application was submitted.

In the event any of the Subscribers do not comply with this Prospectus, especially in relation to the electronic subscription, neither the ADX, the Company, the Board, the Receiving Banks shall in anyway be liable for the use of the electronic subscription facility by the customer of the bank or the Subscriber, the debiting of the customer account of the Receiving Banks, in respect of all and any losses or damages suffered, directly or indirectly as a result of the electronic subscription facility.

Subscription applications may also be received through UAE Central Bank Fund Transfer ("**FTS**") mode. The investor choosing the FTS method will be required to provide their valid NIN with ADX along with the value of Offer Shares subscribed for in the special instructions field.

### **ENBD EIPO Subscription**

Account holders with Emirates NBD Bank can subscribe via the bank's online internet banking and mobile application channel as well as through ATMs. Eligible persons can access Emirates NBD Bank's ATMs with their debit card, and online banking or mobile application using their relevant username and password (as is customary with these channels). This will be deemed sufficient for the purposes of identification and accordingly the supporting documentation in relation to application set out elsewhere in this Prospectus will not apply to electronic applications.

Subscribers without an Emirates NBD Bank account, who are either in the UAE or outside the UAE, can subscribe through the dedicated IPO website <https://IPO.EmiratesNBD.com> and pay through Online Banking via the UAE Central Bank Payment Gateway ("PGS") or through UAE Central Bank Fund Transfer ("FTS") or SWIFT.

In case of any issues or support, please contact the dedicated Emirates NBD Bank IPO team through our call center 800 ENBD IPO (800 3623 476).

### **ENBD EIPO Subscription (General Terms)**

Submitting the electronic subscription application, the customer is accepting the offering terms and conditions on behalf of the subscriber and authorise Emirates NBD Bank PJSC to retrieve Investor details from ADX Market to submit the subscription application and pay the total subscription amount by debiting the amount from the respective bank account of the customer and transferring the same to the offer account in favour of "Alpha Data - IPO" held at the Emirates NBD Bank PJSC.

The submission of an electronic application will be deemed to be sufficient for the purposes of fulfilling the identification requirements and accordingly, the supporting documentation in relation to applications set out elsewhere in this prospectus will not apply to electronic applications under this section.

Notification of the final allocation of offer shares and the refund of proceeds for unallocated offer shares (if any) and any returns thereon following the closing of the offer period shall be performed solely by, and processed through, the receiving banks in which the electronic subscription application was submitted.

In the event any of the Subscribers do not comply with this Prospectus, especially in relation to the electronic subscription, neither the ADX, the Selling Shareholders, the Company, the Board, Emirates NBD Bank PJSC shall in anyway be liable for the use of the electronic subscription facility by the customer of the bank or the Subscriber, the debiting of the customer account of the Receiving Banks, in respect of all and any losses or damages suffered, directly or indirectly as a result of the electronic subscription facility.

### **Emirates Islamic Bank e-Subscription**

Account holders with Emirates Islamic Bank can subscribe via the bank's mobile application channel as well as through ATMs. Eligible persons can access Emirates Islamic Bank's ATMs with their debit card, and mobile application using their relevant username and password (as is customary with these channels). This will be deemed sufficient for the purposes of identification and accordingly the supporting documentation in relation to application set out elsewhere in this Prospectus will not apply to electronic applications.

### **Emirates Islamic Bank e-Subscription (General Terms)**

Submitting the electronic subscription application, the customer is accepting the offering terms and conditions on behalf of the subscriber and authorise Emirates Islamic Bank PJSC to retrieve Investor details from ADX Market to submit the subscription application and pay the total subscription amount by debiting the amount from the respective bank account of the customer and transferring the same to the offer account in favour of "Alpha Data PJSC - IPO" held at the Emirates Islamic Bank PJSC.

The submission of an electronic application will be deemed to be sufficient for the purposes of fulfilling the identification requirements and accordingly, the supporting documentation in relation to applications set out elsewhere in this prospectus will not apply to electronic applications under this section.

Notification of the final allocation of offer shares and the refund of the amounts for unallocated offer shares (if any) and any returns thereon following the closing of the offer period shall be performed solely by, and processed through, the receiving banks in which the electronic subscription application was submitted.

In the event any of the Subscribers do not comply with this Prospectus, especially in relation to the electronic subscription, neither the ADX, the Selling Shareholders, the Company, the Board, Emirates Islamic Bank PJSC shall in anyway be liable for the use of the electronic subscription facility by the customer of the bank or the Subscriber, the debiting of the customer account of the Receiving Banks, in respect of all and any losses or damages suffered, directly or indirectly as a result of the electronic subscription facility.

### **ADCB e-Subscription**

Steps in the subscription process:

Step 1: ADCB customers to visit the <https://www.adcb.com/AlphaData> and click IPO Subscription Link.

Step 2: Complete login authentication (customer ID, mobile number and OTP).

Step 3: Enter NIN number step.

Step 4: Select broker, enter subscription amount, select account and submit.

### **ADIB e-Subscription**

ADIB's electronic subscription channels, including online internet banking, are accessible via ADIB's official website <https://www.adib.ae> and mobile banking app. These are duly interfaced with the ADX database and are only available to ADIB account holders.

ADIB account holders will access ADIB's electronic subscription channels with their relevant username and password and this will be deemed to be sufficient for the purposes of fulfilling the identification requirements.

ADIB account holders complete the electronic application form relevant to their Tranche by providing all required details including an updated ADX NIN, an active ADIB account number, the amount they wish to subscribe for, and by selecting the designated brokerage account.

By submitting the electronic subscription form, the ADIB account holder accepts the Offering terms and conditions, authorises ADIB to debit the amount from the respective ADIB account and to transfer the same to the IPO account in favour of the issuer account held at ADIB, as detailed in the subscription application.

ADIB account holders with a successful subscription automatically receive an acknowledgement of receipt by email and have to keep this receipt until they receive the allotment notice.

In case of any issues or support, please contact ADIB call centre at +971 2 652 0878.

### **WIO Bank PJSC**

Wio Bank's digital IPO subscription allows customers to generate a NIN with ADX and DFM instantly and submit their IPO subscription requests. Eligible clients can obtain leverage on their IPO subscriptions.

Existing Wio personal customers can visit the IPO section within the app and subscribe for active IPOs instantly. New customers can avail the service by first opening their Wio personal account: download the Wio personal app from the App Store or Google Play onto your mobile

device and apply for an account in minutes. Once your application is approved, you can subscribe to active IPOs from within the app immediately.

Subscription applications through Wio Bank will only be accepted if they are made by UAE residents. For any queries or support, please refer to the FAQs under the IPO section in the Wio Personal app. Alternatively, please contact us on 600-500-946. To learn more, visit <https://wio.io>.

### **Important dates relevant to the methods of payment of the subscription amounts**

- Subscription amounts paid by way of cheque must be submitted by 1:00 p.m. on 22 February 2025.
- Subscription amounts paid by way of PGS, FTS and SWIFT must be submitted by 1:00 p.m. on 24 February 2025.
- Subscription applications received through ATM, Internet Banking, Mobile Application & Website must be made before 1:00 p.m. on 25 February 2025.

### **Subscription amounts**

Subscribers in the First Tranche must submit applications to purchase Offer Shares in the amount of at least AED 5,000 (five thousand UAE dirhams), with any subscription over AED 5,000 (five thousand UAE dirhams) to be made in increments of at least AED 1,000 (one thousand UAE dirhams). Subscribers in the First Tranche shall accordingly apply for an AED subscription amount which shall be applied towards purchasing Offer Shares at the Final Offer Price, rather than applying for a specific number of Offer Shares.

### **Final Offer Price**

The offer price at which all the Subscribers will purchase Offer Shares will be the Final Offer Price.

The Offer Shares will be sold in a public offering and the Final Offer Price will be determined by way of the application of a book building process, where an application orders' ledger will be created through the application orders made only by Professional Investors. Professional Investors will be invited to bid for Offer Shares within the Offer Price Range using price sensitive orders (by indicating application amounts that vary in size depending on price). The Joint Lead Managers will use the information indicating the extent of the demand at various price levels provided by such Professional Investors to determine and recommend to the Company and the Selling Shareholders the Final Offer Price (which must be within the Offer Price Range) for all participants in the Offering.

The Offer Shares of the Professional Investors shall represent the majority of the Offer Shares used to calculate the Final Offer Price of the Offer Shares.

### **Subscription process**

Subscribers must complete the application form relevant to their tranche, providing all required details. Subscribers who do not provide their NIN with the ADX and bank account details will not be eligible for subscription and will not be allocated any Offer Shares.

Subscribers may only apply for Offer Shares in one tranche. In the event a person applies for Offer Shares in more than one tranche, then the Receiving Banks and the Joint Lead Managers may disregard one or both of such applications.

The Receiving Bank through which the subscription is made will issue to the Subscriber an acknowledgement of receipt which the Subscriber has to keep until the Subscriber receives the allotment notice. One copy of the subscription application after being submitted, signed

and stamped by the Receiving Bank shall be considered as an acknowledgement for receipt of the subscription application. This receipt shall include the data of the Subscriber, address, amount paid, details of the payment method and the date of investment. The acknowledgement in the case of Electronic Applications via online internet banking and ATM would provide basic information of the application such as the NIN number, amount, date and customer bank account details.

If the address of the Subscriber is not filled in correctly, the Company, the Selling Shareholder, the Joint Lead Managers and the Receiving Banks take no responsibility for non-receipt of such allotment advice.

### **3. Further information on various matters**

#### **Offer Period**

The Offer Period starts on 20 February 2025 and closes on 25 February 2025. The Offer Period commences on 20 February 2025 for the First Tranche, and closes on 25 February 2025 for the First Tranche. The Offer Period commences on 20 February 2025 for the Second Tranche and closes on 25 February 2025 for the Second Tranche.

**Lead Receiving Bank:** Emirates NBD Bank PJSC.

#### **Receiving Banks**

A list of all Receiving Banks is attached in Annex (3) to this Prospectus.

#### **Method of allocation of Offer Shares to different categories of Subscribers**

Under the Offering Regulations, the Selling Shareholders will allocate the Offer Shares according to the allotment policy specified below.

Should the total size of subscriptions received exceed the number of Offer Shares, then the Selling Shareholders will allocate the Offer Shares according to the allotment policy specified below and will refund to Subscribers the excess subscription amounts and any earned profit resulting thereon.

#### **Notice of Allocation**

Successful Subscribers in the First Tranche will be notified by SMS of the number of Offer Shares allocated to them. This will be followed by a notice setting out each Subscriber's allocation of Offer Shares, which will be sent by registered mail or e-mail provided in the subscription form, as applicable, to each Subscriber.

#### **Method of Refunding Surplus Amounts to Subscribers**

By no later than 4 March 2025 (being within 5 (five) working days of the Closing Date of the Second Tranche), the Offer Shares shall be allocated to Subscribers and, within 5 (five) working days of such allocation, the surplus subscription amounts and any earned profit resulting thereon, shall be refunded to Subscribers in the First Tranche who were not allocated Offer Shares, and the subscription amounts and any earned profit resulting thereon shall be refunded to the Subscribers in the First Tranche whose applications have been rejected for any of the above reasons. The surplus amounts and any earned profit thereon will be returned to the same Subscriber's account through which the payment of the original application amount was made. In the case of subscription amounts which have been paid by certified bank cheque, these amounts shall be returned by sending a cheque with the value of such amounts to the Subscriber at the address mentioned in such Subscriber's subscription application.

The difference between the subscription amount accepted by the Company and the Selling Shareholders for a Subscriber, if any, and the application amount paid by that Subscriber will be refunded to such Subscriber pursuant to the terms of this Prospectus.

### **Enquiries and Complaints**

Subscribers who wish to submit an enquiry or complaint with respect to any rejected requests, allocation, or refunding of the surplus funds, must contact the Receiving Bank through which the subscription was made, and if a solution cannot be reached, then the Receiving Bank must refer the matter to the Investor Relations. The Subscriber must remain updated on the status of any such enquiry or complaint. The Subscriber's relationship remains only with the party receiving the subscription request.

### **Listing and trading of Shares**

Subsequent to the allocation of Offer Shares and the finalisation of the incorporation of the Company, the Company will list all of its Shares on the ADX in accordance with the applicable listing and trading rules in effect on the date of Listing. Trading in the Shares will be effected on an electronic basis, through the ADX's share registry, with the commencement of such trading estimated to take place on or around 11 March 2025.

### **Voting rights**

All Shares are of the same class and shall carry equal voting rights and shall rank *pari passu* in all other rights and obligations. Each Share confers on its holder the right to cast one vote on all Shareholders' resolutions.

### **Risks**

There are certain risks that are specific to investing in this Offering. Those risks have been discussed in part 11 of the Second Section of this Prospectus under the heading '*Investment Risks*' and must be considered before deciding to subscribe in the Offer Shares.

### **Emirates Investment Authority**

The EIA shall be entitled to subscribe for 5% (five per cent) of the Offer Shares, and the percentage of subscription which the EIA will purchase shall be allocated in full before the commencement of allocation to the Subscribers of the other tranches of the Offering. Offer Shares allocated to the EIA under this preferential rights regime will be deducted from the total size of the Second Tranche. If the EIA does not exercise its preferential rights then its reserved portion shall be available for subscription by Professional Investors.

#### **4. Timetable for Subscription and Listing**

The dates set out below outline the expected timetable for the Offering. However, the Company reserves the right to change any of the dates/times, or to shorten or extend the specified time periods upon obtaining the approval of the appropriate authorities and publishing such change(s) during the subscription period in daily newspapers.

<b>Event</b>	<b>Date</b>
<b>Intention to float</b>	13 February 2025
<b>Public announcement</b>	13 February 2025
<b>Price range announcement date</b>	20 February 2025

<b>Offering commencement date</b>	20 February 2025
<b>Closing Date of the Offer (First Tranche and Second Tranche)</b>	25 February 2025
<b>Announcement of the Final Offer Price</b>	26 February 2025
<b>Allocation of the First Tranche</b>	4 March 2025
<b>Convening of the Constitutive General Assembly</b>	5 March 2025
<b>Expected date of Listing the Shares on the ADX</b>	On or around 11 March 2025

## 5. Tranches

The Offering is divided, as follows:

<b>The First Tranche</b>	
<b>Size</b>	20,000,000 (twenty million) Shares representing 5% (five per cent) of the Offer Shares. The Selling Shareholders reserve the right to amend the size of the Second Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of the SCA, provided that the subscription percentage of the subscribers in the Second Tranche does not fall below 60% (sixty per cent) of the Offer Shares and the subscription percentage of the subscribers in the First Tranche does not exceed 40% (forty per cent) of the Offer Shares.
<b>Eligibility:</b>	First Tranche Subscribers (as described in the as described in the ' <i>Definitions and Abbreviations</i> ' section above).
<b>Minimum application size:</b>	AED 5,000 (five thousand UAE dirhams), with any additional application in increments of at least AED 1,000 (one thousand UAE dirhams).
<b>Maximum application size:</b>	There is no maximum application size.
<b>Allocation policy:</b>	In case of over-subscription in the First Tranche, Offer Shares will be allocated to First Tranche Subscribers pro rata to each Subscriber's subscription application amount based on the Final Offer Price. Applications will be scaled-back on the same basis if the First Tranche is over-subscribed. Any fractional entitlements resulting from the pro rata distribution of Offer Shares will be rounded down to the nearest whole number. Offer Shares will be allocated in accordance with the aforementioned allotment policy, based on the Final Offer Price. Each Subscriber will have a guaranteed minimum allocation of 2,000 Shares, but the minimum guaranteed allocation of 2,000 Shares is

	subject to the total number of shares issued under the minimum guaranteed allocation not exceeding the tranche size.
<b>Unsubscribed Offer Shares:</b>	If not all of the Offer Shares allocated to the First Tranche are fully subscribed, such unsubscribed Offer Shares shall be made available for subscription by Professional Investors or, alternatively (in consultation with the SCA) the Selling Shareholders may extend the Closing Date for the First Tranche, and the Second Tranche or close the Offering at the level of applications received.
<b>The Second Tranche</b>	
<b>Size</b>	380,000,000 (three hundred and eighty million) Shares representing 95% (ninety-five per cent) of the Offer Shares. The Selling Shareholders reserve the right to amend the size of the Second Tranche at any time prior to the end of the subscription period at their sole discretion, subject to the applicable laws of the UAE and the approval of the SCA, provided that the subscription percentage of the subscribers in the Second Tranche does not fall below 60% (sixty per cent) of the Offer Shares and the subscription percentage of the subscribers in the First Tranche does not exceed 40% (forty per cent) of the Offer Shares.
<b>Eligibility:</b>	Professional Investors (as described in the as described in the ' <i>Definitions and Abbreviations</i> ' section above).
<b>Minimum application size:</b>	The minimum application size is AED 5,000,000 (five million UAE dirhams).
<b>Maximum application size:</b>	There is no maximum application size.
<b>Allocation policy:</b>	Allocations within the Second Tranche will be determined by the Company and the Selling Shareholders, in consultation with the Joint Lead Managers. It is therefore possible that Subscribers who have submitted applications in this tranche may not be allocated any Offer Shares or that they are allocated a number of Offer Shares lower than the number of Offer Shares mentioned in their subscription application.
<b>Discretionary allocation:</b>	The Company and the Selling Shareholders reserve the right to allocate Offer Shares in the Second Tranche in any way they deem necessary. It is therefore possible that Subscribers who have submitted applications in this tranche may not be allocated any Offer Shares or that they are allocated a number of Offer Shares lower than the number of

	Offer Shares mentioned in their subscription application.
<b>Unsubscribed Offer Shares:</b>	If not all of the Offer Shares allocated to the Second Tranche are fully subscribed, the Offer will be withdrawn.

### **Multiple applications**

A Subscriber should only submit an application for Offer Shares under one tranche. Multiple applications within one tranche will be aggregated under a single NIN. In the event a Subscriber applies for subscription in more than one tranche, the Receiving Banks and the Joint Lead Managers may deem one or both applications invalid.

### **Emirates Investment Authority**

20,000,000 (twenty million) Offer Shares representing 5% (five per cent) of all Offer Shares, are reserved for the EIA, in accordance with the requirements of Article 127 of the Companies Law. Offer Shares allocated to the EIA under this preferential rights regime will be deducted from the total size of the Second Tranche. If the EIA does not exercise its preferential rights to apply for Offer Shares, then those Offer Shares will be available to other Professional Investors for application.

### **Important notes**

Subscribers in the First Tranche will be notified of whether they have been successful in their application for Offer Shares by means of an SMS.

Upon the Listing of the Shares on the ADX, the Shares will be registered in an electronic system of the ADX. The information contained in this electronic system will be binding and irrevocable, unless otherwise specified in the applicable rules and procedures governing the ADX.

Subject to the approval of the SCA, the Company reserves the right to alter the percentage of the Offer Shares which is to be made available to the First Tranche, or the Second Tranche.

## **6. Conversion of the Company**

All Subscribers should note that notice for the convening of the constitutive general assembly of the Company (the "**Constitutive General Assembly**") is served through this Prospectus.

For these purposes, please see the Fourth Section (*'Notice of Constitutive General Assembly'*) of this Prospectus. The Constitutive General Assembly meeting will take place at **9:00 a.m.** on 5 March 2025 in person and electronically at Level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE.

All Subscribers to whom Offer Shares have been allocated are invited pursuant to the notice to attend the Constitutive General Assembly on the date set out in the notice (please see the notice set out in the Fourth Section under the heading *'Notice of Constitutive General Assembly meeting'*) on production of a valid official identification document (including passport, Emirates ID card or authenticated proxy form).

Any successful Subscriber attending and voting at that meeting shall have a number of votes equivalent to the number of Offer Shares that are allocated to that Subscriber, following allocation.

## Second Section: Key Details of the Company

### 1. OVERVIEW OF THE COMPANY

<b>Name of the Company</b>	Alpha Data PJSC  A company under conversion to a public joint stock company in the Emirate of Abu Dhabi, United Arab Emirates
<b>Primary objects of the Company</b>	<p>The primary objects of the Company are:</p> <ul style="list-style-type: none"> <li>• telecommunication systems equipment installation and maintenance - security &amp; surveillance systems installation &amp; maintenance;</li> <li>• wholesale trading of medical equipment;</li> <li>• retail sale of computer systems and software;</li> <li>• computer devices and equipment domain consultancy;</li> <li>• computer infrastructure establishment, institution and maintenance - services, management and operation of computer networks;</li> <li>• wholesale of computer systems and software trading;</li> <li>• wholesale of telecommunication equipment trading;</li> <li>• electrical equipment installation and operation;</li> <li>• safety and prevention against fire engineering consultancy;</li> <li>• telecommunication equipments and apparatuses repairing;</li> <li>• retail sale of computer outfit and data processing;</li> <li>• retail sale of alarm and surveillance apparatuses and equipments;</li> <li>• trading of telecommunication equipment – wholesale;</li> <li>• medical and laboratories equipments and apparatuses installation, maintenance and repairing;</li> <li>• retail sale of computers and their accessories;</li> <li>• computer systems and software designing;</li> <li>• security systems consultancy;</li> <li>• computer repair and maintenance;</li> <li>• onshore and offshore oil and gas fields and facilities services; and</li> <li>• information technology consultancy.</li> </ul>
<b>Registered office</b>	Alpha Data Building, Plot 39, M26, Mussafah, Abu Dhabi, UAE

<b>Head office</b>	Level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE
<b>Branches</b>	Alpha Data Co LLC (Dubai branch) Alpha Data LLC (Sharjah branch)
<b>Subsidiaries</b>	The following are subsidiaries owned directly or indirectly by the Company (each a " <b>Subsidiary</b> " and collectively the " <b>Subsidiaries</b> "):  <ol style="list-style-type: none"> <li>1. Alpha Data Recruitment LLC - OPC (incorporated in the UAE);</li> <li>2. Foresight Technology LLC – OPC (incorporated in the UAE);</li> <li>3. Tuqnia LLC – OPC (incorporated in the UAE);</li> <li>4. Alpha Data Technology LLC (incorporated in the KSA);</li> <li>5. Alpha Data Technology LLC (incorporated in Qatar) (<i>in the process of liquidation</i>); and</li> <li>6. Alpha Data for Information Technology LLC.</li> </ol>
<b>Details of trade register and date of engaging in the activity</b>	Registered Number CN-1019710 License Issue Date 06/01/2023
<b>Term of the Company:</b>	Not applicable
<b>Financial year</b>	1 January to 31 December
<b>Major banks dealing with the Company</b>	The Company has credit facilities in place with the following banks: <ul style="list-style-type: none"> <li>• First Abu Dhabi Bank;</li> <li>• Citibank;</li> <li>• Arab Bank Limited;</li> <li>• BNP Paribas; and</li> <li>• Commercial Bank of Dubai.</li> </ul>

**Details of the Board Members:**

<b>Name</b>	<b>Year of Birth</b>	<b>Nationality</b>	<b>Capacity</b>
Mohamed Hasan Abdulla Omran Al Shamsi*	1953	UAE	Chairman
Khamis Buharoon Al Shamsi*	1964	UAE	Vice Chairman
Nadeem Zaman*	1970	UK	Director

Fayez Ibbini	1954	Jordan	Director/CEO/Founder
Khalid Ghanim Ali Bin Hamoodah	1986	UAE	Director
Zakaria Ibbini	1986	UK	Director
Julia Ibbini	1980	UK & Jordan	Director
Ahmed Ali Bin Hamoodah	1999	UAE	Director
Mario Bou Tayeh	1978	Lebanon	Director

**Notes:**

1. (\*) denotes that the Director is considered "*independent*" under the Governance Rules.
2. The business address of each of the Directors is Level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE.

Some of the members of the Board hold memberships on the boards of other public joint stock companies in the UAE, as follows:

<b>Name</b>	<b>Membership on the boards of directors of other public joint stock companies in the UAE</b>
Khamis Buharoon Al Shamsi.	Royal Capital PJSC Aram Group Company PJSC Abu Dhabi National Takaful PSC Agthia PJSC
Mohamed Hasan Abdulla Omran Al Shamsi	RAK Bank (National Bank of Ras Al-Khaimah PJSC)

No bankruptcy ruling or a bankruptcy arrangement was issued against any member of the board of directors or members of the senior management of the Company.

The following members of the Board or the executive management and their first-degree relatives own shares in the Group (all shareholdings expressed prior to the Offering).

Fayez Ibbini owns a 96% shareholding in Ibbini Investments LLC (incorporated in Jordan), which holds 333,333,333 Shares (representing a 33.3% shareholding) in the Company. His spouse Janine Susan Ibbini, and children Julia Ibbini, Zakaria Ibbini and Ziad Ibbini, each hold a 1% shareholding in Ibbini Investments LLC, collectively representing the remaining 4% shareholding in Ibbini Investments LLC not held by Fayez Ibbini.

Julia Ibbini owns a 1% shareholding in Ibbini Investments LLC (see above) and her father, mother and brothers own the shareholdings in Ibbini Investments LLC referred to in the paragraph above.

Zakaria Ibbini owns a 1% shareholding in Ibbini Investments LLC (see above) and his father, mother, brother and sister own the shareholdings in Ibbini Investments LLC referred to in the paragraph above.

Khalid Ghanim Ali Bin Hamoodah indirectly holds a 1.6% shareholding in the Company through his 13% shareholding in Hamoodah and Brothers Holding LLC (incorporated in the

UAE), which in turn holds a 55.25% shareholding in Ghanem Ali Hamoodah LLC (incorporated in the UAE), which in turn holds a 33.3% shareholding in Bin Hamoodah Company LLC (incorporated in the UAE) and which in turn holds 666,666,667 Shares (representing a 66.7% shareholding) in the Company.

Khalid Ghanim Ali Bin Hamoodah's mother, Fatima Ramis, indirectly holds a 1.10% shareholding in the Company through her 9% shareholding in Hamoodah and Brothers Holding LLC (incorporated in the UAE), which in turn holds a 55.25% shareholding in Ghanem Ali Hamoodah LLC (incorporated in the UAE), which in turn holds a 33.3% shareholding in Bin Hamoodah Company LLC (incorporated in the UAE) and which in turn holds 666,666,667 Shares (representing a 66.7% shareholding) in the Company. For further information about the indirect ownership interests of relatives of Khalid Ghanim Ali Bin Hamoodah in the Group, please refer to '*Annex (6) – Interests of Relatives of Directors of the Group*'.

Ahmed Ali Bin Hamoodah's father (Ali Hamoodah Ali Aldhaheeri) indirectly holds a 4.86% shareholding in the Company through his 21.875% shareholding in Hamoodah and Sons Holding LLC (incorporated in the UAE), which in turn holds a 33.3% shareholding in Bin Hamoodah Company LLC (incorporated in the UAE) and which in turn holds 666,666,667 Shares (representing a 66.7% shareholding) in the Company. For further information about the indirect ownership interests of relatives of Ahmed Ali Bin Hamoodah in the Group, please refer to '*Annex (6) – Interests of Relatives of Directors of the Group*'.

#### **Director remuneration**

As the Board will only be formed upon Listing, the Board members have not and will not receive remuneration from the Company before then (excluding Board members currently or previously employed by the Company, in their capacity as employees).

#### **Details of the Company's investments in its subsidiaries**

As at the date of this Prospectus, the Company has six (6) Subsidiaries, which are owned directly or indirectly by the Company as follows:

<b>Subsidiary</b>	<b>Shareholder</b>	<b>Share Capital</b>	<b>Ownership</b>
Alpha Data Technology LLC (incorporated in the KSA)	the Company	1,200,000 Saudi Riyals	100%
Alpha Data Recruitment LLC - OPC (incorporated in the UAE)	the Company	AED 100,000	100%
Tuqnia LLC - OPC (incorporated in the UAE)	the Company	AED 900,000	100%
Foresight Technology LLC - OPC (incorporated in the UAE)	the Company	AED 100,000	100%
Alpha Data Technology LLC (incorporated in Qatar) (in the process of liquidation)	the Company	300,000 Qatari Riyals	49%*
Alpha Data for Information Technology LLC	the Company	150,000 Qatari Riyals	100%

Alpha Data Technology LLC (incorporated in Qatar) (in the process of liquidation) is held by the Group through a nominee arrangement with a third party, who legally holds 51% of such shares.

## 2. BUSINESS DESCRIPTION

Investors should read this section of the Prospectus along with the information contained in more detail throughout the Prospectus including the financial information and other information section.

### 2.1 Overview

Established in 1981, the Group is one of the leading digital transformation and system integration services providers in the United Arab Emirates. The Group also has smaller operations in KSA (launched in 2022) and Qatar (re-launched in 2022), which the Group plans to grow in the future.

The Group develops and builds customised electronic (computer-based) solutions for customers (including businesses and governmental bodies) principally by using third party-developed hardware, software, networking and storage products (developed by many of the world's leading technology companies). In doing so, the Group typically integrates numerous products and/or services into a solution and/or service delivered by the Group. The Group also recruits and outsources specialist IT personnel to customers.

The Group operates across three business segments:

- **Solutions.** The Group's relationship with its customers typically begins with the provision of an enterprise solution. This includes IT infrastructure solutions, including servers, storage, network infrastructure, audio-visual infrastructure, physical security infrastructure (ie. CCTV networks) and backup and disaster recovery infrastructure. This also includes providing and implementing tailored solutions by integrating advanced technologies such as cybersecurity, cloud, mobility, AI, big data, digital transformation and software automation technology. The Group provides physical and virtual solutions to customers using a combination of different technological hardware and software provided by different vendors. The Group aggregates such technology solutions to provide a bespoke and customised technological solution to the customer to serve a specific function for the customer's business or infrastructure.
- **Services.** The Group offers a full range of services to customers to consult, implement, monitor, manage and maintain IT infrastructure and solutions. These include (i) managed services, (ii) professional services, (iii) support and maintenance services and (iv) consulting services. The Group provides network and cybersecurity services by providing to customers a Network Operations Centre ("**NOC**") and/or Security Operations Centre ("**SOC**") through the Group's Digital Transformation Centre. As part of its services offering, the Group provides general IT customer service desk support and call centre support. The Group's managed services offering involves the Group managing all, or a significant part of, an enterprise's IT servicing needs through a single package. The Group has higher profit margins from delivering Services than Solutions and the Group is growing its Services business, including as part of its strategy to provide 'everything-as-a-service' to its customers. The Group believes its strong Services segment differentiates itself from many of its competitors.
- **Talent.** Through the Group's subsidiary Alpha Data Recruitment LLC - OPC ("**Alpha Data Recruitment**"), the Group recruits and outsources specialist IT personnel to customers, to meet high customer demand for skilled IT individuals. The Talent segment includes the following offerings:

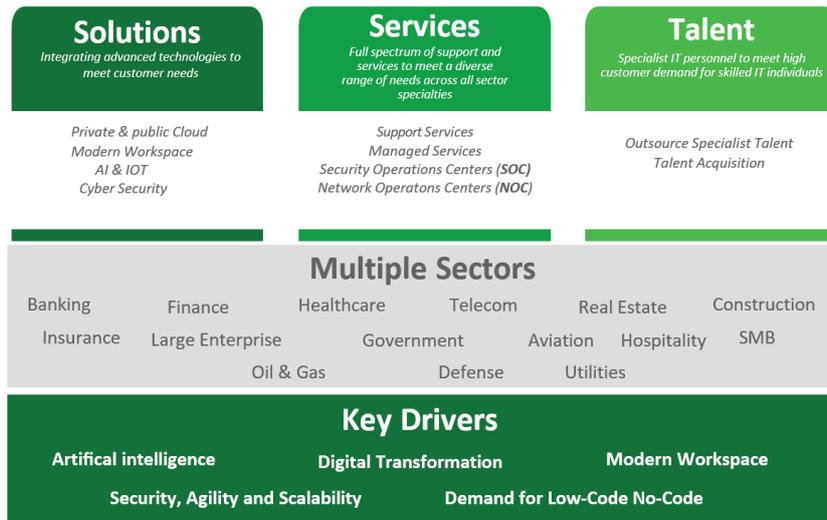
- *resource-as-a-service (RAAS)* – providing IT personnel on a contract or contract-to-hire basis or for seasonal or niche needs, as well as offering flexible contract durations with the option to hire after contract expiry;
- *permanent staffing service (PSS)* – leveraging web portals, digital marketing, and headhunting to source the right candidates for permanent staffing positions;
- *Emirati/Saudi recruitment services* – offering a full service recruitment team, with proficiency in Arabic language, comprehensive understanding of Emiratization and Saudization requirements, with access to in excess of 5,000 Emirati and Saudi national employees; and
- *Insourcing* – undertaking technical screening of the niche skillsets of potential candidates and providing the Group with access to these vetted candidates for employment within the Group.

This segment works in conjunction with the Solutions and Services segments to assist clients to manage / operate technologies.

The solutions and services the Group provides for customers are varied and include designing, installing, operating, managing, maintaining and providing services in respect of:

- IT and network infrastructure, including computer and network infrastructure for use at customer offices, branches and facilities, including server, data storage, disaster recovery, security and audio-visual solutions and services;
- cybersecurity solutions, to protect IT infrastructure, devices, data and networks from intrusions, hacking, theft and ransom;
- cloud technology solutions, including storage, data analytics, security and enterprise management solutions, delivered using private, public and hybrid clouds;
- mobility solutions, including enterprise devices, remote access software, virtual desktops and remote applications;
- AI and big data solutions, involving generative AI (including large language models), computer vision, machine learning, sensory, data analytics and other technologies, often built onto cloud and other IT infrastructure;
- software and software automation, to streamline business processes and assist customers with developing their own IT solutions; and
- services, including managed services, through which the Group provides support, monitoring and maintenance services to its customers in respect of their IT infrastructure, including through the Group's Digital Transformation Centre.

## All-Inclusive Portfolio



The proportion of the Group's revenue that derives from its "pillars of digital transformation" - cybersecurity, cloud, mobility, AI, big data and software automation solutions, as well as services and managed services, has been increasing in recent years.

The Group's integrated and customised offerings to customers streamlines their procurement, contracting and vendor management processes, removing the need for the customer to source, contract with and manage service levels with multiple vendors.

Many vendors will only contract on their own standard terms and use procurement processes that are not convenient to navigate for many customers in the UAE, KSA and Qatar. By contrast, the Group contracts with customers on bespoke terms using contractual forms often initially prepared by the customer, which is a more attractive proposition for many large customers in the UAE, KSA and Qatar.

The Group's business and operations are primarily located in the UAE. The Group also has smaller operations in KSA (launched in 2022) and Qatar (re-launched in 2022), which the Group plans to grow in the future.

As at 31 December 2024, the Group had 1,629 employees, with 1,606 based in the UAE. This comprises 636 technical personnel, around 105 sales personnel and 320 administrative personnel, as well as around 568 employees in the Group's Talent division through Alpha Data Recruitment, which outsources employees to customers. See 'Group Companies – Alpha Data Recruitment' at section 2.14 below.

The Group serves more than 2,200 customers, including some of the largest enterprises in the UAE, including leading state-owned oil and gas companies, airlines, utilities, port operators and sovereign wealth funds, as well as a number of banks, financial institutions and governmental ministries and departments.

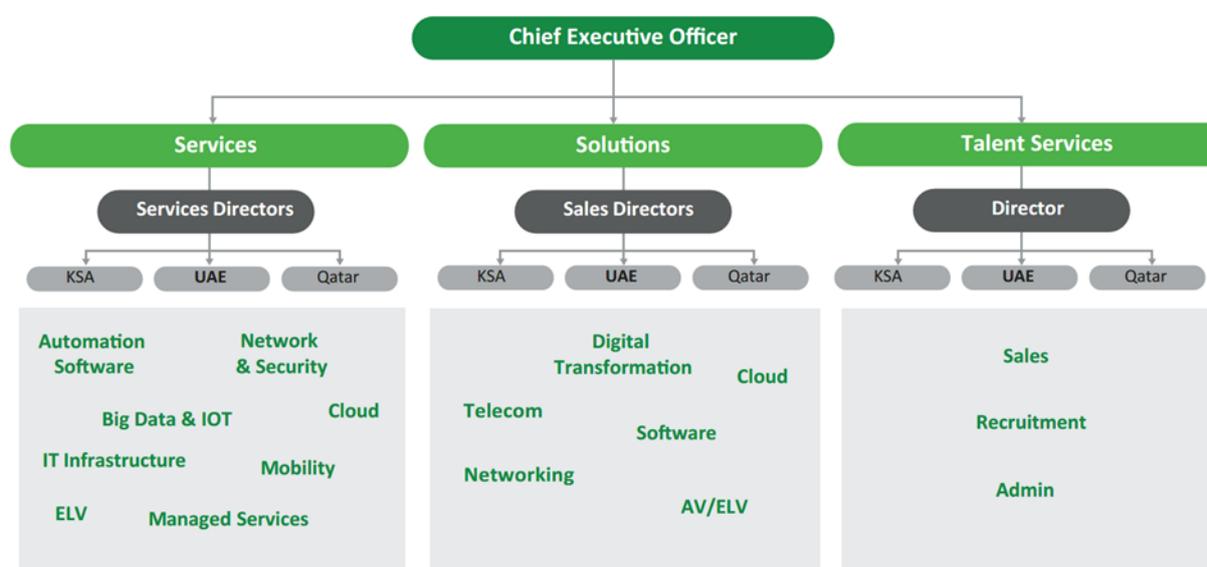
The Group's vendors include many of the world's leading technology companies, including the following:

- *IT & Network infrastructure: Hewlett-Packard Enterprise, Huawei, Dell Technologies and Cisco;*
- *Cybersecurity: Fortinet, Palo Alto, Forcepoint and Microsoft;*
- *Big Data / IoT: Red Hat, Cloudera, IBM and Microsoft Azure;*

- *Cloud Technology:* AWS, Oracle, Microsoft Azure and GitHub;
- *Mobility:* Citrix, Lakeside, Accops and Microsoft 365; and
- *Software and Automation:* Opentext, Seclere, Mendix, ManageEngine and SAP.

The Group has positioned itself to capitalise on market growth as demand for digital transformation technologies continues to increase across multiple sectors in the UAE (and across the Middle East), including as a result of the UAE's Digital Economy Strategy and Digital Government Strategy, the KSA's National Strategy for Digital Transformation and Digital Government Strategy and Qatar's Digital Strategy and Digital Government NextGen Strategy.

The below chart sets out the structure of the Group's management of its different segments.



## 2.2 History

The Group was established in Abu Dhabi in 1981 to offer on-demand computer services (including data processing outsourcing services) at a time when computers were large and expensive. When personal computers became more popular, the Group started to distribute IBM personal computers in the UAE market, starting an IBM personal computer dealership in 1983.

The Group commenced its Dubai operations in 1986. Subsequently, in 1995, the Group built the first structured cabling solution for a smart building in the Middle East for an oil and gas sector customer. In 1996, the Group introduced digital telephony private automatic branch exchange systems to customers in the oil and gas and governmental sectors in the UAE. The Group first participated in GITEX (Gulf International Technology Exhibition) in 1996, the largest technology-focused trade exhibition in the Middle East.

In 1997, the Group built its first ethernet network. Also in 1997, the Group developed its first asynchronous transfer mode system for an oil and gas customer's EMEA and African business. In 1998, the Group built the first internet protocol television system in the Middle East at the Emirates Towers in Dubai. In 1999, the Group built the first security firewall and dial-up internet services system for customers in the region.

In 2000, the Group installed a city-wide video surveillance network and moved to new headquarters alongside the airport road in Abu Dhabi. Foresight was launched in 2000 to develop and provide customised solutions to the banking and finance sectors.

In 2003, the Group installed the first hospitality room management systems in the UAE. Also in 2003, the Group set up for a prominent customer the largest (at the time) call centre in the UAE.

In 2004, Tuqnia was launched to provide services using the technology of one of the Group's leading vendors. The Group also changed its logo in 2004 to the logo currently used by the Group.

In 2010, the Group launched a first-of-its-kind (for a UAE hotel) high technology video conferencing system, the Polycom RPX Immersive Telepresence Centre at the Emirates Palace in Abu Dhabi.

In 2012, the Group received its commercial licence, secured office space and commenced operations in Qatar.

In 2014, the Group set up Alpha Data Recruitment, to provide on demand IT technology specialists to its customers on an outsourced basis.

In 2015, the Group adapted its strategy to increase its focus on developing its business around the 'pillars of the new digital economy', namely cybersecurity, mobility, cloud and big data. In particular, the Group focused its strategy on attracting and nurturing talent, and developing know-how and expertise, in these areas.

In 2017, the Group's annual revenue surpassed AED 1.0bn for the first time. In 2023, the Group's annual revenue surpassed AED 2.0bn for the first time.

In 2019, the Group opened its Digital Transformation Centre in Abu Dhabi, enabling the Group to provide a range of services to customers to monitor, manage and maintain IT infrastructure and solutions, including network and cybersecurity services including through the NOC and SOC.

In 2021, the Group celebrated the 40 year anniversary of its establishment.

In 2022, the Group launched its expansion into KSA and re-launched its operations in Qatar.

In 2024, the Group initiated the launch of its AI business with a focus on developing AI solutions.

### 2.3 Strengths

The Group believes that it is well positioned to execute and achieve its business goals based on the following competitive strengths:

#### ***Leading digital transformation partner for all business information communications technology ("ICT") needs***

The Group is a leading digital transformation provider and system integrator. With a strong track record of over 40 years, the Group has consistently helped customers strengthen their technology by creating tailored ICT solutions ranging from mobility and cloud-based solutions to big data and automation. The Group has strong industry relationships and a diverse range of customers from various industries, including government, telecommunications, banking, insurance, real estate, construction, oil and gas, and aviation, which has allowed it to reinforce its reputation as a trusted and preferred ICT service provider in the UAE.

The Group believes that it has a number of key differentiators in the markets in which it operates, such as the depth and breadth of its technical expertise, its specialist industry knowledge, its flexible commercial models and its expertise in implementing accelerated transformation projects for its clients.

Specifically, the Group is able to differentiate itself from its competitors through:

- *Technical expertise:* the Group's technical expertise is demonstrated through its development and implementation of innovative solutions across multiple technologies;
- *Specialist industry knowledge:* the Group has a proven track record of delivering complex projects in a large number of industries since 1981 (see '*Customer Relationships and Sales*' below);
- *Flexible commercial models:* The Group is able to tailor its commercial models based on client preferences, using a combination of project-based, recurring contracts, licensing, leasing or build-operate-transfer contract models; and
- *Accelerated transformation:* using agile delivery methods and complemented by the Group's managed services offering, the Group is able to deliver on implementing accelerated digital transformation projects for its clients.

### ***Favourable market and sector growth***

Strong digitalisation and regional economic diversification are driving high levels of growth of all IT related services throughout the markets in which the Group operates. The Group's core markets, the UAE and the KSA, are experiencing significant growth in their ICT sectors, with the Alpha Data addressable IT market ("**Addressable Market**") in each of the UAE and the KSA projected by the International Data Corporation ("**IDC**") Middle East to grow at 9.0% CAGR between 2023 and 2028 and 11.1% CAGR between 2023 and 2028, respectively (according to the IDC Market Report). This is supported by government-led digitalisation focused initiatives including the "UAE Digital government Strategy 2025", the "UAE National Strategy for Artificial Intelligence 2031", "Operation 300bn", the UAE's "Fourth Industrial Revolution (4IR) Strategy" and the numerous KSA Vision 2030 giga projects. The Group intends to capitalise on the favourable market and sector growth (as described above). The Group has an approximate 6% market share of its Addressable Market in the UAE according to the IDC Market Report, with the Addressable Market interpreted to include the markets in which the Group operates in the UAE, and to exclude the markets which the Group does not operate in, such as consumer IT, 3rd platform technologies, industrial IOT segment, other devices (such as mobile phones) (see '*IDC Market Report*').

### ***Leading 'one stop shop' IT business solutions provider for enterprises in UAE***

As a system integrator and digital transformation company, the Group offers a comprehensive, end-to-end product offering, including hardware, software and services, providing customers with a "one stop" IT solution for all of their ICT needs, from the initial assessment and design to hardware and software supply, implementation, support and managed services.

Due to the unique nature of the IT industry and the complementary nature of available solutions and services, the Group has been able to cross-sell its multiple business lines, allowing the Group to be a 'one stop shop' solution provider.

Although the Group faces competition in each of the market sectors in which it operates, the Group believes that none of its competitors in the UAE compete with the Group across all of the Group's market sectors, giving the Group a competitive advantage in being able to offer a broader and more comprehensive range of IT solutions than its competitors.

### ***Case Study – the Group's work with a leading state-owned utilities provider***

An example of the Group providing a "one stop solution" is the Group's work for its longstanding governmental client, a leading utilities provider, with whom the Group has worked for decades, becoming a trusted partner and a driving force behind the company's digital transformation.

The Group initially commenced working with the company on a small mandate, and has since continuously expanded its engagement and services provided to the company, designing and building the company's digital infrastructure, with servers specifically identified for the company requirements. The Group implemented a data storage system for the company, as well as automated disaster recovery and back-up systems (for both SAP and non-SAP platforms). The Group established a WIFI and data network solution for the company, which, together with cabling infrastructure, provides secure communications and data transmission for the company.

The Group has also designed a workflow management system, which streamlines the company's processes and maximises efficiency. The Group also assisted the company with setting up a document management system that is integrated with SAP and the Group has also implemented numerous Microsoft technology solutions for the company. By embedding itself within the company from its initial engagement, the Group has capitalised on its deep understanding of the company's IT infrastructure requirements to develop and grow its relationship.

There are many similar examples where the Group has also maintained and developed its relationships with its customers over an extended period. In one example with a client in the healthcare industry, the Group assisted with the implementation of a cybersecurity enhancement project in 2014. In 2022-2023, the Group was engaged again to assist with implementing a metaverse for telemedicine, and in 2024 designed a national organ transport solution for the client. In another example, the Group set up the network & security infrastructure for an internet service provider in 2007, and was engaged to assist with designing and migrating their billing application in 2014. In 2021, the Group was recognised as a "Partner of Choice" for the client.

### ***Specialising in Leading Segments that Propel Digital Transformation***

The Group is focused on high-growth sectors like cloud, AI, and big data and the Group serves fast-growing sub-segments of leading industries such as banking, finance and healthcare, which are embracing digital transformation and increasing their IT spend. These sectors are driven by macro-trends in the ICT sector such as generative artificial intelligence, the demand for automation and virtual desktop infrastructure, as well as robotic and intelligent process automation. The demand for digital transformation initiatives amongst both private and public sector clients has been accelerated by these macro-trends and the Group believes that it is well positioned to capitalise on its clients' needs in these areas.

### ***Serving Diverse Blue-Chip and Creditworthy Customer Base with Flexible Contract Structures***

The Group has a diverse customer base consisting of approximately 2,200 government, quasi-government and private entities. Its relationship with government entities strengthens its position as a key player of ICT services in the region. The Group has a strong portfolio of high-profile customers, including DP World, National Bank of Fujairah, MBRSC, DIBSA, as well as already established long term relationships with customers such as Emirates Airlines, ADNOC, Dubai Airports, amongst others.

The Group develops long-term relationships with customers, allowing the Group to understand the technological solutions best suited to its customer's business needs, as well its customer procurement processes. The Group offers a customer-centric and product-agnostic approach (such as offering flexible contract structures), which allows it produce tailored solutions for its customers. The Group also offers bespoke contracts with pricing tailored based on customer-specific factors including the number of customers, users and sites to be covered, the types of applications to be used and the level of administration and management to be provided.

### ***Founder Led Management Team with Unique Track Record of Growth, Innovation and Execution***

The Group benefits from a strong management team with clear vision and over 250 years of sector experience, which is supported by robust corporate governance, local market knowledge, and regulatory expertise. The management team has a deep commitment to maintaining the highest standards of excellence within the Group, with a proven operational and financial track record. Furthermore, the Group's management team has been strategically split with a combination of services and sector units to leverage extensive sector expertise.

### ***Underpinned by Breadth and Depth of its Strong Multi-Vendor Partnerships***

The Group has a strong vendor network, providing access to the latest technologies and preferential support through key vendor relationships. The Group offers clear value to vendors by giving them access to the local market and allowing them to easily reach customers. The Group holds high level partnerships and/or is recognised as a partner of choice by numerous global technology leaders like Microsoft, AWS, Cisco, IBM, Fortinet, and Palo Alto, having received numerous awards from such strategic partners (see 'Recent Awards' below). Such partnerships ensure neutrality, high margin optimisation, and flexibility within the Group's service offerings. The Group is continuously looking to expand its network of partners, with a view to building mutually beneficial relationships and collaborating on new and emergent technologies.

### ***Robust Financial Performance Demonstrated by Strong Topline Growth, Resilient Margins and FCF***

The Group has enjoyed sustained revenue growth across each of its segments (Solutions, Services and Talent), with a three year CAGR of 21.9% based on comparing revenue in the years ended 31 December 2021, 31 December 2022, 31 December 2023 and 31 December 2024.

Furthermore, despite the highly competitive environment the Group operates in, the Group has maintained stable Gross Profit, Adjusted EBITDA and Net Profit Margins. Specifically, for the financial year ended 31 December 2024, the Group's Gross Margin was 12.5%, Adjusted EBITDA Margin was 5.8%, and Net Profit Margin was 5.5%. This is compared to the financial year ended 31 December 2023, in which the Gross Margin was 13.4%, the Adjusted EBITDA Margin was 6.4%, and the Net Profit Margin was 6.6%. The Group has also experienced sustained improvements in its Free Cash Flow generation, experiencing an average cash conversion rate of 103% for the years ending 31 December 2021, 31 December 2022, 31 December 2023 and 31 December 2024. Thanks to the strong growth, the Group has been able to deliver strong value to the shareholders, with healthy dividends over the four years ending 31 December 2021 to 31 December 2024 and an average Dividend Payout of 75% (excluding the special pre-IPO dividend of AED 161,025,000 in the year ending 31 December 2024) over the same period.

## **2.4 Strategy**

### ***Establish Leadership in Digital Transformation Technologies and Further Grow its Market Position***

The Group believes that there are numerous opportunities in the UAE market to support further growth across its segments and technologies by leveraging the Group's existing capabilities, strong customer relationships and track record.

The Group believes that digitisation trends, specifically government-led digital transformation, digital economy growth, enhanced cybersecurity measures, infrastructure modernisation, data management evolution and artificial intelligence create unparalleled growth opportunities for

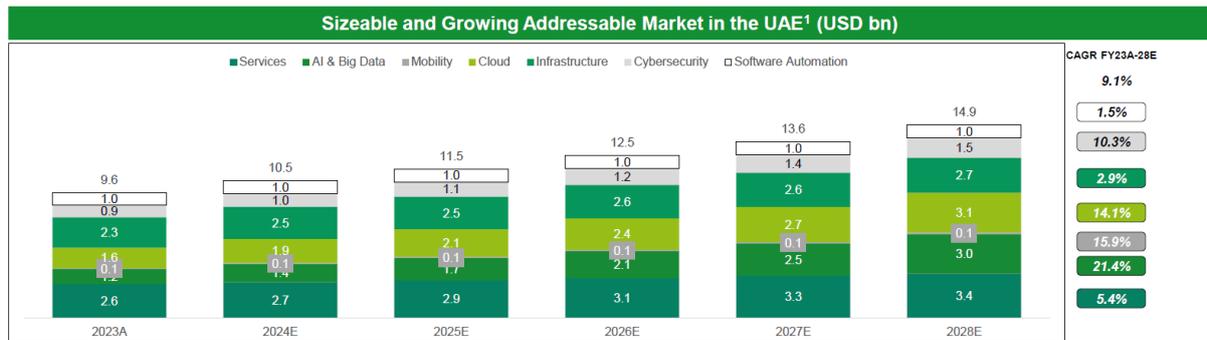
the Group to anchor its leading market position in system integration / digital transformation services.

The Group believes that UAE government initiatives to promote investment in digital transformation, such as UAE's "Fourth Industrial Revolution" strategy (which aims to position the country as a global hub for innovation) and its AI strategy (which aims to embed smart digital systems across government sectors) will generate rising demand for its solution and services.

The Group intends to focus on transformational technologies to capture growth in the evolving technological landscape as well as identifying practical use cases and technologies to expand its product portfolio in line with the latest digital trends.

In 2023, Alpha Data held a market share of approximately 6% within the UAE's total Addressable Market, which stood at USD 9.6 billion in 2023 (according to the IDC Market Report).

The total Addressable Market for Alpha Data is expected to increase from USD 9.6 billion in 2023 to USD 14.9 billion in 2028 at a 2023-2028 CAGR of 9.1% (according to the IDC Market Report).



Note: 1. As per IDC Market Report

### **'Everything-as-a-Service' Business Model**

The Group has moved (and continues to move) many of its customer relationships to an "Everything-as-a-Service" ("XaaS") model, whereby any IT function can be delivered by the Group (for example, infrastructure, device, software, back-up, disaster recovery, database, platform and AI) "as-a-service". The XaaS model also encompasses the provision of managed security services (i.e. outsourcing the monitoring and management of security devices and systems). The XaaS delivery model provides greater flexibility and technological options for customers, allowing customers to scale up and down with ease and align their IT investment with their revenues. The XaaS model also allows the Group to increase customer retention and provide greater profit margins.

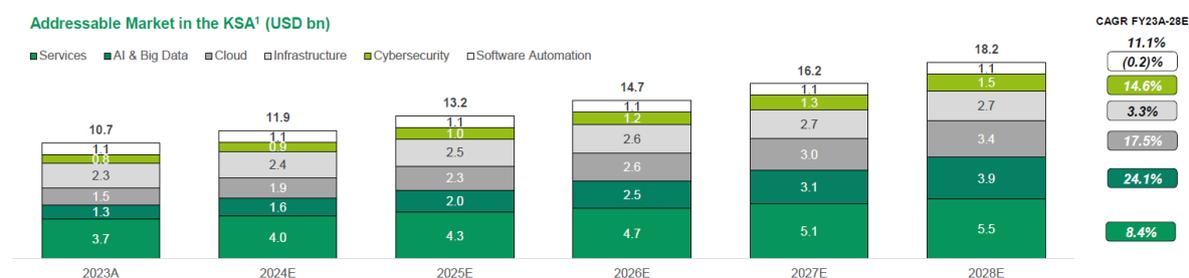
### **Expansion to other markets in the GCC region (including the KSA and Qatar)**

The Group launched operations in the KSA in 2022 (and relaunched its Qatar operations in the same year) as part of its top-down strategy to expand its footprint into other ICT markets in the GCC. The Group has a team of 8 employees in Qatar and a team of 11 in KSA, which it intends to expand over the coming years. The Group intends to offer a full spectrum of solutions and services in these jurisdictions and already has a number of key governmental departments and leading corporations as some of its main customers in KSA and Qatar. The Group intends to provide support from the UAE to its operations in KSA and Qatar.

The Group intends to capitalise on various government initiatives to drive digitisation in the region, such as KSA's Vision 2030, its plan to build hyperscale data centres powered by

renewable energy, and the integration of "Industry 4.0" technologies to facilitate large scale giga projects.

The Addressable Market for Alpha Data in KSA is expected to grow from USD 10.7 billion in 2023 to USD 18.2 billion in 2028 at a 2023-2028 CAGR of 11.1% (according to the IDC Market Report).



### **Well Positioned to Capture Growth, Diversify Revenues, Launch New Services, and Target New Customers**

The Group is well-positioned to capitalise on the increased growth amongst the public and private sectors in the UAE and GCC given its deep-rooted history in the region as one of the region's most well-known diversified systems integrator and digital transformation services provider. The range of the Group's service and product offerings has given the Group a diversified revenue stream, allowing it to leverage its expertise in various areas to launch ancillary services and offerings. The Group's diverse client base has provided the Group with insights into the unique demands of its various public and private sector clients, allowing it to refine its offerings and strategically target clients requiring similar products and services.

### **Cost control and operational efficiency**

The Group had stable net income margins for the financial years ended 31 December 2021 to 31 December 2024 (see 'Strengths' above) as a result of maximising economies of scale, margin accretion (resulting from the Group's everything-as-a-service vertical) and efficient cost control. This has positioned the Group to further capitalise on potential expansion opportunities.

## **2.5 Solutions and Services**

The Group provides Solutions and Services in a range of different technology verticals, as described below.

### **(a) Digital Infrastructure (IT and Network)**

One of the Group's core businesses is the design and implementation of IT infrastructure solutions for its customers and the provision of related services.

#### **i. Computer System Infrastructure and On-Premise (Private Cloud) Data Centres**

##### **(A) Solutions**

The Group helps its customers to design and build computer system infrastructure and data centres to allow them to run their businesses using modern technology. The Group plans and implements the installation of on-premise computer systems at customer premises and sets-up (where applicable) private cloud-based solutions for customers. The Group does not offer its own data centre facilities for use by customers.

The Group's solutions include a large number of different types of systems, servers and storage options, from traditional to more innovative options. The Group provides its customers with personal computers, laptops and other computing devices for use by their employees. The Group also provides office printing equipment and managed print solutions and services.

The Group assists its customers with setting up on-premise physical data centres, including the equipment necessary to maintain and run such data centres, including mechanical equipment (such as cooling units), electrical equipment (including power supplies) and servers (including a variety of server types). The Group also provides monitoring and management services for physical data centre infrastructure, including environment monitoring systems, power and power usage monitoring and control, thermal solutions in relation to heat containment, access control and fire safety equipment and installations. This is a significant contributor to the Group's revenue.

(B) Services

The Group provides services to customers to modernise their infrastructure, including to move their data centres and computer systems from on-premise physical infrastructure to a hybrid cloud or public cloud model. The Group helps its customers to set up business process governance frameworks to improve business processes and overall workflow.

(C) Key Vendors

The Group's computer infrastructure system and data centre vendors include HP Enterprise, Dell, Huawei, Lenovo, IBM, Commvault and Veeam.

ii. *Network Infrastructure*

(A) Solutions

The Group designs and builds communications network infrastructure for internal and external business communications, including providing WIFI, IP telephony, collaboration solutions and local area network ("**LAN**"), wide area network ("**WAN**") and software defined network ("**SDN**") solutions.

(B) Services

The Group also provides network infrastructure maintenance & monitoring services, using its Digital Transformation Centres in Abu Dhabi and Dubai.

iii. *Extra-Low Voltage ("**ELV**") and Physical Security Infrastructure*

(A) Solutions

The Group provides a range of ELV network and security solutions.

The Group's ELV solutions include structured cabling (including ethernet and fiber solutions), public address and digital signage systems and hospitality room management involving energy saving and control systems.

The Group's security solutions include CCTV networks (and integrated command and control centres), physical access control systems (involving doors, traffic barriers and gates), fencing controls and x-ray machines.

iv. *Audio-Visual Infrastructure*

(A) *Solutions*

The Group provides digital workspaces, meeting room and auditorium solutions, including supplying screen equipment, announcement systems, voice recognition systems, auditorium systems, room booking systems, smart classroom solutions and immersive spaces. As part of this, the Group also provides collaboration and unified communication systems to allow groups to communicate remotely.

The Group's projects include both greenfield projects (in connection with the establishment of new spaces) and brownfield projects (the improvement of existing spaces).

v. *Key Vendors of Network, ELV, Physical Security and Audio-Visual Infrastructure*

The Group's vendors of network, ELV, security and audio-visual infrastructure include Cisco, HPE Aruba Networking, Huawei, Juniper Networks, Arisa and Dell Technologies, Poly, Logitech, Extron, Alcatel, Microsoft and Audiocodes.

(b) **Cybersecurity**

Cybersecurity is critical to the Group's customers and is one of the Group's fastest growing business lines. The Group recognises the importance of cybersecurity in the region and takes additional efforts in acquiring talent and cutting-edge technologies to offer to the market.

i. *Solutions*

The Group provides cybersecurity solutions that protect IT systems and infrastructure (including cloud-based IT infrastructure) and the integrity of data that is held on them. These solutions include cloud security, identity-based security, network security, application security, data security and zero trust security solutions. The Group also provides end-point security for devices (including personal computers, tablets and mobile telephones). The Group also designs and implements back-up and disaster recovery infrastructure. The Group uses specialist technology to deliver cybersecurity solutions.

The Group designs and implements cybersecurity solutions, both specific and enterprise-wide. The Group is often commissioned by existing cybersecurity Solutions customers after three to five years to review and refresh the customer's cybersecurity systems. This is a significant contributor to the Group's revenue.

ii. *Services*

The Group emphasises to its customers the importance of engaging in all forms of threat readiness, including technology process and employee training. The Group helps its customers to prepare for, prevent and protect themselves against, cybersecurity threats. The Group provides cybersecurity services through training personnel and implementing processes.

The Group performs security audits, compliance audits, vulnerability assessments and penetration tests. The Group provides consultation services in respect of compliance frameworks, security auditing and cyber threat detection (particularly cyber information and event management).

The Group monitors and maintains cybersecurity infrastructure by providing an NOC and/or SOC to customers through the Group's Digital Transportation Centre. See also '*Managed Services*' at section 2.5 below.

iii. *Key Vendors*

The Group has the highest level of partnership with leading cybersecurity vendors such as Fortinet (with whom the Group is at 'expert' level, demonstrating the expertise and familiarity the Group has with the vendor's products, as well as the strength of vendor relationship) and Palo Alto (with whom the Group is at 'platinum' level). The Group also has a strong level of partnership and certification with Microsoft in the cybersecurity sphere.

The Group constantly monitors the cybersecurity market in order to identify new solutions that can be used by its customers. As well as having strategic alliances with larger cybersecurity providers, the Group also offers cybersecurity products developed by a number of niche providers in order to solve certain more specific problems.

(c) **Cloud**

Cloud-based technology is central to the digital transformation journey of the Group's customers. The transfer of infrastructure, solutions and services to the cloud is a key component of the Group's ability to provide a range of digital transformation technologies to its customers. The Group's cloud-based solutions are highly integrated with, and complement, the Group's other products and services. Cloud-based solutions are one of the Group's fastest growing businesses.

i. *Solutions*

The Group provides use case assessment and feasibility studies for customers considering migrating to cloud-based technology solutions. The Group helps its customers to build business cases for migrating operations to the cloud and to understand the cost implications of a migration to cloud-technology.

The Group provides private, public and hybrid cloud solutions, as well as edge computing, through its "multi-cloud" strategy offering. It also uses vendor data centre infrastructure, on-premise customer data centre infrastructure or combination of both. The Group has been rapidly acquiring cloud customers in recent years and has seen high customer retention rates.

The Group will usually charge a one-off fee for the migration from on-premise infrastructure to the cloud. This is a significant contributor to the Group's revenue.

ii. *Services*

Once a customer has migrated to cloud-based infrastructure, the Group will subsequently provide cloud-based services on a recurring fee model.

iii. *Key Vendors*

The Group has a strong partnership with Microsoft Azure in the cloud segment. Sales of Microsoft Azure products and services are the largest amongst vendors in the total cloud vendor spend by the Group. Customers can pay as they go for Microsoft services or enter into annual or multi-year subscriptions (and the latter, longer term, options are more popular with the Group's customers).

The Group is developing its relationship with AWS and the Group has the highest level of partnership with AWS of any other systems integrator in the UAE. The Group closely collaborates with AWS and solutions and services involving AWS products and services represents a growing business area for the Group.

The Group also partners with Core42/Injazat and Microsoft in the UAE to deliver services in relation to the build out of the sovereign cloud of the UAE.

The Group has a number of highly skilled engineers and other personnel trained to work on Microsoft Azure, AWS and other cloud-based vendor products.

(d) **Mobility**

The Group's mobility business has grown since the increased adoption of remote working during the COVID-19 pandemic in 2020.

i. *Solutions*

The Group's mobility solutions focus on end-user, remote access and connectivity. This involves a considerable amount of back-end integration with an enterprise's IT infrastructure and the Group uses its knowledge as a systems integrator for IT infrastructure to build mobility solutions that complement such infrastructure.

The Group provides consultancy and assessment services to enterprises to assess their mobility needs and to identify the types of devices suitable for a particular enterprise to provide to employees.

ii. *Services*

The Group provides virtual desktop infrastructure, mobile device management, security and compliance services, operating system management, mobile application management, endpoint provisioning and other access and visibility services (connecting the data centre to the end user) i.e. "workplace-as-a-service" offerings to optimise the digital user experience of its customers.

iii. *Key Vendors*

Almost half of the Group's purchases of mobility products from vendors are from Citrix. Nutanix, Microsoft and Lakeside are also large providers of mobility products to the Group.

(e) **Artificial Intelligence and Big Data**

The Group provides AI and Big Data solutions and services to its customers to solve a range of problems in a customised and innovative manner. The Group helps its customers to build scalable and cost-effective digital solutions that reduce labour and infrastructure costs and allow businesses to make more informed decisions.

i. *Solutions*

AI and big data is a key growth area for the Group, including using technologies focused on large language models, text to image models, machine and deep learning, natural language processing, generative AI and computer vision. This strategy aligns with broader market trends and governmental initiatives, including the UAE Strategy for AI. The Group's big data practice started in 2015, with an initial focus on data governance and big data solutions (which is still a key part of customer demand for AI solutions), and has expanded into different directions based on customer demand.

The Group provides architectural solutions for structured and unstructured data for businesses, to help businesses generate data insights relevant to their businesses. The Group designs and implements data lake and data pipeline infrastructure for its clients.

The Group's AI projects typically begin with proof-of-concept presentations and consulting sessions to prospective customers.

The Group has employed its AI capabilities to assist with a variety of projects for customers, which have provided tangible and clear results. One example is the use of AI technology to detect damaged shipping containers before they are offloaded from vessels at a leading port in the UAE, which allows the port operator to defend itself from claims of liability for such damage. The Group implemented such solutions using camera technology and an AI system that was trained by the Group to identify damage.

Where the Group delivers AI solutions to customers, the customer's increased confidence and appreciation of such AI technologies often causes them to look for other use cases for AI to solve business problems. In such way, AI technologies allow customers to use their own imaginations to consider additional use cases, thereby driving demand for solutions from the Group. In the example of the port operator referred to above, the successful deployment of automatic damage detection solutions using AI caused the port operator to request other AI-powered solutions, including automatic face and freight vehicle detection technology to allow more efficient entry and exit processes to the port area.

The Group has also used AI to develop solutions for a variety of applications across a wide range of industries.

For its governmental customers, the Group has:

- (A) assisted with the integration of over 900 government services into one app for customers;
- (B) provided a solution for the analysis of motor vehicle traffic on public roads (including congestion management and traffic violation detection applications);
- (C) created a solution for document review (including error detection and content categorisation and summarisation);
- (D) created a solution to standardise and scale government proposals during the procurement process;
- (E) built a solution to assist with the monitoring of systems and networks and to mitigate security incidents for government security departments;
- (F) developed a solution to implement document processing automation processes to improve efficiency and reduce man hours; and
- (G) created a solution to implement AI-powered fleet tracking and management systems to manage public transport services.

For its customers in the education sector, the Group has:

- (A) assisted with developing a system to provide analytics for the behavioural assessment of students;
- (B) automated various document processes; and

- (C) assisted with the personalisation of learning paths for students, in turn boosting academic performance and engagement.

The Group has provided AI-based anti-fraud reporting and solutions across the banking, retail and utilities industries, and has developed custom AI models and analytics to assist healthcare customers treat patients undertaking organ transplants. The Group has implemented AI technologies to assist companies with detecting false statements, to assist facilities providers with identifying unauthorised access to certain areas and to assist government bodies to help business owners take decisions about the most optimal locations to open business premises, amongst others.

- ii. *Services*

The Group's AI, big data and data analytics capabilities include supplying data and analytical tools, conducting analysis and reports to advisory and consultancy services. The Group provides a comprehensive suite of data services, including data modelling services.

- iii. *Key Vendors*

The Group's AI solutions are often based on open-source technologies but the Group has partnered with a number of industry leaders to deliver services using their technology. The Group builds AI solutions using existing cloud and other infrastructure platforms.

- (f) **Software Automation**

The Group deploys software automation solutions to automate business processes and reduce reliance on human labour to perform repetitive tasks. Software automation complements the Group's infrastructure solutions and services and uses a range of processes and tools to deliver results for customers.

- i. *Solutions*

The Group delivers no code and low code platforms to its customers to allow customers to build software solutions for their businesses without using professional software designers or coders. This allows enterprises to build solutions themselves using their intuition and deep understanding of their organisations and industries that are customised to their requirements.

The Group deploys AI for IT operations ("**AIOPs**"), which use machine learning technology to improve the efficiency of IT operations. The Group's AIOPs solutions track and analyse IT incidents to create insights that can be used to drive change in organisational processes. The Group uses robotics process automation to automate tasks using software robots.

The Group also deploys IT service management (structured IT services for business alignment) and operations management (which manages and automates IT infrastructure and operations).

- ii. *Services*

The Group uses application performance management technology to monitor applications and identify failures in performance. The Group delivers application lifecycle management technology to create and manage software applications.

iii. *Key Vendors*

The Group's software automation vendors include Microfocus and Mendix (which combined constitute over half of the Group's software automation purchases), as well as SAS, One Identity, Software AG and others.

(g) ***Managed Services***

The Group's managed services division is a flagship offering of the Group. The Group offers customers a managed services package under which the Group maintains and monitors the entire IT infrastructure of a customer, or a particular part of it (such as cybersecurity). This includes IT infrastructure that has already been set up without the Group's involvement, as well as IT infrastructure the Group has designed and/or installed.

The Group provides its managed services to customers through an NOC and SOC (whereby customer applications are managed and supported remotely through a command centre within the NOC or SOC), remote infrastructure management and/or application management services through its Digital Transformation Centre in Abu Dhabi and Dubai. Furthermore, the Group also provides end user / workplace managed services, which typically includes proactively updating firmware, continuously monitoring end-user devices and providing digital transformation managed services for managing emerging technologies including cloud and AI, among others. The Group serves over 500 customers through its Digital Transformation Centre.

The Group's managed services provide performance monitoring, trouble ticket management, event management-guaranteed service levels and after-sales support to its customers, allowing customers to reduce operating expenses, improve technological processes and focus on their end users' overall service experience.

An NOC monitors IT networks 24/7 from a dedicated command centre and ensures all IT devices and infrastructure are working at all times. Managed services is a proactive, rather than reactive, service, and the Group seeks to identify and remedy issues before they affect end-users. A dedicated team of professionals provide customer support via the NOC (which is equipped with remote control capabilities). The Group has command centres in Dubai and Abu Dhabi providing 24/7 remote, onsite and hybrid support.

A SOC monitors all security aspects of a customer's IT infrastructure, from cybersecurity, infrastructure security and application security. The SOC ensures that a network and applications are always well maintained from a security point of view and takes corrective measures where an issue is identified. This includes continuous monitoring with immediate patching and maintenance upon the triggering of security alarms, supported by a dedicated team who provide rapid and continuous security support, including real-time threat detection, response coordination, and resolution to safeguard IT systems.

Managed services customers require a certain level of maturity and size. Managed services are typically contracted separately to the other products offered by the Group, with pricing and service levels customised to reflect the particular IT infrastructure and requirements of the customer. Typically contracts are entered into for one year or three years and the Group experiences low churn and high retention rates for customers.

(h) ***Other Services***

The Group's other service offerings are aimed at ensuring customers receive expert support across all facets of their IT operations. The key services provided are:

(i) consulting services, which entail helping customers build and implement actionable technology roadmaps (including fit gap analysis, process re-engineering, financial viability analysis, defining the technology roadmap and providing assessment services for people, processes and technology);

(ii) professional services, which entail delivering tailored IT solutions that help streamline operations, protect digital assets and ensure smooth technology integration (including project management services, implementation services, solutions architecture among others); and

(iii) support and maintenance services, which entail providing reliable support and proactive maintenance to keep operations running without interruption, including back-to-back vendor support, comprehensive Alpha Data support, hybrid support (partly supported by Alpha Data and partly by vendors) and technical support.

## 2.6 Talent

The Group's Talent division, through the Company's subsidiary Alpha Data Recruitment, provides outsourced IT staff to companies to help them with a variety of IT requirements. Alpha Data Recruitment hires and employees the IT specialists (and handles their visas and payroll) before they are seconded to customers (though they continue to remain employees of Alpha Data Recruitment). Often, the hiring process is targeted for a particular customer requirement or role. The Talent division is specialised in selecting candidates that particularly suit the customer's requirements, not only from a technical perspective or with respect to the industry experience and specialism the candidate might have, but also with respect to how the candidate would fit into the company culture of the customer. The division has 4 main offerings:

- *resource-as-a-service (RAAS)* – providing IT personnel on a contract or contract-to-hire basis or for seasonal or niche needs, as well as offering flexible contract durations with the option to hire after contract expiry;
- *permanent staffing service (PSS)* – leveraging web portals, digital marketing, and headhunting to source the right candidates for permanent staffing positions;
- *Emirati/Saudi recruitment services* – offering a full service recruitment team, with proficiency in Arabic language, comprehensive understanding of Emiratization and Saudization requirements, with access to in excess of 5,000 Emirati and Saudi national employees; and
- *Insourcing* – undertaking technical screening of the niche skillsets of potential candidates and providing the Group with access to these vetted candidates for employment within the Group.

The Talent division operates in all of, and across, the Solutions and Services segments referred to within the '*Solutions and Services*' section 2.5 above. Many customers of the Talent division are customers of the Group's other segments. When the Group discusses its Solutions and Services with customers, the Group will often also discuss whether there is a need for any new employees, in order to manage or operate new or existing technology, whether on an ongoing basis or for a handover period. The large majority of employee placements to customers through the Talent division last for a period of over one year. In some cases, the employee joins the customer on a permanent basis after the assignment, which typically deepens the relationship between the Group and the customer.

Employees on secondment to customers through the Talent division receive training and support from the Group, including to assist them in adapting to the business culture of the customer, as well as to receive financial and technical support. Whilst employees are on secondment, they are able to refer back to the Group questions on technical issues and request other support.

Alpha Data Recruitment was set up in 2014 in response to customer demand for its services, particularly from governmental enterprises in Abu Dhabi. Alpha Data Recruitment has significant number of customers in the government and large enterprise sector across all industry verticals. Alpha Data Recruitment enters into services contracts with its customers and earns recurring revenue for its services. Alpha Data Recruitment currently has 4 recruitment team leaders and 32 recruitment personnel.

## 2.7 Customer Relationships and Sales

The Group has longstanding and deep relationships with many of its customers, developed in some cases over decades of experience. The Group has approximately 2,200 customers, with 1,900 of these customers generating AED 2.3 billion in revenue for the Group in the financial year ended 31 December 2024.

The Group's customer base includes governmental departments and authorities in the UAE and UAE-headquartered sovereign wealth funds, corporates and banks. The Group's customer base in KSA and Qatar also includes a combination of governmental departments and authorities and leading corporations.

The Group understands well the requirements of its customers, not only on the technological side, but also in terms of regulatory compliance and how to collaborate and do business together.

The Group contracts with customers on tailored contracts incorporating their legal and administrative requirements. This stands in contrast to international vendors, who typically seek to impose their own standard form contracts on customers.

The Group's familiarity with governmental regulation and compliance standards in the UAE allow the Group to identify how vendor-developed solutions can be implemented by UAE companies in a legal, compliant and efficient way. This is particularly important for customers in regulated sectors such as healthcare, banking and energy.

Some customers approach the Group in respect of specific problems to be solved. Some customers are aware of specific solutions to their problems and approach the Group to implement such solution. At other times, the Group completes a customer assessment to identify what products and services may be of interest to that particular customer.

The Groups frequently assesses and influences customer readiness (a customer's ability to implement new technological solutions to their business processes). The Group has both a sales team and a pre-sales team, the latter of which is intended to understand and assess in advance what particular solutions may be required by a particular customer or type of customer. This requires an increased level of technical specification.

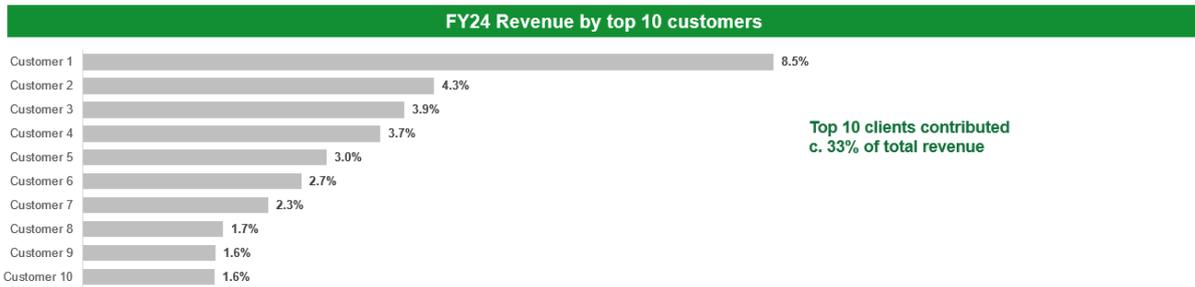
The Group cross-sells products and services to its customers. For example, for a customer that the Group is working for on an infrastructure solution, the Group may be able to develop and build on top of such infrastructure solution a cybersecurity, cloud, software automation, or AI solution. The Group's wide technological footprint allows the Group to do this. In addition, the Group can provide managed services to support all of a customer's technology, as a separate solution. See *"Leading 'one stop shop' IT business solutions provider for enterprises in UAE"* above for examples regarding cross-selling to clients over an extended period of time.

When the Group designs and builds a novel solution for one customer, the Group is able to utilise the knowledge gained in such process to provide similar solutions to other customers.

After the Group has engaged with its customer and agreed with its customer the products and services to be provided to such customer, the Group engages with the relevant vendors to acquire the relevant products and services to be combined as part of the overall product or

service to be provided to the customer. There is a cap set on prices charged by the Group for the resale of some vendors' products.

The Group derived approximately 33% of its revenue from its largest ten customers during the year ended 31 December 2024, which included customers in the governmental, oil and gas, telecoms, banking, infrastructure and large enterprise sectors. Private clients are the fastest growing of any of the customer groups, with a CAGR of 23% from the financial year ended 31 December 2021 to 2024.

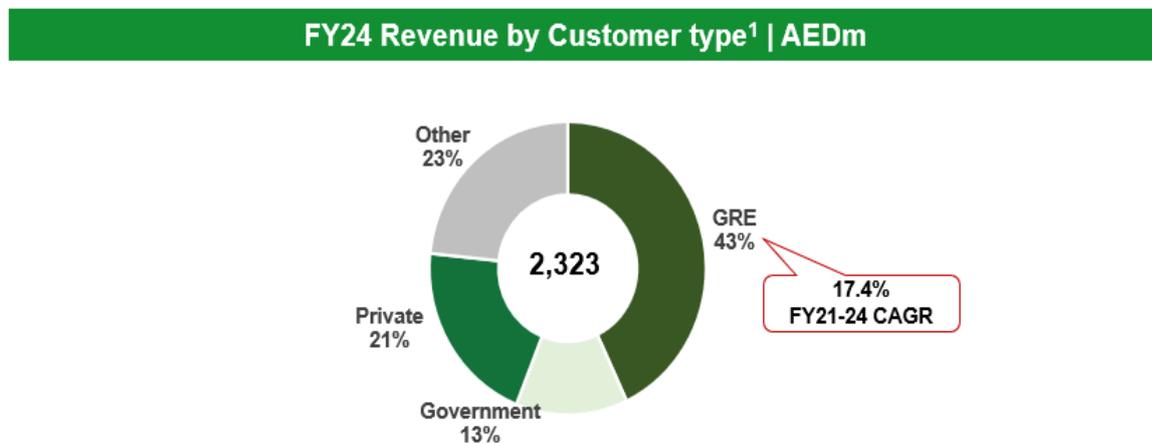


The Group's customers work in a wide range of industries. The Group has teams of employees with significant expertise in each of the industries the Group serves. The Group's teams are well versed in the latest developments within those industries and well placed to conceive, develop and implement industry-specific solutions for customers.

New customers (i.e. customers who were not customers of the Group for the preceding four financial years) contributed to 11.0% of the Group's revenue for the financial year ended 31 December 2024. During the financial year ended 31 December 2024, 80.2% of the Group's revenue was generated from customers that had generated revenues in each of the financial years ended 31 December 2022, 31 December 2023 and 31 December 2024.

The Group does not have concentration risk in respect of any particular industry, with no single industry accounting for greater than 13% of the Group's revenue during the financial year ended 31 December 2024.

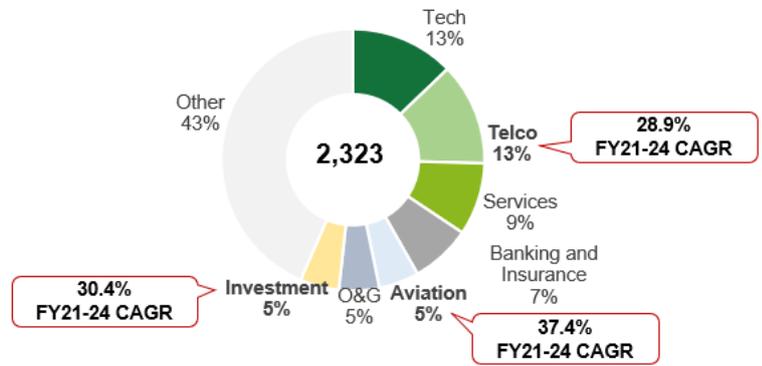
## Revenue by Customer Type



Note: 1. Classification of revenue by client type covers 77% of total revenue in FY24 (Other is the balancing figure)

Telecommunications, technology, aviation and investment are the fastest growing customer sectors for the Group given the Group's significant focus on cloud, security, AI and IoT in recent years. The Group's revenue breakdown per industry for the financial year ended 31 December 2023, is set out below:

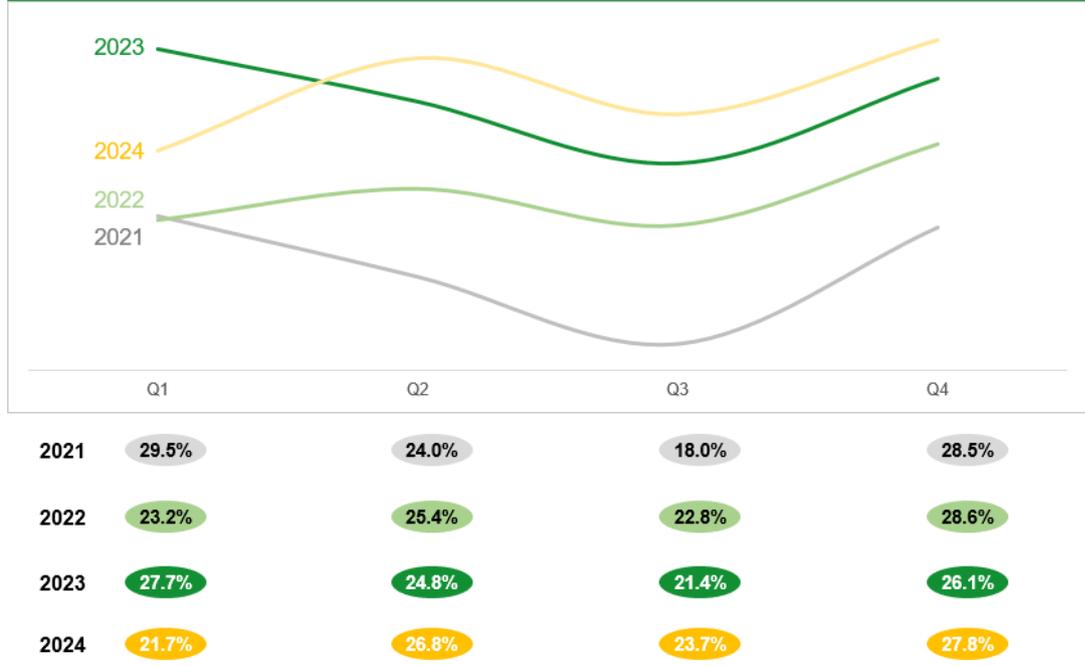
**FY24 Revenue by Industry<sup>3</sup> | AEDm**



Note: 1. Classification of revenue by industry covers 57% of total revenue in FY24 (Other is the balancing figure)

As is typical for most companies operating in the region, the Group is susceptible to revenue seasonality. The first and last quarter of the year are typically the most revenue generating (due to residual billing from the previous year and exhausting yearly company spend respectively), and the third quarter being the least revenue generating due to the summer holiday season resulting in reduced business activity.

**Revenue Seasonality<sup>1</sup> | AEDm**



X% Quarterly revenue contribution

Note: 1. Revenues do not include IFRS15 adjustment.

**2.8 Vendors**

Many vendors will only contract on their own standard terms and use procurement processes that are not convenient to navigate for many customers in the Middle East. By contrast, the

Group contracts with customers on bespoke terms using contractual forms often initially prepared by the customer, which is a more attractive proposition for many large customers.

The Group's vendors often hold patented technologies (or technology protected by copyright or other laws) and the Group's value add for its customers is to identify the right technology provided by one of its vendors to meet the particular problems and demands of its customers. The Group's customers have specific demands and even customers in the same industry may have very different set-ups and approaches in respect of their IT infrastructure that necessitate different products and services being provided to them.

The Group has many employees whose expertise has been certified and developed through training provided by industry-leading vendors, facilitating the growth of dedicated teams of certified engineers to ensure technical alignment with vendors.

Alpha Data is often recognised as one of the top customers for vendors (in respect of sales generated) for IT providers in the UAE. For example, it is within the top 3 UAE-based vendors for Cisco, Microsoft, Hpe, Dell, Huawei, Fortinet, Vmware, Citrix, Micro Focus, AWS, Veeam and Mendix. The Group assigns certified engineers to each vendor (for example, 110 engineers specialise in Microsoft products). The Group has market leading positions in respect of the sale of a large number of its vendors' products and services.

The Group has a strong partnership with Microsoft and ranks first in terms of sales amongst other systems integrators for Microsoft products in the UAE. The Group has been working with Microsoft for over 35 years and the Group is the only UAE company to have the highest level of partnership with Microsoft.

The table below sets out the Group's ranking for sales within the UAE for 2023 for certain key vendors, as well as the number of highly skilled certified engineers for each vendor as of 30 June 2024 and the number of years the Group has been working with each such vendor.

### Strong Multi-Vendor Partnerships



The Group seeks to maintain strong relationships with its vendors such that when customers approach vendors directly, vendors recommend the use of the Group to provide bespoke customised solutions, where applicable.

The Group does not have exclusivity arrangements with any of its leading vendors, but the Group does have the highest (or amongst the highest) level of partnership status in its contracts with many leading vendors, including Microsoft, Dell and Cisco.

The Group is not a distributor of vendor products and services and does not compete with distributors. Distributors often sell directly to the Group and other systems integrators. Distributors are typically focused on increasing the volume of transactions, whereas the Group's business is based on solving problems for customers. The Group is a digital transformation company, which provides value added services to the vendor-developed products and services sold by the Group.

## 2.9 Contractual Arrangements

### *Customer contracts*

The Group typically contracts on bespoke contractual forms (often proposed initially by the customer), negotiated and tailored to reflect the particular services to be provided. The Group agrees to service level obligations under its customer contracts, as well as certain warranties. The Group limits its liability to customers through its contracts. Depending on the type of client that the Group is servicing, the Group will tailor the payment and billing structure, providing the following optionality:

- *Payment structure:* one-time purchase agreements, price framework agreements and consumption model (usage-based) agreements; and
- *Billing structure:* advance down payment and milestone-based billing, progress billing and custom billing.

The Group's contract terms with customers generally range from 60 to 90 days. In the Services segment, the majority of the Group's customers contracts have a duration of 1 year with a high renewal ratio.

As of 31 January 2025, the value of the existing unbilled orders in hand of the Group amounted to circa AED 1 billion.

### *Vendor contracts*

The Group has master framework or partnership contracts in place with its vendors, which allow the Group to make orders for vendor products and services without the negotiation of new contracts, thereby reducing bureaucracy. Under a master framework agreement structure, pricing, product offerings and key work deliverables are documented under separate orders, invoices or related documents. The Group has a 30-60 day credit line with many manufacturers and a 120 day credit line with many distributors.

### *General*

The Group manages its working capital through aligning the timing of its payments obligations under its vendor contracts with its payment rights under its customer contracts. The Group considers the profitability of each contract before entering into it, as well as the payment terms and the overall strategic benefit to the Group for entering into the contract (including whether the contract is likely to drive further business in a particular segment or with a particular customer).

## 2.10 Employees

The Group's employee base consists of technical, administrative and sales staff. As at 31 December 2024, the Group had 1,629 employees (with 1,606 based in the UAE), including: (a) 568 employees working in the Group's Talent division for Alpha Data Recruitment; and (b) 636 technical employees, 105 sales employees and 320 administration/operation employees working for the Group.

The majority of training costs are borne by the Group's vendors (such as HP, Cisco, Microsoft and others).

As at 31 December 2024, the current Emiratization rate for skilled employees across all UAE entities within the Group is 8.29%. This has increased from 6.05% as at 31 December 2023 and 3.76% as at 31 December 2022 (the Emiratization law was introduced in 2022).

The Group has employees that are specialised in different technological products and services, as well as those that are specialised in the products and services of a particular vendor. The Group also has employees that are focused on delivering technological solutions in particular industry sectors.

- As a sub-group of the Group's human resources function, the Group has a people operations ("**POPs**") team that plays an important role in creating a positive experience for employees. The Group was inspired by the example of Google/Alphabet when setting up its POPs team, whose role includes creating the right buzz and atmosphere within the Group's offices and amongst the Group's teams. The POPs team organises events and initiatives designed to maintain the morale of the Group's workforce and contributes to the strong employee retention rate within the Group. The Group's 'churn' rate (percentage of employees leaving the Group excluding contractors working for Alpha Data Recruitment) for the financial year ended 31 December 2024 was 17.37%. During the financial year ended 31 December 2023, the churn rate was 18.89%, in the financial year ended 31 December 2022 was 17.51%, and in the financial year ended 31 December 2021 was 22.61%.

## 2.11 Intellectual Property

The Group actively monitors the use of its intellectual property rights and takes steps to protect them when it considers it appropriate to do so. The Group does not generally assign the intellectual property in the customised solutions it creates for customers to the customer, so the Group is free to use such knowhow and technology on other projects.

## 2.12 Real Property

The headquarters of the Company are located on level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE. The legal title to the units in the Addax Tower used by the Group were owned by the Company until 13 December 2024, when they were transferred (by way of a distribution) to Fayez Ibbini (through Ibbini Investments LLC's entitlement to such distribution) and Bin Hamoodah Company LLC. Such units have since been leased to the Group for AED 2.25 million per year pursuant to a lease agreement effective 1 January 2025.

The Group leases approximately 3,800 square metres of warehousing space to operate their logistics and warehousing network (which also has third party customs clearance provider capabilities) and employs approximately 36 drivers. The Group leases its other premises in Abu Dhabi, Dubai, Sharjah, Qatar and the KSA, including offices in each of these locations and service centres in Abu Dhabi and Dubai.

The Group is not aware of any environmental issues affecting the use of its properties.

## 2.13 Recent Awards

The Group is frequently the winner of awards in relation to its business. A number of recent awards in respect of the UAE or the Middle East region are listed below.

2024	2023	2022	2021	2020
<b>Cisco - Collaboration Partner of the Year</b>	<b>BARCO - Top Gold Partner UAE</b>	<b>Veeam Software - UAE Top Partner of the Year</b>	<b>POLY - Partner of the Year for Pro Audio Conferencing Solution for UAE</b>	<b>SAP - Best Partner Demand Generation</b>
	<b>HPE - MEA Solution Provider of the Year</b>	<b>Zoom - Partner of the Year</b>		

2024	2023	2022	2021	2020
	<p><b>Check Point Software Technologies Ltd - Best Partner of the Year and Rising Star</b></p> <p><b>StarLink - Cyber and Cloud Specialist of the Year</b></p>	<p><b>BARCO - Partner of the Year</b></p> <p><b>HP - Corporate Services Reseller Amplify Partner of the Year Award</b></p>	<p><b>Citrix - Partner of the Year</b></p>	
<b>HPE Aruba - Enterprise Partner of the Year</b>	<b>TahawulTech - Best Systems Integrator of the Year</b>	<b>Fortinet - Datacenter Partner of the Year</b>	<b>Veeam - South Gulf Partner of the Year 2021"</b>	<b>Logitech – Strategic Partner of the Year</b>
<b>ADOBE - Top Performer by Adobe</b>	<p><b>Aruba - Enterprise of the Year</b></p> <p><b>HPE - Top Partner of the Year</b></p>	<b>Adobe - Outstanding Performance for the year</b>	<b>Autodesk - Renewals Champion of the Year" –</b>	
<b>Veeam - South Gulf Partner of the Year</b>	<b>FVC - ZOOM Collaboration Partner and Services Partner</b>	<b>FVC - Partner of the Year</b>		
<b>EPSON - Best Business Printing Partner</b>	<p><b>Microsoft - Best Performing Partner</b></p> <p><b>Logitech - Partner of the Year UAE</b></p> <p><b>Veritas Technologies LLC - Best Partner of the Year</b></p>			
	<b>ProofPoint - Logo Acquisition Partner of the Year</b>			
	<b>Nutanix - Top Seller of the Year – South Gulf</b>			

2024	2023	2022	2021	2020
	<b>Opentext - ITOM Partner of the Year" Award</b>			

## 2.14 Group Companies

### ***The Company (Alpha Data LLC, under conversion to a PJSC)***

The Company is the parent company and principal operational company for the Group. The Company holds licenses to perform multiple activities.

#### ***Foresight***

Foresight Technology LLC - OPC is a software development company within the Group that designs and implements niche software solutions and services for customers in the banking and finance industry, particularly with respect to audit, compliance, risk and other back office functions. The company's solutions and services are used by around 15 banking and finance customers in the UAE. The company also works with third party data analytics solutions vendors to create solutions for audit, risk and compliance teams to identify anomalies, fraud or unusual activities within their organisations. Foresight Technology LLC - OPC was set up in 2000.

#### ***Tuqnia***

Tuqnia LLC – OPC was initially set up in 2004 in order to provide an alternative source of solutions and services for the Group's customers, with separate management and employees. The Group has won awards for being the best business partner to Dell across the Europe, Middle East and Africa region.

#### ***Alpha Data Recruitment***

Alpha Data Recruitment LLC - OPC is the legal entity through which the Group's Talent segment is operated. See '*Talent*' above.

#### ***Alpha Data Technology LLC (incorporated in KSA)***

Alpha Data Technology LLC (incorporated in KSA) is the company through which the Group runs its business in the KSA. The Group started its business in KSA in 2022.

#### ***Alpha Data Technology LLC (in the process of liquidation in Qatar) and Alpha Data for Information Technology LLC***

The Group started its business in Qatar in 2012 and re-launched its business in Qatar in 2022. The Group is in the process of transferring its Qatari business to a new legal entity, Alpha Data for Information Technology LLC. Alpha Data for Information Technology LLC intends to enter into new contracts with the Group's counterparties in Qatar, while the Group's existing legal entity, Alpha Data Technology LLC, is in the process of being liquidated (expected to be completed in the first half of 2025). In the financial year ended 31 December 2024, the Group's revenue from its business in Qatar was four million Qatari riyals.

## 2.15 Geographical Locations

### ***United Arab Emirates***

### *Abu Dhabi*

The Group has its head office, its Digital Transformation Centre and a warehouse in Abu Dhabi. Foresight, Tuqnia and Alpha Data Recruitment also have their head offices in Abu Dhabi. The Group's Abu Dhabi office in the Addax Tower is the central hub for the Group's operations. The Group's Digital Transformation Centre is also located in the Addax Tower in Abu Dhabi. The Group's warehouse in Abu Dhabi handles logistics and inventory management.

### *Dubai*

The Group has an office, a service centre and a warehouse in Dubai. Foresight, Tuqnia and Alpha Data Recruitment also have offices in Dubai. The Group's office in Jumeriah Lake Towers in Dubai hosts accounts and sales teams, amongst others. The Group's service centre in Al Garhoud hosts a sales team and back-up/ancillary facilities for the Digital Transformation Centre. The Group's warehouse in Dubai Investment Park handles logistics and inventory management (including cabling).

### *Sharjah*

The Group has an office in Sharjah, which, amongst other responsibilities, manages business and relations with governmental-related entities in Sharjah, including compliance with local regulations for government contracts. Foresight also has an office in Sharjah.

### **Saudi Arabia**

The Group started its business in Saudi Arabia in the 3rd quarter of 2022. The Group has an office in Riyadh and the Group intends to offer the full spectrum of its solutions and services in the KSA (subject to customer demand) to private, governmental and semi-governmental clients.

### **Qatar**

The Group started its business in Qatar in 2012 and re-launched its business in Qatar in 2022. The Group has an office in Doha and the Group intends to offer the full spectrum of its solutions and services in Qatar (subject to customer demand) to private, governmental and semi-governmental clients.

## **2.16 Insurance**

The Group's operations are subject to various losses, potential claims, lawsuits and other proceedings, risks and hazards. The Group holds cybersecurity insurance, as well as insurance for losses related to public liability, employer liability, personal injury liability, third party liability, property, money and marine cargo. The Group believes that its insurance coverage, including the limits of indemnity and the conditions pursuant to which such coverage is provided, is reasonable taking into account the cost of the insurance coverage and the potential risks to its business and operations.

## **2.17 Legal Proceedings**

From time to time, the Group is involved in litigation. Moreover, in the ordinary course of the Group's business activities, the Group may, from time to time, have disputes with customers. The Group has not been involved in any material governmental, legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Group's management is aware), nor have any regulatory actions been imposed, during the twelve months preceding the date of this Prospectus that may have, or have had, a significant effect on the Group's financial position or profitability.

### 3. STATEMENT OF CAPITAL DEVELOPMENT

#### The Company's current share capital structure before commencement of the Offering

The Company was incorporated in 1981 with a share capital of AED 100,000. In 1991, the share capital of the company increased to AED 3,000,000. On 25 June 2024, the share capital increased to AED 30,000,000.

The total issued share capital of the Company is AED 30,000,000 (thirty million UAE dirhams) divided into 1,000,000,000 (one billion) Shares, with the nominal value of each Share being AED 0.03 (three fils), all of which are paid in full.

The following table sets forth the shareholders of the Company: (i) as at the date of this Prospectus, with a total share capital of 1,000,000,000 (one billion) Shares, with the nominal value of each Share being AED 0.03 (three fils), and (ii) immediately following the Offering, assuming that the Offer Shares are subscribed in full:

#### As at the date of this Prospectus

(i) As at the date of this Prospectus:

Shareholder	Number of Shares	Percentage
Bin Hamoodah Company LLC	666,666,667	66.7%
Ibbini Investment Company LLC	333,333,333	33.3%
<b>Total:</b>	<b>1,000,000,000</b>	<b>100%</b>

(i) Company's capital structure upon completion of the Offering:

Shareholder	Number of Shares	Percentage
Bin Hamoodah Company LLC	400,000,000	40.0%
Ibbini Investment Company LLC	200,000,000	20.0%
Subscribers	400,000,000	40.0%
<b>Total:</b>	<b>1,000,000,000</b>	<b>100%</b>

Assuming that the Offer Shares are fully subscribed, Bin Hamoodah Company LLC shall hold 40.0% of the Shares, and Ibbini Investment Company LLC shall hold 20.0% of the Shares, upon Completion of the Offering as set out above. The Company reserves the right to amend the size of the Offering at any time prior to the end of the subscription period at its sole discretion, subject to applicable laws and the SCA's approval.

### 4. STATEMENT OF THE STATUS OF LITIGATION ACTIONS AND DISPUTES WITH THE COMPANY OVER THE PAST THREE YEARS

From time to time, the Group is involved in non-material employment-related litigation. Moreover, in the ordinary course of the Group's business activities, the Group may, from time to time, have disputes with customers. The Group has not been involved in any material

governmental, legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Group's management is aware), nor have any lawsuits been initiated, during the twelve months preceding the date of this Prospectus that may have, or have had, a significant effect on the Group's financial position or profitability.

#### 5. STATEMENT OF THE NUMBER OF EMPLOYEES OF THE GROUP:

As at 31 December 2024, the Group had 1,629 employees, including: (a) 568 employees working in the Group's Talent division for Alpha Data Recruitment; and (b) 636 technical employees, 105 sales employees and 320 administration/operation employees working for the Group. The below table presents this employee number information by the main geographic locations at which the Group operates.

Location	Dubai	Abu Dhabi	Sharjah	KSA	Qatar	Total
<b>Total employees</b>	<b>855</b>	<b>736</b>	<b>15</b>	<b>14</b>	<b>9</b>	<b>1629</b>
Talent division	362	205	0	1	0	<b>568</b>
<b>Group (ex Talent division)</b>	<b>493</b>	<b>531</b>	<b>15</b>	<b>13</b>	<b>9</b>	<b>1061</b>
Technical	286	334	11	3	2	<b>636</b>
Sales	57	41	1	3	3	<b>105</b>
Admin/Operation	150	156	3	7	4	<b>320</b>

#### 6. ACCOUNTING POLICIES ADOPTED BY THE COMPANY:

The Company prepares its financial statements in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board (IASB), interpretations issued by IFRIC and the applicable requirements of laws of the United Arab Emirates.

#### 7. STATEMENT OF COMPANY'S FINANCINGS, CREDIT FACILITIES AND INDEBTEDNESS AND THE MOST SIGNIFICANT CONDITIONS THEREOF:

Type of financing facility	Company name	Bank	Facility limit (AED)	Facility utilised as at 31 December 2024	Security
Overdraft	The Company	First Abu Dhabi Bank	30,000,000	NIL	Personal Guarantee from Fayez Ibbini and Corporate Guarantee from Bin Hamoodah Company LLC
Bills Discounting Facility	The Company	First Abu Dhabi Bank	100,000,000	NIL	As above
Letter of Credit	The Company	First Abu Dhabi Bank	25,000,000	NIL	As above

Type of financing facility	Company name	Bank	Facility limit (AED)	Facility utilised as at 31 December 2024	Security
Letter of Guarantee	The Company	First Abu Dhabi Bank	120,000,000	115,343,762	As above
Overdraft	The Company	Citibank	36,800,000	NIL	As above
Letter of Guarantee	The Company	Citibank	18,400,000	1,499,905	As above
Overdraft	The Company	Arab Bank Limited	20,000,000	NIL	As above
Letter of Guarantee	The Company	Arab Bank Limited	110,000,000	104,568,949	As above
Letter of Guarantee	The Company	BNP Paribas	15,500,000	14,914,707	As above
Overdraft	The Company	Commercial Bank of Dubai	30,000,000	12,451,182	As above
Letter of Guarantee	The Company	Commercial Bank of Dubai	300,000,000	270,175,400	As above
<b>TOTAL</b>			<b>805,700,000</b>	<b>518,953,905</b>	

**8. STATEMENT OF CURRENT PLEDGES AND ENCUMBRANCES ON THE GROUP'S ASSETS:**

There are no current pledges or encumbrances on the Group's assets.

**9. DECISION OF THE OF THE COMPANY'S SHAREHOLDERS TO CONVERT THE COMPANY AND TO OFFER ITS SHARES:**

On 27 September 2024, the Company's Shareholders approved (1) the Company's conversion from a limited liability company to a public joint stock company by offering the Company's Shares for public subscription, (2) offering a percentage of the Company's Shares by the Selling Shareholders for public subscription, in accordance with the allocation policy contained

in this Prospectus that will be published to the public, which includes the price building mechanism of the shares, and (3) submitting an application for listing all the Company's Shares on the ADX.

#### 10. **FOUNDERS' COMMITTEE:**

The Selling Shareholders elected a committee (the "**Founders' Committee**") to undertake all steps and procedures necessary on their behalf and on behalf of the Company to complete all the procedures required with regard to the Offering, including dealing with the competent authorities.

The Founders' Committee is composed of the following individuals:

- Zakaria Ibbini (Chairman)
- Yaqdhan Al Sadoon
- Marlin Riad

#### 11. **INVESTMENT RISKS**

##### **Risk Factors**

##### **Risks Relating to the Business of the Group and the Market, Industry and Regulatory Environment in which the Group Operates**

##### ***The Group must keep pace with significant technological advances***

As an organisation focused on the delivery and fulfilment of IT services and on providing training and after sales support to its customers, the Group's business is reliant on the Group keeping its processes and sector knowledge up to date with rapid and continuous changes in technology, in order to meet the challenge of meeting the evolving needs of its clients. The fast pace of technological change, including with respect to cybersecurity, mobility, cloud computing and big data, requires the Group to continuously update its knowledge base, services and solutions to adapt to these innovations. Any failure to adequately keep up to date with new technologies, or to develop customer relationships, train talent, or adapt to industry developments and changing demand, may result in the Group losing its competitive advantage and may weaken its ability to implement its strategy. Furthermore, any failure to keep pace with digital developments or any significant delay in responding to market requirements may negatively impact the Group's business, results of operations and financial position. In addition, as the Group further develops its business in areas such as artificial intelligence ("AI"), it is exposed to a range of operational, legal, regulatory, ethical, and technological risks, and the realisation of such risks may lead to negative impacts on its reputation and a decline in demand for its services and solutions. These risks may increase as the laws and regulations associated with these new technologies become more complex, which may limit the Group's ability to operate flexibly and efficiently in these sectors.

##### ***The Group's revenue is highly dependent on its operations in the UAE***

In the year ended 31 December 2024, 98.8% of the Group's revenue was derived from its operations in the UAE. The Group's business is exposed to economic, financial and political conditions in the UAE and any downturn in the UAE's economy would materially affect the Group's business. See '*Risks Relating to Geographical, Political and Economic Conditions in the Regions in which the Group Operates – General economic, financial and political conditions in the MENA region may materially adversely affect the business, prospects, results of operations, cash flows and financial condition of the Group*'.

***The Group's revenue is highly dependent on its contracts with governmental and semi-governmental clients***

A significant part of the Group's revenue, profits and cashflows were derived from its governmental and semi-governmental clients. The Group's business is highly exposed to the political conditions in the UAE (and to a lesser extent, in KSA and Qatar) and any potential shift in government policy or position would materially affect the Group's business. See '*Risks Relating to Geographical, Political and Economic Conditions in the Regions in which the Group Operates – General economic, financial and political conditions in the MENA region may materially adversely affect the business, prospects, results of operations, cash flows and financial condition of the Group*'.

***Reduced technology spending may adversely impact the Group's business.***

The Group's business depends on the willingness and capability of its customers to incur expenditure on developing and maintaining the IT, network and digital infrastructure that supports their businesses. If adverse economic conditions, changes in attitudes or other factors cause businesses to reduce spending on their technology infrastructure, this could materially adversely affect the Group's business, results of operations and financial condition.

***The Group's deployment of AI technologies in its solutions and services may not be successful and may present business, financial, legal, and reputational risks***

The Group increasingly deploys vendor-developed AI-based technologies in its solutions and services. As with many innovations, AI presents risks and challenges that could adversely impact the Group's business.

The development, adoption, and use of AI technologies are still in their early stages and any ineffective or inadequate AI deployment practices by the Group or its customers, or ineffective or inadequate AI development by its vendors, could result in unintended consequences.

Solutions and services based on AI technology are part of a highly competitive and rapidly evolving market. The Group plans to build and support its AI deployment capabilities to meet the needs of its customers. The Group's customers may develop their own AI-related capabilities, whilst competitors are deploying AI-based solutions and services that may compete with those offered by the Group. In addition, as AI technologies evolve, some solutions and services that the Group currently provides for its customers may be replaced by AI or forms of automation. Each of the foregoing may lead to reduced demand for the Group's services or harm its ability to obtain favourable pricing or other terms for its solutions and services, which could have a material adverse effect on its business, results of operations and financial condition.

Furthermore, the legal and regulatory landscape surrounding AI technologies is rapidly evolving and uncertain, including in the areas of intellectual property, cybersecurity, and privacy and data protection. Compliance with new or changing laws, regulations, industry standards or ethical requirements and expectations relating to AI may impose significant operational costs requiring the Group to change its business practices, or may limit or prevent its ability to deploy AI technologies. Failure to appropriately conform to this evolving landscape may result in legal liability, regulatory action, or reputational harm.

***The Group faces legal, reputational and financial risks if it fails to protect customer and/or Group data from security breaches and/or cyberattacks***

The Group's business involves the use and deployment of information technology networks and systems, to process, transmit, host and securely store electronic information and to transmit electronic communications. Security breaches, employee malfeasance, or human or technological error create risks of shutdowns or disruptions to operations and potential unauthorised access and/or disclosure of data, which in turn could jeopardise projects that are

critical to operations and have other adverse impacts on business, both to the Group and its customers. See also '*The Group faces risks related to employee error and misconduct*'.

In addition, the products, services and software that the Group provides to its customers may unintentionally contain or introduce cybersecurity threats or vulnerabilities to customers' information technology networks. The Group's customers may maintain their own proprietary, sensitive, or confidential information that could be compromised in a cybersecurity attack, or their systems may be disabled or disrupted as a result of such an attack. The Group's customers, regulators, or other third parties may attempt to hold the Group liable for any such losses or damages resulting from such an attack, including through contractual indemnification clauses.

The Group has been subject to ransomware attacks in the past and it is likely that the Group will be subject to ransomware attacks in the future. These have not to date affected customer data or systems, which are either stored on customer premises or at the data centres of third party cloud storage providers. The Group has to date been able to recover any data affected through ransomware attacks through the use of its disaster recovery system, which the Group has developed to mitigate the effects of ransomware attacks. The Group's disaster recovery system includes the use of data back-ups, data recovery tests, data encryption and other means.

The Group's customers, vendors and other third parties with whom the Group does business, including in particular cloud service providers and software vendors, generally face similar cybersecurity threats, and the Group must rely on the safeguards adopted by these parties. If these third parties do not have adequate safeguards or their safeguards fail, it might result in breaches of their systems or applications and unauthorised access to or disclosure of the Group's and its customers' confidential data. In addition, the Group is subject to vulnerabilities in third-party technology and software the Group uses in its business and the Group may not be not aware of such vulnerabilities until such vulnerabilities are made public or the Group is informed of such vulnerabilities. Due to this delay, its responses to such vulnerabilities may not be adequate or prompt enough to prevent their exploitation.

Whilst the Group maintains insurance policies, the Group's coverage may be insufficient to compensate it for all costs and losses caused by security breaches and any such security breaches may result in increased costs for such insurance. See '*The Group's insurance coverage may be insufficient to cover its losses*'.

***If the Group is unable to attract, train and retain skilled employees with experience in key technological areas, as well as senior management, the Group's business and results of operations may be materially adversely affected***

The Group's success is dependent, in large part, on its ability to keep its supply of skilled employees, in particular those with experience in key technological areas, in balance with customer demand, both for the solutions and services provided by the Group and for the outsourced personnel provided by the Group's talent acquisition segment through Alpha Data Recruitment. The Group must also continue to maintain a senior leadership team that, among other things, is effective in executing on its strategic goals and growing its business. The loss of senior executives, or the failure to attract, integrate and retain new senior executives as the needs of its business require, could have a material adverse effect on its business and its results of operations.

The Group competes for employees with a number of other companies, some of which have higher operational budgets and less cost constraints. This includes certain local competitors that are directly or indirectly government-owned. The Group's business has experienced in the past and may experience in the future employee attrition, which has caused the Group to incur increased costs to hire new employees with the desired skills. If the Group is unable to hire or deploy employees with the needed skillsets or if the Group is unable to adequately equip its

employees with the skills needed, this could materially adversely affect its business. Additionally, if the Group is unable to continue to offer its employees a value proposition that is competitive and appealing, this could have an adverse effect on engagement and retention, which may materially adversely affect the Group's business. In particular, the revenues of the Group's talent acquisition segment, through Alpha Data Recruitment, depends to a large extent on the volume of employees that the Group is able to retain and outsource to its customers.

***The Group faces risks related to employee error and misconduct***

The Group operates in a skill-intensive industry and the Group's success relies on the work of its employees to deliver technologically complex solutions and services to customers. Errors by employees could cause the Group's solutions or services to be inadequate, damaging the Group's reputation, creating additional costs and exposing the Group to potential liability towards customers.

The Group's employees could also behave in a manner which negatively impacts the Group's business, including through the misuse of information or systems, disclosure of confidential information or disseminating misleading information. Additionally, the Group may not always be able to prevent its employees from committing acts amounting to gross misconduct or ensuring compliance with internal regulations and policies of the Group, which could result in losses, fines and damage to the Group's reputation and would adversely and materially affect the Group's business, results of operations, financial condition and prospects.

***If the Group does not continue to invest in understanding its customers and delivering services that match their expectations, it could adversely affect the business, prospects, results of operations, cash flows and financial condition of the Group***

The Group's strong relationships with its customers are a key part of the Group's business. The Group has been able to win and retain business on the basis of gaining a good understanding of each of its customer's requirements, business and technological infrastructure. The Group's relationships with, and knowledge of, its customers, requires constant refreshment, maintenance and updating. The Group's sale teams proactively strive to stay close to their customers, to maintain their knowledge of their customer's budgets and their business and technological needs. If the Group fails to maintain its relationship with, and knowledge of, its customers, this would have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group.

As part of the Group's operations, it interacts with customers on a constant basis. If the experience delivered to customers of the Group is unsatisfactory and it is unable to maintain existing levels of customer satisfaction with its services for any reason, existing customers may reduce their business with the Group or may elect to not use its services in the future and new customers may be deterred from utilising its services, any of which could have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group.

The Group must ensure that its products and services continue to meet evolving customer requirements in the future, including through keeping up with technological advances See '*The Group must keep pace with significant technological advances*'.

***The Group faces strong and evolving competition***

The markets the Group operates in are competitive and subject to rapid change. The Group competes on the basis of reputation and experience, performance and reliability, knowledge of and responsiveness to customer needs and competitive pricing of services. The less the Group is able to differentiate its services and solutions and/or clearly convey the value of its

services and solutions, the more difficulty the Group will have in winning new work in sufficient volumes and at its target pricing and overall economics.

The Group faces competition from:

- (a) other independent local system integrators and IT service companies in the UAE, KSA and Qatar, which have experience in the local markets and who have local delivery capabilities;
- (b) subsidiaries of large local ICT companies, which benefit from strong financial resources and parent company support, access to customers from their parent companies and whose products and services are usually complemented by the core business of parent companies; and
- (c) multinationals technology companies, which have extensive technical knowhow and which they use in their marketing efforts to customers.

Although there are a number of barriers to entry, it is possible that new competitors may also emerge, including smaller companies with niche expertise in certain areas. Competitors may also be willing, at times, to take on more risk or price contracts lower than the Group in an effort to enter the market or increase market share. If the Group is not able to supply customers with products and services that are better tailored to their needs than those provided by competitors, the Group may lose business to competitors and face downward pressure on gross margins and profitability. Any inability to compete effectively would materially adversely affect the Group's business, results of operations and financial condition.

***The senior management of the Group does not have prior experience in managing a publicly listed company***

The senior management of the Group has limited or no experience in managing a publicly listed company in the UAE and complying with the laws and regulations pertaining to such companies. In particular, the internal and / or external training that the senior management will receive in managing a UAE publicly listed company, coupled with the regulatory oversight and reporting obligations imposed on public companies, will require substantial attention from the senior management, which may divert their attention away from the day to-day management of the Group. Non-compliance in a timely manner with the regulations and disclosure requirements imposed on publicly listed companies in the UAE will expose the Group to regulatory sanctions and fines. The imposition of regulatory sanctions and / or fines on the Group would adversely and materially affect the Group's business, results of operations, financial condition and prospects.

***Failure to comply with data security and privacy regulations could have a material adverse effect on the Group's business operations and operating results***

The Group is required to comply with increasingly complex and changing data security and privacy regulations in the jurisdictions in which the Group operates. These laws regulate the collection, use and transfer of personal data and can include financial penalties for noncompliance. The Group may also face audits or investigations by government agencies or its customers pursuant to its contractual obligations relating to its compliance with these regulations.

Various countries have enacted or are considering enacting privacy or data localisation laws that require certain data to stay within their borders. Developing new regulations in AI and data use more broadly continue to add to the complexity of the legal environment and managing the privacy elements of these new rules will be important to the Group's ability to serve its customers as well as to achieve operational efficiencies. Complying with these changing regulatory requirements that apply to the Group directly or indirectly from its impacted customers requires the Group to incur substantial costs, exposes the Group to potential

regulatory action or litigation, and may require changes to the Group's business practices in certain jurisdictions, any of which could materially adversely affect its business operations and operating results.

***Ineffective risk management, business continuity and disaster recovery plans could impact the Group's ability to successfully deliver products to its customers, which could have a material adverse impact on the Group's business and results of operations, and harm the Group's reputation***

The Group's business model is dependent on its delivery capabilities, which include close coordination with its customers, including between the Group's systems and customer systems. System failures, outages and operational disruptions may be caused by factors outside of the Group's control, such as hostilities, political unrest, terrorist attacks, cybersecurity incidents, power shortages or telecommunications failures, natural or man-made disasters or other catastrophic events (including extreme weather conditions and other events that may be caused or exacerbated by climate change), and public health emergencies, epidemics and pandemics, affecting the geographies where its people, equipment and customers are located. The Group's risk management, business continuity and disaster recovery plans may not be effective at predicting or mitigating the effects of such disruptions, particularly in the case of catastrophic events. Any such disruption may result in lost revenues, a loss of customers, liabilities relating to disruptions in service, expenditures to repair or replace damaged property and reputational damage, and could demand significant management time and attention, any of which would have an adverse effect on its business, results of operations and financial condition.

***The Group's internal controls, procedures and policies may fail to ensure adherence to applicable regulations.***

The Group's internal controls, disclosure controls and procedures and corporate governance policies and procedures are periodically reviewed and updated. Any system of controls, however, is based in part on certain assumptions and can provide only reasonable, rather than absolute, assurances that the objectives of the system are met.

Prior to the Offering, the Company has not operated as a public joint stock company and in preparation for the Offering, the Company has implemented a number of corporate governance and other policies, processes, systems and controls to comply with the requirements for a publicly listed company on the ADX. The Company does not have a track record on which it can assess the performance of these policies, processes, systems and controls or an analysis of their outputs. Accordingly, the Group's internal controls and procedures may be insufficient in light of the more stringent regulations and investor expectations applicable to a public joint stock company. Any failure or circumvention of the Company's or the Group's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

***The Group faces risks related to its financial controls and internal reporting procedures***

The Group has systems and controls in place to allow it to produce accurate and timely financial statements and to monitor and manage risks. In particular, the Group has procedures in place to ensure the accuracy of any manual adjustments that are required to ensure the financial information produced by such systems is compliant with IFRS Accounting Standards.

However, if any of these systems or controls were to fail, the Group may be unable to produce financial statements accurately or on a timely basis or expose the Group to risk. Any concerns

investors may have over the potential lack of available and current financial information and the controls the Group has in place could adversely affect the Company's share price.

***The Group's failure to meet specified service levels or milestones required by its customer contracts may result in legal liability or loss of business***

Some of the Group's customer contracts include clauses that tie its compensation to the achievement of agreed-upon performance standards or milestones. Such performance standards and milestones are typically bespoke and vary significantly from contract to contract. Failure to satisfy these requirements could reduce the Group's fees under the contracts, increase the cost to the Group of meeting performance standards or milestones, delay expected payments, subject the Group to potential damages claims under the relevant contract's terms or harm its reputation. The use of new technologies in its offerings (including AI) can expose the Group to additional risks if those technologies fail to work as predicted, which could lead to cost overruns, project delays, financial penalties, or damage to the Group's reputation.

***Many of the Group's contracts with customers are short-term and its business, results of operations and financial condition could be adversely affected if customers terminate their contracts on short notice***

Many of the Group's contracts with customers are short-term (i.e. less than one year in duration), renewable on an annual basis, or can be terminated by customers at short notice without significant early termination cost. Even if not terminated, customers may be able to delay, reduce or eliminate spending on the services and solutions provided by the Group, choose not to retain us, try to renegotiate the terms of a contract or cancel or delay additional planned work. Customers may negotiate that such contracts are renewed only on less favourable terms. Terminations and such other events may result from factors that are beyond the Group's control and unrelated to its work product or the progress of the project, including the business, financial or labour conditions of a customer, changes in ownership, management or the strategy of a customer or economic or market conditions generally or specific to a customer's industry. When contracts are terminated or spending delayed, the Group loses anticipated revenues and might not be able to eliminate the associated costs in a timely manner. In addition, the Group's operating margins in subsequent periods could be lower than expected. If the Group is unable to replace the lost revenues with other work on terms the Group finds acceptable or effectively eliminate costs, the Group's business, results of operations and financial condition could be adversely affected.

***The Group's business relies on maintaining the Group's partnerships with the Group's IT vendors***

The Group's relationships with its vendors, who supply the Group and its customers with necessary software, services and products, are critical to the Group's ability to provide many of its services and solutions that address customer demands. There can be no assurance that the Group will be able to maintain such relationships. In addition, many vendors have been moving towards using a subscription-based model to deliver their services, which sometimes include service and support features as part of the subscription that overlaps with certain services the Group provides. This requires the Group to adapt its business model and the additional offerings that the Group can provide to its customers, which could deprive the Group of potential revenue or adversely impact its profitability.

***The Group's expansion into the KSA and Qatar is subject to a range of risks and external factors***

A strategic objective of the Group is expansion into the KSA and Qatar. There can be no assurances that the Group's expansion into the KSA and Qatar will be successful and achieve

the Group's objectives of the expansion. The Group's expansion into the KSA and Qatar is subject to a range of risks and external factors, including but not limited to:

- the ability to navigate contractual and procurement processes with customers and government and administrative bureaucracy;
- the speed at which the Group is able to grow its business to service customer demand;
- the ability to build strong relationships with governmental authorities and regulators;
- market acceptance, and support for, the Group's proposition over and above existing service providers in the KSA and Qatar;
- the ability to adequately forecast demand, in order to match demand with resources, and to price the Group's services adequately; and
- the ability to build a strong and reliable team.

Any of the above risks and external factors may adversely affect the Group's expansion in to the KSA and Qatar, resulting in delays to, a slow down of the Group's expansion into, and / or a withdrawal from, the KSA and Qatar. Any delays to, a slow down of the Group's expansion into, and / or withdrawal from, the KSA and Qatar may affect the Group's business, results of operations, financial condition and prospects.

***The Group faces challenges related to growing its business and achieving its profitability goals***

Although the Group uses conservative target growth rates in its forecasting and planning, achievement of such growth rates still require continued significant organic growth of its business. To achieve such growth, the Group must, among other things, continue to significantly expand its operations, particularly with respect to new offerings related to the digital economy, such as AI, and scale its infrastructure to support such business growth and ensure that its service offerings remain responsive to market demand. The Group, at times, is required to go through a tender process when bidding for government contracts. Tender processes can present inherent risks, including uncertainties in accurately estimating costs and timelines. Any significant misjudgement in the tender process could adversely affect the Group's operational efficiency and financial performance. Continued business growth increases the complexity of its business and places significant strain on its management, employees, operations, systems, product delivery, financial resources, and internal financial control and reporting functions, which the Group will have to continue to develop and improve to sustain such growth. The Group's ability to successfully manage change associated with the various business transformation initiatives is critical for the overall strategy execution. The Group must continually recruit and train new employees, retain and reskill, as necessary, existing sales, technical, finance, marketing and management employees with the knowledge, skills and experience that its business model requires and effectively manage its employees worldwide to support its culture, values, strategies and goals. If the Group is unable to manage its growth effectively, the Group may not be able to achieve its targeted growth rates or improve its market share, profitability or competitive position generally or in specific markets or services.

The Group's goals for profitability rely upon a number of assumptions, including its ability to improve the efficiency of its operations and make successful investments to grow and further develop its business. The Group's profitability is impacted by its ability to accurately estimate, attain, and sustain revenues from customer engagements, margins and cash flows over contract periods and general economic and political conditions. The Group's profitability also depends on the efficiency with which it runs its operations and the cost of its operations, especially the compensation and benefits costs of its employees. The Group may not be able to efficiently utilise its employees if increased regulation, policy changes or administrative

burdens prevents the Group from deploying its employees on a timely basis, or at all, to fulfil the needs of its customers. The Group's utilisation rates are further affected by a number of factors, including the Group's ability to transition employees from completed projects to new assignments, hire and assimilate new employees, forecast demand for the Group's services and thereby maintain an appropriate headcount in each of its geographies and workforce and manage attrition, and the Group's need to devote time and resources to training, professional development and other typically non-chargeable activities. Increases in wages and other costs, including as a result of attrition, may also put pressure on the Group's profitability.

***The Group's insurance coverage may be insufficient to cover its losses***

The Group has comprehensive insurance with leading insurers to cover, among others, losses related to cyber security incidents, physical loss or damage, operational risks and general third-party liability. The occurrence of losses or other damages that are not covered by the Group's existing insurance policies, or that exceed insurance limits, could result in unexpected additional costs. In particular, if the Group faces losses or liabilities in connection with cybersecurity issues or data security breaches, it may not be covered by insurance for the full extent of liabilities that it may face. In addition, the Group's insurance policies are subject to review by its insurers and the level of premia may increase, which could have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group.

***The Group may be involved in disputes and legal proceedings***

In the ordinary course of business, the Group is subject to risks relating to legal and regulatory proceedings. Although the Group is not engaged in any material disputes as at the date of this Prospectus, the Group may be involved in material disputes in the future, including those initiated by regulatory, competition and tax authorities as well as proceedings with competitors, customers, vendors, employees and other parties. The Group's involvement in litigation and/or regulatory proceedings may result in the imposition of fines or penalties. Any such disputes or legal proceedings, whether with or without merit, could be expensive and time consuming, could divert the attention of the Group's management and, if resolved adversely to it, could harm its reputation, result in the payment of monetary damages, injunctive relief and/or increase its costs, all of which could have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group.

**Risks Relating to Geographical, Political and Economic Conditions in the Regions in which the Group Operates**

***General economic, financial and political conditions in the MENA region may materially adversely affect the business, prospects, results of operations, cash flows and financial condition of the Group***

General economic, financial, and political conditions in the MENA region may have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group. Declines in consumer confidence and/or consumer spending, changes in unemployment, significant inflationary or deflationary changes or disruptive regulatory or geopolitical events could contribute to increased volatility and diminished expectations for the economy and markets, including the market for the Group's products and services, and lead to demand or cost pressures that could negatively and adversely impact the business, prospects, results of operations, cash flows and financial condition of the Group. The UAE's economy may be adversely affected by tightening global economic conditions and external disruptions, including financial market volatility, trade disruptions and protectionist trade policies or threats thereof. In particular, a global shift in policies, including towards protectionism, with lower global growth due to reduced trade, migration and cross-border investment flows, could slow non-oil growth in the UAE. These conditions could affect all of the Group's products. Examples of such conditions could include:

- a general or prolonged decline in, or shocks to, regional or broader macro-economies;
- regulatory changes that could impact the markets in which the Group operates; and
- deflationary economic pressures, which could hinder the Group's ability to operate profitably in view of the challenges inherent in making corresponding deflationary adjustments to its cost structure.

In addition, in the event of a significant geopolitical conflict or a macroeconomic downturn, the demand of the Group's potential end customers may fall. Similarly, political or economic upheavals in certain countries or markets could lead customers to delay purchasing decisions for considerations linked to political or reputational risks. Such events may damage its ability to obtain customer orders and lead to a decrease in future orders received, which could have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group. There is no assurance that any escalation of geopolitical tension in the future will not create instability in macroeconomic and social conditions, which could have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group. The nature of these types of risks make them unpredictable and difficult to plan for or otherwise mitigate, compounding their potential impact on the business, prospects, results of operations, cash flows and financial condition of the Group.

***The UAE's economy is significantly affected by volatility in international crude oil prices and their economies have in the past been, and are likely in the future to be, materially adversely affected by lengthy periods of low crude oil prices***

The UAE's economy is significantly impacted by international crude oil prices and is highly dependent upon its hydrocarbon-related revenues. Crude oil prices have historically fluctuated in response to a variety of factors beyond the control of the Group, including (without limitation):

- economic and political developments both in oil-producing regions, particularly in the MENA region, and globally. For instance, global oil prices fell gradually in the first two months of 2020 before dropping sharply in March and April 2020, with the price of Brent oil falling below U.S.\$16 per barrel in April 2020. This was primarily due to the impact of the COVID-19 outbreak on the global economy and the increase in supply. Furthermore, oil prices were volatile after the Russian invasion of Ukraine, mainly due to the bans on buying Russian oil and the resulting demand on other countries (particularly those in the MENA region) to increase supplies;
- global and regional supply and demand, and expectations regarding future supply and demand, for oil and gas products;
- the ability of the members of OPEC and OPEC+ to agree upon and maintain specified global production levels and prices, such as the production cuts announced in October 2022 and April 2023;
- the impact of international environmental regulations designed to reduce carbon emissions, and global weather and environmental conditions; and
- prices, availability and trends relating to the use of alternative fuels and technologies.

Many economic sectors within the UAE remain in part dependent, directly or indirectly, on crude oil prices, so extended periods of low crude oil prices may have a negative impact across the economic landscape of Dubai and other Emirates. For example, Dubai, Abu Dhabi or other Emirati governments may decide to reduce government expenditures in light of the budgetary pressures caused by lower crude oil prices, which may, in turn, reduce fiscal spending on infrastructure and other projects that create revenue streams for both public and private entities. Local financial institutions may experience lower liquidity (if significant government

and government-owned company deposits are withdrawn to fund deficits) or higher financing losses or impairments.

Any of the factors described above could have a material adverse effect on the economic, political and fiscal position of the UAE, and may consequently have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group.

***Changes to conditions in the MENA region may affect investment and business activities***

Any unexpected changes in the political, social, economic or other conditions in the MENA region may have an effect on the business, prospects, results of operations, cash flows and financial condition of the Group.

These changes include, amongst others:

- an increase in inflation and government measures to curb such inflation, including through policies such as price controls;
- governments' actions or interventions, including tariffs, protectionism, foreign exchange and currency controls and subsidies;
- regulatory, taxation and legal structure changes, including foreign ownership restrictions, cancellation of contractual rights, expropriation of assets and potential lack of certainty as to title to real estate property;
- difficulties and delays in obtaining new permits and consents for new operations or renewing existing permits;
- changes to the availability of, requirements for, and cost to secure, employment and residence visas for expatriate staff and their dependents;
- policies of nationalisation of assets and requirements to employ local national employees; and
- inability to repatriate profits and/or dividends.

Unexpected changes in these policies or regulations could lead to increased operating or compliance expenses and could have the effect of decreasing the Group's competitiveness. Any such changes could have a material adverse effect on the business, financial condition, results of operations and/or prospects of the Group.

***A rapidly changing legal system and the introduction of new laws and regulations can create an uncertain environment for investment and business activity, which could have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group***

The UAE has an evolving legal system that has been the subject of rapid change and innovation in recent years. The following risk factors typically apply to legal systems that are developing or which have been the subject of rapid change and innovation:

- inconsistencies between and among different sources of law;
- less judicial and administrative guidance on interpreting legislation;
- gaps in the regulatory structure due to delay or absence of implementing legislation;

- less experience of judges and courts in interpreting legislation;
- a high degree of discretion on the part of governmental authorities; and
- less-developed bankruptcy or insolvency procedures that are subject to abuse.

The Group also has operations in Qatar and Saudi Arabia, whose legal systems are also evolving and have been the subject of rapid change.

The rapid evolution of legal systems can result in ambiguities, inconsistencies and anomalies in the law and judicial practice. These may affect the Group's ability to protect its rights under its contracts, or to defend itself against claims by others, including challenges by regulatory and governmental authorities in relation to its compliance with applicable laws and regulations. This could have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group.

In addition, changes in investment policies or in the prevailing political climate in the jurisdictions in which the Group operates could result in the introduction of changes to government regulations with respect to:

- price controls;
- export and import controls;
- income and other taxes;
- foreign ownership restrictions;
- foreign exchange and currency controls; and
- labour and welfare benefit policies.

There can be no assurance that the introduction of any changes to current laws, nor the introduction of any new laws, would not increase the costs or otherwise materially and adversely affect the business, prospects, results of operations, cash flows and financial condition of the Group.

***Continued instability and unrest in the MENA region, or the escalation of armed conflict, may materially and adversely affect the business, prospects, results of operations, cash flows and financial condition of the Group***

The Company is headquartered and conducts its business in the UAE. The MENA region is strategically important geopolitically and has been subject to political and security concerns and social unrest, especially in recent years. The MENA region is currently subject to a number of armed conflicts including those in Yemen, Syria (in which multiple state and non-state actors are involved, such as the USA, Russia, Turkey and Iran) and Palestine. In 2024, conflicts between Israel and Hamas and Hezbollah escalated significantly (prior to ceasefires taking place), and such conflicts, as well as ongoing hostilities between Israel, Iran and Yemen have the possibility to escalate and affect other countries in the Middle East. It is not possible to predict the occurrence of events or circumstances such as civil unrest, war or other hostilities, or the impact that such events or occurrences might have on the UAE.

Although the UAE has otherwise generally not experienced terrorist attacks or armed conflict such as those experienced by a number of other countries in the MENA region, there can be no assurance that extremists or terrorist groups will not initiate terrorist or other violent activity in the UAE, or that the UAE will not be impacted by any escalation of regional armed conflict. Any terrorist incidents in or affecting the UAE and increased regional geopolitical instability (whether or not directly involving the UAE), or any heightened levels of military conflict in the region or globally, including the current Russia-Ukraine conflict, may have a material adverse

effect on the UAE's attractiveness for foreign investment and capital, their ability to engage in international trade, their tourist industry, and, consequently, their economic, external and fiscal positions, and therefore could adversely impact the business, prospects, results of operations, cash flows and financial condition of the Group.

Furthermore, the UAE is dependent on expatriate workers, including unskilled labourers as well as highly skilled professionals in a range of industry sectors, and has made significant efforts in recent years to attract high volumes of foreign businesses and tourists to the country. These steps make the UAE potentially more vulnerable should regional instability increase or foreign militants commence operations in the country. In addition, as the government endeavours to further diversify the UAE's economy into other sectors, including tourism, the exposure to broader regional and global economic trends and geopolitical developments will likely increase.

***The Group may be exposed to a number of uncertainties relating to taxes, which may have a negative impact on the Group's business and results of operations***

The Group determines its tax liability based on its interpretation of applicable tax laws and regulations. The Group is also subject to tax audits by governmental authorities, which are inherently uncertain. Negative or unexpected results from one or more such tax audits could have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group. Tax controls and changes in tax laws or regulations (including retrospective changes) or the interpretation given to them may also expose the Group to negative tax consequences, including interest / profit payments and potential penalties, which could have a material adverse effect on the Group's business, results of operations, financial condition and prospects. For example, from 1 June 2023 the Group became subject to the corporate income tax in the UAE pursuant to the Federal Decree-Law No. (47) of 2022 on the Taxation of Corporations and Businesses ("**CT Law**"), and it is unclear what federal corporate tax rate will apply to the Group. The Group may be subject to a 9% federal corporate income tax rate on adjusted accounting net profits above a threshold of AED 375,000 or a 15% federal corporate income tax rate, depending on how the UAE implements the amendments to the CT Law (Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses), which includes the implementation of a Domestic Minimum Top-up Tax ("**DMTT**") announced on 9 December 2024 (being part of the wider Pillar 2 of the OECD BEPS 2.0 framework (see '*Taxation—UAE Federal-level Corporate Taxation*'). The UAE Federal Tax Authority will be responsible for administering, collecting and enforcing corporate tax in line with rules and regulations to be issued by the Ministry of Finance. There can be no assurances that the compliance with the CT Law or other applicable tax regimes in other jurisdictions in which the Group operates will not increase its costs or otherwise have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

***The Group is subject to certain legal requirements to maintain certain levels of localisation with respect to personnel, such as the UAE's Emiratization initiative, Saudi Arabia's Saudisation initiative and Qatar's Qatarisation initiative, which may increase the Group's costs and may reduce its ability to rationalise its workforce***

The UAE, Saudi Arabia and Qatar have laws and regulations which impose requirements to locally source a certain amount of their employees and personnel. In the UAE, Emiratization is an initiative by the UAE government to employ its citizens in a meaningful and efficient manner in the public and private sectors and to reduce its reliance on foreign workers. Under the initiative, companies are encouraged to employ Emiratis in management, administrative and technical positions. However, the cost of employing UAE nationals typically is significantly higher than the cost of employing foreign workers. In addition, meeting and maintaining the Emiratization targets of the Group reduces its flexibility to rationalise its workforce, which limits its ability to reduce costs in many areas of its operations.

As a result, there can be no assurance that meeting and maintaining its Emiratisation, Saudisation or Qatarisation targets will not have a material adverse effect on the business, prospects, results of operations, cash flows and financial condition of the Group.

***The Group's financial condition and results of operations may be materially adversely affected if USD/AED exchange rate were to change***

The Group maintains its accounts, and reports its results, in UAE Dirhams, which is the functional currency of the Group. Although the UAE dirham has been pegged to the US dollar at a rate of AED 3.6725 to USD 1.00 since 1997, there can be no assurance that the UAE Central Bank will continue to maintain this fixed rate in the future, particularly if there continues to be increased demand for the US dollar. Any de-pegging or change to the USD/AED exchange rate could increase the costs that the Group or its customers pay for certain services and goods procured from outside of the UAE, including software and technology, which could have a material adverse effect on the Group's business, financial condition and results of operations.

**Risks Relating to the Offering and the Shares**

***After the Offering the Selling Shareholders will continue to be able to exercise significant influence over the Group and their interests may differ from those of the other Shareholders***

As at the date of this Prospectus, the Selling Shareholders of the Company hold 100% of the Shares and voting rights in the Company and immediately following the Offering, the Selling Shareholders will continue to hold more than 50% of the Shares and voting rights in the Company. As a result, the Selling Shareholders possess and shall continue to possess sufficient voting power to exercise significant influence over all matters requiring shareholder approval, including the election or removal of directors, the declaration of dividends and other matters to be determined by the Shareholders. In exercising its voting rights, the Selling Shareholders may be motivated by interests that are different from those of other Shareholders.

The ownership level of the Selling Shareholders may have the effect of delaying, deferring or preventing a change of control, merger, consolidation, takeover or other business combination or discouraging a potential acquirer from making an offer to acquire a majority of the Shares or otherwise attempting to obtain control of the Company, which in turn could have a material adverse effect on the trading price of the Shares.

As a result of the above, the Selling Shareholders will be in a position to exercise a significant degree of influence over the Company's management and operations. The interests of the Selling Shareholders may not be aligned with those of other Shareholders, which could have a material adverse effect on the trading price of the Shares.

***The market price of the Shares may fluctuate widely in response to different factors, many of which are outside the Group's control, the Shares may trade at a discount to the Offer Price and Shareholders may be unable to realise their investment through the secondary market at the Offer Price***

There is currently no market for trading in the Shares. The Company has applied for the Shares to be listed on the ADX but no assurance, however, can be given that an active trading market in the Shares will develop upon or following the Listing. If an active trading market is not developed or maintained, the liquidity and trading price of the Shares could be adversely affected.

The market price of the Shares could be subject to significant fluctuations due to a change in sentiment in the stock market regarding the Shares or securities similar to them or in response to various facts and events, including any regulatory changes affecting the Group's operations,

variations in its quarterly or yearly operating results and its business development or those of its competitors.

General movement in local and international stock markets, prevailing and anticipated economic conditions and profit rates, financing costs, investor sentiment and general economic conditions may all negatively affect the market price of the Shares. The market for the Shares may fluctuate and a lack of liquidity can have an adverse effect on the market value for the Shares. The value of the Shares may go down and trade at a discount to the Offer Price as well as up and the market price of the Shares may not reflect the underlying value of the Group's business and investments.

***Future issuances of Shares by the Company and/or sale of Shares by the Selling Shareholders may dilute the holdings of Shareholders and/or depress the price of the Shares***

Sales of large numbers of the Shares on the market after the completion of the Offering, or the perception that those sales will occur, could adversely affect the market price of the Shares. Upon the successful completion of the Offering, the Selling Shareholders and the Company will be subject to a 180 calendar day lockup period starting from Admission, during which they may not dispose of any Shares that they own. The sale of a substantial number of Shares by any of the Selling Shareholders following the 180 calendar day lock-up period could have a material adverse effect on the market for the Shares and may result in a lower market price.

The Company does not currently intend to issue additional Shares after the end of the Offering. If the Company decides to raise capital by issuing new Shares, the newly issued Shares or securities convertible into Shares, including in the form of stock-based compensation, may adversely affect the value of the Shares in the market, and moreover there may be a decrease in the ownership portion of the actual Shareholders if they do not subscribe to the then newly issued Shares.

***The Offering may not result in an active or liquid market for the Shares, and trading prices of the Shares may be volatile and may decline. In addition, the ADX is significantly smaller in size than other established securities markets, which may also affect liquidity in the Shares***

Prior to the Offering, there has been no public trading market for the Shares. There can be no assurance that an active trading market will develop or be sustained following the completion of the Offering, or that the market price of the Shares will not decline thereafter below the offer price. The trading price of the Shares may be subject to wide fluctuations in response to many factors, as well as stock market fluctuations and general economic conditions or changes in political sentiment that may adversely affect the market price of the Shares, regardless of the Company's actual performance or conditions in the UAE.

The Company has applied for the Shares to be listed on the ADX. The ADX was established in 2000, however its future success and liquidity in the market for the Shares cannot be guaranteed. In addition, the ADX is substantially smaller in size and trading volume than other established securities markets, such as those in the United States and the United Kingdom which may also affect liquidity in the Shares. Brokerage commissions and other transaction costs on the ADX are generally higher than those in Western European countries.

These factors could generally decrease the liquidity and increase the volatility of the Shares and impair the ability of a holder of Shares to sell any Shares on the ADX in the desired amount and at the price and time achievable in more liquid markets and adversely affect the value and trading price of the Shares.

***The Company's ability to pay dividends on the Shares depends on the Group's profitability, financial position and cash flow***

The ability of the Company to pay dividends depends largely on the Group's profitability, financial condition and ability to generate profits.

There can be no assurance that, in the long term, the Group will generate sufficient profits and cash flows, or otherwise prove willing or able, to pay dividends on the Shares.

Whilst the Company intends to pay dividends in respect of the Shares, there can be no assurance that it will do so. Any decision to declare and pay dividends in the future will be made at the discretion of the Board of Directors and will depend on, among other things, applicable laws and regulations, results of operations, financial condition, cash requirements, contractual restrictions, the Company's future projects and plans and other factors that the Board of Directors may deem relevant. As a result, Shareholders may not receive any return on an investment in the Shares unless they sell their Shares for a price greater than that what they paid for them (see the section entitled '*Dividend Policy*' in the Third Section below).

***Following the Offering, the price of the Shares on the ADX may differ from the Offer Price and could be adversely affected by a range of factors related to the Group and its business***

The Offer Price may not be indicative of the price at which the Shares will be traded on the ADX following completion of the Offering. Investors may not be able to resell their Shares at or above the Offer Price or may not be able to sell them at all. The price of shares on the ADX following the Offering may be adversely affected by several factors, including the following:

- negative fluctuations in the operating performance of the Group and improved performance of its competitors;
- actual or anticipated fluctuations in quarterly or annual operating results;
- securities analysts publishing research reports about the Group, its competitors or the financial services sector;
- the public reaction to the Group's press statements and other public announcements;
- the performance of the Group or that of its competitors being contrary to analysts' expectations;
- resignation of key employees;
- important and strategic decisions taken by the Group or its competitors or existence of changes in the business strategy;
- regulatory environment changes affecting the Group or the financial services sector; and
- changes in accounting regulations and policies adopted.

***Holders of the Shares in certain jurisdictions outside of the UAE may not be able to exercise their pre-emptive rights if the Company increases its share capital***

Under the Company's Articles of Association to be adopted in connection with the Offering, holders of the Shares generally have the right to subscribe and pay for a sufficient number of the Company's ordinary shares to maintain their relative ownership percentages prior to the issuance of any new ordinary shares in exchange for cash consideration. However, holder of the Shares outside of the UAE may not be able to exercise their pre-emptive rights, including due to legal or practical impediments to exercising such rights. To the extent that holders of the Shares outside of the UAE are not able to exercise their pre-emptive rights, the pre-emptive rights would lapse and the proportional interests of such holders outside of the UAE would be reduced.

***It may be difficult for Shareholders to enforce judgments against the Company in the UAE, or against its directors and senior management***

The Company is a public company incorporated in the UAE. Its material assets and the majority of the assets of the Directors and its senior management are located in the UAE. It may not be possible for investors to effect service of process outside the UAE upon the Company or the Directors and its senior management or to enforce judgments obtained against them in courts outside the UAE.

## **12. UAE TAXATION**

*The following comments are general in character and are based on the current and proposed tax regimes applicable in the UAE and the current practice of the UAE authorities as at the date of this Prospectus. The comments do not purport to be a comprehensive analysis of all the tax consequences applicable to all types of shareholders and do not relate to any taxation regime outside the UAE. Each shareholder is responsible for its own tax position and, if you are in any doubt as to your own tax position, you should seek independent professional advice without delay. Given that the new CT Law has been recently issued, there are significant reservations around its interpretation pending the issuance of all related implementing guidance. Therefore, definitive comments on the expected UAE tax treatment of the matters discussed herein may not be possible at this stage and may be subject to further modification or interpretation in light of the implementation of the CT Law. Therefore, we recommend that the below comments are read in this context, and that any Investors supplement the below based on the current tax rules, guidance, and practice as adopted at the time of making any assessments of tax matters, as related to the group or investment.*

### **Taxation of Corporates and Individuals**

On 31 January 2022 the UAE Ministry of Finance announced the introduction of the CT Law. The CT Law was published on 9 December 2022 and came into effect for financial years beginning on or after 1 June 2023. Although, Article 61 of the CT Law provides for transitional rules, which require a Taxable Persons opening balances for corporate tax purposes to be their closing balances sheets, as prepared for financial reporting purposes on the last day of the financial year that ends immediately before the Taxable Persons first taxable period, where such opening balances should take into consideration the arm's length principle and reflect any arm's length adjustments arising from related party transactions in accordance with the CT Law. In addition, the General Anti Abuse Rules should apply to all transactions or arrangements which were entered into from 15 days after the CT Law was published in the Official Gazette (i.e. which was published on 10 October 2022 and therefore came into force on 25 October 2022).

### **Corporate Tax Rate**

In terms of the CT Law, corporate tax is imposed on the taxable income of a Taxable Person (who is not a qualifying free zone person) ("QFZP") at the standard rate of 9%, provided that the first AED 375,000 (three hundred and seventy-five thousand UAE dirhams) is subject to a tax rate of 0%. Broadly, income of a revenue nature and capital gains are taxed at the same rate of 9%. Where the Taxable Person constitutes a QFZP, its qualifying income may be subject to corporate tax at a rate of 0%. The CT Law also provides specific relief for small businesses with an annual revenue below AED 3,000,000 (three million UAE dirhams), which, if applicable, would allow such Taxable Person to be treated as not having derived any taxable income during the relevant tax period. The standard 9% corporate tax rate, which is referred to in the remainder of this section, should increase to 15% for certain Taxable Persons from 1 January 2025 onwards pursuant to amendments to the CT Law (Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses) announced on 9 December 2024 by

the UAE Ministry of Finance, which included the implementation of the DMTT (the DMTT being part of the wider BEPS Pillar 2 rules). Such rules should apply from 1 January 2025 to provide for a tax rate of 15%, however further guidance on the application of such rules is yet to be released.

### **Taxable Persons**

The CT Law applies to all Taxable Persons, which includes a Resident Person and Non-Resident Person as defined in the CT Law. A Resident Person will be taxed on its worldwide income, while a Non-Resident Person will only be taxed on its UAE sourced income.

### **Taxation of natural persons**

A natural person will only constitute a Taxable Person where the person conducts a "Business" or "Business Activity" (as defined in the CT Law) in the UAE and the person's total turnover derived from such Business or Business Activities exceeds AED 1,000,000 (one million Dirhams) within a calendar year. This is subject thereto that revenue derived from wages, personal investments and real estate investments shall not be considered as derived from Business or Business Activities, regardless of the quantum of the revenue derived from such activities. Insofar as a natural person receives income from any of these three sources, such income will not be subject to Corporate Tax. These amounts can be excluded from the AED 1,000,000 (one million UAE dirhams) threshold contemplated above. A natural person that is not conducting a Business or Business Activity subject to Corporate Tax in accordance with the guidelines set out above shall not be required to register for Corporate Tax in the UAE.

### **Taxation of dividends**

A dividend is defined in Ministerial Decision No. 116 of 2023 as: "Any payments or distributions that are declared or paid on or in respect of shares or other rights participating in the profits of the issuer of such shares or rights which do not constitute a return on capital or a return on debt claims, whether such payments or distributions are in cash, securities, or other properties, and whether payable out of profits or retained earnings or from any account or legal reserve or from capital reserve or revenue. This will include any payment or benefit which in substance or effect constitutes a distribution of profits made in connection with the acquisition or redemption or cancellation of shares or termination of other ownership interests or rights or any transaction or arrangement with a Related Party or Connected Person which does not comply with Article (34) of the Corporate Tax Law". Dividends as contemplated above, received by a UAE Taxable Person from a UAE resident juridical person will be exempt from corporate income tax under the CT Law. Furthermore, UAE sourced dividends paid to a non-resident person are currently subject to withholding tax at a rate of 0%. Shareholders who are a tax resident outside the UAE (both corporate and individual), should consult their tax advisors as to the taxation of dividend income derived from the Shares under the applicable local laws in those jurisdictions.

### **Taxation on subscription for Offer Shares**

There are no taxes that arise in the UAE on the subscription for Offer Shares by the investors in the Offering. Accordingly, the subscription for Offer Shares should not in itself result in any UAE tax liabilities for the investors in the Offering. Investors in the Offering who are tax resident outside the UAE should consult their tax advisers in such foreign jurisdiction as to any possible tax consequences that might result from the subscription for Offer Shares.

### **Disposal of Shares**

The future disposal of Shares by a shareholder that is a Taxable Person may give rise to a gain for corporate tax purposes where the proceeds exceed the tax cost base in respect of such shares. As indicated above, the UAE taxes both capital gains and revenue receipts at the same 9% rate subject to possible reliefs and exemptions as might be applicable to the

particular shareholder concerned. A Resident Taxable Person will be subject to corporate tax at a rate of 9% on gains derived from the disposal of the Shares subject to possible reliefs and exemptions that might be applicable, for example small business relief, qualifying free zone relief or the participation exemption. A Taxable Person that is a natural person may be exempt from tax on gains derived from the future disposal of Shares where such gains constitute personal investment income of such person or falls below the AED 1 million threshold discussed earlier. As mentioned, a Non Resident Person should be subject to UAE tax on State Sourced Income. State Sourced Income includes income derived from shares in a Resident Person, and therefore any gains derived by a Non Resident Person on a sale of the Shares should be taxable in the UAE. However, as per Article 45 of the CT Law, certain categories of State Sourced Income realised by a Non Resident Person are expected to be subject to withholding tax, and the current wording of the CT Law states that the current withholding tax rate is 0% (although the CT Law mentions that it is possible that the rate could be changed in the future, therefore any updates in relation to these rules should be continuously monitored). In case a Non Resident Person would have a permanent establishment for UAE CT purposes, in the UAE, and income from the Shares would be attributable to such a permanent establishment, then the standard UAE corporate tax rules (including a 9% corporate tax rate) may need to be considered, as opposed to withholding tax. Depending on the nature of the shareholder concerned, such shareholder might also be eligible for particular entity-based exemptions as contained in the CT Law, for example government entities, government controlled entities, pension funds etc. The participation exemption mentioned above would also be available to all Taxable Persons, except for QFZPs, provided the requirements in respect thereof are met. Shareholders who are tax residents outside the UAE (both corporate and individual), should consult their tax advisers as to the taxation of gains on the future sale of the Shares under the applicable local laws in those jurisdictions.

### **Securities transfer tax**

The UAE does not currently impose any stamp duty or securities transfer tax on the issuance or transfer of shares.

### **Value-added tax**

From a UAE VAT perspective the issue, allotment or transfer of ownership of an equity security (which includes the Offer Shares) will constitute a supply of financial services which is exempt in terms of article 46(1) of the VAT Law as read with article 42(3)(b) of the Executive Regulations to the VAT Regulations. Accordingly, there would be no VAT charge on the issue or transfer of the Offer Shares. This VAT exempt treatment will only apply if the Offer Shares are issued to a recipient within the UAE. Where the Offer Shares are issued to a non-UAE resident, VAT at zero-rate may apply.

**THE ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR INVESTOR. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR ABOUT THE TAX CONSEQUENCES OF AN INVESTMENT IN THE SHARES UNDER THE INVESTOR'S OWN CIRCUMSTANCES.**

### **Third Section: Financial disclosures**

#### **Summary of the Audited Financial Statements and a Summary of Key Notes and Key Financial Indicators as at and for the years ended 31 December 2024, 31 December 2023, 31 December 2022, and 31 December 2021, as described in more detail in 'Presentation Of Financial And Other Information' above**

The following should be read in conjunction with the Audited Financial Statements included in this Prospectus. Investors should also read certain risks associated with the purchase of Offer Shares in the section entitled 'Investment Risks' at part 11 of the Second Section above.

This section also includes certain Non-IFRS measures, including Gross Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Net Profit Margin, Dividend Payout, Net Debt, Net Leverage, FCF, Free Cash Flow Conversion, Return On Equity, Return On Assets and Net Working Capital. These Non-IFRS measures were calculated by the Company based on data derived from the Audited Financial Statements.

#### **Selected Financial Information and Operating Data**

The summary historical financial information set forth below should be read in conjunction with the '*Presentation Of Financial And Other Information*' section above, the Audited Financial Statements, included elsewhere in this Prospectus. Investors should also read certain risks associated with the purchase of Offer Shares in the section entitled '*Investment Risks*' at part 11 of the Second Section above.

## 1. Consolidated statement of profit and loss

	For the year ended 31 December			
	2021	2022	2023	2024
	<i>AED (Audited)</i>			
<b>Revenue</b> .....	<b>1,282,893,786</b>	<b>1,697,881,878</b>	<b>2,006,617,742</b>	<b>2,323,114,646</b>
Cost of sales.....	(1,106,120,995)	(1,489,524,785)	(1,738,269,158)	(2,032,066,756)
<b>Gross profit</b> .....	<b>176,772,791</b>	<b>208,357,093</b>	<b>268,348,584</b>	<b>291,047,890</b>
General and administrative expenses .....	(102,622,784)	(118,854,038)	(146,055,201)	(161,387,950)
Finance (costs) / income, net.....	(348,437)	(1,175,133)	1,277,057	(3,420,027)
Net fair value gain on advances paid on investment properties.....	5,967,227	5,981,022	–	1,947,600
Other income	3,418,658	6,860,680	9,515,995	11,310,782
<b>Profit before tax</b> .....	<b>83,187,455</b>	<b>101,169,624</b>	<b>133,086,435</b>	<b>139,498,295</b>
Income tax expense.....	–	–	–	(12,664,047)
<b>Profit after tax</b> .....	<b>83,187,455</b>	<b>101,169,624</b>	<b>133,086,435</b>	<b>126,834,248</b>
Other comprehensive income.....	–	–	–	–
<b>Total comprehensive income for the year</b> .....	<b>83,187,455</b>	<b>101,169,624</b>	<b>133,086,435</b>	<b>126,834,248</b>

## 2. Consolidated statement of financial position

	<u>As at 31 December</u>			
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>AED (Audited)</i>			
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property and equipment.....	54,669,651	50,708,874	46,991,740	16,627,310
Advances paid on purchases of properties .....	5,485,988	5,485,988	–	–
Investment properties.....	163,300,000	170,664,999	176,743,193	15,945,000
<b>Total non-current assets.....</b>	<b><u>223,455,639</u></b>	<b><u>226,859,861</u></b>	<b><u>223,734,933</u></b>	<b><u>32,572,310</u></b>
<b>Current assets</b>				
Inventories and work in progress .....	191,090,738	244,311,245	269,053,279	170,952,168
Contract assets .....	169,943,373	260,844,870	242,799,350	352,795,707
Trade and other receivables .....	318,786,419	294,330,177	379,367,524	368,880,765
Cash and bank balances .....	47,122,583	81,521,578	103,076,793	35,367,079
<b>Total current assets.....</b>	<b><u>726,943,113</u></b>	<b><u>881,007,870</u></b>	<b><u>994,296,946</u></b>	<b><u>927,995,719</u></b>
<b>Total assets .....</b>	<b><u>950,398,752</u></b>	<b><u>1,107,867,731</u></b>	<b><u>1,218,031,879</u></b>	<b><u>960,568,029</u></b>
<b>EQUITY AND LIABILITIES</b>				
<b>Capital and reserves</b>				
Share capital .....	3,000,000	3,000,000	3,000,000	30,000,000
Statutory reserve.....	1,500,000	1,500,000	1,500,000	15,000,000
Retained earnings.....	477,494,397	509,712,021	543,038,456	183,624,722
<b>Total equity .....</b>	<b><u>481,994,397</u></b>	<b><u>514,212,021</u></b>	<b><u>547,538,456</u></b>	<b><u>228,624,722</u></b>
<b>Non-current liabilities</b>				
Trade finance .....	19,226,979	9,736,739	2,979,080	2,118,810
Provision for employees' end of service benefit.....	30,615,929	35,077,463	39,613,382	44,322,201
<b>Total non-current liabilities .....</b>	<b><u>49,842,908</u></b>	<b><u>44,814,202</u></b>	<b><u>42,592,462</u></b>	<b><u>46,441,011</u></b>

**As at 31 December**

	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
	<i>AED (Audited)</i>			
<b>Current liabilities</b>				
Bank borrowings.....	–	–	–	12,451,182
Trade and other payables .....	416,526,306	546,548,425	625,401,783	660,387,067
Income tax payable .....	–	–	–	12,664,047
Deferred revenue .....	2,035,141	2,293,083	2,499,178	–
<b>Total current liabilities.....</b>	<b>418,561,447</b>	<b>548,841,508</b>	<b>627,900,961</b>	<b>685,502,296</b>
<b>Total liabilities.....</b>	<b>468,404,355</b>	<b>593,655,710</b>	<b>670,493,423</b>	<b>731,943,307</b>
<b>Total equity and liabilities.....</b>	<b>950,398,752</b>	<b>1,107,867,731</b>	<b>1,218,031,879</b>	<b>960,568,029</b>

### 3. Consolidated statement of cash flows

	For the year ended 31 December			
	2021	2022	2023	2024
	<i>AED (Audited)</i>			
<b>Cash flows from operating activities</b>				
Profit before tax .....	83,187,455	101,169,624	133,086,435	139,498,295
<b>Adjustments for:</b>				
Depreciation of property and equipment.....	6,157,658	6,336,231	6,297,188	5,035,588
Allowance for expected credit losses .....	7,219,451	4,827,475	7,100,952	7,613,208
Employees' end of service benefit charge .....	5,840,538	6,999,004	8,990,830	9,613,465
Allowance for inventory obsolescence .....	4,242,400	3,742,400	3,242,400	3,292,400
Fair value loss on advance paid on purchase of properties .....	5,334,864	–	–	–
Fair value gain in investment properties .....	(11,302,091)	(5,981,022)	–	–
Finance costs / (income), net.....	348,437	1,175,133	(1,277,057)	3,420,027
Gain on disposal of property and equipment.....	(48,288)	(69,264)	(84,917)	(42,081)
Gain on fair valuation of investment properties ..	–	–	–	(1,947,600)
Loss on disposal of investment properties .....	–	–	–	396,000
<b>Operating cash flows before changing in working capital .....</b>	<b>100,980,424</b>	<b>118,199,581</b>	<b>157,355,831</b>	<b>166,879,302</b>
Movements in working capital:				
(Increase)/decrease in inventories .....	45,823,874	(56,962,907)	(27,984,434)	94,808,711
Decrease/(increase)in trade and other receivables	(72,944,736)	19,628,767	(92,138,300)	4,653,700
(Increase)/decrease in contract assets.....	13,907,090	(90,901,497)	18,045,520	(109,996,359)
Increase in trade and other payables .....	13,422,582	120,531,879	72,095,699	31,625,839
Increase in deferred revenues.....	302,759	257,942	206,095	–
<b>Cash generated by operating activities.....</b>	<b>101,491,993</b>	<b>110,753,765</b>	<b>127,580,411</b>	<b>187,971,193</b>
Employees' end of service benefit paid .....	(2,305,584)	(2,537,470)	(4,454,911)	(4,904,646)
<b>Net cash generated by operating activities.....</b>	<b>99,186,409</b>	<b>108,216,295</b>	<b>123,125,500</b>	<b>183,066,547</b>

<b>Cash flows used in investing activities.....</b>				
Payments for advances paid on purchases of investment properties.....	(50,209,215)	–	(381,412)	–
Payments for additions in property and equipment	(1,027,844)	(2,375,454)	(2,726,700)	(1,466,918)
Payments for additions in investment properties	–	(1,383,977)	(210,793)	–
Proceeds from sale of investment properties.....	7,800,000	–	–	3,500,000
Proceeds from disposal of property and equipment	95,488	69,264	231,563	45,502
<b>Net cash generated by (used in) investing activities.....</b>	<b>(43,341,571)</b>	<b>(3,690,167)</b>	<b>(3,087,342)</b>	<b>2,078,584</b>
<b>Cash flow used in financing activities.....</b>				
Dividends and zakat paid.....	(79,185,000)	(68,952,000)	(99,760,000)	(261,886,000)
Finance (cost paid) / income received, net.....	(348,437)	(1,175,133)	1,277,057	(3,420,027)
<b>Net cash used in financing activities.....</b>	<b>(79,533,437)</b>	<b>(70,127,133)</b>	<b>(98,482,943)</b>	<b>(265,306,027)</b>
<b>Net (decrease) / increase in cash and bank balances.....</b>	<b>(23,688,599)</b>	34,398,995	21,555,215	(80,160,896)
Cash and bank balances at the beginning of the year.....	70,811,182	47,122,583	81,521,578	103,076,793
<b>Cash and bank balances at the end of the year</b>	<b>47,122,583</b>	<b>81,521,578</b>	<b>103,076,793</b>	<b>22,915,897</b>
<b>Non-cash transactions:</b>				
Increase in share capital from retained earnings	–	–	–	27,000,000
Increase in statutory reserve from retained earnings	–	–	–	13,500,000
Dividends in kind declared – property and equipment	–	–	–	25,012,189
Dividends in kind declared – investment properties	–	–	–	158,849,793
<b>Transfer from advance on purchase of properties to investment properties</b>	<b>109,342,908</b>	–	<b>5,867,400</b>	–

#### 4. Consolidated statement of changes in equity

	For the year ended 31 December 2021			
	Share capital	Statutory reserve	Retained earnings	Total equity
	AED	AED	AED	AED
<b>Balance at 1 January 2021</b> .....	<b>3,000,000</b>	<b>1,500,000</b>	<b>473,491,942</b>	<b>477,991,942</b>
Dividends paid <sup>(c)</sup> .....	–	–	(60,000,000)	(60,000,000)
Zakat paid .....	–	–	(19,185,000)	(19,185,000)
Total comprehensive income for the year .....	–	–	83,187,455	83,187,455
<b>Balance at 31 December 2021</b> .....	<b>3,000,000</b>	<b>1,500,000</b>	<b>477,494,397</b>	<b>481,994,397</b>

	For the year ended 31 December 2022			
	Share capital	Statutory reserve	Retained earnings	Total equity
	AED	AED	AED	AED
<b>Balance at 1 January 2022</b> .....	<b>3,000,000</b>	<b>1,500,000</b>	<b>477,494,397</b>	<b>481,994,397</b>
Dividends paid .....	–	–	(60,000,000)	(60,000,000)
Zakat paid .....	–	–	(8,952,000)	(8,952,000)
Total comprehensive income for the year .....	–	–	101,169,624	101,169,624
<b>Balance at 31 December 2022</b> .....	<b>3,000,000</b>	<b>1,500,000</b>	<b>509,712,021</b>	<b>514,212,021</b>

	For the year ended 31 December 2023			
	Share capital	Statutory reserve	Retained earnings	Total equity
	AED	AED	AED	AED
Balance at 1 January 2023 .....	3,000,000	1,500,000	509,712,021	514,212,021
Dividends paid .....	–	–	(90,000,000)	(90,000,000)
Zakat paid .....	–	–	(9,760,000)	(9,760,000)
Total comprehensive income for the year .....	–	–	133,086,435	133,086,435
<b>Balance at 31 December 2023</b> .....	<b>3,000,000</b>	<b>1,500,000</b>	<b>543,038,456</b>	<b>547,538,456</b>

**For the year ended 31 December 2024**

	<b>Share capital</b>	<b>Statutory reserve</b>	<b>Retained earnings</b>	<b>Total equity</b>
Balance at 1 January 2024 .....	3,000,000	1,500,000	543,038,456	547,538,456
Dividends paid .....	–	–	(434,886,982)	(434,886,982)
Zakat paid .....	–	–	(10,861,000)	(10,861,000)
Total comprehensive income for the year .....	–	–	126,834,248	126,834,248
Increase in share capital .....	27,000,000	–	(27,000,000)	–
Increase in statutory reserve .....	–	13,500,000	(13,500,000)	–
<b>Balance at 31 December 2024 .....</b>	<b>30,000,000</b>	<b>15,000,000</b>	<b>183,624,722</b>	<b>228,624,722</b>

## Non-IFRS financial measures

The Company presents in this Prospectus certain measures to assess the financial performance of its business that are termed "non-IFRS measures" because they exclude amounts that are included in, or include amounts that are excluded from, the most directly comparable measure calculated and presented in accordance with IFRS Accounting Standards, or are calculated using financial measures that are not calculated in accordance with IFRS Accounting Standards. These selected non-IFRS financial measures include operating income, Adjusted EBITDA, Adjusted EBITDA Margin, capital expenditure, Free Cash Flows, Free Cash Flow Conversion, Return On Equity, Return On Assets and Dividend Payout ratio. The Company presents non-IFRS measures because it believes that they, and similar measures, are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. The Company believes that these non-IFRS financial measures are a useful indicator of its ability to incur and service its indebtedness and can assist certain investors, securities analysts and other interested parties in evaluating the Company. There is no authoritative literature or common standard with respect to the calculation of these non-IFRS financial measures and other companies may calculate these differently.

The non-IFRS measures the Company presents herein may not be comparable to similar measures computed by other companies and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of the Company's operating results as reported under IFRS Accounting Standards. The non-IFRS measures of the Company should be read only in conjunction with underlying IFRS financial numbers.

The table below shows the Company's non-IFRS measures for the years shown.

	<i>Financial Year ended 31 December 2021</i>	<i>Financial Year ended 31 December 2022</i>	<i>Financial Year ended 31 December 2023</i>	<i>Financial Year ended 31 December 2024</i>
<b>Gross Profit (AED millions)</b>	177	208	268	291
<b>Gross Margin %</b>	13.8%	12.3%	13.4%	12.5%
<b>Gross Profit by Segment (AED millions)</b>				
<b>Solutions</b>	96	115	161	177
<b>Services</b>	60	66	80	89
<b>Talent</b>	21	27	27	25
<b>Total</b>	<b>177</b>	<b>208</b>	268	291

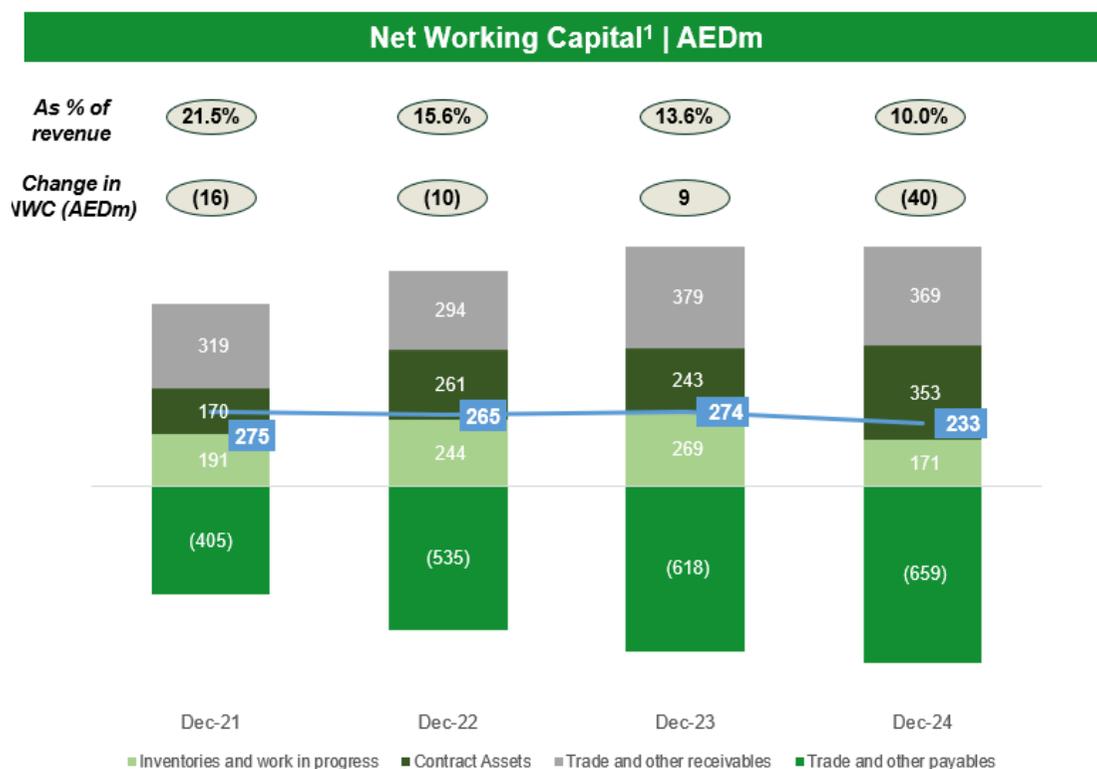
<b>Gross Margin %</b>				
<b>Solution</b>	9.7%	8.6%	10.7%	9.6%
<b>Service</b>	32.5%	29.1%	21.8%	24.7%
<b>Talent</b>	18.6%	21.3%	19.5%	19.8%
<b>Adjusted EBITDA (AED millions)</b>				
	80	96	129	135
<b>Adjusted EBITDA %</b>	6.3%	5.6%	6.4%	5.8%
<b>Net Income (AED millions)</b>				
	83	101	133	127
<b>Net Income %</b>	6.5%	6.0%	6.6%	5.5%
<b>Dividend (AED millions)</b>				
	60	90	90	251
<b>Dividend Payout</b>	72%	89%	67%	71% <sup>1</sup>

	<i>Financial Year ended 31 December 2021</i>	<i>Financial Year ended 31 December 2022</i>	<i>Financial Year ended 31 December 2023</i>	<i>Financial Year ended 31 December 2024</i>
<b>FCF (AED millions)</b>	56	105	120	185
<b>FCF Conversion</b>	69.6%	109.1%	93.4%	137.7%
<b>Net Debt</b>	16	60	92	20
<b>Net Leverage</b>	0.2	0.6	0.7	0.15

<sup>1</sup> **Note:** in the financial year ended 31 December 2024, the Company distributed AED 251,025,000 of dividends. However, this figure (71%) is based on a dividend amount of AED 90,000,000 in the financial year ended 31 December 2024 (i.e. excluding the "special pre-IPO" dividend of AED 161,025,000).

<b>Net Working Capital</b>	275	265	274	233
Return On Equity	24.1%	26.6%	34.1%	56.3%
Return On Assets	9.8%	9.7%	12.1%	12.7%

The Group had a stable Net Working Capital cycle (in terms of AED) for the financial years ended 31 December 2021 to 31 December 2024, which decreased (as a percentage of revenue) from 21.5% to 10.0% over the same period. The Group's CCC decreased from 102 days to 42 days over the same period due to increased efficiencies in the Group's Net Working Capital management practices.



### Working Capital Days

NWC Days	FY21	FY22	FY23	FY24
DIO <sup>2</sup>	72	67	63	34
DSO <sup>3</sup>	89	68	66	59
DPO <sup>4</sup>	(59)	(47)	(55)	(50)
<b>CCC<sup>5</sup></b>	<b>102</b>	<b>88</b>	<b>74</b>	<b>42</b>

## **Dividend Policy**

*The Company's ability to pay dividends is dependent on a number of factors, including the availability of distributable reserves and its capital expenditure plans, any future credit rating considerations and other cash requirements in future periods, and there is no assurance that the Company will pay dividends or, if a dividend is paid, what the amount of such dividend will be. See 'Risk Factors – Risks Relating to the Offering and the Shares – The Company's ability to pay dividends on the Shares depends on the Group's profitability, financial position and cash flow' above.*

Any level or payment of dividends will depend on, among other things, future profits and the business plan of the Company, and will be at the discretion of the Board of Directors and subject to the approval of the general assembly.

The Company intends to distribute a dividend of AED 130 million for the financial year ending 31 December 2025, payable in two equal instalments in October 2025 and April 2026. Thereafter, the Company expects to distribute dividends on a semi-annual basis (in April and October of each year), with a minimum payout of 80% of the net profit generated for the relevant financial period, subject to the approval of the Board and the availability of distributable reserves. The Company continues to evaluate accretive investment opportunities for growth. In the absence of suitable opportunities that meet the target investment criteria and returns, the Company will consider distributing higher dividends than the minimum annual dividend.

This dividend policy is designed to reflect the Company's target of cash flow generation and targeted long-term earnings potential, while allowing the Company to retain sufficient capital to fund ongoing operating requirements and continued investment for long term growth.

This dividend policy is subject to consideration by the Board of Directors of the cash management requirements of the Company's business for operating expenses, finance costs and anticipated capital expenditures and investments, on an annual basis. In addition, the Company expects that the Board of Directors will also, on an annual basis, consider market conditions, the then current operating environment in the Company's markets and the Board of Directors' outlook for the Company's business and growth opportunities.

## **Material Contracts**

*The following is a summary of material contracts that the Group is currently party to which are, or may be, material or that contain any provision pursuant to which the Group has any obligation or entitlement which is, or may be, material to the Group at the date of this Prospectus. These summaries do not purport to describe all the applicable terms and conditions of such agreements and are qualified in their entirety by the respective agreements.*

### **Agreement with Leading Telecommunications Company in the UAE**

The Company has entered into an agreement in 2024 with a leading telecommunications provider in the UAE to provide solutions and services related to VMWare Cloud infrastructure. The contract price is approximately AED 98 million. Under the agreement, the Company undertakes to supply, install, test, commission and integrate a VMWare Cloud project on a "turnkey" basis to the telecommunications provider. The agreement also contemplates the delivery of various hardware, software and professional services (as outlined in various appendices) over a minimum period of 16 to 17 months, with unit / item prices fixed for a period of three years.

The Company is liable to make payment of certain liquidated damages if the Company fails to complete the supply and/or installation of the relevant deliverables. Specifically, the Company is required to pay the aggregate sum of 1% of the delayed line item for each week (pro-rata for parts of each week) of delay beyond the specified completion date, up to 10% of the

relevant line item. These liquidated damages shall be deducted from the invoice amounts submitted by the Company for payment. The contract is governed by UAE law.

### ***Hewlett-Packard Europe BV (HP) Agreement***

The Group entered into a partner agreement with HP in 2010 authorising the Group to be a non-exclusive partner for the purchase, resale (through distribution) and/or sublicense of HP products and services.

Under the agreement, the Group is authorised to re-sell certain HP products in the UAE (subject to fulfilling minimum volume thresholds, certification and other requirements). The relevant product sales are confirmed through signing a product exhibit every 6 months. The agreement comprises HP's partner terms, a "reseller authorisation addendum", terms of purchase, and an "end-user special negotiated discount program terms".

The Group must notify HP in case of an ownership change i.e. a merger, acquisition that results in an entity controlling 20% or more of the Company's shares.

The Group may terminate the agreement for convenience upon 30 days' written notice and HP may terminate the agreement at any time. The agreement contains standard intellectual property, liability and indemnification provisions customary for a software partnership agreement of this kind.

### ***Microsoft Agreement***

The Company and Microsoft entered into the Microsoft Channel Partner Agreement for Resellers on 1 March 2021 relating to the use, integration, sublicense, distribution, resale, promotion or marketing of Microsoft's products. The agreement comprises the core terms, channel authorisation terms and the channel terms, as well as an enrolment form and program-specific terms.

The channel authorisation terms allow the Company to resell the products (i.e. online services, tools, software, hardware or professional support or consulting services) to customers within the specified territory (as defined in the relevant enrolment process and/or program specific terms).

Microsoft reserves the right to unilaterally modify the terms of the agreement, so long as they provide the Company with 180 days' notice of any changes. Under the terms of the agreement, either party can terminate without cause by giving the other party 30 days' notice.

The agreement contains terms that are customary for a software reseller agreement, including provisions relating to the use of intellectual property (including anti-piracy and non-reverse engineering provisions), audit rights and procedure for Microsoft, confidentiality, data security and protection.

### ***Agreement with Abu Dhabi Governmental Department for Technical Specialists***

Alpha Data Recruitment and a governmental department in Abu Dhabi entered into an agreement in early 2024 for the provision of outsourced IT specialists.

The agreement contemplated assignments being arranged on a daily, weekly, monthly and yearly basis for junior, intermediate, senior and expert roles across the following areas: software / application development, infrastructure (data centre, networks, servers, storage / back-up), information security and risk and compliance, IT support, IT service management, IT project management, IT advisory and business development, data management, health information and enterprise architecture.

The agreement is non-exclusive and the governmental department is under no minimum volume obligation for the services under the agreement. The contract is governed by UAE law.

The agreement is valid for two (2) years (i.e. until early 2026) unless otherwise terminated early by the governmental department. The agreement may be extended for one year periods thereafter.

### ***Agreements with Subsidiaries of Leading Dubai Public Utilities Company for Technical Specialists***

#### *Smart Cities*

Alpha Data Recruitment and a subsidiary of a leading Dubai public utilities company entered into an agreement in mid-2022 for the provision of engineers and senior technicians specialising in "Smart Cities Operations".

The customer reserves the right to, at its sole discretion, cancel the agreement (with 15 days' prior written notice) if it believes that Alpha Data Recruitment's performance under the agreement is unsatisfactory.

The agreement is non-exclusive and the customer is under no minimum volume obligation for the services under the agreement.

#### *Digital Services*

Alpha Data Recruitment and a different subsidiary of the same leading Dubai public utilities company entered into a master resource outsourcing agreement in mid-2020 for the provision of IT specialists. The services to be provided by Alpha Data Recruitment are to be provided on a case by case basis and set out in a relevant addendum. The agreement may be terminated by either party providing 60 days' written notice to the other party.

### **Related Party Transactions**

The Group is and has been a party to various agreements and other arrangements with related parties comprising the Company and certain of its other subsidiaries. For details of the impact of related party transactions on the Group's financial position and financial results as at and for the years ended 31 December 2024, 31 December 2023, 31 December 2022, and 31 December 2021, please refer to note 19 and note 23 to each of the Audited Financial Statements.

The Group's revenue from related party transactions amounted to AED 2,556,512 for the year ended 31 December 2024 and AED 3,187,339 for the year ended 31 December 2023, AED 2,220,393 for the year ended 31 December 2022, and AED 1,892,043 for the year ended 31 December 2021.

During the year ended 31 December 2024, the Company distributed approximately AED 435 million as dividends to its shareholders to optimise its capital structure, distribute excess cash and dispose of real estate investments which were non-core for the business. These distributions include the following:

- the payment of several cash dividends by the Company to its shareholders during the year ended 31 December 2024 with an aggregate total amount of AED 251,025,000. These included: (a) AED 90,000,000 paid as an ordinary dividend (in line with the amount paid for the year ended 31 December 2023); and (b) AED 161,025,000 as a special pre-IPO dividend to distribute excess cash and retained earnings accumulated over the previous years to the Selling Shareholders. These cash dividends were paid in different tranches based on available cash (to minimise reliance on external

financing) and the Company maintained a positive net cash position as of 31 December 2024; and

- the transfer of certain real estate assets of the Company to its shareholders in the year ended 31 December 2024, which had an aggregate value attributed to them of AED 183,361,982 in the 2024 Financial Statements. These included: (a) 18 units on the 26th and 7th floors of the Addax Tower which were held as a 'Buildings' and part of the Company's 'Property and equipment' in the 2024 Financial Statements; and (b) the title to the Alpha Green Tower building in JVC District 12, Jumeirah Village Circle, Dubai, which was held as an 'Investment Property' in the 2024 Financial Statements.

#### **Fourth Section: Notice of Constitutive General Assembly**

The notice set out below is relevant for all Subscribers which have been allocated Offer Shares. It calls for convening the Constitutive General Assembly meeting at the date, time and place set out in the notice. All Subscribers are entitled to attend and vote at such meeting. Any voting rights of any Subscriber attending the General Assembly meeting shall correspond to the number of Offer Shares such Subscriber receives following the allotment process.

#### **Notice of Constitutive General Assembly meeting**

Dear Sir or Madam,

Thank you for applying to purchase shares in Alpha Data PJSC (a public joint stock company under incorporation in the Emirate of Abu Dhabi, United Arab Emirates) (the "**Company**").

This is to notify you that in accordance with Article 131 of Federal Decree By Law No. 32 of 2021 on Commercial Companies (as amended from time to time), the Founders' Committee of the Company is pleased to invite you to attend the first meeting of the constitutive general assembly (the "**Constitutive General Assembly**") of the Company which will be held at 9:00 a.m. on or around 5 March 2025 in person and electronically at Level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE.

If the required quorum for the first meeting is not present, a second meeting will be held at **9:00 am** on or around 5 March 2025 in person and electronically and at Level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE. The Constitutive General Assembly is valid with the attendance of shareholders or their representatives holding 50% (fifty per cent) or more of the Shares of the Company and the assembly will be chaired by the person elected by the assembly from amongst the Founders.

The ADX will send an SMS to all Subscribers who have been allocated Offer Shares to allow them to attend the Constitutive General Assembly meeting and to vote on any proposed resolutions.

#### **The agenda of the Constitutive General Assembly is as follows:**

- reviewing and ratifying the Founders' Committee's report in respect of the incorporation of the Company and its related expenses;
- approving the Memorandum of Association and Articles of Association of the Company;
- approving the appointment of the first Board for three years as per Article 21 of the Articles of Association of the Company;
- approving the appointment of the Company's auditor;
- announcing the incorporation of the Company; and
- approving the remuneration of members of the Board who serve on any board committee or who perform work in excess of their regular duties as members of the Board.

The Selling Shareholders and all persons to whom Offer Shares have been allocated may attend the Constitutive General Assembly electronically or in person or through an authorised representative. Each shareholder shall have a number of votes equal to the number of Shares that they own. If a representative of the shareholder attends the Constitutive General Assembly, he/she must bring along a written proxy authorising his/her attendance on behalf of that shareholder (attached is a sample proxy). It should be noted that if the proxy holder is not a shareholder, then the proxy needs to be notarised and the proxy holder should not be one of the Company's Board members; and the proxy holder should not be representing Shares

for more than one shareholder of a value that exceeds 5% (five per cent) of the share capital of the Company.

Any change in the dates above will be announced through the local newspapers following receipt of approval from the Securities and Commodities Authority of the United Arab Emirates.

All persons attending the Constitutive General Assembly will be required to present proof of identification (i.e., Emirates ID or passport). If Subscribers are attending through an authorised representative, the respective authorised representative will be required to present: (i) the original allocation letter or SMS confirming the allocation of Offer Shares; (ii) a certified copy of their respective Subscriber's passport; (iii) their original passport; and (iv) the notarised power of attorney.

All Subscribers to whom Shares have been allocated are invited pursuant to the notice to attend the Constitutive General Assembly on the date set out in the notice. All investors will be entitled to attend the meeting on production of the subscription receipt issued at the time of application or producing SMS confirm the allocation of offer Shares and will be entitled to vote on the resolutions. Each of the Founders will be entitled to attend and vote at the meeting. Any investor attending and voting at that meeting shall have a number of votes equivalent to the number of Shares that are allocated to such investor, following allocation.

Further, please note that no other separate invitation for attending Constitutive General Assembly will be issued.

Yours faithfully,

Founders' Committee

## Form of Proxy

### Proxy for Attending and Voting at the Constitutive General Assembly meeting of Alpha Data PJSC (under incorporation)

We/I, the undersigned ....., hereby appoint and authorise pursuant to this proxy, Mr./Mrs./Ms. .... (the "**Attorney**"), to attend the Constitutive General Assembly of Alpha Data PJSC (under incorporation) on my/our behalf. The Attorney shall have the right to vote on all matters discussed in the meeting whether the meeting was held on its original date or postponed to any other date. The Attorney shall also have the right to make all decisions and sign all documents in this regard.

**Signature:**

**Name:**

**Date:**

## **Fifth Section: Other Details**

### **The Company's proposed management structure**

#### **Company's Board structure**

Upon Listing, the Board shall be established and is expected to consist of 9 Directors, 7 of whom are Non-Executive Directors, 2 of which are Executive Directors, and 3 of whom are independent Non-Executive Directors.

The management expertise and experience of each of the Directors is set out below:

#### **Mohamed Hasan Abdulla Omran Al Shamsi – Chairman and Independent Non-Executive Director**

Mohamed Hasan Abdulla Omran Al Shamsi is an Emirati businessman and the former CEO and chairman of Etisalat (which he joined in 1977). He serves on the boards of the Ras Al Khaimah University for Medical and Health Sciences, the American University of Ras Al Khaimah, RAK Bank (the national bank of Ras Al Khaimah), the Emirates Foundation (a philanthropic organisation) and Ras Al Khaimah Properties Company.

He was appointed as chairman of Etisalat in 2005 and left in 2012 at a time when Etisalat was named the most powerful company in the UAE by Forbes Middle East.

He was a member of the board of trustees of the Higher Colleges of Technology (HCT) in the UAE in 2005 and became President of the HCT in 2013.

Earlier, in 1997, he served as chairman of Thuraya, the UAE-based satellite telephony and data provider, which provides telecommunications coverage for customers in Europe, the Middle East, North, Central and East Africa, Asia and Australia. He was also chancellor and chairman of the UAE-based Higher Colleges of Technology, as well as a member of the board of directors of the Arab Satellite Communications Organization (Arabsat).

He has received many local, regional and international awards, including a "Lifetime Achievement Award" from the CEO Middle East Conference (CEO of the Year). He won the 2010 International CEO Award at the International Telecommunications Awards, which were held in London. He graduated from Cairo University's Faculty of Engineering, Department of Communications and Electronics in 1977.

#### **Khamis Buharoon Al Shamsi – Vice Chairman and Independent Non-Executive Director**

Khamis Buharoon Al Shamsi is the managing director of Royal Capital Investment Company and the chairman of Aram Group Company PSC. Khamis Buharoon has over 37 years of experience in banking and has acted as CEO, manager, and chairman of several boards. Over the years, he has had numerous leadership roles, including head of the settlements committee, member of the executive committee, and vice-chairman of the nominations and remuneration committee. He spent 14 years at Abu Dhabi Islamic Bank, from 2007 to March 2021, where he was, at various times, managing director, member of the board of directors and vice-chairman of the board of directors, as well as acting CEO for two years.

Before his time at Abu Dhabi Islamic Bank, Mr Buharoon Al Shamsi served for two years as CEO of Commercial Bank International, during which time he contributed to the restructuring of the bank. His work at Commercial Bank International included acting as managing director for financial brokerage, as well as managing director for Takamul Real Estate.

He has helped to establish several investment companies, such as Arqaam Capital Investment in the DIFC. He served as a board member in Tharawat Investment House in the Kingdom of Bahrain, Naeem Holdings in Egypt and Unifund Capital Financial Investment in the UAE and

as the Chairman of Etihad Capital in the UAE. He has a Bachelor of Arts degree in Business and Accounting.

#### **Nadeem Zaman – Independent Non-Executive Director**

Nadeem Zaman is the Chief Strategy Officer for Rua Al Madinah Holding (which is wholly owned by the Public Investment Fund of KSA), where he is responsible for group strategy and performance, enterprise project management, and operational excellence. He currently serves as a board member and advisor to multiple companies in KSA and internationally. Previously, he was chief advisor to the KSA Minister for Investment and was instrumental in driving the KSA's National Investment Strategy, which underpins Vision 2030. Before joining the Ministry, Nadeem was an advisor on corporate development and transformation at Digital Dubai Authority, where he managed strategy, HR, finance, procurement, legal and HSE in addition to overseeing multiple group-wide and city-level transformation and digitisation initiatives.

Before taking up his position at Digital Dubai Authority, Nadeem was the CEO of a private family office. He has held many senior positions, including Group Chief Strategy Officer for GEMS Education as well as various vice-president posts at Dubai World Trade Centre. Before moving to the Middle East in 2008, Nadeem specialised in strategy delivery and business transformation for Virgin, and Prudential.

Nadeem holds a Global Executive MBA from TRIUM (a partnership between the London School of Economics (UK), Stern School of Business, New York University (USA) and HEC (France)). He also has a BA (hons) in Accounting & Financial Management from the University of Essex in the United Kingdom. He is a fellow of both the Institute of Business Consulting and the Association for Project Management.

#### **Fayez Ibbini – Chief Executive Officer and Executive Director**

Fayez Ibbini is the Chief Executive Officer of the Company. He established the Company in 1981, initially to offer data processing services. Over time, he pioneered the shift in Alpha Data's offerings to make it one of the leading digital transformation providers and systems integrators in the Middle East. Under his leadership, the Group now has over 1,500 employees across the UAE, Qatar and KSA. A serial entrepreneur by nature, he has set up and/or acquired multiple companies, including:

(a) Intelligent Care – a healthcare provider; (b) Intel-Lab – a medical lab business; (c) Taqteer – an educational establishment in Qatar; and (d) Foresight – audit and banking software and part of the Group. All have been highly successful ventures.

Fayez Ibbini has been recognised as an "Outstanding Achiever" by HH Sheikh Mohammed Bin Rashid Al Maktoum for his contribution as CEO of one of the UAE's oldest and most well-established companies. He has a Bachelor of Science degree in Electrical & Electronic Engineering from Leeds University in the United Kingdom.

#### **Khalid Ghanim Ali Bin Hamoodah – Non-Executive Director**

Khalid Ghanim Ali Bin Hamoodah is a seasoned board member with a Bachelor of Business Administration from the American University in Dubai. Fluent in Arabic and English, Khalid serves on the boards of several prominent UAE-based companies, including Ghanem Ali Bin Hamoodah & Sons LLC, Arbah Investment LLC, and Bin Hamoodah Auto.

His key skills include strategic decision-making, ensuring alignment with organisational goals, and fostering effective stakeholder engagement.

### **Zakaria Ibbini –Director of Talent division and Executive Director**

Zakaria Ibbini is the Director of the Group's Talent division, through Alpha Data Recruitment. He has over 17 years of experience at the Company and Alpha Data Recruitment, specialising in business development, project management, marketing and human resources. Zakaria led the expansion of the Group's Talent division, through Alpha Data Recruitment, achieving significant year-on-year revenue growth, and growing Alpha Data Recruitment into a team of 30 internal staff and 600 outsourced employee contractors across the UAE. Zakaria led the onboarding of several major customers such as government entities and state owned technology initiatives.

Before joining the Group, Zakaria worked as a sales executive at Zenith Staybrite Ltd. In the UK. He gained his Bachelor of Science degree (hons) in Multimedia and Audio Engineering in 2007 from Nottingham Trent University in the United Kingdom.

### **Julia Ibbini – Non-Executive Director**

Julia Ibbini is a designer and marketing specialist with 22 years' experience spanning corporate marketing and independent design practice.

Julia joined Alpha Data in 2002, focusing on marketing for the Company. During her 10 years of service as the Marketing Manager of Alpha Data, she oversaw multiple initiatives that transformed the company's public image into a more progressive organisation with digital transformation at the core of its mission.

Her long-time passion for art and design led her to establish Ibbini Studio, a collectible design practice based in Abu Dhabi. Julia's commitment to research and innovation within her field has led to Ibbini Studio becoming well known for using cutting edge software and technologies to create pieces that intersect art, design and engineering. She led Ibbini Studio from a small local presence to widespread recognition internationally. In 2019, Julia was awarded the Van Cleef & Arpels Middle East Design Prize. Ibbini Studio's work can be found in private, corporate and museum collections worldwide.

Julia has a BA (hons) in Visual Communications in 2002 from Leeds Arts University, United Kingdom.

### **Ahmed Ali Bin Hamoodah – Non-Executive Director**

Ahmed is a finance professional and is a financial analyst at Afhad Holding LLC. With a background in U.S. stock market research, Ahmed specialises in conducting in-depth analysis of financial statements, market trends, and economic indicators to uncover potential investment opportunities. His expertise extends to private equity research, where he has studied investment methods, evaluated opportunities, and assessed deal structures and exit strategies.

In addition to his analytical work, Ahmed is experienced in market research, where he identifies opportunities for property expansion, investment, and divestment. His strategic planning skills have been honed through collaboration with senior management.

Ahmed has a Bachelor of Science in Finance from Zayed University, Abu Dhabi.

### **Mario Bou Tayeh – Non-Executive Director**

Mario has over 20 years of investment, finance, management, advisory and financial services and industries experience. He joined Faraj Bin Hamoodah Holding LLC in 2018 as an investment manager and shortly after, he became the general manager of a group of companies including Faraj Bin Hamoodah Holding LLC, Wise Investment LLC and Noon Investment – Sole Proprietorship LLC, managing a portfolio of over AED 3 billion. Prior to this,

he was a director in Chescor Capital, a boutique investment banking/financial advisory, for 12 years where he worked on a range of client projects including investments, financial advisory, valuations, M&A, equity & debt, financial modelling, budgeting, fund management, due diligence & business planning.

Mario speaks Arabic, English and French and has an MBA (International Business) from the University of Quebec at Montreal, Canada and a B.S. in Finance from Saint Joseph University, Lebanon.

## Executive Management

In addition to the members of the Board, the day-to-day management of the Company's operations are conducted by the senior management team, as follows:

<b>Name</b>	<b>Year of birth</b>	<b>Position</b>	<b>Year of appointment</b>
Fayez Ibbini	1954	CEO	1981
Zakaria Ibbini	1986	Director of Talent division	2014
Haytham Al Momany	1978	Chief Financial Officer	2004
Layth Ibbini	1975	Chief Operating Officer	1997
Farid Abou El-Fetouh	1976	Director of Services – Abu Dhabi	2006
Sajeev Perunnelly	1972	Director of Sales – Solutions – Dubai	2013
Amar Singh	1969	Director of Sales – Solutions – Abu Dhabi	2001
Murugesan Vaithilingam	1969	Director of Services – Dubai	1995
Khurram Shahzad	1981	Financial Controller	2008
Nevine El Tanahy	1978	Head of Investor Relations and Marketing	2010
Marlin Riad	1989	Internal Auditor	2023
Alejandro Aguiar	1990	Deputy of Investor Relations	2024
Suhad Al Rabayeh	1987	Human Resources Officer	2016

The Group expects that current executive management personnel will remain in their roles after Listing of the Company, with no immediate departures or changes to the leadership team expected. Below are the profiles of each member of the Company's executive management team:

**Fayez Ibbini – Chief Executive Officer**

See under '*Details of the Board Members*' above.

**Zakaria Ibbini – Director of Talent division**

See under '*Details of the Board Members*' above.

**Haytham Al Momany – Chief Financial Officer**

Haytham Al Momany is the Chief Financial Officer of the Company. He joined in August 2004 and has over 21 years of experience with the Company. Haytham is responsible for the financial operations of the Company including bank relations and facility management, managing cash flow, overall financial planning and financing, managing financial reporting, budget finalisation, review and implementation, overseeing the procurement function of the Company as well as analyzing the company's financial strengths and weaknesses and proposing corrective actions, in addition he has been the board secretary.

Before joining the Company, he was an auditor with KPMG. He has a Bachelor's degree in Commerce (majoring in Accounting) from Philadelphia University in Amman, Jordan.

**Layth Ibbini – Chief Operating Officer**

Layth Ibbini is the Chief Operating Officer of the Company. He joined in January 1997 and he has over 28 years of experience with the Company. Layth manages the operations of the Company, including streamlining business operations, ensuring quality control, optimising supply chain logistics, and managing budgets and forecasts and procurement function.

Before joining the Company, he was an auditor with Talal Abu-Ghazaleh & Co International. Layth gained his Bachelor's degree in Business Administration (majoring in Accounting) from Yarmouk University in Irbid, Jordan.

**Farid Abou El-Fetouh – Director of Services – Abu Dhabi**

Farid Abou El-Fetouh manages the Company's Business in Abu Dhabi, Qatar and KSA. He has over 29 years of experience in management and leadership in the IT industry. He leads a team of over 550 business and technical professionals across the sales, business development, technical delivery, operations and services functions. Farid has a successful track record of leading digital transformation business for well-known clients and has secured several long-term partnerships with prominent entities across a variety of sectors on behalf of the Company.

Before joining the Company, Farid worked for IBM, as well as in Egypt's financial markets. He has a Bachelor's degree in Engineering (Electrical, Electronics and Communications) from the Alexandria University.

**Sajeev Perunnelly – Director of Sales –Solutions – Dubai**

Sajeev Perunnelly manages the Company's Solutions business in Dubai and the Northern Emirates. He has been with the Company for over 11 years and is a well-known figure in the UAE's IT industry, with over 25 years' extensive experience managing IT businesses. He has expertise in planning, strategy, sales management, services management, budgeting, and P&L ownership. Sajeev has successfully led teams, driven revenue growth, established key technology partnerships and implemented strategic initiatives. His strengths include his

corporate affairs acumen, people management skills, effective negotiation skills, risk assessment capabilities, operations management and finance management proficiency and he advocates for long-term strategies supported by short-term plans.

Before joining Alpha Data, Sajeev held key roles at Hewlett Packard Enterprise and GBM, contributing significantly to their business development and strategic planning efforts. He has a Bachelor's degree in Science from Calicut University, in Kerala, India.

#### **Amar Singh – Director of Sales - Solutions – Abu Dhabi**

Amar Singh is the Director of Sales – Solutions at the Company's head office in Abu Dhabi and has worked for Alpha Data since 2001. With over 30 years of experience in the IT industry across India, Bahrain and UAE, he holds an important senior management role, driving business development and fostering growth alongside a skilled team of IT professionals spanning various domains. He has also been instrumental in the strategic initiatives of Alpha Data, contributing significantly to forging key partnerships and maintaining strong business relationships. Amar Singh was born in India and holds a bachelor's degree in economics Honors from Delhi University, India.

#### **Murugesan Vaithilingam – Director of Services – Dubai**

Murugesan Vaithilingam is the Director of Services (Dubai) at Alpha Data. He has worked at the Company for 29 years, having joined in 1995. He plays an important role in the Group's strategic development and the expansion of the services business. His responsibilities include managing the Group's P&L, sales management, and overseeing service delivery in Dubai and the Northern Emirates, whilst promoting the Company's core values both internally and to clients.

He has led several key initiatives to expand service offerings, including the Digital Transformation Centre (and the NOC and SOC offerings), cloud services, unified communications, collaboration platforms, and smart solutions.

Before joining Alpha Data, Murugesan worked for four years at Omni Communications in Mumbai, India, where he served as a manager responsible for driving business growth and delivering telecommunications solutions. He holds a Bachelor's degree in Engineering (Electronics and Communication) from the University of Madras.

#### **Khurram Shahzad – Financial Controller**

Khurram Shahzad is the Group Financial Controller. He joined the Company in 2008 and has over 17 years of experience with the Company. Khurram leads the accounting department of the Company. He specialises in financial accounting and reporting, overseeing the Company's accounting functions and ensuring the regulatory compliance of the entities he works with. Before joining the Company, he worked at Nasir & Company Chartered Accountants in Sialkot, Pakistan for three years. He gained his Bachelor's degree in Commerce from the University of the Punjab in Lahore, Pakistan.

#### **Nevine El Tanahy – Head of Investor Relations and Marketing**

Nevine El Tanahy has been managing marketing operations for Alpha Data across the UAE, Qatar, and KSA for 14 years and has over 21 years of experience in the IT marketing field. In her role, Nevine is responsible for representing the Company in the capital markets, helping to communicate the Company's equity story and interacting with investors and analysts, crafting and executing the company's marketing strategy, with a focus on strengthening brand identity, digital media, and marketing tactics.

Her role includes ensuring that Alpha Data's offerings are effectively promoted, keeping customers informed and engaged. Nevine is dedicated to retaining existing customers and attracting new ones through innovative and targeted marketing initiatives.

Nevine has played a key role in helping the Company earn several marketing awards from partners, including the EMEA Best Marketing Partner award from Cisco.

Before joining Alpha Data, Nevine worked at Xerox and Emirates Computers in the UAE. She holds a Bachelor's degree in Accounting and a Master's degree in Marketing from the University of Wales.

#### **Marlin Riad – Internal Auditor**

Marlin Riad is the Internal Auditor of the Company. She joined the Company in such role in 2023 and she manages the full audit cycle of the Company, including risk and control management, its compliance with applicable policies and regulations, and documentation of the audit process. Before joining the Company, Marlin has had audit and risk management roles at KPMG, Deloitte and Ghabbour Auto. In 2012, she gained a Bachelor's degree in Commerce (majoring in Accounting) from Cairo University and has been a certified internal auditor (CIA) since May 2022.

#### **Alejandro Aguiar – Deputy of Investor Relations**

Alejandro Aguiar is the Deputy of Investor Relations. His role shall include assisting in representing the Company in the capital markets, helping to communicate the Company's equity story and interacting with investors and analysts.

Prior to joining the firm Alejandro served as a Senior Manager for Investor Relations at the BMW Group Headquarters in Munich, Germany. Alejandro has over 11 years of experience in P&L and balance sheet analysis, business valuation, project management and financial data interpretation for business decision-making. Alejandro studied in Europe and holds a Business Administration Degree with Finance Specialty from ICADE university.

#### **Suhad Al Rabayah – Human Resources Officer**

Suhad Al Rabayah serves as the Group's Human Resources Officer at the Company. She began her career with the Group in 2016 as a Division Administrator for Alpha Data Recruitment, where she oversaw the administration and operational cycle of outsourced employees, including onboarding, offboarding, and employee relations. In 2021, Suhad transitioned to the HR department of the Company, where she now manages employee relations, recruitment, offboarding processes, employee performance, and the Tawteen file.

Prior to joining the Group, Suhad worked as a Manager Assistant at DASPM in Abu Dhabi. She earned her Master's degree in Applied Linguistics from Jordan University of Science and Technology (JUST) in 2009 and became a certified Human Resources Manager (CHRM) in 2020.

## Group Structure Chart

The Group's structure chart is appended to this Prospectus at Annex (5) of this Prospectus.

### **Employment positions held by the prospective Board members within any of the Company's subsidiaries and/or other joint stock companies in the UAE:**

Other than as referred to in their biographies above, none of the prospective Board members hold any employment positions with the Company's subsidiaries and/or other joint stock companies in the UAE.

### **Employment positions held by the above-mentioned members of the executive management of the Company within any of the Company's subsidiaries and/or other joint stock companies in the UAE:**

The above-mentioned members of the executive management of the Company are employed by the following subsidiaries:

<b>Name</b>	<b>Position</b>	<b>Legal Entity</b>
Zakaria Ibbini	Division Director	Alpha Data Recruitment

### **Conditions of eligibility and election of the Board:**

Board members will be elected by a General Assembly Meeting by cumulative voting through secret ballot (the "**Cumulative Voting Procedure**"). However, the first appointment of the Directors listed in the Fifth Section of this Prospectus ('*Other Details*' above) was made by the Founder.

### **Director's competencies and responsibilities:**

The principal duties of the Board are to provide the Company's strategic leadership, to determine the fundamental management policies of the Company and to oversee the performance of the Company's business. The Board is the principal decision-making body for all matters that are significant to the Company, whether in terms of their strategic, financial or reputational implications. The Board has final authority to decide on all issues save for those which are specifically reserved to the General Meeting of Shareholders by law or by the Company's Articles of Association.

### **The key responsibilities of the Board include:**

- determining the Company's strategy, budget and structure;
- approving the fundamental policies of the Company;
- implementing and overseeing appropriate financial reporting procedures, risk management policies and other internal and financial controls;
- proposing the issuance of new shares and any restructuring of the Company;
- appointing executive management;
- determining the remuneration policies of the Company and ensuring the independence of Directors and that potential conflicts of interest are managed; and
- calling Shareholder meetings and ensuring appropriate communication with Shareholders.

Members of the Board are appointed by the Shareholders for three-year terms. Board members may serve any number of consecutive terms.

All members of the Board will be formally appointed at the Constitutive General Assembly which will be held in person and electronically at 9:00 am on or around 5 March 2025 at Level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE.

The business address of each of the Directors is Level 26, Addax Tower, Al Reem Island, Abu Dhabi, UAE.

### **Board Committees**

On and following Listing, the Board intends to operate and constitute an Audit Committee, and a Nomination and Remuneration Committee. The Chairman is not permitted to be a member of any of these Committees. If necessary, the Board may establish additional committees as appropriate.

The table below sets forth the membership on each of the committees of the Board on and following Listing.

<b>Director</b>	<b>Audit Committee</b>	<b>Nomination and Remuneration Committee</b>
Chairperson	Khamis Buharoon Al Shamsi	Nadeem Zaman
Member	Nadeem Zaman	Khamis Buharoon Al Shamsi
Member	Ahmed Ali Bin Hamoodah	Julia Ibbini

A high-level overview of the mandate of each of these committees, as at Listing, is set out below.

### **Audit Committee**

On and following Listing, the Audit Committee intends to give due consideration to the applicable laws and regulations of the UAE, the SCA and the ADX, including the provisions of the Governance Rules.

From an audit perspective, the Audit Committee intends to assist the Board in discharging its responsibilities with regard to financial reporting, external and internal audits and controls, including reviewing and monitoring the integrity of the Company's annual and interim financial statements, reviewing and monitoring the extent of the non-audit work undertaken by external auditors, advising on the appointment of external auditors, overseeing the relationship with the external auditors, reviewing the effectiveness of the external audit process, and reviewing the effectiveness of the Company's internal audit function.

The ultimate responsibility for reviewing and approving the annual report and accounts is expected to remain with the Board. The Audit Committee intends to take appropriate steps to ensure that the Company's external auditors are independent of the Company as required by the Governance Rules and intends to obtain written confirmation from the Company's auditors that they will comply with guidelines on independence issued by the relevant accountancy and auditing bodies.

The Governance Rules require that the Audit Committee must comprise at least three members who are Non-Executive Directors and have knowledge and expertise in financial and accounting matters, and at least two members must be independent. One of the independent members must be appointed as the Chairperson of the Audit Committee. On and following Listing, the members of the Audit Committee are expected to be as per the committee member

composition as referred to above. The Audit Committee is required to meet at least once every three months during the year.

### **Nomination and Remuneration Committee**

On and following Listing, the Nomination and Remuneration Committee intends to assist the Board in discharging its responsibilities relating to the composition and make-up of the Board and any committees of the Board. It is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board and committees of the Board and, in particular, for monitoring the independent status of the independent Non-Executive Directors. It is also expected to be responsible for periodically reviewing the Board's structure and identifying potential candidates to be appointed as Directors or committee members as the need may arise. In addition, the Nomination and Remuneration Committee intends to assist the Board in determining its responsibilities in relation to remuneration, including making recommendations to the Board on the Company's policy on executive remuneration, setting the over-arching principles, parameters and governance framework of the remuneration policy and determining the individual remuneration and benefits package of each of the Company's Directors and senior management.

The Governance Rules require that the Nomination and Remuneration Committee must comprise of at least three members who are Non-Executive Directors, of whom at least two must be independent. One of the independent members must be appointed as the Chairperson of the Nomination and Remuneration Committee. On and following Listing, the members of the Nomination and Remuneration Committee are expected to be as per the committee member composition as referred to above. The Nomination and Remuneration Committee is required to meet not less than once a year.

### **Shareholders' rights and responsibilities**

The Shareholders' key rights as per the Companies Law and the Articles of Association are as follows:

- the right to dividend distributions, recommend by the Board and approved by the General Assembly;
- the priority right to subscribe for new shares in the case of a share capital increase of the Company and to receive their share of the assets upon liquidation of the Company;
- the right to attend General Assembly Meetings and receive a copy of the Company's financial statements;
- the right to request the nullity of any resolutions passed at the General Assembly and to prosecute the Board members;
- the right to be nominated as a member of the Board;
- the right to appoint the auditors of the Company and determine their remuneration;
- the right to act in any way with respect to the shares, in accordance with the law; and
- the limitation of liability of each Shareholder to the payment of the purchased share value, but not for the Company's debts except within the limits of the nominal value of his shares.

### **Memorandum of Association and Articles of Association**

The full text of the Memorandum of Association and Articles of Association of the Company are annexed to this Prospectus in 'Annex 2' below.

## **Legal matters**

The following summary is qualified by the relevant provisions of the Company's Memorandum of Association and the Articles of Association and the Companies Law.

- **Conversion**

The Company will be converted from a limited liability company into a PJSC prior to Listing. The Company's Memorandum of Association and Articles of Association referred to in this Prospectus are the Memorandum of Association and the Articles of Association which the Company will adopt upon conversion.

- **Articles of Association**

The Company's Articles of Association describe the rights and obligations associated with the ownership of the Shares in detail.

- **Attending General Assembly and voting rights**

Each Shareholder shall have the right to attend the General Assembly meetings and shall have a number of votes equal to the number of their Shares.

- **Share register**

Upon Listing on the ADX, the Shares will be dematerialised and the share register will be maintained by the ADX.

- **Financial information**

A Shareholder is entitled to request a copy of the annual audited consolidated financial statements of the Company.

- **Financial year**

The financial year of the Company will start on the 1st of January and end on 31st of December of each year. The first financial year of the Company will start upon incorporation of the Company as a public joint stock company and end on December 31 of the following year.

## **Dividends and liquidation proceeds**

The Company shall pay dividends on Shares in compliance with the regulations and decisions issued by SCA. Eligible Shareholders shall have the sole right to the profits due on those Shares. In the event of liquidation of the Company, each Shareholder shall be entitled to a part of the Company's assets in accordance with Article 223 of the Companies Law.

- **Interim Dividends**

Subject to the shareholders' approval, the Company may distribute interim dividends on a semi-annual or quarterly basis.

- **General Assembly**

The Board may convene a General Assembly whenever it deems necessary. The Shareholders may also require the Board to convene a meeting if it is requested by a number of Shareholders holding not less than 10% (ten per cent.) of the Company's issued share capital. In any event, the General Assembly must convene at least once a year upon an invitation by the Board within the four (4) months following the end of the financial year at the place and the time specified in the invitation to the meeting.

Any resolution adopted by the General Assembly without consideration to the Company's interests in favour of a particular group of shareholders, causing damage to them or providing a private benefit to the members of the Board or to third parties, may be revoked.

The judgment annulling a resolution of a General Assembly shall consequently lead to the resolution being considered as non-existent vis a vis all Shareholders. The Board must publish the annulment judgment in two local daily newspapers published in the Arabic language.

Proceedings for annulment are time barred on the expiry of sixty days from the date of adopting the resolution contested. Initiating the proceedings will not prevent the implementation of the resolution unless the court decides otherwise.

- **Liability of the Board**

The Board shall be liable towards the Company, the Shareholders and third parties for all acts of fraud, abuse of power, violation of the law or the Company's Articles of Association, in addition to mismanagement. The Company shall have the right to initiate proceedings against the members of the Board claiming damages suffered by the Shareholders as a result of the Board's abuse of power, violation of the law or the Company's Articles of Association and mismanagement. A resolution of the General Assembly shall be adopted specifying who shall initiate the proceedings on behalf of the Company.

Any Shareholder may independently initiate proceedings if the Company fails to do so if the Board's acts have caused a particular damage to the initiating Shareholder. However, he must notify the Company of his intention to initiate proceedings beforehand.

- **Appointment of the Chairman and the Powers of the Chairman**

The Articles of Association provide that the Board shall elect, from amongst their members, a Chairman and a Vice-Chairman. The Chairman shall represent the Company before the courts and shall execute the resolutions adopted by the Board. In the event that there is an equality of votes by the directors, then the Chairman shall have a casting vote.

- **Independent Auditors**

The Audited Financial Statements included in this Prospectus have been audited by Deloitte (the "**Independent Auditors**") in accordance with the International Standards on Auditing as stated in their independent auditor's report appearing herein.

The address of the Independent Auditors is Al Sila Tower, 11th Floor, Abu Dhabi Global Market Square, P.O. Box 990, Abu Dhabi, United Arab Emirates.

### **Details of any employee ownership scheme**

The Company does not have any employee share ownership schemes. However, Management is evaluating various options regarding the potential introduction of an employee incentive scheme after Listing.

### **Acknowledgement issued by the Founders' Committee**

The members of the Founders' Committee of **Alpha Data PJSC** (a public joint stock company under incorporation in the Emirate of Abu Dhabi, UAE), in their joint and several capacity, hereby acknowledge full responsibility with respect to the validity of the data and information contained in this Prospectus. Having exercised the standard of care of a reasonable person, they confirm that there is no material fact or information the lack of which in this Prospectus will make any statement contained therein be misleading or influential in the investment decision of the Subscribers.

They are committed to the issuance and disclosure rules issued by the SCA and undertake to notify the SCA of any material events or changes that may affect the financial position of the Company as of the date of submitting to the SCA the application to offer the Shares for public subscription until the date that the subscription process starts. They also confirm that they applied adequate diligence in concluding agreements that determine the duties and responsibilities of the parties participating in the subscription process according to the best terms available at the contractual date and pursuant to the requirements issued by the SCA.

Upon any change or amendment in the subscription information or conditions, they undertake to notify the SCA immediately and to obtain the approval of the SCA on the advertisements, publication and promotional campaigns that the Company may wish to publish to promote and introduce the subscription.

Upon the completion of the subscription, they undertake to convene the constitutive general assembly on the date, time and place mentioned in this Prospectus and to complete the registration and Listing of the subscribed Shares with the competent bodies within a period not exceeding the time appointed by the SCA.

## **Annex (1) – Audited Financial Statements**

**ALPHA DATA LLC**

**Reports and consolidated  
financial statements for the year  
ended 31 December 2024**

# **ALPHA DATA LLC**

## **Reports and consolidated financial statements for the year ended 31 December 2024**

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**Directors' report  
for the year ended 31 December 2024**

The Directors present their annual report, together with the audited consolidated financial statements of the Company and its subsidiaries ("the Group") for the year ended 31 December 2024.

**Principal activity**

The principal activities of the Group are the provision of infrastructure solutions and services involving computers, networks, intelligent cabling, telecom equipment and audio-visual systems, software development and installations thereof. The Group also provides offering and services such as alpha public cloud, mobility, big data, and security solutions.

**Results**

Revenue for the year was AED 2,323.11 million compared to AED 2,006.62 million for the preceding year. Total comprehensive income for the year was AED 126.83 million compared to AED 133.09 million for the preceding year.

**The proposed appropriation of profits is as follow:**

	<b>AED</b>
Retained earnings at 1 January 2024	543,038,456
Total comprehensive income for the year	126,834,248
Dividends paid	(434,886,982)
Zakat paid	(10,861,000)
Increase in share capital	(27,000,000)
Increase in statutory reserve	(13,500,000)
	<hr/>
<b>Retained earnings at 31 December 2024</b>	<b>183,624,722</b>
	<hr/> <hr/>

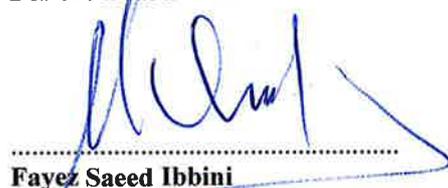
**Release**

The Directors release from liability the management and the external auditor in connection with their duties for the year ended 31 December 2024.

**Auditors**

The Directors propose the reappointment of Deloitte & Touche (M.E.) as external auditor of the Group for the year ending 31 December 2025.

**For the Board of Directors**

  
.....  
**Fayed Saeed Ibbini**

  
.....  
**Faraj Ali Bin Hamoodah**

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying consolidated financial statements of Alpha Data LLC (the "Company") and its subsidiaries (together 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 and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year, and notes to the consolidated financial statements, including a summary of 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 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 have 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 Ethics Standards Board for Accountants' Codes of Ethics for Professional Accountants (IESBA Code) together with the other ethical requirements that are relevant to our audit of the Group's 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.

#### Other Information

Management is responsible for the other information. The other information comprises the Directors' report, which we obtained prior to the date of this auditors' report. The other information does not include the financial statements and our auditor's report thereon.

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

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

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



## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC (continued)

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

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism 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 risk, 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 the one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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.

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC (continued)

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- 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 group financial statements. We are responsible for the direction, supervision and review of the audit work performed for 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.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Further, as required by the UAE Federal Decree-Law No. (32) of 2021, we report that:

- We have obtained all the information we considered necessary for the purposes of our audit;
- The consolidated financial statements of the Group have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree-Law No. (32) of 2021;
- The Group has maintained proper books of account;
- the financial information included in the Directors' report is consistent with the Group's books of account;
- As disclosed in note 1 to the consolidated financial statements, the Company has not purchased or invested any in shares during the financial year ended 31 December 2024;
- Note 23 to the consolidated financial statements of the Group discloses material related party transactions, the terms under which they were conducted; and
- Based on the information that has been made available to us nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2024 any of the applicable provisions of the UAE Federal Decree-Law No. (32) of 2021 or of its Articles of Association which would materially affect its activities or its financial position as at 31 December 2024.

Deloitte & Touche (M.E.)



Mohammad Khamees Al Tah  
Registration No. 717  
3 February 2025  
Abu Dhabi  
United Arab Emirates

**Consolidated statement of financial position  
at 31 December 2024**

	Notes	2024 AED	2023 AED
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and equipment	5	16,627,310	46,991,740
Investment properties	7	15,945,000	176,743,193
<b>Total non-current assets</b>		<b>32,572,310</b>	<b>223,734,933</b>
<b>Current assets</b>			
Inventories and work in progress	8	170,952,168	269,053,279
Contract assets	9	352,795,707	242,799,350
Trade and other receivables	10	368,880,765	379,367,524
Cash and bank balances	11	35,367,079	103,076,793
<b>Total current assets</b>		<b>927,995,719</b>	<b>994,296,946</b>
<b>Total assets</b>		<b>960,568,029</b>	<b>1,218,031,879</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share capital	12	30,000,000	3,000,000
Statutory reserve	13	15,000,000	1,500,000
Retained earnings		183,624,722	543,038,456
<b>Total equity</b>		<b>228,624,722</b>	<b>547,538,456</b>
<b>Non-current liabilities</b>			
Trade finance	16	2,118,810	2,979,080
Provision for employees' end of service benefit	14	44,322,201	39,613,382
<b>Total non-current liabilities</b>		<b>46,441,011</b>	<b>42,592,462</b>
<b>Current liabilities</b>			
Bank borrowings	15	12,451,182	-
Trade and other payables	16	660,387,067	627,900,961
Income tax payable	17	12,664,047	-
<b>Total current liabilities</b>		<b>685,502,296</b>	<b>627,900,961</b>
<b>Total liabilities</b>		<b>731,943,307</b>	<b>670,493,423</b>
<b>Total equity and liabilities</b>		<b>960,568,029</b>	<b>1,218,031,879</b>

  
Fayer Saeed Ibbini

  
Faraj Ali Bin Hamoodah

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of profit or loss  
for the year ended 31 December 2024**

	Notes	2024 AED	2023 AED
<b>Revenue</b>	<b>18</b>	<b>2,323,114,646</b>	2,006,617,742
Cost of sales	19	<b>(2,032,066,756)</b>	(1,738,269,158)
		<hr/>	<hr/>
<b>Gross profit</b>		<b>291,047,890</b>	268,348,584
General and administrative expenses	20	<b>(161,387,950)</b>	(146,055,201)
Finance (costs)/income, net		<b>(3,420,027)</b>	1,277,057
Net fair value gain on investment properties	7	<b>1,947,600</b>	-
Other income	21	<b>11,310,782</b>	9,515,995
		<hr/>	<hr/>
<b>Profit before tax</b>		<b>139,498,295</b>	133,086,435
Income tax expense	17	<b>(12,664,047)</b>	-
		<hr/>	<hr/>
<b>Profit after tax</b>		<b>126,834,248</b>	133,086,435
		<hr/>	<hr/>
<b>Basic and diluted earnings per share (AED)</b>	<b>22</b>	<b>0.24</b>	4,436,214
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of comprehensive income  
for the year ended 31 December 2024**

	Notes	2024 AED	2023 AED
<b>Profit after tax</b>		<b>126,834,248</b>	133,086,435
Other comprehensive income		-	-
<b>Total comprehensive income for the year</b>		<b>126,834,248</b>	133,086,435

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of changes in equity  
for the year ended 31 December 2024**

	<b>Share capital AED</b>	<b>Statutory reserve AED</b>	<b>Retained earnings AED</b>	<b>Total Equity AED</b>
Balance at 1 January 2023	3,000,000	1,500,000	509,712,021	514,212,021
Dividends paid (note 26)	-	-	(90,000,000)	(90,000,000)
Zakat paid (note 27)	-	-	(9,760,000)	(9,760,000)
Total comprehensive income for the year	-	-	133,086,435	133,086,435
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 1 January 2024	3,000,000	1,500,000	543,038,456	547,538,456
Total comprehensive income for the year	-	-	126,834,248	126,834,248
Dividends (note 26)	-	-	(434,886,982)	(434,886,982)
Zakat paid (note 27)	-	-	(10,861,000)	(10,861,000)
Increase in share capital (note 12)	27,000,000	-	(27,000,000)	-
Increase in statutory reserve (note 13)	-	13,500,000	(13,500,000)	-
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Balance at 31 December 2024</b>	<b>30,000,000</b>	<b>15,000,000</b>	<b>183,624,722</b>	<b>228,624,722</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of cash flows  
for the year ended 31 December 2024**

	Notes	2024 AED	2023 AED
<b>Cash flows from operating activities</b>			
Profit before tax		139,498,295	133,086,435
<b>Adjustments for:</b>			
Depreciation of property and equipment	5	5,035,588	6,297,188
Allowance for expected credit losses	10	7,613,208	7,100,952
Employees' end of service benefit charge	14	9,613,465	8,990,830
Allowance for inventory obsolescence	8	3,292,400	3,242,400
Finance costs/(income), net		3,420,027	(1,277,057)
Gain on disposal of property and equipment	21	(42,081)	(84,917)
Gain on fair valuation of investment properties	7	(1,947,600)	-
Loss on disposal of investment properties	21	396,000	-
		<hr/>	<hr/>
<b>Operating cash flows before changing in working capital</b>		<b>166,879,302</b>	<b>157,355,831</b>
Movements in working capital:			
Decrease/(increase) in inventories		94,808,711	(27,984,434)
Decrease/(increase) in trade and other receivables		4,653,700	(92,138,300)
(Increase)/decrease in contract assets		(109,996,359)	18,045,520
Increase in trade and other payables		31,625,839	72,095,699
Increase in deferred revenues		-	206,095
		<hr/>	<hr/>
<b>Cash generated by operating activities</b>		<b>187,971,193</b>	<b>127,580,411</b>
Employees' end of service benefit paid	14	(4,904,646)	(4,454,911)
		<hr/>	<hr/>
<b>Net cash generated by operating activities</b>		<b>183,066,547</b>	<b>123,125,500</b>
		<hr/>	<hr/>
<b>Cash flows used in investing activities</b>			
Payments for advances paid on purchases of investment properties	6	-	(381,412)
Payments for additions in property and equipment	5	(1,466,918)	(2,726,700)
Payments for additions in investment properties	7	-	(210,793)
Proceeds from disposal of property and equipment		45,502	231,563
Proceeds from sale of investment properties		3,500,000	-
		<hr/>	<hr/>
<b>Net cash generated by (used in) investing activities</b>		<b>2,078,584</b>	<b>(3,087,342)</b>
		<hr/>	<hr/>
<b>Cash flow used in financing activities</b>			
Dividends and zakat paid		(261,886,000)	(99,760,000)
Finance (cost paid)/income received, net		(3,420,027)	1,277,057
		<hr/>	<hr/>
<b>Net cash used in financing activities</b>		<b>(265,306,027)</b>	<b>(98,482,943)</b>
		<hr/>	<hr/>
<b>Net (decrease)/increase in cash and bank balances</b>		<b>(80,160,896)</b>	<b>21,555,215</b>
Cash and bank balances at the beginning of the year		103,076,793	81,521,578
		<hr/>	<hr/>
<b>Cash and bank balances at the end of the year</b>	<b>11</b>	<b>22,915,897</b>	<b>103,076,793</b>
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.



**Notes to the consolidated financial statements  
for the year ended 31 December 2024****1 General information**

Alpha Data LLC (“the Group”) and its subsidiaries (together “the Group”) is a limited liability Company registered in Abu Dhabi, United Arab Emirates (“UAE”). The registered office is P.O. Box 45384, Abu Dhabi, UAE.

The principal activities of the Group are the provision of infrastructure solutions and services involving computers, networks, intelligent cabling, telecom equipment and audio-visual systems, software development and installations thereof. The Group also provides offering and services like alpha public cloud, mobility, big data and security solutions.

The Group has not purchased or invested in any shares during the financial year ended 31 December 2024.

**2 Application of new and revised International Financial Reporting Standards (IFRSs)****2.1 New and revised IFRSs applied with no material effect on the consolidated financial statements**

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2024, have been adopted in these consolidated financial statements. The application of these revised IFRSs has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

- Amendments to IAS 1 Presentation of Financial Statements - Classification of Liabilities as Current or Non-current
- Amendments to IAS 1 Presentation of Financial Statements - Non-current Liabilities with Covenants
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures - Supplier Finance Arrangements
- Amendment to IFRS 16 Leases - Lease Liability in a Sale and Leaseback

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**2 Application of new and revised International Financial Reporting Standards (IFRSs)  
(continued)**

**2.2 New and revised IFRS in issue but not yet effective**

<u><b>New and revised IFRSs</b></u>	<u><b>Effective for annual periods beginning on or after</b></u>
Amendment to IAS 21 - Lack of Exchangeability	1 January 2025
Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards — Volume 11.	1 January 2026
The pronouncement comprises the following amendments:	
<ul style="list-style-type: none"> <li>• IFRS 1: Hedge accounting by a first-time adopter</li> <li>• IFRS 7: Gain or loss on derecognition</li> <li>• IFRS 7: Disclosure of deferred difference between fair value and transaction price</li> <li>• IFRS 7: Introduction and credit risk disclosures</li> <li>• IFRS 9: Lessee derecognition of lease liabilities</li> <li>• IFRS 9: Transaction price</li> <li>• IFRS 10: Determination of a ‘de facto agent’</li> <li>• IAS 7: Cost method</li> </ul>	
IFRS 18 Presentation and Disclosures in Financial Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Effective date not yet decided
IFRS Accounting Taxonomy 2023 - Update 2 Common Practice for Financial Instruments, General Improvements and Technology Update	Effective date not yet decided
IFRS Accounting Taxonomy 2023—Update 1 International Tax Reform—Pillar Two Model Rules, Supplier Finance Arrangements and Lack of Exchangeability	Effective date not yet decided
IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information	Effective date not yet decided by the regulator in the United Arab Emirates)
IFRS S2 Climate-related Disclosures	Effective date not yet decided by the regulator in the United Arab Emirates)

The above stated new standards and amendments are not expected to have any significant impact on these consolidated financial statements of the Group.

There are no other applicable new standards and amendments to published standards or IFRIC interpretations that have been issued that would be expected to have a material impact on these consolidated financial statements of the Group.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)****3 Summary of material accounting policy information****Statement of compliance**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and applicable requirements of the UAE Federal Law No. (32) of 2021.

**Basis of preparation**

The consolidated financial statements have been prepared on the historical cost basis except for the investment properties which are recognized at fair value. The principal accounting policies adopted are set out below:

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

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

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

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

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**3 Summary of material accounting policy information (continued)**

**Basis of consolidation (continued)**

Details of the Group's subsidiaries are as follows:

Name of subsidiary	Place of incorporation and operation	Legal status	Proportion of ownership interest		Principal activities
			2024	2023	
Tuqnia LLC OPC	UAE	Limited Liability Company	100%	100%	Computer trading, network maintenance and wireless system equipment trading and installation.
Foresight Technology LLC OPC	UAE	Limited Liability Company	100%	100%	Ready software trading, computer network maintenance and computer system and software design.
Alpha Data Recruitment LLC OPC	UAE	Limited Liability Company	100%	100%	Supply of labors on demand.
Alpha Data Technology	Qatar	Limited Liability Company	100%	100%	IT installation, data processing and equipment's, maintenance services, set up/develop computer programs and systems.
Alpha Data Information Technology L.L.C.	Qatar	Limited Liability Company	100%	-	IT installation, data processing and equipment's, maintenance services, set up/develop computer programs and systems.
Alpha Data Information Technology (Single Person Limited Liability Company)	KSA	Sole proprietorship	100%	100%	Construction Information and Communication Other service activities

Tuqnia LLC was registered in the name of Bin Hamoodah Company and Mr. Fayez Saeed Ibbini, Chief Executive Officer, and was assigned to the Company, and held in trust for the benefit of the Company as at 31 December 2022. The shareholders transferred the legal ownership on 13 November 2023 and the name was changed to Tuqnia LLC OPC.

Foresight Technology LLC was registered in the name of Mr. Faraj Ali Bin Hamoodah, chairman, and was assigned to the Company and held in trust for the benefit of the Company as at 31 December 2022. The shareholders transferred the legal ownership on 10 November 2023 and the name was changed to Foresight Technology LLC OPC.

Alpha Data Recruitment LLC, was registered in the name of Khaled Ghamem Ali Binhamouda Aldhaheri, director, and was assigned to the Company and held in trust for the benefit of the Company as 31 December 2022. The shareholders transferred the legal ownership on 13 November 2023 and the name was changed to Alpha Data Recruitment LLC OPC.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**3 Summary of material accounting policy information (continued)**

**Basis of consolidation (continued)**

Alpha Data Technology, registered in the name of Alpha Data LLC and Naser Jasim Hasan Ahmed Al Khalf (Sponsor), is assigned to the Company, and is held in trust for the benefit of the Company.

Alpha Data Information Technology L.L.C. is established in 24 October 2024.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group.

All intra-group transactions, balances, income, and expenses are eliminated on consolidation.

**Property and equipment**

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment loss. Historical cost includes expenditure that is directly attributable to the acquisition of the asset.

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 profit or loss in the period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual values over their estimated useful lives as follows:

	<b>Years</b>
Buildings	20
Leasehold improvement	4 - 8
Computer equipment	4 - 5
Motor vehicles	3 - 6
Furniture and office equipment	4

Land is not depreciated.

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.

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

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)****3 Summary of material accounting policy information (continued)****Investment property**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

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

Investment properties are stated at fair value as at the reporting date. Gains or losses arising from changes in the fair values are included in the consolidated statement of profit or loss in the year in which they arise. The fair values of investment properties are determined by an independent professional valuer.

The determination of the fair value of investment properties requires the use of estimates such as projected annual net operating income based on expected lease and capitalizing it in perpetuity. These estimates are based on local market conditions existing at the consolidated statement of financial position date. In arriving at their estimates of fair values as at 31 December 2024 and 2023, the valuers have used their market knowledge and professional judgment and have not only relied solely on historic transactional comparables. The valuations were prepared in accordance with the Royal Institution of Chartered Surveyors "RICS" valuation standards.

**Direct comparison approach**

The direct comparison approach was used in determining the fair value of the investment properties. The direct comparison approach involves making adjustments to the sale price of comparable properties to account for differences in location, plot area and shape, potential built-up area allowance, height allowance, date of sale, potential views and other individual characteristics.

**Inventories and work in progress**

Inventories are valued at the lower of cost and net realisable value. Cost is determined on the weighted average cost basis and comprises invoiced cost, related freight charges and import duties. Net realisable value represents the estimated selling price less all estimated costs to be incurred in marketing, selling and distribution.

Work in progress includes cost and expenses incurred directly relating to projects, which are yet to be completed and invoiced.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)****3 Summary of material accounting policy information (continued)****Impairment of tangible assets**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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

**Employee benefits**

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

A provision is made for the full amount of end of service benefits due to non-UAE national employees in accordance with UAE Federal Labour Law, for their year of service up to the reporting date. The accrual relating to annual leave is disclosed as a current liability, while the provision relating to end of service benefit is disclosed as a non-current liability.

Monthly pension contributions are made in respect of UAE National employees, who are covered by the Law No. 2 of 2000. The contribution made by the Group is charged to profit or loss. The pension fund is administered by the Government of Abu Dhabi, Finance Department, represented by the Abu Dhabi Retirement Pensions and Benefits Fund.

## Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

### 3 Summary of material accounting policy information (continued)

#### Revenue recognition

Revenue is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for transferring goods or services to customer, excluding amounts collected on behalf of third parties. Revenue is adjusted for expected discounts and volume discounts, which are estimated based on the historical data or forecast and projections. The Group recognises revenue when it transfers control over goods or services to its customers.

The stand-alone selling prices are determined based on the observable price at which the Group sells the products and services on a standalone basis. For items that are not sold separately the Group estimates standalone selling prices using other methods (i.e., adjusted market assessment approach, cost plus margin approach or residual approach).

Management considers recognising revenue over time, if one of the following criteria is met, otherwise revenue will be recognised at a point in time:

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

The Group recognizes revenue from the following segments:

- Solutions segment, which provides integration of IT technologies which includes a complete range of service such as supply of servers, storage solutions, printing solutions, security solutions and services to a variety of customers. This segment is to deliver a successful integration of complex systems which requires both specialized skills and the right level of experience.

There are contracts in this segment which provides one complete solution including supply of hardware, software, installation and maintenance and support for specialized business operations, which can be short-term or long-term in nature. Such services are recognized as performance obligation satisfied over time based on stage of completion based on actual cost to estimated cost to complete. The transaction price is fixed in accordance with the contract.

In some contracts in this segment which include delivery software to its customers, of which revenue is recognized as the performance obligation is satisfied at a point in time based on deliveries. For licenses, the Group satisfies its performance obligation at the point in time when the right to use is granted to the customer, as the related software have significant stand-alone functionality and a substantial portion of the benefit is derived from this functionality. The customer can direct the use of, and obtain substantially all of the remaining benefits from, the license at the point in time at which the license transfers. The transaction price is fixed in accordance with the contract.

In some contracts in this segment, the customer may require the Company to source specific hardware that will be needed for the customer's use. Revenue for procurement of hardware is recognised at a point in time as these are delivered at a specific point in time, i.e. when the hardware is delivered and transferred to the customer. The transaction price is determined according to the contract.

## Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

### 3 Summary of material accounting policy information (continued)

#### Revenue recognition (continued)

- Service segment, which involves hardware support through to proactive 24/7 infrastructure and applications management. Services help shape our customers develop and run their operations and include a range of services that deliver solutions and transition services, on time, on budget and within your agreed criteria. Revenue is recognized from these contracts when the related services are provided to the customer over a period of time based on term of the contract. The transaction price is fixed in accordance with the contract.
- Talent segment, which involves outsourcing resources to customers who are looking for excellent people who are able to contribute to the organizations where they work. Revenue is recognized from these contracts when the related services are provided to the customer over a period of time based on term of the contract. The transaction price is fixed in accordance with the contract.

#### Contract assets and liabilities

The Group has determined that contract assets and liabilities are to be recognised at the performance obligation level and not at the contract level and both contract assets and liabilities are to be presented separately in the financial statements. The Group classifies its contract assets and liabilities as current and non-current based on the timing and pattern of flow of economic benefits.

#### Foreign currencies

For the purpose of these consolidated financial statements, the UAE Dirhams (AED) is the functional and the presentation currency of the Group.

Transactions in currencies other than AED (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

#### 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  
for the year ended 31 December 2024 (continued)****3 Summary of material accounting policy information (continued)****Financial instruments**

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

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

***Financial assets******Classification of financial assets*****(i) Debt instruments designated at amortised cost**

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- 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.

**(ii) Debt instrument designated at other comprehensive income**

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- 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.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

For financial instruments other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**3 Summary of material accounting policy information (continued)**

**Financial instruments (continued)**

*Financial assets (continued)*

*Amortised cost and effective interest rate method*

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

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

*Classification of financial assets (continued)*

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

Interest income is recognised in profit or loss and is included in the "finance income - interest income" line item.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)****3 Summary of material accounting policy information (continued)****Financial instruments (continued)***Financial assets (continued)**Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses on, trade receivables, contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions 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.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**3 Summary of material accounting policy information (continued)**

**Financial instruments (continued)**

*Financial assets (continued)*

*Impairment of financial assets (continued)*

(i) Significant increase in credit risk (continued)

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (1) The financial instrument has a low risk of default,
- (2) The borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (3) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

(ii) Definition of default

The Group employs statistical models to analyse the data collected and generate estimates of probability of default (“PD”) of exposures with the passage of time. This analysis includes the identification for any changes in default rates and changes in key macro-economic factors across various geographies of the Group.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event (see (ii) above);
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower’s financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**3 Summary of material accounting policy information (continued)**

**Financial instruments (continued)**

*Financial assets (continued)*

*Impairment of financial assets (continued)*

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

*Derecognition of financial assets*

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment's revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**3 Summary of material accounting policy information (continued)**

**Financial instruments (continued)**

*Financial liabilities*

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

*Financial liabilities at FVTPL*

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in the consolidated statement of profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in the consolidated statement profit or loss incorporates any interest paid on the financial liability.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in statement of other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch statement of in profit or loss. The remaining amount of change in the fair value of liability is recognised in statement of profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in statement of other comprehensive income are not subsequently reclassified to statement of profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

*Financial liabilities measured subsequently at amortised cost*

Financial liabilities that are not designated as FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

*Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled, or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

*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.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**3 Summary of material accounting policy information (continued)**

**Current and deferred tax**

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

Current tax

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

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated statement of financial position and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the condensed statement of financial position and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

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 profits will be available to allow all or part of the asset to be recovered.

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

Current and deferred tax are recognised in condensed statement of profit or loss and other comprehensive income, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

## Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

### 4 Critical accounting judgments and key sources of estimation uncertainty

While applying the accounting policies as stated in note 3, management 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. The significant judgments and estimate made by management are summarised as follows:

#### Critical judgments in applying the Group's accounting policies

In the process of applying Group's accounting policies, management is of the opinion that there is no instance of application of judgements which is expected to have a significant effect on the amounts recognised in the Consolidated financial statements, apart from those involving estimations described below.

#### Classification of properties

In the process of classifying properties, management has made various judgments. Judgment is needed to determine whether a property qualifies as an investment property, property, plant and equipment and/or property held for resale. The Group develops criteria so that it can exercise that judgment consistently in accordance with the definitions of investment property, property, plant and equipment and property held for resale. In making its judgment, management considered the detailed criteria and related guidance for the classification of properties as set out in IAS 2, IAS 16 and IAS 40, in particular, the intended usage of the property as determined by management.

#### Significant increase in credit risk

As explained in note 3, ECL are measured as an allowance equal to lifetime ECL for assets. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

#### Revenue recognition

Management considers recognising revenue over time, if one of the following criteria is met, otherwise revenue will be recognised at a point in time:

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

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)****4 Critical accounting judgments and key sources of estimation uncertainty (continued)**Judgements in determining the timing of satisfaction of performance obligations

The Group generally recognise revenue over time as it performs continuous transfer of control of goods or services to the customers. Because customers simultaneously receives and consumes the benefits provided and the control transfer takes place over time, revenue is also recognised based on the extent of transfer/completion of transfer of each performance obligation. In determining the method for measuring progress for these POs, we have considered the nature of these goods and services as well as the nature of its performance.

For performance obligations satisfied at a point in time, the Group considers the general requirements of control (i.e. direct the use of asset and obtain substantially all benefits) and the following non-exhaustive list of indicators of transfer of control:

- Entity has present right to payment
- Customer has legal title
- Entity has transferred legal possession
- Customer has significant risk and rewards
- Customer has accepted the asset

**Key sources of estimation uncertainty**

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

Calculation of loss allowance

When measuring ECL the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. As at 31 December 2024, the Group's allowance for impairment of trade receivables amounted to AED 28.57 million (2023: AED 46.75 million).

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**5 Property and equipment**

	<b>Land AED</b>	<b>Buildings AED</b>	<b>Leasehold improvement AED</b>	<b>Computer equipment AED</b>	<b>Motor vehicles AED</b>	<b>Furniture and office equipment AED</b>	<b>Total AED</b>
<b>Cost</b>							
At 1 January 2023	1,780,150	68,785,461	7,716,497	24,282,752	5,026,039	10,862,599	118,453,498
Additions	-	959,357	-	874,572	457,747	435,024	2,726,700
Disposals	-	-	-	-	(683,543)	-	(683,543)
At 1 January 2024	1,780,150	69,744,818	7,716,497	25,157,324	4,800,243	11,297,623	120,496,655
Additions	-	1,034	-	1,183,845	223,818	58,221	1,466,918
Disposals	-	-	(1,700,778)	(8,266,003)	(174,000)	(3,818,080)	(13,958,861)
Transfer	(1,780,150)	-	-	-	-	-	(1,780,150)
Transferred as dividend in kind (note 26)	-	(41,385,666)	-	-	-	-	(41,385,666)
<b>At 31 December 2024</b>	<b>-</b>	<b>28,360,186</b>	<b>6,015,719</b>	<b>18,075,166</b>	<b>4,850,061</b>	<b>7,537,764</b>	<b>64,838,896</b>
<b>Accumulated depreciation</b>							
At 1 January 2023	-	26,515,633	4,899,018	22,471,217	3,874,836	9,983,920	67,744,624
Charge for the year	-	4,355,487	-	1,065,397	450,179	426,125	6,297,188
Elimination on disposal	-	-	-	-	(536,897)	-	(536,897)
At 1 January 2024	-	30,871,120	4,899,018	23,536,614	3,788,118	10,410,045	73,504,915
Charge for the year	-	3,251,544	336,405	786,069	513,920	147,650	5,035,588
Elimination on disposal	-	-	(1,700,510)	(8,263,267)	(173,998)	(3,817,665)	(13,955,440)
Transferred as dividend in kind (note 26)	-	(16,373,477)	-	-	-	-	(16,373,477)
<b>At 31 December 2024</b>	<b>-</b>	<b>17,749,187</b>	<b>3,534,913</b>	<b>16,059,416</b>	<b>4,128,040</b>	<b>6,740,030</b>	<b>48,211,586</b>
<b>Carrying amount</b>							
<b>At 31 December 2024</b>	<b>-</b>	<b>10,610,999</b>	<b>2,480,806</b>	<b>2,015,750</b>	<b>722,021</b>	<b>797,734</b>	<b>16,627,310</b>
At 31 December 2023	1,780,150	38,873,698	2,817,479	1,620,710	1,012,125	887,578	46,991,740

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**6 Advances paid on purchases of properties**

	<b>2024</b>	2023
	<b>AED</b>	AED
At 1 January	-	5,485,988
Addition during the year	-	381,412
Transfer to investment property (note 7)	-	(5,867,400)
	<hr/>	<hr/>
<b>At 31 December</b>	<b>-</b>	<b>-</b>
	<hr/> <hr/>	<hr/> <hr/>

Advances paid represents amounts paid to purchase of properties in Dubai. During the prior year, the construction was completed, and the property was handed over to the Group. The related cost of AED 5.87 million was transferred to investment properties, based on the determined use of such properties, i.e., internal use and rental purposes.

**7 Investment properties**

	<b>2024</b>	2023
	<b>AED</b>	AED
At 1 January	<b>176,743,193</b>	170,664,999
Transfer to asset held for distribution (note 26)	<b>(158,849,793)</b>	-
Addition during the year	-	210,794
Transfer from advances paid on purchases of properties (note 6)	-	5,867,400
Sold during the year	<b>(3,896,000)</b>	-
Fair value gain	<b>1,947,600</b>	-
	<hr/>	<hr/>
<b>At 31 December</b>	<b>15,945,000</b>	176,743,193
	<hr/> <hr/>	<hr/> <hr/>

The investment properties are situated in Dubai and Abu Dhabi, UAE.

The Group's investment properties are stated at fair value at reporting period and at 31 December 2024 based on the following:

	<b>2024</b>	2023
	<b>AED</b>	AED
Valued by independent external valuer	<b>15,945,000</b>	153,000,000
Internal management valuation	-	23,743,193
	<hr/>	<hr/>
<b>At 31 December</b>	<b>15,945,000</b>	176,743,193
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**7 Investment properties (continued)**

As at 31 December 2024, investment property with fair value of AED 15.95 million was valued by an independent external professionally qualified valuer, who holds a recognized relevant professional qualification and has recent experience in the locations and categories of the investment property valued. The valuation was determined by reference to direct comparison approach which involves adjusting the sale price of comparable properties to account for differences in location, plot area and shape, potential built-up area allowance, height allowance, date of sale, potential views and other individual characteristics (2023: AED 153.0 million).

As at 31 December 2023, investment properties with fair value of AED 23.74 million was determined internally by the management based on discounted cash flow (DCF) method, fair value is estimated based on significant unobservable inputs. These inputs include: future rental cash inflows based on the actual location, type and quality of the properties and supported by the terms of any existing lease, other contracts or external evidence such as current market rents for similar properties; discount rates reflecting current market assessments of the uncertainty in the amount and timing of cash flows; estimated vacancy rates based on current and expected future market conditions after expiry of any current lease; and terminal value taking into account assumptions regarding maintenance costs, vacancy rates and market rents.

For disclosure purposes these investment properties are being considered as Level 3.

During the year, rental income earned from investment properties amounted to AED 5.08 million (2023: AED 6.77 million) and direct cost incurred was AED 3.77 million (2023: AED 3.56 million).

**8 Inventories and work in progress**

	<b>2024</b> <b>AED</b>	2023 AED
Goods for resale	<b>56,026,820</b>	71,872,280
Work in progress	<b>118,512,918</b>	218,492,220
	<hr/>	<hr/>
	<b>174,539,738</b>	290,364,500
Less: allowance for inventory obsolescence	<b>(3,587,570)</b>	(21,311,221)
	<hr/>	<hr/>
	<b>170,952,168</b>	269,053,279
	<hr/> <hr/>	<hr/> <hr/>

The cost of inventories included in cost of sales amounted to AED 1.83 billion (2023: AED 1.54 billion).

The movement in the allowance for inventory obsolescence during the year is as follows:

	<b>2024</b> <b>AED</b>	2023 AED
At 1 January	<b>21,311,221</b>	18,578,235
Charge for the year	<b>3,292,400</b>	3,242,400
Inventory written off	<b>(21,016,051)</b>	(509,414)
	<hr/>	<hr/>
<b>At 31 December</b>	<b>3,587,570</b>	21,311,221
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**9 Contract assets**

	<b>2024</b>	2023
	<b>AED</b>	AED
Current	<b>352,795,707</b>	242,799,350

Contract assets balances relate to the Group's right on consideration for goods and services provided but not billed at the reporting date. Contract assets are recognized for any work performed in line with a series of performance related milestones under software development, installation and support service contracts in excess of amounts billed to the customer.

Any amount previously recognized as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. Payments that are not due from the customer until the services are complete and therefore a contract asset is recognized over the period in which the services are performed to represent the Group's right to consideration for the services transferred to date. All the contract assets are expected to be realized within one year hence classified under current assets.

There were no significant changes in the contract liability balances during the reporting period. The expected credit loss ("ECL") was assessed to be immaterial as at 31 December 2024 (31 December 2023: nil).

**10 Trade and other receivables**

	<b>2024</b>	2023
	<b>AED</b>	AED
Trade receivables:		
Local and federal government entities	<b>178,953,514</b>	177,194,017
Non-government entities	<b>161,928,887</b>	198,917,764
	<b>340,882,401</b>	376,111,781
Less: Allowance for expected credit loss	<b>(28,573,703)</b>	(46,750,610)
Net trade receivables	<b>312,308,698</b>	329,361,171
Prepayments and other receivables	<b>48,659,868</b>	35,561,552
Advances to suppliers	<b>7,000,145</b>	12,939,821
Retention receivables	<b>2,073</b>	383,669
Due from related parties (note 23)	<b>909,981</b>	1,121,311
	<b>368,880,765</b>	379,367,524

The average credit period on sale of goods and rendering of services is 60 to 90 days (2023: 60 to 90 days). No interest is charged on past due trade receivable balances.

Before accepting any new customer, the Group assesses the potential credit quality of the customer. The Group measures the provision for impairment for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor 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 debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**10 Trade and other receivables (continued)**

The Group has adopted a policy of dealing with only creditworthy counterparties. Adequate credit assessment is made before accepting an order from counterparty. Trade receivable balances at the end of the year of AED 103.20 million (2023: AED 134.01 million) is due from the Group's 10 major customers representing 30% (2023: 36%) of trade receivables.

The following table shows the movement in lifetime ECL that has been recognised for trade and other receivables in accordance with the simplified approach set out in IFRS 9.

	<b>Individually assessed AED</b>	<b>Collectively assessed AED</b>	<b>Total AED</b>
At 31 December 2022	22,255,572	17,394,086	39,649,658
Net re-measurement of loss allowance	354,069	6,746,883	7,100,952
	<hr/>	<hr/>	<hr/>
At 31 December 2023	<b>22,609,641</b>	<b>24,140,969</b>	<b>46,750,610</b>
Net re-measurement of loss allowance	<b>20,187,919</b>	<b>(12,574,711)</b>	<b>7,613,208</b>
Write-off	<b>(25,790,115)</b>	<b>-</b>	<b>(25,790,115)</b>
	<hr/>	<hr/>	<hr/>
<b>At 31 December 2024</b>	<b>17,007,445</b>	<b>11,566,258</b>	<b>28,573,703</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The following table details the risk profile of trade receivables based on the Group's provision matrix:

	<b>Past due</b>				<b>Specific provision AED</b>	<b>Total AED</b>
	<b>&lt;30 AED</b>	<b>31-90 AED</b>	<b>91-365 AED</b>	<b>&gt;365 AED</b>		
<b>31 December 2024</b>						
Expected credit loss rate	<b>1.74%</b>	<b>6.76%</b>	<b>13.42%</b>	<b>12.15%</b>	<b>60.99%</b>	<b>8.38%</b>
Estimated total gross carrying amount at default	<b>254,193,691</b>	<b>4,624,057</b>	<b>15,017,923</b>	<b>39,647,659</b>	<b>27,399,071</b>	<b>340,882,401</b>
Lifetime ECL	<b>4,422,970</b>	<b>312,586</b>	<b>2,015,405</b>	<b>4,815,296</b>	<b>17,007,446</b>	<b>28,573,703</b>
<b>31 December 2023</b>						
Expected credit loss rate	1.74%	6.76%	13.42%	20.75%	100.00%	12.43%
Estimated total gross carrying amount at default	224,948,000	27,953,341	34,523,142	66,077,657	22,609,641	376,111,781
Lifetime ECL	3,906,828	1,888,286	4,631,583	13,714,272	22,609,641	46,750,610

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**11 Cash and cash equivalents**

	<b>2024</b>	2023
	<b>AED</b>	AED
Cash in hand	<b>404,556</b>	259,679
Cash at bank	<b>34,962,523</b>	102,817,114
	<hr/>	<hr/>
<b>Cash and cash equivalents</b>	<b>35,367,079</b>	103,076,793
	<hr/> <hr/>	<hr/> <hr/>

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	<b>2024</b>	2023
	<b>AED</b>	AED
Cash and cash equivalents	<b>35,367,079</b>	103,076,793
Bank overdrafts (note 15)	<b>(12,451,182)</b>	-
	<hr/>	<hr/>
<b>Cash and cash equivalents</b>	<b>22,915,897</b>	103,076,793
	<hr/> <hr/>	<hr/> <hr/>

Balances with banks are assessed to have low credit risk of default since these banks are highly regulated by the central banks of the respective countries. Accordingly, management of the Group estimates the loss allowance on balances with banks at the end of the reporting period at an amount equal to 12-month ECL. None of the balances with banks at the end of the reporting period are past due and taking into account the historical default experience and the current credit ratings of the bank, the management of the Group has assessed that there is no impairment, and hence have not recorded any loss allowances on these balances.

**12 Share capital**

The authorised, issued and fully paid share capital of the Company comprises of 1 billion shares of AED 0.03 each. (31 December 2023: 30 shares of AED 100,000 each). On 3 June 2024, the board of directors agreed to increase the Company's share capital as transfer from retained earnings amounting to AED 27.0 million, from AED 3.0 million to AED 30.0 million.

The shareholders and their respective interests are as follows:

	<b>31 December 2024</b>		
	<b>Number of shares</b>	<b>%</b>	<b>AED</b>
Bin Hamoodah Company L.L.C	<b>666,666,667</b>	<b>66.67%</b>	<b>20,000,000</b>
Ibbini Investment Company L.L.C	<b>333,333,333</b>	<b>33.33%</b>	<b>10,000,000</b>
	<hr/>	<hr/>	<hr/>
	<b>1,000,000,000</b>	<b>100%</b>	<b>30,000,000</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**12 Share capital (continued)**

	<b>31 December 2023</b>		
	<b>Number of shares</b>	<b>%</b>	<b>AED</b>
Bin Hamoodah Company L.L.C	<b>20</b>	<b>66.67%</b>	<b>2,000,000</b>
Ibbini Investment Company L.L.C	<b>10</b>	<b>33.33%</b>	<b>1,000,000</b>
	<b>30</b>	<b>100%</b>	<b>3,000,000</b>

**13 Statutory reserve**

In accordance with the UAE Federal Law No. (32) of 2021, and the Company's Articles of Association, 5% of the annual profits should be transferred to a non-distributable statutory reserve. Transfers to this reserve are required to be made until such time as it equals at least 50% of the paid-up share capital of the Company.

On 3 June 2024, the board of directors agreed to increase the Company's statutory reserve to AED 15 million, in line with the increase in the share capital through a transfer from retained earnings.

**14 Provision for employees' end of service benefit**

	<b>2024 AED</b>	<b>2023 AED</b>
At 1 January	<b>39,613,382</b>	35,077,463
Charge for the year	<b>9,613,465</b>	8,990,830
Paid during the year	<b>(4,904,646)</b>	(4,454,911)
<b>At 31 December</b>	<b>44,322,201</b>	39,613,382

**15 Bank borrowing**

	<b>2024 AED</b>	<b>2023 AED</b>
Bank overdraft	<b>12,451,182</b>	-

Bank overdrafts are obtained from local banks with an annual interest ranging from of one month EIBOR plus 2% per annum and are secured by personal and corporate guarantee of shareholders.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**16 Trade and other payables**

	<b>2024</b>	2023
	<b>AED</b>	AED
<i>Current</i>		
Advances from customers	<b>269,781,533</b>	250,304,177
Trade payables	<b>254,126,074</b>	233,955,791
Accrued expenses	<b>122,273,535</b>	122,513,150
VAT payable	<b>9,695,722</b>	8,273,213
Deferred revenue	<b>3,569,846</b>	2,499,178
Trade finance – current portion	<b>940,357</b>	10,355,452
	<hr/>	<hr/>
	<b>660,387,067</b>	627,900,961
	<hr/>	<hr/>
<i>Non-current</i>		
Trade finance	<b>2,118,810</b>	2,979,080
	<hr/>	<hr/>
	<b>662,505,877</b>	630,880,041
	<hr/> <hr/>	<hr/> <hr/>

The average credit period taken is 90 days (2023: 90 days). The Group has financial risk management policies in place to ensure that all payables are paid within the credit frame. No interest is charged on trade and other payables.

Trade finance pertains to outstanding balances payable in relation to the financing arrangements entered into by the Company to finance its purchase of goods and services from authorised suppliers. The financing arrangements have a tenure of 36 to 48 months and subject to interest rate of 2% per annum.

**17 Income tax**

On 9 December 2022, the United Arab Emirates (UAE) Ministry of Finance (“MoF”) released Federal Decree-Law No 47 of 2022 on the Taxation of Corporations and Businesses, Corporate Tax Law (“CT Law”) to enact a new CT regime in the UAE. The new CT regime has become effective for accounting periods beginning on or after 1 June 2023. As the Group’s accounting year ends on 31 December, the first tax period will be the period from 1 January 2024 to 31 December 2024, with the respective tax return to be filed on or before 30 September 2025. The taxable income of the entities that are in scope for UAE CT purposes is subject to the rate of 9% corporate tax.

The tax charge for year ended 31 December 2024 is AED 12.7 million (31 December 2023: AED nil million), representing an Effective Tax Rate (“ETR”) of 9% (31 December 2023: 0%). The ETR incorporates tax rates of the UAE.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**17 Income tax (continued)**

The average rate of income tax applied on taxable profit of 9%. The charge for the year reconciled to profit before tax as at 31 December 2024 is as follows:

	<b>2024 AED</b>
<b>Profit before tax</b>	<b>139,498,295</b>
Loss not subject to tax	<b>310,285</b>
Expenses not deductible for tax purposes	<b>380,800</b>
	<hr/>
Profit subject to tax	<b>140,189,380</b>
	<hr/>
Current tax charge	<b>12,664,047</b>
	<hr/> <hr/>

There were no deferred tax as at 31 December 2024 (31 December 2023: nil).

**18 Revenue**

	<b>2024 AED</b>	<b>2023 AED</b>
Solution	<b>1,834,733,357</b>	1,500,293,928
Services	<b>361,776,821</b>	367,544,510
Talent	<b>126,604,468</b>	138,779,304
	<hr/>	<hr/>
	<b>2,323,114,646</b>	2,006,617,742
	<hr/> <hr/>	<hr/> <hr/>

**Geographical markets:**

	<b>2024 AED</b>	<b>2023 AED</b>
UAE	<b>2,294,579,240</b>	2,005,388,604
Outside the UAE	<b>28,535,406</b>	1,229,138
	<hr/>	<hr/>
	<b>2,323,114,646</b>	2,006,617,742
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**19 Cost of sales**

	2024 AED	2023 AED
Direct materials	1,825,561,400	1,538,662,652
Staff costs	206,505,356	199,606,506
	<hr/>	<hr/>
	<b>2,032,066,756</b>	<b>1,738,269,158</b>
	<hr/> <hr/>	<hr/> <hr/>

**20 General and administrative expenses**

	2024 AED	2023 AED
Staff costs	97,485,261	87,641,540
Insurance	14,114,524	11,999,731
Commission	14,174,803	14,062,678
Provision for expected credit loss	7,613,208	7,100,952
Depreciation	4,948,669	6,184,447
Repairs and maintenance	3,284,127	1,571,434
Provision for inventory obsolescence	3,292,400	3,242,400
Transportation	2,708,512	2,366,615
Rent	1,256,832	1,238,987
Professional fees	3,418,386	606,562
Other costs	9,091,228	10,039,855
	<hr/>	<hr/>
	<b>161,387,950</b>	<b>146,055,201</b>
	<hr/> <hr/>	<hr/> <hr/>

**21 Other income**

	2024 AED	2023 AED
Rental income, net (note 7)	5,077,599	6,765,446
Gain on disposal of property and equipment	42,081	84,917
Loss on disposal of investment properties	(396,000)	-
Miscellaneous income	6,587,102	2,665,632
	<hr/>	<hr/>
	<b>11,310,782</b>	<b>9,515,995</b>
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**22 Basic and diluted earnings per share**

Basic earnings per share amounts is calculated by dividing the earnings for the period by the weighted average number of shares outstanding during the period.

There are no dilutive securities, therefore diluted earnings per share is the same as basic earnings per share. The following reflects the earnings and share data used in the earnings per share computations:

	<b>2024</b>	2023
	<b>AED</b>	AED
Profit for the period (AED)	<b>126,834,248</b>	133,086,435
Weighted average number of shares in issue	<b>519,125,697</b>	30
Basic and diluted earnings per share (AED)	<b>0.24</b>	4,436,214

**23 Related party transactions**

The Group, in its ordinary course of business, enters a variety of transactions at agreed terms and conditions, with companies, entities or individuals that fall within the definition of “related parties” as defined in IAS 24: *Related Party Disclosures*. Related parties mainly comprise the major shareholders, directors and entities related to them, companies under common ownership and/or common management and control, their partners and key management personnel.

Balances with related parties at the end of the reporting period are as follows:

	<b>2024</b>	2023
	<b>AED</b>	AED
<b>Due from related parties (note 9)</b>		
Al Geemi and Partners Contracting Company L.L.C.	<b>253,384</b>	179,412
Bin Hamoodah Trading and General Services L.L.C.	<b>1,859</b>	-
Bin Hamoodah Company L.L.C.	-	34,829
Bin Hamoodah Properties Company L.L.C	<b>3,155</b>	-
Gulf Industrial Services Company (GISCO) L.L.C.	<b>643,216</b>	752,681
Gulf Commercial Agency L.L.C.	-	127,614
Gulf Automatic Services and Oilfield Supplies (GASOS) L.L.C.	<b>8,367</b>	-
United Metal Works Establishment L.L.C.	-	26,775
	<b>909,981</b>	1,121,311

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**23 Related party transactions (continued)**

Transactions with related parties during the year are as follows:

	<b>2024 AED</b>	2023 AED
Revenue	<b>2,556,512</b>	3,187,339
Dividends distributed (note 26)	<b>434,886,982</b>	90,000,000

**Compensation of key management personnel**

The remuneration of key management during the year was as follows:

	<b>2024 AED</b>	2023 AED
Short term benefits	<b>6,042,574</b>	5,514,556
Long term benefits	<b>78,664</b>	83,860
	<b>6,121,238</b>	5,598,416

**24 Contingencies and commitments**

	<b>2024 AED</b>	2023 AED
Bank guarantees	<b>506,599,573</b>	494,667,765

The above bank guarantees were issued in the normal course of business.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)****25 Financial instruments****Significant accounting policies**

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 of the consolidated financial statements.

**Financial risk management**

The Group's management monitors and manages financial risks based on its internal company policies. The Group seeks to minimise the effects of financial risks by using appropriate risk management techniques which are reviewed by management on a continuous basis.

The Group does not enter or trade in financial instruments, including derivative financial instruments, for speculative purposes. The Group analyses financial risks under the following captions:

**Capital risk management**

The Group manages its capital to ensure it will be able to continue as a going concern while maximising the return on equity. The Group's overall strategy remains unchanged from 2023

The Group monitors and adjusts its capital structure with a view to promote the long-term success of the business while maintaining sustainable returns for shareholders. This is achieved through a combination of risk management actions including monitoring solvency, minimising financing costs, and maintaining high standards of business conduct.

Credit risk in relation to the Group refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group.

Key areas where the Group is exposed to credit risk are trade and other receivables, contract assets and bank and cash balances.

The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific non-related counterparties, and continually assessing the creditworthiness of such non-related counterparties.

**Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group, and arises principally from the Group's trade and other receivables and bank balances. The Group has adopted a policy of only dealing with creditworthy counterparties, however significant revenue is generated by dealing with high profile customers, for whom the credit risk is assessed to be low. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific non-related counter-parties, and continually assessing the creditworthiness of such non-related counter-parties. Bank balances are assessed to have low credit risk of default since these banks are highly regulated by the UAE Central Bank.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**25 Financial instruments (continued)**

**Credit risk management (continued)**

The amount that best represents maximum credit risk exposure on financial assets at the end of the reporting period, in the event counter parties fail to perform their obligations generally approximates their carrying value. Trade and other receivables and balances with banks are not secured by any collateral.

As at 31 December 2024, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. In order to minimise credit risk, the Group has tasked its Management to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the Management uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The tables below detail the credit quality of the Group's financial assets, contract assets and financial guarantee contracts, as well as the Group's maximum exposure to credit risk by credit risk rating grades.

	Notes	External credit ratings	Internal credit ratings	12 month or lifetime ECL	Gross carrying amount AED	Loss allowance AED	Net carrying amount AED
<b>31 December 2024</b>							
Trade receivables	10	N/A	i	Lifetime ECL	<b>340,882,401</b>	<b>(28,573,703)</b>	<b>312,308,698</b>
Due from related parties	23	N/A	i	Lifetime ECL	<b>909,981</b>	-	<b>909,981</b>
Cash and cash equivalents	11	AA	N/A	12-month ECL	<b>35,367,079</b>	-	<b>35,367,079</b>
Contract assets	9	N/A	i	Lifetime ECL	<b>352,795,707</b>		<b>352,795,707</b>
<b>31 December 2023</b>							
Trade receivables	10	N/A	i	Lifetime ECL	376,111,781	(46,750,610)	329,361,171
Due from related parties	23	N/A	i	Lifetime ECL	1,121,311	-	1,121,311
Cash and bank balances	11	AA	N/A	12-month ECL	103,076,793	-	103,076,793
Contract assets	9	N/A	i	Lifetime ECL	242,799,350		242,799,350

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**25 Financial instruments (continued)**

**Credit risk management (continued)**

- i. For trade receivables, contract assets, refundable deposits and due from related parties, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a loss rate, estimated based on historical credit loss experience based on the past due status of each debtor, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

**Liquidity risk management**

The Group manages liquidity risk by maintaining adequate reserves and banking facilities and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The table below summaries the maturity profile of the Group's non-derivative financial instruments. The contractual maturities of the financial instruments have been determined based on the remaining period at the end of the reporting period to the contractual maturity date. The maturity profile is monitored by management to ensure adequate liquidity is maintained.

The liquidity profile of the financial liabilities at the end of the reporting period was as follows:

	<b>Less than 3 months AED</b>	<b>3 to 12 months AED</b>	<b>1 to 5 years AED</b>	<b>More than 5 years AED</b>	<b>Total AED</b>
<b>31 December 2024</b>					
Trade and other payables (other than advances from customers)	-	389,665,177	-	-	389,665,177
Trade finance	-	940,357	2,118,810	-	3,059,167
Bank borrowing	12,451,182	-	-	-	12,451,182
	<u>12,451,182</u>	<u>390,605,534</u>	<u>2,118,810</u>	<u>-</u>	<u>405,175,526</u>
<b>31 December 2023</b>					
Trade and other payables (other than advances from customers)	-	367,241,332	-	-	367,241,332
Trade finance	-	10,355,452	2,979,080	-	13,334,532
	<u>-</u>	<u>377,596,784</u>	<u>2,979,080</u>	<u>-</u>	<u>380,575,864</u>

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**25 Financial instruments (continued)**

**Currency risk management**

Assets are typically funded in the same currency as that of the business being transacted to eliminate exchange exposure. Management believes that there is a minimal risk of significant losses due to exchange rate fluctuation and consequently the Group does not hedge foreign currency exposure.

**Fair value of financial assets and liabilities**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Management considers that the fair values of financial assets, investment properties and financial liabilities approximate their carrying amounts as stated in the consolidated financial statements.

**Fair value measurement of non-financial assets**

Fair value of investment properties has been determined by an independent valuer (the “Valuer”) using market value approach, based on the current property market condition in the UAE. The market has been assessed by the Valuer and certain internal data has been provided by the management, therefore, the fair valuation falls under level 3. The following are the valuation technique and fair value hierarchy as at 31 December 2024 and 2023:

	<b>Fair value AED</b>	<b>Fair value hierarchy</b>	<b>Valuation technique</b>
Investment properties	<b>15,945,000</b> (2023: 176,743,193)	Level 3	Direct comparison approach

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)****26 Dividends**

The Board of directors declared cash dividends as follows:

- AED 30.00 million on 2 January 2024
- AED 60.00 million on 20 March 2024
- AED 60.00 million on 2 July 2024
- AED 60.00 million on 6 August 2024
- AED 22.53 million on 1 October 2024
- AED 3.45 million on 19 November 2024
- AED 15.00 million on 31 December 2024

All cash dividends were paid during the year-ended 31 December 2024 (2023: AED 90.0 million).

*Dividend in kind*

On 19 August 2024, the Board of directors also declared dividends in the form of transfer of items of investment properties and property and equipment amounting to AED 158.85 million and AED 25.01 million, respectively. As of the reporting date, the legal ownership of assets is transferred to the shareholders.

**27 Zakat paid**

Zakat is calculated and paid at the discretion of the shareholders.

**28 Operating segment information**

The Group has three reportable segments, as described below, which are aligned with the Group's strategic business units. The strategic business units offer different products and services and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Board of Directors review internal management reports on at least a quarterly basis.

The following summary describes the operations in each of the Group's reportable segment:

- Solutions segment, which provides integration of IT technologies which includes a complete range of service such as supply of servers, storage solutions, printing solutions, security solutions and services to a variety of customers. This segment is to deliver a successful integration of complex systems which requires both specialized skills and the right level of experience;
- Service segment, which involves hardware support through to proactive 24/7 infrastructure and applications management. Services help shape our customers develop and run their operations and include a range of services that deliver solutions and transition services, on time, on budget and within your agreed criteria; and
- Talent segment, which involves outsourcing resources to customers who are looking for excellent people who are able to contribute to the organizations where they work.

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**28 Operating segment information (continued)**

Information regarding the results of each reportable segment is included below. Performance is measured based on segment gross profit, as included in the internal management reports data reviewed by the Group's executive management. Segment gross profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Information reported to the Board of Directors focuses on the financial performance of each business segment only. No information that includes the segments' assets and liabilities are reported to the Board of Directors.

Consolidated statement of profit or loss for the year ended 31 December 2024:

	<b>Solutions</b>	<b>Services</b>	<b>Talent</b>	<b>Total</b>
	<b>AED</b>	<b>AED</b>	<b>AED</b>	<b>AED</b>
Revenue from external customers	1,834,733,357	361,776,821	126,604,468	2,323,114,646
Cost of sales	(1,658,216,559)	(272,337,679)	(101,512,518)	(2,032,066,756)
Gross profit	<u>176,516,798</u>	<u>89,439,142</u>	<u>25,091,950</u>	<u>291,047,890</u>

Consolidated statement of profit or loss for the year ended 31 December 2023:

	<b>Solutions</b>	<b>Services</b>	<b>Talent</b>	<b>Total</b>
	<b>AED</b>	<b>AED</b>	<b>AED</b>	<b>AED</b>
Revenue from external customers	1,500,293,928	367,544,510	138,779,304	2,006,617,742
Cost of sales	(1,339,091,365)	(287,525,024)	(111,652,769)	(1,738,269,158)
Gross profit	<u>161,202,563</u>	<u>80,019,486</u>	<u>27,126,535</u>	<u>268,348,584</u>

Additional information required by IFRS 8 Segment Reporting, is disclosed below:

**Information about geographical segments**

Consolidated statement of profit or loss for the year ended 31 December 2024:

	<b>UAE</b>	<b>KSA</b>	<b>Qatar</b>	<b>Total</b>
	<b>AED</b>	<b>AED</b>	<b>AED</b>	<b>AED</b>
Revenue from external customers	2,294,579,240	24,257,609	4,277,797	2,323,114,646
Cost of sales	(2,007,480,316)	(20,747,226)	(3,839,214)	(2,032,066,756)
Gross profit	<u>287,098,924</u>	<u>3,510,383</u>	<u>438,583</u>	<u>291,047,890</u>

**Notes to the consolidated financial statements  
for the year ended 31 December 2024 (continued)**

**28 Operating segment information (continued)**

Consolidated statement of profit or loss for the year ended 31 December 2023:

	<b>UAE</b>	<b>KSA</b>	<b>Qatar</b>	<b>Total</b>
	<b>AED</b>	<b>AED</b>	<b>AED</b>	<b>AED</b>
Revenue from external customers	2,005,388,605	158,637	1,070,500	2,006,617,742
Cost of sales	(1,736,808,150)	(309,460)	(1,151,548)	(1,738,269,158)
Gross profit	<u>268,580,455</u>	<u>(150,822)</u>	<u>(81,048)</u>	<u>268,348,584</u>

**29 Approval of consolidated financial statements**

The consolidated financial statements were approved by management and authorised for issue on 3 February 2025.

**ALPHA DATA LLC**

**Reports and consolidated  
financial statements for the year  
ended 31 December 2023**

# **ALPHA DATA LLC**

## **Reports and consolidated financial statements for the year ended 31 December 2023**

	<b>Pages</b>
<b>Directors' report</b>	<b>1</b>
<b>Independent auditor's report</b>	<b>2 - 4</b>
<b>Consolidated statement of financial position</b>	<b>5</b>
<b>Consolidated statement of profit or loss and other comprehensive income</b>	<b>6</b>
<b>Consolidated statement of changes in equity</b>	<b>7</b>
<b>Consolidated statement of cash flows</b>	<b>8</b>
<b>Notes to the consolidated financial statements</b>	<b>9 – 39</b>

**Directors' report  
for the year ended 31 December 2023**

The Directors present their annual report, together with the audited consolidated financial statements of the Company and its subsidiaries ("the Group") for the year ended 31 December 2023.

**Principal activity**

The principal activities of the Group are the provision of infrastructure solutions and services involving computers, networks, intelligent cabling, telecom equipment and audio-visual systems, software development and installations thereof. The Group also provides offering and services such as alpha public cloud, mobility, big data, and security solutions.

**Results**

Revenue for the year was AED 2,006,617,742 compared to AED 1,697,881,878 for the preceding year. Total comprehensive income for the year was AED 133,086,435 compared to AED 101,169,624 for the preceding year.

**The proposed appropriation of profits is as follow:**

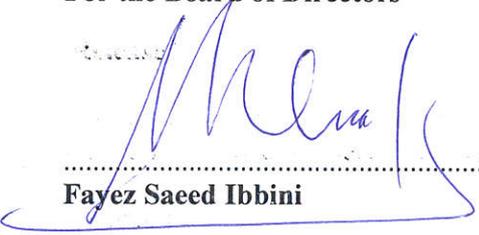
	<b>AED</b>
Retained earnings at 1 January 2023	509,712,021
Total comprehensive income for the year	133,086,435
Dividends paid	(90,000,000)
Zakat paid	(9,760,000)
	<hr/>
<b>Retained earnings at 31 December 2023</b>	<b>543,038,456</b>
	<hr/> <hr/>

**Release**

The Directors release from liability the management and the external auditor in connection with their duties for the year ended 31 December 2023.

**Auditors**

The Directors propose the reappointment of Deloitte & Touche (M.E.) as external auditor of the Group for the year ending 31 December 2023.

**For the Board of Directors**

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**Fayeze Saeed Ibbini**



.....  
**Faraj Ali Bin Hamoodah**

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying consolidated financial statements of Alpha Data LLC (the "Company") and its subsidiaries (together referred to as the "Group"), which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year, and notes to the consolidated financial statements, including a summary of 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 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS Accounting Standards) ('IFRSs').

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the other ethical requirements that are relevant to our audit of the Group's 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.

#### Other Information

Management is responsible for the other information. The other information comprises the Directors' report, which we obtained prior to the date of this auditors' report. The other information does not include the financial statements and our auditor's report thereon.

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

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

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



## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC (continued)

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and their preparation in compliance with the applicable provisions of the articles of association of the Group and UAE Federal Decree-Law No. (32) of 2021 and for such internal controls as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism 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 risk, 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 the one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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.

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC (continued)

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

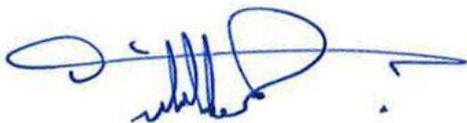
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Further, as required by the UAE Federal Decree-Law No. (32) of 2021, we report that:

- We have obtained all the information we considered necessary for the purposes of our audit;
- The consolidated financial statements of the Group have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree-Law No. (32) of 2021;
- The Group has maintained proper books of account;
- the financial information included in the Directors' report is consistent with the Group's books of account;
- As disclosed in note 1 to the consolidated financial statements, the Company has not purchased or invested any in shares during the financial year ended 31 December 2023;
- Note 19 to the consolidated financial statements of the Group discloses material related party transactions, the terms under which they were conducted; and
- Based on the information that has been made available to us nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2023 any of the applicable provisions of the UAE Federal Decree-Law No. (32) of 2021 or of its Articles of Association which would materially affect its activities or its financial position as at 31 December 2023.

Deloitte & Touche (M.E.)



Mohammad Khamees Al Tah  
Registration No. 717  
20 March 2024  
Abu Dhabi  
United Arab Emirates

**Consolidated statement of financial position  
at 31 December 2023**

	Notes	2023 AED	2022 AED
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and equipment	5	46,991,740	50,708,874
Advances paid on purchases of properties	6	-	5,485,988
Investment properties	7	176,743,193	170,664,999
		<hr/>	<hr/>
<b>Total non-current assets</b>		<b>223,734,933</b>	<b>226,859,861</b>
<b>Current assets</b>			
Inventories and work in progress	8	269,053,279	244,311,245
Contract assets	20	242,799,350	260,844,870
Trade and other receivables	9	379,367,524	294,330,177
Cash and bank balances	10	103,076,793	81,521,578
		<hr/>	<hr/>
<b>Total current assets</b>		<b>994,296,946</b>	<b>881,007,870</b>
		<hr/>	<hr/>
<b>Total assets</b>		<b>1,218,031,879</b>	<b>1,107,867,731</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share capital	11	3,000,000	3,000,000
Statutory reserve	12	1,500,000	1,500,000
Retained earnings		543,038,456	509,712,021
		<hr/>	<hr/>
<b>Total equity</b>		<b>547,538,456</b>	<b>514,212,021</b>
<b>Non-current liabilities</b>			
Trade finance	14	2,979,080	9,736,739
Provision for employees' end of service benefit	13	39,613,382	35,077,463
		<hr/>	<hr/>
<b>Total non-current liabilities</b>		<b>42,592,462</b>	<b>44,814,202</b>
<b>Current liabilities</b>			
Trade and other payables	14	625,401,783	546,548,425
Deferred revenue		2,499,178	2,293,083
		<hr/>	<hr/>
<b>Total current liabilities</b>		<b>627,900,961</b>	<b>548,841,508</b>
		<hr/>	<hr/>
<b>Total liabilities</b>		<b>670,493,423</b>	<b>593,655,710</b>
		<hr/>	<hr/>
<b>Total equity and liabilities</b>		<b>1,218,031,879</b>	<b>1,107,867,731</b>
		<hr/>	<hr/>

.....  
Fayez Saeed Ibbini

.....  
Faraj Ali Bin Hamoodah

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of profit or loss and other comprehensive income  
for the year ended 31 December 2023**

	Notes	2023 AED	2022 AED
<b>Revenue</b>		<b>2,006,617,742</b>	1,697,881,878
Cost of sales		<b>(1,754,473,648)</b>	(1,489,524,785)
		<hr/>	<hr/>
<b>Gross profit</b>		<b>252,144,094</b>	208,357,093
Other income	<b>15</b>	<b>11,865,498</b>	6,860,680
General and administrative expenses		<b>(129,850,711)</b>	(118,854,038)
Finance costs	<b>16</b>	<b>(1,072,446)</b>	(1,175,133)
Net fair value gain on advances paid on purchases of properties and investment properties	<b>6, 7</b>	<b>-</b>	5,981,022
		<hr/>	<hr/>
<b>Profit for the year</b>	<b>17</b>	<b>133,086,435</b>	101,169,624
Other comprehensive income		<b>-</b>	-
		<hr/>	<hr/>
<b>Total comprehensive income for the year</b>		<b>133,086,435</b>	101,169,624
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of changes in equity  
for the year ended 31 December 2023**

	<b>Share capital AED</b>	<b>Statutory reserve AED</b>	<b>Retained earnings AED</b>	<b>Total equity AED</b>
Balance at 1 January 2022	3,000,000	1,500,000	477,494,397	481,994,397
Dividends paid (note 23)	-	-	(60,000,000)	(60,000,000)
Zakat paid (note 18)	-	-	(8,952,000)	(8,952,000)
Total comprehensive income for the year	-	-	101,169,624	101,169,624
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 1 January 2023	3,000,000	1,500,000	509,712,021	514,212,021
Dividends paid (note 23)	-	-	(90,000,000)	(90,000,000)
Zakat paid (note 18)	-	-	(9,760,000)	(9,760,000)
Total comprehensive income for the year	-	-	133,086,435	133,086,435
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Balance at 31 December 2023</b>	<b>3,000,000</b>	<b>1,500,000</b>	<b>543,038,456</b>	<b>547,538,456</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of cash flows  
for the year ended 31 December 2023**

	Notes	2023 AED	2022 AED
<b>Cash flows from operating activities</b>			
Profit for the year		133,086,435	101,169,624
<b>Adjustments for:</b>			
Depreciation of property and equipment	5	6,297,188	6,336,231
Allowance for expected credit losses	9	7,100,952	4,827,475
Employees' end of service benefit charge	13	8,990,830	6,999,004
Allowance for inventory obsolescence	8	3,242,400	3,742,400
Fair value gain in investment properties	7	-	(5,981,022)
Finance cost	16	1,072,446	1,175,133
Gain on disposal of property and equipment	15	(84,917)	(69,264)
		<hr/>	<hr/>
<b>Operating cash flows before changing in working capital</b>		<b>159,705,334</b>	<b>118,199,581</b>
Movements in working capital:			
(Increase) in inventories		(27,984,434)	(56,962,907)
(Increase)/decrease/in trade and other receivables		(92,138,300)	19,628,767
Decrease/(increase) in contract assets		18,045,520	(90,901,497)
Increase in trade and other payables		72,095,699	120,531,879
Increase in deferred revenues		206,095	257,942
		<hr/>	<hr/>
<b>Cash generated by operating activities</b>		<b>129,929,914</b>	<b>110,753,765</b>
Employees' end of service benefit paid	13	(4,454,911)	(2,537,470)
		<hr/>	<hr/>
<b>Net cash generated by operating activities</b>		<b>125,475,003</b>	<b>108,216,295</b>
		<hr/>	<hr/>
<b>Cash flows used in investing activities</b>			
Payments for advances paid on purchases of properties	6	(381,412)	-
Payments for additions in property and equipment	5	(2,726,700)	(2,375,454)
Payments for additions in investment properties	7	(210,793)	(1,383,977)
Proceeds from disposal of property and equipment		231,563	69,264
		<hr/>	<hr/>
<b>Net cash used in investing activities</b>		<b>(3,087,342)</b>	<b>(3,690,167)</b>
		<hr/>	<hr/>
<b>Cash flow used in financing activities</b>			
Dividends and zakat paid		(99,760,000)	(68,952,000)
Finance cost paid		(1,072,446)	(1,175,133)
		<hr/>	<hr/>
<b>Net cash used in financing activities</b>		<b>(100,832,446)</b>	<b>(70,127,133)</b>
		<hr/>	<hr/>
<b>Net increase in cash and bank balances</b>		<b>21,555,215</b>	<b>34,398,995</b>
Cash and bank balances at the beginning of the year		81,521,578	47,122,583
		<hr/>	<hr/>
<b>Cash and bank balances at the end of the year</b>	<b>10</b>	<b>103,076,793</b>	<b>81,521,578</b>
		<hr/> <hr/>	<hr/> <hr/>
<b>Non-cash transactions:</b>			
Transfer from advance on purchase of properties to investment properties	7	5,867,400	-
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

## Notes to the consolidated financial statements for the year ended 31 December 2023

### 1 General information

Alpha Data LLC (“the Group”) and its subsidiaries (together “the Group”) is a limited liability Company registered in Abu Dhabi, United Arab Emirates (“UAE”). The registered office is P.O. Box 45384, Abu Dhabi, UAE.

The principal activities of the Group are the provision of infrastructure solutions and services involving computers, networks, intelligent cabling, telecom equipment and audio-visual systems, software development and installations thereof. The Group also provides offering and services like alpha public cloud, mobility, big data and security solutions.

The Group has not purchased or invested in any shares during the financial year ended 31 December 2023.

### 2 Application of new and revised International Financial Reporting Standards (IFRSs)

#### 2.1 New and revised IFRSs applied with no material effect on the consolidated financial statements

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2023, have been adopted in these condensed consolidated interim financial statements. The application of these revised IFRSs has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

- IFRS 17 Insurance Contracts (effective from 1 January 2023).
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (effective from January 1, 2023)
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) (effective from 1 January 2023)
- Definition of Accounting Estimates (Amendments to IAS 8) (effective from 1 January 2023).
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12) (effective from 1 January 2023)
- Extension of the Temporary Exemption from Applying IFRS 9 (Amendments to IFRS 4) (effective from 1 January 2023)
- International Tax Reform — Pillar Two Model Rules (Amendments to IAS 12) (effective from 1 January 2023)

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****2 Application of new and revised International Financial Reporting Standards (IFRSs)  
(continued)****2.2 New and revised IFRS in issue but not yet effective**

The Group has not yet applied the following new and revised IFRSs that have been issued but are not yet effective:

The following new and revised IFRSs, that have been issued but are not yet effective:

- Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective date not yet decided)
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16) (effective from 1 January 2024)
- Non-current Liabilities with Covenants (Amendments to IAS 1) (effective from 1 January 2024)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7) (effective from 1 January 2024)

Management anticipates that these new standards, interpretations and amendments will be adopted in the Group's consolidated financial statements as and when they are applicable and adoption of these new standards, interpretations and amendments, may have no material impact on the condensed consolidated financial statements of the Group in the period of initial application.

There are no other applicable new standards and amendments to published standards or IFRIC interpretations that have been issued that would be expected to have a material impact on the condensed consolidated financial statements of the Group.

**3 Summary of material accounting policy information****Statement of compliance**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and applicable requirements of the UAE Federal Law No. (32) of 2021.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Basis of preparation**

The consolidated financial statements have been prepared on the historical cost basis except for the investment properties which is recognized at fair value. The principal accounting policies adopted are set out below:

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

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

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

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

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**3 Summary of material accounting policy information (continued)**

**Basis of consolidation (continued)**

Details of the Group's subsidiaries are as follows:

Name of subsidiary	Place of incorporation and operation	Legal status	Proportion of ownership interest		Principal activities
			2023	2022	
Tuqnia LLC OPC (formerly Tuqnia – LLC)	UAE	Limited Liability Company	100%	100%	Computer trading, network maintenance and wireless system equipment trading and installation.
Foresight Technology LLC OPC (formerly Foresight Technology Establishment)	UAE	Limited Liability Company	100%	100%	Ready software trading, computer network maintenance and computer system and software design.
Alpha Data Recruitment LLC OPC (formerly Alpha Data Recruitment LLC OPC)	UAE	Limited Liability Company	100%	100%	Supply of labors on demand.
Alpha Data Technology	Qatar	Limited Liability Company	100%	100%	IT installation, data processing and equipment's, maintenance services, set up/develop computer programs and systems.
Alpha Data Information Technology (Single Person Limited Liability Company)	KSA	Sole proprietorship	100%	-	Construction Information and Communication Other service activities

Tuqnia LLC, registered in the name of Bin Hamoodah Company and Mr. Fayez Saeed Ibbini (Chief Executive Officer), was assigned to the Company, and was held in trust for the benefit of the Company as at 31 December 2022. On 24 October 2023, the legal shareholders decided to transfer the ownership to Alpha Data LLC. The process of transferring the legal ownership was completed on 13 November 2023 and the name was changed to Tuqnia LLC OPC.

Foresight Technology, registered in the name of Mr. Faraj Ali (Chairman), was assigned to the Company and was held in trust for the benefit of the Company as at 31 December 2022. On 24 October 2023, the legal shareholders decided to transfer the ownership to Alpha Data LLC. The process of transferring the legal ownership was completed on 10 November 2023 and the name was changed to Foresight Technology LLC OPC.

Alpha Data Recruitment, registered in the name of Khaled Ghamem Ali Binhamouda Aldhaheri (Director), was assigned to the Company and was held in trust for the benefit of the Company as 31 December 2022. On 24 October 2023, the legal shareholders decided to transfer the ownership to Alpha Data LLC. The process of transferring the legal ownership was completed on 13 November 2023 and the name was changed to Alpha Data Recruitment LLC OPC.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**3 Summary of material accounting policy information (continued)**

**Basis of consolidation (continued)**

Alpha Data Technology, registered in the name of Alpha Data LLC and Naser Jasim Hasan Ahmed Al Khalf (Sponsor), is assigned to the Company, and is held in trust for the benefit of the Company.

Alpha Data Information Technology (Single Person Limited Liability Company) is 100% owned by Alpha Data LLC.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group.

All intra-group transactions, balances, income, and expenses are eliminated on consolidation.

**Property and equipment**

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment loss. Historical cost includes expenditure that is directly attributable to the acquisition of the asset.

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 profit or loss in the period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual values over their estimated useful lives as follows:

	<b>Years</b>
Buildings	20
Leasehold improvement	4 - 8
Computer equipment	4 - 5
Motor vehicles	3 - 6
Furniture and office equipment	4

Land is not depreciated.

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.

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

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Investment property**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

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

Investment properties are stated at fair value as at the reporting date. Gains or losses arising from changes in the fair values are included in the consolidated statement of profit or loss in the year in which they arise. The fair values of investment properties are determined by an independent professional valuer.

The determination of the fair value of investment properties requires the use of estimates such as projected annual net operating income based on expected lease and capitalizing it in perpetuity. These estimates are based on local market conditions existing at the consolidated statement of financial position date. In arriving at their estimates of fair values as at 31 December 2023 and 2022, the valuers have used their market knowledge and professional judgment and have not only relied solely on historic transactional comparables. The valuations were prepared in accordance with the Royal Institution of Chartered Surveyors "RICS" valuation standards.

**Direct Comparison Approach**

We have adopted the Direct Comparison Approach. The Direct Comparison Approach involves making adjustments to the sale price of comparable properties to account for differences in location, plot area and shape, potential built-up area allowance, height allowance, date of sale, potential views and other individual characteristics.

**Inventories and work in progress**

Inventories are valued at the lower of cost and net realisable value. Cost is determined on the weighted average cost basis and comprises invoiced cost, related freight charges and import duties. Net realisable value represents the estimated selling price less all estimated costs to be incurred in marketing, selling and distribution.

Work in progress includes cost and expenses incurred directly relating to projects, which are yet to be completed and invoiced.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Impairment of tangible assets**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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

**Employee benefits**

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

A provision is made for the full amount of end of service benefits due to non-UAE national employees in accordance with UAE Federal Labour Law, for their year of service up to the reporting date. The accrual relating to annual leave is disclosed as a current liability, while the provision relating to end of service benefit is disclosed as a non-current liability.

Monthly pension contributions are made in respect of UAE National employees, who are covered by the Law No. 2 of 2000. The contribution made by the Group is charged to profit or loss. The pension fund is administered by the Government of Abu Dhabi, Finance Department, represented by the Abu Dhabi Retirement Pensions and Benefits Fund.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Revenue recognition**

Revenue is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for transferring goods or services to customer, excluding amounts collected on behalf of third parties. Revenue is adjusted for expected discounts and volume discounts, which are estimated based on the historical data or forecast and projections. The Group recognises revenue when it transfers control over goods or services to its customers.

The stand-alone selling prices are determined based on the observable price at which the Group sells the products and services on a standalone basis. For items that are not sold separately the Group estimates standalone selling prices using other methods (i.e., adjusted market assessment approach, cost plus margin approach or residual approach).

Management considers recognising revenue over time, if one of the following criteria is met, otherwise revenue will be recognised at a point in time:

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

**Contract assets and liabilities**

The Group has determined that contract assets and liabilities are to be recognised at the performance obligation level and not at the contract level and both contract assets and liabilities are to be presented separately in the financial statements. The Group classifies its contract assets and liabilities as current and non-current based on the timing and pattern of flow of economic benefits.

**Contract modification**

The Group has applied IFRS 15 using modified retrospective approach using practical expedient in paragraph C5(c) of IFRS 15, under which, for contracts that were modified before January 1, 2018, the Group need not retrospectively restate the contract for those contract modifications. Instead, the Group reflected the aggregate effect of all of the modifications that occurred before January 1, 2018 and presented when (i) the performance obligations were satisfied and unsatisfied; (ii) determined the transaction price; and (iii) allocated the transaction price.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Foreign currencies**

For the purpose of these consolidated financial statements, the UAE Dirhams (AED) is the functional and the presentation currency of the Group.

Transactions in currencies other than AED (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

**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.

**Financial instruments**

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

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

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**3 Summary of material accounting policy information (continued)**

**Financial instruments (continued)**

*Financial assets*

*Classification of financial assets*

(i) Debt instruments designated at amortised cost

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- 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.

(ii) Debt instrument designated at other comprehensive income

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- 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.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

For financial instruments other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

*Amortised cost and effective interest rate method*

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

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Financial instruments (continued)***Financial assets (continued)**Classification of financial assets (continued)*

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

Interest income is recognised in profit or loss and is included in the "finance income - interest income" line item.

*Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses on, trade receivables, contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions 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.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Financial instruments (continued)***Financial assets (continued)**Impairment of financial assets (continued)*(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (1) The financial instrument has a low risk of default,
- (2) The borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (3) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

(ii) Definition of default

The Group employs statistical models to analyse the data collected and generate estimates of probability of default (“PD”) of exposures with the passage of time. This analysis includes the identification for any changes in default rates and changes in key macro-economic factors across various geographies of the Group.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**3 Summary of material accounting policy information (continued)**

**Financial instruments (continued)**

*Financial assets (continued)*

*Impairment of financial assets (continued)*

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event (see (ii) above);
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery.

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Financial instruments (continued)***Financial assets (continued)**Derecognition of financial assets*

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment's revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

*Financial liabilities*

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

*Financial liabilities at FVTPL*

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in the consolidated statement of profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in the consolidated statement profit or loss incorporates any interest paid on the financial liability.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in statement of other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch statement of in profit or loss. The remaining amount of change in the fair value of liability is recognised in statement of profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in statement of other comprehensive income are not subsequently reclassified to statement of profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****3 Summary of material accounting policy information (continued)****Financial instruments (continued)***Financial liabilities (continued)**Financial liabilities measured subsequently at amortised cost*

Financial liabilities that are not designated as FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

*Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled, or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

*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.

**4 Critical accounting judgments and key sources of estimation uncertainty**

While applying the accounting policies as stated in note 3, management 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. The significant judgments and estimate made by management are summarised as follows:

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****4 Critical accounting judgments and key sources of estimation uncertainty (continued)****Critical judgments in applying the Group's accounting policies**

In the process of applying Group's accounting policies, management is of the opinion that there is no instance of application of judgements which is expected to have a significant effect on the amounts recognised in the Consolidated financial statements, apart from those involving estimations described below.

Classification of properties

In the process of classifying properties, management has made various judgments. Judgment is needed to determine whether a property qualifies as an investment property, property, plant and equipment and/or property held for resale. The Group develops criteria so that it can exercise that judgment consistently in accordance with the definitions of investment property, property, plant and equipment and property held for resale. In making its judgment, management considered the detailed criteria and related guidance for the classification of properties as set out in IAS 2, IAS 16 and IAS 40, in particular, the intended usage of the property as determined by management.

Significant increase in credit risk

As explained in note 3, ECL are measured as an allowance equal to lifetime ECL for assets. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Revenue recognition

Management considers recognising revenue over time, if one of the following criteria is met, otherwise revenue will be recognised at a point in time:

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

Judgements in determining the timing of satisfaction of performance obligations

The Group generally recognise revenue over time as it performs continuous transfer of control of goods or services to the customers. Because customers simultaneously receives and consumes the benefits provided and the control transfer takes place over time, revenue is also recognised based on the extent of transfer/completion of transfer of each performance obligation. In determining the method for measuring progress for these POs, we have considered the nature of these goods and services as well as the nature of its performance.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****4 Critical accounting judgments and key sources of estimation uncertainty (continued)****Critical judgments in applying the Group's accounting policies**Judgements in determining the timing of satisfaction of performance obligations

For performance obligations satisfied at a point in time, the Group considers the general requirements of control (i.e. direct the use of asset and obtain substantially all benefits) and the following non-exhaustive list of indicators of transfer of control:

- Entity has present right to payment
- Customer has legal title
- Entity has transferred legal possession
- Customer has significant risk and rewards
- Customer has accepted the asset

**Key sources of estimation uncertainty**

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

Calculation of loss allowance

When measuring ECL the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. As at 31 December 2023, the Group's allowance for impairment of trade receivables amounted to AED 46.75 million (2022: AED 39.65 million).

Allowance for slow moving and obsolete inventories and work in progress

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. Based on the factors, management has identified inventory items as slow and non-moving to calculate the allowance for slow moving and obsolete inventories. Revisions to the allowance for slow moving inventories would be required if the outcome of these indicative factors differ from the estimates. The allowance for slow moving and obsolete inventories at 31 December 2023 is AED 21.31 million (2022: AED 18.58 million).

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**4 Critical accounting judgments and key sources of estimation uncertainty (continued)**

**Key sources of estimation uncertainty (continued)**

Fair value of investment properties

The fair value of investment properties is determined by independent real estate valuation experts using recognised valuation methods, mainly the comparable method of valuation. This involves reference to observable prices and recent valuations undertaken by the experts and third parties within the region adjusted as appropriate to reflect the property specific factors. This also involves further investigations with local authorities/property experts. Adjustments to rates are made as appropriate to reflect property/community specific factors including location, indicated use, size and density. Such estimation is based on certain assumptions, which are subject to uncertainty and may differ from the actual results.

Following are the key valuation inputs and sensitivity analysis:

<b>Year</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Assumptions and data</b>
2023	Direct Comparison Approach	Sales rate 1-bed apartment; Sales rate 2-bed apartment; Sales rate 4-bed apartment	The estimated fair value would increase/(decrease) if expected sales rates were higher/ (lower).
		Market Rent retail unit; Market Rent office unit	The estimated fair value would increase/(decrease) if the market rent rates were higher/(lower).
		Retail yield (9%); Office yield (9%)	
2022	Direct Comparison Approach	Sales rate 1-bed apartment; Sales rate 2-bed apartment; Sales rate 4-bed apartment	The estimated fair value would increase/(decrease) if expected sales rates were higher/ (lower).
		Market Rent retail unit; Market Rent office unit	The estimated fair value would increase/(decrease) if the market rent rates were higher/(lower).
		Retail yield (9%); Office yield (9%)	

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**5 Property and equipment**

	<b>Land AED</b>	<b>Buildings AED</b>	<b>Leasehold improvement AED</b>	<b>Computer equipment AED</b>	<b>Motor vehicles AED</b>	<b>Furniture and office equipment AED</b>	<b>Total AED</b>
<b>Cost</b>							
At 1 January 2022	1,780,150	68,597,511	10,676,904	23,658,457	4,484,371	11,083,545	120,280,938
Additions	-	187,950	-	629,195	757,168	801,141	2,375,454
Disposals	-	-	(2,960,407)	(4,900)	(215,500)	(1,022,087)	(4,202,894)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 1 January 2023	1,780,150	68,785,461	7,716,497	24,282,752	5,026,039	10,862,599	118,453,498
Additions	-	959,357	-	874,572	457,747	435,024	2,726,700
Disposals	-	-	-	-	(683,543)	-	(683,543)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 December 2023</b>	<b>1,780,150</b>	<b>69,744,818</b>	<b>7,716,497</b>	<b>25,157,324</b>	<b>4,800,243</b>	<b>11,297,623</b>	<b>120,496,655</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<b>Accumulated depreciation</b>							
At 1 January 2022	-	22,197,437	7,859,425	21,379,570	3,846,151	10,328,704	65,611,287
Charge for the year	-	4,318,196	-	1,096,547	244,185	677,303	6,336,231
Elimination on disposal	-	-	(2,960,407)	(4,900)	(215,500)	(1,022,087)	(4,202,894)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 1 January 2023	-	26,515,633	4,899,018	22,471,217	3,874,836	9,983,920	67,744,624
Charge for the year	-	4,355,487	-	1,065,397	450,179	426,125	6,297,188
Elimination on disposal	-	-	-	-	(536,897)	-	(536,897)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 December 2023</b>	<b>-</b>	<b>30,871,120</b>	<b>4,899,018</b>	<b>23,536,614</b>	<b>3,788,118</b>	<b>10,410,045</b>	<b>73,504,915</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<b>Carrying amount</b>							
<b>At 31 December 2023</b>	<b>1,780,150</b>	<b>38,873,698</b>	<b>2,817,479</b>	<b>1,620,710</b>	<b>1,012,125</b>	<b>887,578</b>	<b>46,991,740</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
At 31 December 2022	1,780,150	42,269,828	2,817,479	1,811,535	1,151,203	878,679	50,708,874
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Land having a carrying amount of AED 1.78 million (2022: AED 1.78 million) is registered in the name of a shareholder on behalf of the Group.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**6 Advances paid on purchases of properties**

	<b>2023</b>	2022
	<b>AED</b>	AED
At 1 January	<b>5,485,988</b>	5,485,988
Addition during the year	<b>381,412</b>	-
Transfer to investment property (note 7)	<b>(5,867,400)</b>	-
	<hr/>	<hr/>
<b>At 31 December</b>	<b>-</b>	<b>5,485,988</b>
	<hr/> <hr/>	<hr/> <hr/>

Advances paid represents amounts paid to purchase of properties in Dubai. During 2023, the Group completed the construction of a building and the related cost of AED 5.87 million was transferred to investment properties, based on the determined use of such properties.

**7 Investment properties**

	<b>2023</b>	2022
	<b>AED</b>	AED
At 1 January	<b>170,664,999</b>	163,300,000
Addition during the year	<b>210,794</b>	1,383,977
Transfer from advances paid on purchases of properties (note 6)	<b>5,867,400</b>	-
Sold during the year	-	-
Fair value gain	-	5,981,022
	<hr/>	<hr/>
<b>At 31 December</b>	<b>176,743,193</b>	<b>170,664,999</b>
	<hr/> <hr/>	<hr/> <hr/>

The investment properties are situated in Dubai and Abu Dhabi, UAE.

The Group's investment properties are stated at fair value at reporting period. Investment property with fair value of AED 153.0 million was valued by an independent external professionally qualified valuer, who holds a recognized relevant professional qualification and has recent experience in the locations and categories of the investment property valued (2022: AED 170.66 million).

The valuation was determined by reference to direct comparison approach which involves adjusting the sale price of comparable properties to account for differences in location, plot area and shape, potential built-up area allowance, height allowance, date of sale, potential views and other individual characteristics.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**7 Investment properties (continued)**

The Group's investment properties with fair value of AED 23.74.million as at 31 December 2023 (2022: nil) was determined internally by the management based on discounted cash flow (DCF) method, fair value is estimated based on significant unobservable inputs. These inputs include: future rental cash inflows based on the actual location, type and quality of the properties and supported by the terms of any existing lease, other contracts or external evidence such as current market rents for similar properties; discount rates reflecting current market assessments of the uncertainty in the amount and timing of cash flows; estimated vacancy rates based on current and expected future market conditions after expiry of any current lease; and terminal value taking into account assumptions regarding maintenance costs, vacancy rates and market rents.

For disclosure purposes these investment properties are being considered as Level 3.

During the year, rental income earned from investment properties amounted to AED 6.77 million (2022: AED 3.90 million ) and direct cost incurred was AED 3.56 million (2022: AED 3.43 million).

**8 Inventories and work in progress**

	<b>2023</b>	2022
	<b>AED</b>	AED
Goods for resale	<b>71,872,280</b>	69,094,160
Work in progress	<b>218,974,195</b>	193,795,320
	<hr/>	<hr/>
	<b>290,846,475</b>	262,889,480
Less: allowance for inventory obsolescence	<b>(21,311,221)</b>	(18,578,235)
	<hr/>	<hr/>
	<b>269,535,254</b>	244,311,245
	<hr/> <hr/>	<hr/> <hr/>

The cost of inventories included in cost of sales amounted to AED 1.73 billion (2022: AED 1.44 billion).

The movement in the allowance for inventory obsolescence during the year is as follows:

	<b>2023</b>	2022
	<b>AED</b>	AED
At 1 January	<b>18,578,235</b>	14,877,333
Charge for the year	<b>3,242,400</b>	3,742,400
Inventory written off	<b>(509,414)</b>	(41,498)
	<hr/>	<hr/>
<b>At 31 December</b>	<b>21,311,221</b>	18,578,235
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**9 Trade and other receivables**

	<b>2023</b>	2022
	<b>AED</b>	AED
Trade receivables:		
Local and federal government entities	<b>177,194,017</b>	139,498,384
Non-government entities	<b>198,917,764</b>	162,333,632
	<hr/>	<hr/>
	<b>376,111,781</b>	301,832,016
Less: Allowance for expected credit loss	<b>(46,750,610)</b>	(39,649,658)
	<hr/>	<hr/>
Net trade receivables	<b>329,361,171</b>	262,182,358
Prepayments and other receivables	<b>35,561,552</b>	25,812,482
Advances to suppliers	<b>12,939,821</b>	5,055,230
Retention receivables	<b>383,669</b>	530,695
Due from related parties (note 19)	<b>1,121,311</b>	749,412
	<hr/>	<hr/>
	<b>379,367,524</b>	294,330,177
	<hr/> <hr/>	<hr/> <hr/>

The average credit period on sale of goods and rendering of services is 60 to 90 days (2022: 60 to 90 days). No interest is charged on past due trade receivable balances.

Before accepting any new customer, the Group assesses the potential credit quality of the customer. The Group measures the provision for impairment for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor 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 debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group has adopted a policy of dealing with only creditworthy counterparties. Adequate credit assessment is made before accepting an order from counterparty. Of the trade receivable balances at the end of the year, AED 134.01 million (2022: AED 92.89 million) is due from the Group's 10 major customers representing 36% (2022: 31%) of trade receivables.

The following table shows the movement in lifetime ECL that has been recognised for trade and other receivables in accordance with the simplified approach set out in IFRS 9.

	<b>Individually assessed AED</b>	<b>Collectively assessed AED</b>	<b>Total AED</b>
At 31 December 2021	20,775,748	14,046,435	34,822,183
Net re-measurement of loss allowance	1,479,824	3,347,651	4,827,475
	<hr/>	<hr/>	<hr/>
At 31 December 2022	<b>22,255,572</b>	<b>17,394,086</b>	<b>39,649,658</b>
Net re-measurement of loss allowance	<b>354,069</b>	<b>6,746,883</b>	<b>7,100,952</b>
	<hr/>	<hr/>	<hr/>
<b>At 31 December 2023</b>	<b>22,609,641</b>	<b>24,140,969</b>	<b>46,750,610</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**9 Trade and other receivables (continued)**

	Past due					Total AED
	<30 AED	31-90 AED	91-365 AED	>365 AED	Specific provision AED	
<b>31 December 2023</b>						
Expected credit loss rate	1.74%	6.76%	13.42%	20.75%	100.00%	12.43%
Estimated total gross carrying amount at default	224,948,000	27,953,341	34,523,142	66,077,657	22,609,641	376,111,781
Lifetime ECL	3,906,828	1,888,286	4,631,583	13,714,272	22,609,641	46,750,610
<b>31 December 2022</b>						
Expected credit loss rate	3.82%	2.24%	14.59%	11.39%	100.00%	13.14%
Estimated total gross carrying amount at default	102,252,230	84,400,741	31,738,304	61,185,169	22,255,572	301,832,016
Lifetime ECL	3,906,828	1,888,286	4,631,583	6,967,389	22,255,572	39,649,658

**10 Cash and cash equivalents**

	2023 AED	2022 AED
Cash in hand	259,679	213,105
Cash at bank	102,817,114	81,308,473
	<u>103,076,793</u>	<u>81,521,578</u>

Balances with banks are assessed to have low credit risk of default since these banks are highly regulated by the central banks of the respective countries. Accordingly, management of the Group estimates the loss allowance on balances with banks at the end of the reporting period at an amount equal to 12-month ECL. None of the balances with banks at the end of the reporting period are past due and taking into account the historical default experience and the current credit ratings of the bank, the management of the Group has assessed that there is no impairment, and hence have not recorded any loss allowances on these balances.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**11 Share capital**

The authorised, issued and fully paid share capital of the Company comprises of 30 shares of AED 100,000 each. The shareholders and their respective interests are as follows:

	<b>2023 and 2022</b>		
	<b>Number of shares</b>	<b>%</b>	<b>AED</b>
Bin Hamoodah Company L.L.C	<b>20</b>	<b>67</b>	<b>2,000,000</b>
Ibbini Investment Company L.L.C	<b>10</b>	<b>33</b>	<b>1,000,000</b>
	<b>30</b>	<b>100</b>	<b>3,000,000</b>

**12 Statutory reserve**

In accordance with the UAE Federal Law No. (32) of 2021, and the Company's Articles of Association, 5% of the annual profits should be transferred to a non-distributable statutory reserve. Transfers to this reserve are required to be made until such time as it equals at least 50% of the paid-up share capital of the Company.

**13 Provision for employees' end of service benefit**

	<b>2023 AED</b>	<b>2022 AED</b>
At 1 January	<b>35,077,463</b>	30,615,929
Charge for the year	<b>8,990,830</b>	6,999,004
Paid during the year	<b>(4,454,911)</b>	(2,537,470)
<b>At 31 December</b>	<b>39,613,382</b>	35,077,463

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**14 Trade and other payables**

	<b>2023</b>	2022
	<b>AED</b>	AED
<i>Current</i>		
Advances from customers	<b>250,304,177</b>	233,494,198
Trade payables	<b>233,955,791</b>	170,188,514
Accrued expenses	<b>122,513,150</b>	118,812,550
VAT payable	<b>8,273,213</b>	12,129,549
Trade finance – current portion	<b>10,355,452</b>	11,923,614
	<hr/> <b>625,401,783</b>	<hr/> 546,548,425
<i>Non-current</i>		
Trade finance	<b>2,979,080</b>	9,736,739
	<hr/> <b>628,380,863</b>	<hr/> 556,285,164
	<hr/> <hr/> <b>628,380,863</b>	<hr/> <hr/> 556,285,164

The average credit period taken is 90 days (2022: 90 days). The Group has financial risk management policies in place to ensure that all payables are paid within the credit frame. No interest is charged on trade and other payables.

Trade finance pertains to outstanding balances payable in relation to the financing arrangements entered into by the Company to finance its purchase of goods and services from authorised suppliers. The financing arrangement have a tenure of 36 to 48 months and subject to interest rate of 2% per annum.

**15 Other income**

	<b>2023</b>	2022
	<b>AED</b>	AED
Rental income, net (note 7)	<b>6,765,446</b>	3,901,663
Gain on disposal of property and equipment	<b>84,917</b>	69,264
Miscellaneous income	<b>5,015,135</b>	2,889,753
	<hr/> <b>11,865,498</b>	<hr/> 6,860,680
	<hr/> <hr/> <b>11,865,498</b>	<hr/> <hr/> 6,860,680

**16 Finance costs**

The Group has availed bank overdraft facilities during the year and have paid finance costs amounting to AED 1.07 million (2022: AED 1.18 million) accordingly.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**17 Profit for the year**

Profit for the year is stated after charging:

	<b>2023</b>	2022
	<b>AED</b>	AED
Staff costs	<b>286,767,660</b>	259,228,741
Depreciation of property and equipment (note 5)	<b>6,297,188</b>	6,336,231

**18 Zakat paid**

Zakat is calculated and paid at the discretion of the shareholders.

**19 Related party transactions**

The Group, in its ordinary course of business, enters a variety of transactions at agreed terms and conditions, with companies, entities or individuals that fall within the definition of “related parties” as defined in IAS 24: *Related Party Disclosures*. Related parties mainly comprise the major shareholders, directors and entities related to them, companies under common ownership and/or common management and control, their partners and key management personnel.

Balances with related parties at the end of the reporting period are as follows:

	<b>2023</b>	2022
	<b>AED</b>	AED
<b>Due from related parties (note 9)</b>		
Gulf Industrial Services Company (GISCO) L.L.C.	<b>752,681</b>	525,245
Al Geemi and Partners Contracting Company L.L.C.	<b>179,412</b>	215,494
Bin Hamoodaah Trading and General Services L.L.C.	<b>34,829</b>	8,405
United Metal Works Establishment	<b>26,775</b>	268
Gulf Commercial Agency L.L.C.	<b>127,614</b>	-
	<b>1,121,311</b>	749,412

Transactions with related parties during the year are as follows:

	<b>2023</b>	2022
	<b>AED</b>	AED
Revenue	<b>3,187,339</b>	2,220,393

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**19 Related party transactions (continued)**

**Compensation of key management personnel**

The remuneration of key management during the year was as follows:

	<b>2023</b>	2022
	<b>AED</b>	AED
Short term benefits	<b>5,514,556</b>	4,935,233
Long term benefits	<b>83,860</b>	62,420
	<u><b>5,598,416</b></u>	<u>4,997,653</u>

**20 Contract assets**

	<b>2023</b>	2022
	<b>AED</b>	AED
Current	<b>242,799,350</b>	260,844,870
	<u><b>242,799,350</b></u>	<u>260,844,870</u>

Contract assets primary relates to the Group's right on consideration for goods and services provided but not billed at the reporting date.

**21 Contingencies and commitments**

	<b>2023</b>	2022
	<b>AED</b>	AED
Bank guarantees	<b>494,667,765</b>	447,069,020
	<u><b>494,667,765</b></u>	<u>447,069,020</u>
Capital commitments	<b>-</b>	162,000
	<u><b>-</b></u>	<u>162,000</u>

The above bank guarantees were issued in the normal course of business.

**22 Financial instruments**

**Significant accounting policies**

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 of the consolidated financial statements.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****22 Financial instruments (continued)****Financial risk management**

The Group's management monitors and manages financial risks based on policies derived from the parent company's policies. The Group seeks to minimise the effects of financial risks by using appropriate risk management techniques which are reviewed by management on a continuous basis.

The Group does not enter or trade in financial instruments, including derivative financial instruments, for speculative purposes.

The Group analyses financial risks under the following captions:

**Capital risk management**

The Group manages its capital to ensure it will be able to continue as a going concern while maximising the return on equity. The Group does not have a formalised optimal target capital structure or target ratios in connection with its capital risk management objective. The Group's overall strategy remains unchanged from 2022.

The Group monitors and adjusts its capital structure with a view to promote the long-term success of the business while maintaining sustainable returns for shareholders. This is achieved through a combination of risk management actions including monitoring solvency, minimising financing costs, and maintaining high standards of business conduct.

Credit risk in relation to the Group refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group.

Key areas where the Group is exposed to credit risk are trade and other receivables and bank and cash balances.

The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific non-related counterparties, and continually assessing the creditworthiness of such non-related counterparties.

**Concentration of credit risk**

Concentration of credit risk arises when several counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentration of credit risk indicates the relative sensitivity of the Group's performance to developments affecting a particular industry or geographic location. Details on concentration of trade receivable balances are disclosed in Note 9. Management believes that the concentration of credit risk is mitigated by high credit worthiness and financial stability of its trade customers.

Balances with banks are assessed to have low credit risk of default since these banks are among the major banks operating in the UAE and are highly regulated by the central bank. The amount that best represents maximum credit risk exposure on financial assets at the end of the reporting period, in the event counter parties fail to perform their obligations generally approximates their carrying value.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**22 Financial instruments (continued)**

**Liquidity risk management**

The Group manages liquidity risk by maintaining adequate reserves and banking facilities and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below summaries the maturity profile of the Group's non-derivative financial instruments. The contractual maturities of the financial instruments have been determined based on the remaining period at the end of the reporting period to the contractual maturity date. The maturity profile is monitored by management to ensure adequate liquidity is maintained.

**Capital risk management**

The liquidity profile of the financial liabilities at the end of the reporting period was as follows:

	<b>Less than 3 months AED</b>	<b>3 to 12 months AED</b>	<b>1 to 5 years AED</b>	<b>More than 5 years AED</b>	<b>Total AED</b>
<b>31 December 2022</b>					
Trade and other payables (other than advances from customers)	-	391,445,992	-	-	391,445,992
Trade finance	-	-	2,979,080	-	2,979,080
	-----	-----	-----	-----	-----
	-----	391,445,992	2,979,080	-----	394,425,072
	=====	=====	=====	=====	=====
<b>31 December 2022</b>					
Trade and other payables (other than advances from customers)	-	313,054,227	-	-	313,054,227
Trade finance	-	-	9,736,739	-	9,736,739
	-----	-----	-----	-----	-----
	-----	313,054,227	9,736,739	-	322,790,966
	=====	=====	=====	=====	=====

**Currency risk management**

Assets are typically funded in the same currency as that of the business being transacted to eliminate exchange exposure. Management believes that there is a minimal risk of significant losses due to exchange rate fluctuation and consequently the Group does not hedge foreign currency exposure.

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)**

**22 Financial instruments (continued)**

**Fair value of financial assets and liabilities**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Management considers that the fair values of financial assets, investment properties and financial liabilities approximate their carrying amounts as stated in the consolidated financial statements.

**Fair value measurement of non-financial assets**

Fair value of investment properties has been determined by an independent valuer (the “Valuer”) using market value approach, based on the current property market condition in the UAE. The market has been assessed by the Valuer and certain internal data has been provided by the management, therefore, the fair valuation falls under level 3. The following are the valuation technique and fair value hierarchy as at 31 December 2023 and 2022:

	<b>Fair value AED</b>	<b>Fair value hierarchy</b>	<b>Valuation technique</b>
Investment properties	<b>176,743,193</b>	Level 3	Direct comparison approach
	(2022: 170,664,999)		

**23 Dividend paid**

As authorized by the Board of Directors on 7 February 2023 of AED 60 million and 8 August of 2023 of AED 30 million a cash dividend was declared and paid on February 2023 of AED 30 million, April 2023 of AED 30 million and September 2023 of AED 30 million (2022: AED 60 million).

**Notes to the consolidated financial statements  
for the year ended 31 December 2023 (continued)****24 Corporate tax**

On 9 December 2022, the UAE Ministry of Finance released the Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (the Law) to enact a Federal corporate tax (CT) regime in the UAE. The CT regime will become effective for accounting periods beginning on or after 1 June 2023.

The Cabinet of Ministers Decision No. 116 of 2022 specifies the threshold of income over which the 9% tax rate would apply and accordingly, the Law is now considered to be substantively enacted. A rate of 9% will apply to taxable income exceeding AED 375,000, a rate of 0% will apply to taxable income not exceeding AED 375,000 and a rate of 0% on qualifying income of free zone entities.

The Group has conducted an assessment of the potential impact of these laws and regulations. Based on this assessment, the Group has determined that no deferred tax implications to be considered in the preparation of these consolidated financial statements.

**25 Approval of consolidated financial statements**

The consolidated financial statements were approved by management and authorised for issue on 20 March 2024.

**ALPHA DATA LLC**

**Reports and consolidated  
financial statements for the year  
ended 31 December 2022**

# **ALPHA DATA LLC**

## **Reports and consolidated financial statements for the year ended 31 December 2022**

	<b>Pages</b>
<b>Directors' report</b>	<b>1</b>
<b>Independent auditor's report</b>	<b>2 - 4</b>
<b>Consolidated statement of financial position</b>	<b>5</b>
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**Directors' report  
for the year ended 31 December 2022**

The Directors present their annual report, together with the audited consolidated financial statements of the Company and its subsidiaries ("the Group") for the year ended 31 December 2022.

**Principal activity**

The principal activities of the Group are the provision of infrastructure solutions and services involving computers, networks, intelligent cabling, telecom equipment and audio-visual systems, software development and installations thereof. The Group also provides offering and services such as alpha public cloud, mobility, big data, and security solutions.

**Results**

Revenue for the year was AED 1,697,881,878 compared to AED 1,282,893,786 for the preceding year. Total comprehensive income for the year was AED 101,169,624 compared to AED 83,187,455 for the preceding year.

**The proposed appropriation of profits is as follow:**

	AED
Retained earnings at 1 January 2022	477,494,397
Total comprehensive income for the year	101,169,624
Dividends paid	(60,000,000)
Zakat paid	(8,952,000)
	<hr/>
<b>Retained earnings at 31 December 2022</b>	<b>509,712,021</b>
	<hr/> <hr/>

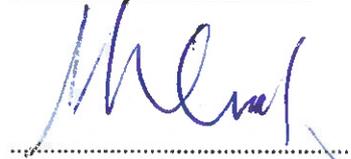
**Release**

The Directors release from liability the management and the external auditor in connection with their duties for the year ended 31 December 2022.

**Auditors**

The Directors propose the reappointment of Deloitte & Touche (M.E.) as external auditor of the Group for the year ending 31 December 2023.

**For the Board of Directors**

  
.....  
**Fayez Saeed Ibbini**

  
.....  
**Faraj Ali Bin Hamoodah**

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC

### REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying consolidated financial statements of Alpha Data LLC (the "Company") and its subsidiaries (together referred to as the "Group"), which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the other ethical requirements that are relevant to our audit of the Group's 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.

#### Other Information

Management is responsible for the other information. The other information comprises the Directors' report, which we obtained prior to the date of this auditors' report. The other information does not include the financial statements and our auditor's report thereon.

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

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

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



## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC (continued)**

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and their preparation in compliance with the applicable provisions of the articles of association of the Group and UAE Federal Decree-Law No. (32) of 2021 and for such internal controls as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism 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 risk, 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 the one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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.

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ALPHA DATA LLC (continued)

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Further, as required by the UAE Federal Decree-Law No. (32) of 2021, we report that:

- We have obtained all the information we considered necessary for the purposes of our audit;
- The consolidated financial statements of the Group have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree-Law No. (32) of 2021;
- The Group has maintained proper books of account;
- the financial information included in the Directors' report is consistent with the Group's books of account;
- As disclosed in note 1 to the consolidated financial statements, the Company has not purchased or invested any in shares during the financial year ended 31 December 2022;
- Note 19 to the consolidated financial statements of the Group discloses material related party transactions, the terms under which they were conducted; and
- Based on the information that has been made available to us nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2022 any of the applicable provisions of the UAE Federal Decree-Law No. (32) of 2021 or of its Articles of Association which would materially affect its activities or its financial position as at 31 December 2022.

Deloitte & Touche (M.E.)

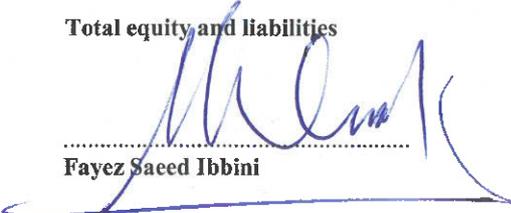


Mohammad Khamees Al Tah  
Registration No. 717  
10 April 2023  
Abu Dhabi  
United Arab Emirates



**Consolidated statement of financial position  
at 31 December 2022**

	Notes	2022 AED	2021 AED
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property and equipment	5	50,708,874	54,669,651
Advances paid on purchases of properties	6	5,485,988	5,485,988
Investment properties	7	170,664,999	163,300,000
<b>Total non-current assets</b>		<b>226,859,861</b>	<b>223,455,639</b>
<b>Current assets</b>			
Inventories and work in progress	8	244,311,245	191,090,738
Contract assets	20	260,844,870	169,943,373
Trade and other receivables	9	294,330,177	318,786,419
Cash and bank balances	10	81,521,578	47,122,583
<b>Total current assets</b>		<b>881,007,870</b>	<b>726,943,113</b>
<b>Total assets</b>		<b>1,107,867,731</b>	<b>950,398,752</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Share capital	11	3,000,000	3,000,000
Statutory reserve	12	1,500,000	1,500,000
Retained earnings		509,712,021	477,494,397
<b>Total equity</b>		<b>514,212,021</b>	<b>481,994,397</b>
<b>Non-current liabilities</b>			
Trade finance	14	9,736,739	19,226,979
Provision for employees' end of service benefit	13	35,077,463	30,615,929
<b>Total non-current liabilities</b>		<b>44,814,202</b>	<b>49,842,908</b>
<b>Current liabilities</b>			
Trade and other payables	14	546,548,425	416,526,306
Deferred revenue		2,293,083	2,035,141
<b>Total current liabilities</b>		<b>548,841,508</b>	<b>418,561,447</b>
<b>Total liabilities</b>		<b>593,655,710</b>	<b>468,404,355</b>
<b>Total equity and liabilities</b>		<b>1,107,867,731</b>	<b>950,398,752</b>

  
Fayez Saeed Ibbini

  
Faraj Ali Bin Hamoodah

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of profit or loss and other comprehensive income  
for the year ended 31 December 2022**

	Notes	2022 AED	2021 AED
<b>Revenue</b>		<b>1,697,881,878</b>	1,282,893,786
Cost of sales		<b>(1,489,524,785)</b>	(1,106,120,995)
		<hr/>	<hr/>
<b>Gross profit</b>		<b>208,357,093</b>	176,772,791
Other income	<b>15</b>	<b>6,860,680</b>	3,418,658
General and administrative expenses		<b>(118,854,038)</b>	(102,622,784)
Finance costs	<b>16</b>	<b>(1,175,133)</b>	(348,437)
Net fair value gain on advances paid on purchases of properties and investment properties	<b>6, 7</b>	<b>5,981,022</b>	5,967,227
		<hr/>	<hr/>
<b>Profit for the year</b>	<b>17</b>	<b>101,169,624</b>	83,187,455
Other comprehensive income		-	-
		<hr/>	<hr/>
<b>Total comprehensive income for the year</b>		<b>101,169,624</b>	83,187,455
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of changes in equity  
for the year ended 31 December 2022**

	<b>Share capital AED</b>	<b>Statutory reserve AED</b>	<b>Retained earnings AED</b>	<b>Total equity AED</b>
Balance at 1 January 2021	3,000,000	1,500,000	473,491,942	477,991,942
Dividends paid (note 23)	-	-	(60,000,000)	(60,000,000)
Zakat paid (note 18)	-	-	(19,185,000)	(19,185,000)
Total comprehensive income for the year	-	-	83,187,455	83,187,455
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 1 January 2022	3,000,000	1,500,000	477,494,397	481,994,397
Dividends paid (note 23)	-	-	(60,000,000)	(60,000,000)
Zakat paid (note 18)	-	-	(8,952,000)	(8,952,000)
Total comprehensive income for the year	-	-	101,169,624	101,169,624
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Balance at 31 December 2022</b>	<b>3,000,000</b>	<b>1,500,000</b>	<b>509,712,021</b>	<b>514,212,021</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of cash flows  
for the year ended 31 December 2022**

	Notes	2022 AED	2021 AED
<b>Cash flows from operating activities</b>			
Profit for the year		101,169,624	83,187,455
<b>Adjustments for:</b>			
Depreciation of property and equipment	5	6,336,231	6,157,658
Allowance for expected credit losses	9	4,827,475	7,219,451
Employees' end of service benefit charge	13	6,999,004	5,840,538
Allowance for inventory obsolescence	8	3,742,400	4,242,400
Fair value loss on advance paid on purchase of properties	6	-	5,334,864
Fair value gain in investment properties	7	(5,981,022)	(11,302,091)
Finance cost	16	1,175,133	348,437
Gain on disposal of property and equipment	15	(69,264)	(48,288)
		<hr/>	<hr/>
<b>Operating cash flows before changing in working capital</b>		<b>118,199,581</b>	<b>100,980,424</b>
Movements in working capital:			
(Increase)/decrease in inventories		(56,962,907)	45,823,874
Decrease/(increase) in trade and other receivables		19,628,767	(72,944,736)
(Increase)/decrease in contract assets		(90,901,497)	13,907,090
Increase in trade and other payables		120,531,879	13,422,582
Increase in deferred revenues		257,942	302,759
		<hr/>	<hr/>
<b>Cash generated by operating activities</b>		<b>110,753,765</b>	<b>101,491,993</b>
Employees' end of service benefit paid	13	(2,537,470)	(2,305,584)
		<hr/>	<hr/>
<b>Net cash generated by operating activities</b>		<b>108,216,295</b>	<b>99,186,409</b>
		<hr/>	<hr/>
<b>Cash flows used in investing activities</b>			
Payments for advances paid on purchases of properties	6	-	(50,209,215)
Payments for purchases of property and equipment	5	(2,375,454)	(1,027,844)
Payments for purchases of Investment in properties	7	(1,383,977)	-
Proceeds from sale of investment properties	7	-	7,800,000
Proceeds from disposal of property and equipment		69,264	95,488
		<hr/>	<hr/>
<b>Net cash used in investing activities</b>		<b>(3,690,167)</b>	<b>(43,341,571)</b>
		<hr/>	<hr/>
<b>Cash flow used in financing activities</b>			
Dividends and zakat paid		(68,952,000)	(79,185,000)
Finance cost paid		(1,175,133)	(348,437)
		<hr/>	<hr/>
<b>Net cash used in financing activities</b>		<b>(70,127,133)</b>	<b>(79,533,437)</b>
		<hr/>	<hr/>
<b>Net increase/(decrease) in cash and bank balances</b>		<b>34,398,995</b>	<b>(23,688,599)</b>
Cash and bank balances at the beginning of the year		47,122,583	70,811,182
		<hr/>	<hr/>
<b>Cash and bank balances at the end of the year</b>	<b>10</b>	<b>81,521,578</b>	<b>47,122,583</b>
		<hr/> <hr/>	<hr/> <hr/>
<b>Non-cash transactions:</b>			
Transfer from advance on purchase of properties to investment properties	7	-	109,342,908
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

## Notes to the consolidated financial statements for the year ended 31 December 2022

### 1 General information

Alpha Data LLC (“the Group”) and its subsidiaries (together “the Group”) is a limited liability Company registered in Abu Dhabi, United Arab Emirates (“UAE”). The registered office is P.O. Box 45384, Abu Dhabi, UAE.

The principal activities of the Group are the provision of infrastructure solutions and services involving computers, networks, intelligent cabling, telecom equipment and audio-visual systems, software development and installations thereof. The Group also provides offering and services like alpha public cloud, mobility, big data and security solutions.

The Group has not purchased or invested in any shares during the financial year ended 31 December 2022.

Federal Law No. 32 of 2021 on Commercial Companies (the “New Companies Law”) was issued on 20 September 2021 and has come into effect on 2 January 2022, to entirely replace Federal Law No. 2 of 2015 on Commercial Companies, as amended (the “2015 Law”). The Company has not applied the requirements New Companies Law during the year ended 31 December 2022.

On 3 October 2022, the United Arab Emirates (UAE) Ministry of Finance (“MoF”) issued Federal Decree-Law No 47 of 2022 on the Taxation of Corporations and Businesses, Corporate Tax Law (“CT Law”) to implement a new CT regime in the UAE. The new CT regime is applicable for accounting periods beginning on or after 1 June 2023.

Generally, UAE businesses will be subject to a 9% CT rate, however a rate of 0% could be applied to taxable income not exceeding a particular threshold or to certain types of entities, to be prescribed by way of a Cabinet Decision.

The Company is currently assessing the impact of these laws and regulations and will apply the requirements as further guidance is provided by the relevant tax authorities.

The Group is currently assessing the impact of these laws and regulations and will apply the requirements as further guidance is provided by the relevant tax authorities.

### 2 Application of new and revised International Financial Reporting Standards (IFRS)

#### 2.1 New and revised IFRSs applied with no material effect on the consolidated financial statements

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2022, have been adopted in these financial statements. The application of these revised IFRSs has not had any material impact on the amounts reported for the current and prior years but may affect the accounting for future transactions or arrangements.

- Amendments to IFRS 3 Reference to the Conceptual Framework
- Amendments to IAS 16 Property, Plant and Equipment related to proceeds before intended use.
- Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets related to Onerous Contracts-Cost of Fulfilling a Contract’s
- Annual Improvements to IFRS Standards 2018-2020: The Annual Improvements include amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments and IAS 41 Agriculture.
- Covid-19-Related Rent Concessions beyond 30 June 2021 (Amendment to IFRS 16)

Other than the above, there are no other material IFRSs and amendments that were effective for the first time for the financial year beginning on or after 1 January 2022.

## Notes to the consolidated financial statements for the year ended 31 December 2022 (continued)

### 2 Application of new and revised International Financial Reporting Standards (IFRS) (continued)

#### 2.2 New and revised IFRS in issue but not yet effective

The Group has not yet applied the following new and revised IFRSs that have been issued but are not yet effective:

- IFRS 17 Insurance Contracts (effective from 1 January 2023).
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (effective from 1 January 2023).
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) (effective from 1 January 2023)
- Definition of Accounting Estimates (Amendments to IAS 8) (effective from 1 January 2023)
- Annual Improvements to IFRS Standards 2018-2020: The Annual Improvements include amendments to (effective date not yet decided) and
- Amendments to IAS 12 - Deferred Tax related to Assets and Liabilities arising from a Single Transaction (effective from 1 January 2023).
- Extension of the Temporary Exemption from Applying IFRS 9 (Amendments to IFRS 4) (effective from 1 January 2023).
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16) (effective from 1 January 2024)
- Non-current Liabilities with Covenants (Amendments to IAS 1) (effective from 1 January 2024)
- Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective date not yet decided)

The above stated new standards and amendments are not expected to have any significant impact on financial statement of the Group.

There are no other applicable new standards and amendments to published standards or IFRIC interpretations that have been issued that would be expected to have a material impact on the consolidated financial statement of the Group.

### 3 Summary of significant accounting policies

#### Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and applicable requirements of the UAE Federal Law No. (32) of 2021.

## Notes to the consolidated financial statements for the year ended 31 December 2022 (continued)

### 3 Summary of significant accounting policies (continued)

#### Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for the investment properties which is recognized at fair value. The principal accounting policies adopted are set out below:

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

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

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

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

Details of the Group's subsidiaries are as follows:

<u>Name of subsidiary</u>	<u>Place of incorporation and operation</u>	<u>Legal status</u>	<u>Proportion of ownership interest</u>		<u>Principal activities</u>
			<u>2022</u>	<u>2021</u>	
Tuqnia – LLC	UAE	Limited Liability Company	100%	100%	Computer trading, network maintenance and wireless system equipment trading and installation.
Foresight Technology	UAE	Establishment	100%	100%	Ready software trading, computer network maintenance and computer system and software design.
Alpha Data Recruitment	UAE	Establishment	100%	100%	Supply of labors on demand.
Alpha Data Technology	Qatar	Limited Liability Company	100%	100%	IT installation, data processing and equipment's, maintenance services, set up/develop computer programs and systems.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**3 Summary of significant accounting policies (continued)**

**Basis of consolidation (continued)**

Tuqnia LLC, registered in the name of Bin Hamoodah Company and Mr. Fayez Saeed Ibbini (Chief Executive Officer), is assigned to the Company, and is held in trust for the benefit of the Company.

Foresight Technology, registered in the name of Mr. Faraj Ali (Chairman), is assigned to the Company and is held in trust for the benefit of the Company.

Alpha Data Recruitment, registered in the name of Khaled Ghamem Ali Binhamouda Aldhaheri (Director), is assigned to the Company and is held in trust for the benefit of the Company.

Alpha Data Technology, registered in the name of Alpha Data LLC and Naser Jasim Hasan Ahmed Al Khalf (Sponsor), is assigned to the Company, and is held in trust for the benefit of the Company.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group.

All intra-group transactions, balances, income, and expenses are eliminated on consolidation.

**Property and equipment**

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment loss. Historical cost includes expenditure that is directly attributable to the acquisition of the asset.

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 profit or loss in the period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual values over their estimated useful lives as follows:

	<b>Years</b>
Buildings	20
Leasehold improvement	4 - 8
Computer equipment	4
Motor vehicles	3 - 6
Furniture and office equipment	4

Land is not depreciated.

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.

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

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****3 Summary of significant accounting policies (continued)****Investment property**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties and are measured using the fair value model. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

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

Investment properties are stated at fair value as at the reporting date. Gains or losses arising from changes in the fair values are included in the consolidated statement of profit or loss in the year in which they arise. The fair values of investment properties are determined by an independent professional valuer.

The determination of the fair value of investment properties requires the use of estimates such as projected annual net operating income based on expected lease and capitalizing it in perpetuity. These estimates are based on local market conditions existing at the consolidated statement of financial position date. In arriving at their estimates of fair values as at 31 December 2022 and 2021, the valuers have used their market knowledge and professional judgment and have not only relied solely on historic transactional comparables. The valuations were prepared in accordance with the Royal Institution of Chartered Surveyors "RICS" valuation standards.

**Direct Comparison Approach**

We have adopted the Direct Comparison Approach. The Direct Comparison Approach involves making adjustments to the sale price of comparable properties to account for differences in location, plot area and shape, potential built-up area allowance, height allowance, date of sale, potential views and other individual characteristics.

**Inventories and work in progress**

Inventories are valued at the lower of cost and net realisable value. Cost is determined on the weighted average cost basis and comprises invoiced cost, related freight charges and import duties. Net realisable value represents the estimated selling price less all estimated costs to be incurred in marketing, selling and distribution.

Work in progress includes cost and expenses incurred directly relating to projects, which are yet to be completed and invoiced.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****3 Summary of significant accounting policies (continued)****Impairment of tangible assets**

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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

**Employee benefits**

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

A provision is made for the full amount of end of service benefits due to non-UAE national employees in accordance with UAE Federal Labour Law, for their year of service up to the reporting date. The accrual relating to annual leave is disclosed as a current liability, while the provision relating to end of service benefit is disclosed as a non-current liability.

Monthly pension contributions are made in respect of UAE National employees, who are covered by the Law No. 2 of 2000. The contribution made by the Group is charged to profit or loss. The pension fund is administered by the Government of Abu Dhabi, Finance Department, represented by the Abu Dhabi Retirement Pensions and Benefits Fund.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****3 Summary of significant accounting policies (continued)****Revenue recognition**

Revenue is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for transferring goods or services to customer, excluding amounts collected on behalf of third parties. Revenue is adjusted for expected discounts and volume discounts, which are estimated based on the historical data or forecast and projections. The Group recognises revenue when it transfers control over goods or services to its customers.

The stand-alone selling prices are determined based on the observable price at which the Group sells the products and services on a standalone basis. For items that are not sold separately the Group estimates standalone selling prices using other methods (i.e., adjusted market assessment approach, cost plus margin approach or residual approach).

Management considers recognising revenue over time, if one of the following criteria is met, otherwise revenue will be recognised at a point in time:

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

**Contract assets and liabilities**

The Group has determined that contract assets and liabilities are to be recognised at the performance obligation level and not at the contract level and both contract assets and liabilities are to be presented separately in the financial statements. The Group classifies its contract assets and liabilities as current and non-current based on the timing and pattern of flow of economic benefits.

**Contract modification**

The Group has applied IFRS 15 using modified retrospective approach using practical expedient in paragraph C5(c) of IFRS 15, under which, for contracts that were modified before January 1, 2018, the Group need not retrospectively restate the contract for those contract modifications. Instead, the Group reflected the aggregate effect of all of the modifications that occurred before January 1, 2018 and presented when (i) the performance obligations were satisfied and unsatisfied; (ii) determined the transaction price; and (iii) allocated the transaction price.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****3 Summary of significant accounting policies (continued)****Foreign currencies**

For the purpose of these consolidated financial statements, the UAE Dirhams (AED) is the functional and the presentation currency of the Group.

Transactions in currencies other than AED (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

**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.

**Financial instruments**

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

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

## Notes to the consolidated financial statements for the year ended 31 December 2022 (continued)

### 3 Summary of significant accounting policies (continued)

#### Financial instruments (continued)

##### *Financial assets*

##### *Classification of financial assets*

(i) Debt instruments designated at amortised cost

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- 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.

(ii) Debt instrument designated at other comprehensive income

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- 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.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

For financial instruments other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

##### *Amortised cost and effective interest rate method*

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

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****3 Summary of significant accounting policies (continued)****Financial instruments (continued)***Financial assets (continued)**Classification of financial assets (continued)*

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

Interest income is recognised in profit or loss and is included in the "finance income - interest income" line item.

*Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses on, trade receivables, contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables, contract assets and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions 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.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****3 Summary of significant accounting policies (continued)****Financial instruments (continued)***Financial assets (continued)**Impairment of financial assets (continued)*(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (1) The financial instrument has a low risk of default,
- (2) The borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (3) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

(ii) Definition of default

The Group employs statistical models to analyse the data collected and generate estimates of probability of default (“PD”) of exposures with the passage of time. This analysis includes the identification for any changes in default rates and changes in key macro-economic factors across various geographies of the Group.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**3 Summary of significant accounting policies (continued)**

**Financial instruments (continued)**

*Financial assets (continued)*

*Impairment of financial assets (continued)*

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event (see (ii) above);
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery.

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****3 Summary of significant accounting policies (continued)****Financial instruments (continued)***Financial assets (continued)**Derecognition of financial assets*

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment's revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

*Financial liabilities*

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

*Financial liabilities at FVTPL*

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in the consolidated statement of profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in the consolidated statement profit or loss incorporates any interest paid on the financial liability.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in statement of other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch statement of in profit or loss. The remaining amount of change in the fair value of liability is recognised in statement of profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in statement of other comprehensive income are not subsequently reclassified to statement of profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****3 Summary of significant accounting policies (continued)****Financial instruments (continued)***Financial liabilities (continued)**Financial liabilities measured subsequently at amortised cost*

Financial liabilities that are not designated as FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

*Derecognition of financial liabilities*

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled, or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

*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.

**4 Critical accounting judgments and key sources of estimation uncertainty**

While applying the accounting policies as stated in note 3, management 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. The significant judgments and estimate made by management are summarised as follows:

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****4 Critical accounting judgments and key sources of estimation uncertainty (continued)****Critical judgments in applying the Group's accounting policies**

In the process of applying Group's accounting policies, management is of the opinion that there is no instance of application of judgements which is expected to have a significant effect on the amounts recognised in the Consolidated financial statements, apart from those involving estimations described below.

Classification of properties

In the process of classifying properties, management has made various judgments. Judgment is needed to determine whether a property qualifies as an investment property, property, plant and equipment and/or property held for resale. The Group develops criteria so that it can exercise that judgment consistently in accordance with the definitions of investment property, property, plant and equipment and property held for resale. In making its judgment, management considered the detailed criteria and related guidance for the classification of properties as set out in IAS 2, IAS 16 and IAS 40, in particular, the intended usage of the property as determined by management.

Significant increase in credit risk

As explained in note 3, ECL are measured as an allowance equal to lifetime ECL for assets. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Revenue recognition

Management considers recognising revenue over time, if one of the following criteria is met, otherwise revenue will be recognised at a point in time:

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

Judgements in determining the timing of satisfaction of performance obligations

The Branch generally recognise revenue over time as it performs continuous transfer of control of goods or services to the customers. Because customers simultaneously receives and consumes the benefits provided and the control transfer takes place over time, revenue is also recognised based on the extent of transfer/completion of transfer of each performance obligation. In determining the method for measuring progress for these POs, we have considered the nature of these goods and services as well as the nature of its performance.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****4 Critical accounting judgments and key sources of estimation uncertainty (continued)****Critical judgments in applying the Group's accounting policies**Judgements in determining the timing of satisfaction of performance obligations

For performance obligations satisfied at a point in time, the Branch considers the general requirements of control (i.e. direct the use of asset and obtain substantially all benefits) and the following non-exhaustive list of indicators of transfer of control:

- Entity has present right to payment
- Customer has legal title
- Entity has transferred legal possession
- Customer has significant risk and rewards
- Customer has accepted the asset

**Key sources of estimation uncertainty**

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

Calculation of loss allowance

When measuring ECL the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. As at 31 December 2022, the Group's allowance for impairment of trade receivables amounted to AED 39,649,658 (2021: AED 34,822,183).

Allowance for slow moving and obsolete inventories and work in progress

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. Based on the factors, management has identified inventory items as slow and non-moving to calculate the allowance for slow moving and obsolete inventories. Revisions to the allowance for slow moving inventories would be required if the outcome of these indicative factors differ from the estimates. The allowance for slow moving and obsolete inventories at 31 December 2022 is AED 18,578,235 (2021: AED 14,877,333).

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**4 Critical accounting judgments and key sources of estimation uncertainty (continued)**

**Key sources of estimation uncertainty (continued)**

Impairment of property and equipment

Property and equipment are assessed for impairment based on assessment of cash flows on individual cash generating units when there is indication of impairment. Cash flows are determined based on contractual agreements and estimations over the useful life of the assets and discounted using a range of discounting rates representing the rate of return on such cash generating units. The net present values are compared to the carrying amounts to assess any probable impairment. Management is satisfied that there is no impairment on property and equipment at 31 December 2022 and 2021.

Fair value of investment properties

The fair value of investment properties is determined by independent real estate valuation experts using recognised valuation methods, mainly the comparable method of valuation. This involves reference to observable prices and recent valuations undertaken by the experts and third parties within the region adjusted as appropriate to reflect the property specific factors. This also involves further investigations with local authorities/property experts. Adjustments to rates are made as appropriate to reflect property/community specific factors including location, indicated use, size and density. Such estimation is based on certain assumptions, which are subject to uncertainty and may differ from the actual results.

Following are the key valuation inputs and sensitivity analysis:

<b>Year</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Assumptions and data</b>
2022	Direct Comparison Approach	Sales rate 1-bed apartment; Sales rate 2-bed apartment; Sales rate 4-bed apartment	The estimated fair value would increase/(decrease) if expected sales rates were higher/ (lower).
		Market Rent retail unit; Market Rent office unit	The estimated fair value would increase/(decrease) if the market rent rates were higher/(lower).
		Retail yield (9%); Office yield (9%)	
2021	Direct Comparison Approach	Sales rate 1-bed apartment; Sales rate 2-bed apartment; Sales rate 4-bed apartment	The estimated fair value would increase/(decrease) if expected sales rates were higher/ (lower).
		Market Rent retail unit; Market Rent office unit	The estimated fair value would increase/(decrease) if the market rent rates were higher/(lower).
		Retail yield (9%); Office yield (9%)	

Useful lives of property and equipment

Management reviews the residual values and estimated useful lives of property and equipment at the end of each annual reporting period in accordance with IAS 16. Management determined that current year expectations do not differ from previous estimates based on its review.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**5 Property and equipment**

	<b>Land AED</b>	<b>Buildings AED</b>	<b>Leasehold improvement AED</b>	<b>Computer equipment AED</b>	<b>Motor vehicles AED</b>	<b>Furniture and office equipment AED</b>	<b>Total AED</b>
<b>Cost</b>							
At 1 January 2021	1,780,150	68,530,455	10,676,904	23,137,277	4,446,321	11,005,937	119,577,044
Additions	-	67,056	-	521,180	362,000	77,608	1,027,844
Disposals	-	-	-	-	(323,950)	-	(323,950)
At 1 January 2022	1,780,150	68,597,511	10,676,904	23,658,457	4,484,371	11,083,545	120,280,938
Additions	-	187,950	-	629,195	757,168	801,141	2,375,454
Disposals	-	-	(2,960,407)	(4,900)	(215,500)	(1,022,087)	(4,202,894)
<b>At 31 December 2022</b>	<b>1,780,150</b>	<b>68,785,461</b>	<b>7,716,497</b>	<b>24,282,752</b>	<b>5,026,039</b>	<b>10,862,599</b>	<b>118,453,498</b>
<b>Accumulated depreciation</b>							
At 1 January 2021	-	18,214,366	7,547,793	20,338,343	3,863,291	9,766,586	59,730,379
Charge for the year	-	3,983,071	311,632	1,041,227	259,610	562,118	6,157,658
Elimination on disposal	-	-	-	-	(276,750)	-	(276,750)
At 1 January 2022	-	22,197,437	7,859,425	21,379,570	3,846,151	10,328,704	65,611,287
Charge for the year	-	4,318,196	-	1,096,547	244,185	677,303	6,336,231
Elimination on disposal	-	-	(2,960,407)	(4,900)	(215,500)	(1,022,087)	(4,202,894)
<b>At 31 December 2022</b>	<b>-</b>	<b>26,515,633</b>	<b>4,899,018</b>	<b>22,471,217</b>	<b>3,874,836</b>	<b>9,983,920</b>	<b>67,744,624</b>
<b>Carrying amount</b>							
<b>At 31 December 2022</b>	<b>1,780,150</b>	<b>42,269,828</b>	<b>2,817,479</b>	<b>1,811,535</b>	<b>1,151,203</b>	<b>878,679</b>	<b>50,708,874</b>
At 31 December 2021	1,780,150	46,400,074	2,817,479	2,278,887	638,220	754,841	54,669,651

Land having a carrying amount of AED 1,780,150 (2021: AED 1,780,150) is registered in the name of a shareholder on behalf of the Group.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**6 Advances paid on purchases of properties**

	<b>2022</b>	2021
	<b>AED</b>	AED
At 1 January	<b>5,485,988</b>	69,954,545
Addition during the year	-	50,209,215
Transfer to investment property (note 7)	-	(109,342,908)
Fair value loss	-	(5,334,864)
	<hr/>	<hr/>
<b>At 31 December</b>	<b>5,485,988</b>	5,485,988
	<hr/> <hr/>	<hr/> <hr/>

Advances paid represents amounts paid to purchase of properties in Dubai and Abu Dhabi.

During 2021, the Group completed the construction of a building and the related cost of AED 109.34 million was transferred to investment properties, based on the determined use of such properties.

**7 Investment properties**

	<b>2022</b>	2021
	<b>AED</b>	AED
At 1 January	<b>163,300,000</b>	50,455,001
Addition during the year	<b>1,383,977</b>	-
Transfer from advances paid on purchases of properties (note 6)	-	109,342,908
Sold during the year	-	(7,800,000)
Fair value gain	<b>5,981,022</b>	11,302,091
	<hr/>	<hr/>
<b>At 31 December</b>	<b>170,664,999</b>	163,300,000
	<hr/> <hr/>	<hr/> <hr/>

Investment properties represent the fair value of Alpha Green Tower building in JVC, Dubai owned by the Group and completed in 2021, a villa situated at Golf Gardens, Abu Dhabi, 2 office units at 28th floor, Addax Tower, Al Reem Island, Abu Dhabi, UAE and 6 office units in 34th floor, Mazaya Business Avenue BB1, JLT, Dubai, UAE. The Golf Garden villa is held in the name of a related party, for and on behalf of the Company.

The Group's investment properties are stated at fair value at reporting period. Investment property with fair value of AED 170.66 million was valued by an independent external professionally qualified valuer, who holds a recognized relevant professional qualification and has recent experience in the locations and categories of the investment property valued (2021: AED 146 million).

The valuation was determined by reference to direct comparison approach which involves adjusting the sale price of comparable properties to account for differences in location, plot area and shape, potential built-up area allowance, height allowance, date of sale, potential views and other individual characteristics.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**7 Investment properties (continued)**

The Group's investment properties with fair value of AED 17.30 million as at 31 December 2021 was determined internally by the management based on discounted cash flow (DCF) method, fair value is estimated based on significant unobservable inputs. These inputs include: future rental cash inflows based on the actual location, type and quality of the properties and supported by the terms of any existing lease, other contracts or external evidence such as current market rents for similar properties; discount rates reflecting current market assessments of the uncertainty in the amount and timing of cash flows; estimated vacancy rates based on current and expected future market conditions after expiry of any current lease; and terminal value taking into account assumptions regarding maintenance costs, vacancy rates and market rents.

For disclosure purposes these investment properties are being considered as Level 3.

During the year, rental income earned from investment properties amounted to AED 7,327,662 (2021: AED 798,438) and direct cost incurred was AED 3,425,999 (2021: AED 356,168).

**8 Inventories and work in progress**

	<b>2022</b>	2021
	<b>AED</b>	AED
Goods for resale	<b>69,094,160</b>	45,540,471
Work in progress	<b>193,795,320</b>	160,427,600
	<hr/>	<hr/>
	<b>262,889,480</b>	205,968,071
Less: allowance for inventory obsolescence	<b>(18,578,235)</b>	(14,877,333)
	<hr/>	<hr/>
	<b>244,311,245</b>	191,090,738
	<hr/> <hr/>	<hr/> <hr/>

The cost of inventories included in cost of sales amounted to AED 1,441,624,468 (2021: AED 963,178,343).

The movement in the allowance for inventory obsolescence during the year is as follows:

	<b>2022</b>	2021
	<b>AED</b>	AED
At 1 January	<b>14,877,333</b>	10,831,319
Charge for the year	<b>3,742,400</b>	4,242,400
Inventory written off	<b>(41,498)</b>	(196,386)
	<hr/>	<hr/>
<b>At 31 December</b>	<b>18,578,235</b>	14,877,333
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**9 Trade and other receivables**

	<b>2022</b>	2021
	<b>AED</b>	AED
Trade receivables:		
Local and federal government entities	<b>139,498,384</b>	106,913,753
Non-government entities	<b>162,333,632</b>	208,927,394
	<hr/>	<hr/>
	<b>301,832,016</b>	315,841,147
Less: Allowance for expected credit loss	<b>(39,649,658)</b>	(34,822,183)
	<hr/>	<hr/>
Net trade receivables	<b>262,182,358</b>	281,018,964
Prepayments and other receivables	<b>25,812,482</b>	27,889,759
Advances to suppliers	<b>5,055,230</b>	7,907,862
Retention receivables	<b>530,695</b>	1,408,135
Due from related parties (note 19)	<b>749,412</b>	561,699
	<hr/>	<hr/>
	<b>294,330,177</b>	318,786,419
	<hr/> <hr/>	<hr/> <hr/>

The average credit period on sale of goods and rendering of services is 60 to 90 days (2021: 60 to 90 days). No interest is charged on past due trade receivable balances. The allowance for credit losses as at 31 December 2022 is AED 39,649,658 (2021: AED 34,822,183).

Before accepting any new customer, the Group assesses the potential credit quality of the customer. The Group measures the provision for impairment for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor 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 debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group has adopted a policy of dealing with only creditworthy counterparties. Adequate credit assessment is made before accepting an order from counterparty. Of the trade receivable balances at the end of the year, AED 92,885,134 (2021: AED 105,233,761) is due from the Group's 10 major customers representing 31% (2021: 33%) of trade receivables.

The following table shows the movement in lifetime ECL that has been recognised for trade and other receivables in accordance with the simplified approach set out in IFRS 9.

	<b>Individually assessed AED</b>	<b>Collectively assessed AED</b>	<b>Total AED</b>
At 31 December 2020	17,371,898	10,230,834	27,602,732
Net re-measurement of loss allowance	3,403,850	3,815,601	7,219,451
	<hr/>	<hr/>	<hr/>
At 31 December 2021	20,775,748	14,046,435	34,822,183
Net re-measurement of loss allowance	1,479,824	3,347,651	4,827,475
	<hr/>	<hr/>	<hr/>
<b>At 31 December 2022</b>	<b>22,255,572</b>	<b>17,394,086</b>	<b>39,649,658</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**9 Trade and other receivables (continued)**

	Past due					Total AED
	<30 AED	31-90 AED	91-365 AED	>365 AED	Specific provision AED	
<b>31 December 2022</b>						
Expected credit loss rate	3.82%	2.24%	14.59%	11.39%	100.00%	13.14%
Estimated total gross carrying amount at default	102,252,230	84,400,741	31,738,304	61,185,169	22,255,572	301,832,016
Lifetime ECL	3,906,828	1,888,286	4,631,583	6,967,389	22,255,572	39,649,658
<b>31 December 2021</b>						
Expected credit loss rate	1.33%	24.23%	25.74%	3.57%	100%	11.03%
Estimated total gross carrying amount at default	191,711,032	11,630,150	28,560,162	63,164,055	20,775,748	315,841,147
Lifetime ECL	2,552,212	1,883,826	7,352,661	2,257,736	20,775,748	34,822,183

**10 Cash and cash equivalents**

	2022 AED	2021 AED
Cash in hand	213,105	194,323
Cash at bank	81,308,473	46,928,260
	<u>81,521,578</u>	<u>47,122,583</u>

Balances with banks are assessed to have low credit risk of default since these banks are highly regulated by the central banks of the respective countries. Accordingly, management of the Group estimates the loss allowance on balances with banks at the end of the reporting period at an amount equal to 12-month ECL. None of the balances with banks at the end of the reporting period are past due and taking into account the historical default experience and the current credit ratings of the bank, the management of the Group has assessed that there is no impairment, and hence have not recorded any loss allowances on these balances.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**11 Share capital**

The authorised, issued and fully paid share capital of the Company comprises of 30 shares of AED 100,000 each. The shareholders and their respective interests are as follows:

	<b>2022 and 2021</b>		
	<b>Number of shares</b>	<b>%</b>	<b>AED</b>
Bin Hamoodah Company L.L.C	<b>20</b>	<b>67</b>	<b>2,000,000</b>
Ibbini Investment Company L.L.C	<b>10</b>	<b>33</b>	<b>1,000,000</b>
	<b>30</b>	<b>100</b>	<b>3,000,000</b>

**12 Statutory reserve**

In accordance with the UAE Federal Law No. (32) of 2021, and the Company's Articles of Association, 5% of the annual profits should be transferred to a non-distributable statutory reserve. Transfers to this reserve are required to be made until such time as it equals at least 50% of the paid-up share capital of the Company.

**13 Provision for employees' end of service benefit**

	<b>2022 AED</b>	<b>2021 AED</b>
At 1 January	<b>30,615,929</b>	27,080,975
Charge for the year	<b>6,999,004</b>	5,840,538
Paid during the year	<b>(2,537,470)</b>	(2,305,584)
<b>At 31 December</b>	<b>35,077,463</b>	30,615,929

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**14 Trade and other payables**

	<b>2022</b>	2021
	<b>AED</b>	AED
<i>Current</i>		
Advances from customers	<b>233,494,198</b>	123,025,141
Trade payables	<b>170,188,514</b>	155,901,527
Accrued expenses	<b>118,812,550</b>	115,783,294
VAT payable	<b>12,129,549</b>	9,913,917
Trade finance – current portion	<b>11,923,614</b>	11,902,427
	<hr/>	<hr/>
	<b>546,548,425</b>	416,526,306
	<hr/>	<hr/>
<i>Non-current</i>		
Trade finance	<b>9,736,739</b>	19,226,979
	<hr/>	<hr/>
	<b>556,285,164</b>	435,753,285
	<hr/> <hr/>	<hr/> <hr/>

The average credit period taken is 90 days (2021: 90 days). The Group has financial risk management policies in place to ensure that all payables are paid within the credit frame. No interest is charged on trade and other payables.

Trade finance pertains to outstanding balances payable in relation to the financing arrangements entered into by the Company to finance its purchase of goods and services from authorised suppliers. The financing arrangement have a tenure of 36 to 48 months and subject to interest rate of 2% per annum.

**15 Other income**

	<b>2022</b>	2021
	<b>AED</b>	AED
Rental income, net (note 7)	<b>3,901,663</b>	442,270
Gain on disposal of property and equipment	<b>69,264</b>	48,288
Miscellaneous income	<b>2,889,753</b>	2,928,100
	<hr/>	<hr/>
	<b>6,860,680</b>	3,418,658
	<hr/> <hr/>	<hr/> <hr/>

**16 Finance costs**

The Group has availed bank overdraft facilities during the year and have paid finance costs amounting to AED 1,175,133 (2021: AED 348,437) accordingly. There were no outstanding bank overdrafts at 31 December 2022 (2021: nil) as disclosed in Note 10.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**17 Profit for the year**

Profit for the year is stated after charging:

	<b>2022</b>	2021
	<b>AED</b>	AED
Staff costs	<b>259,228,741</b>	224,437,408
Depreciation of property and equipment (note 5)	<b>6,336,231</b>	6,157,658

**18 Zakat paid**

Zakat is calculated and paid at the discretion of the shareholders.

**19 Related party transactions**

The Group, in its ordinary course of business, enters a variety of transactions at agreed terms and conditions, with companies, entities or individuals that fall within the definition of “related parties” as defined in IAS 24: *Related Party Disclosures*. Related parties mainly comprise the major shareholders, directors and entities related to them, companies under common ownership and/or common management and control, their partners and key management personnel.

Balances with related parties at the end of the reporting period are as follows:

	<b>2022</b>	2021
	<b>AED</b>	AED
<b>Due from related parties (note 9)</b>		
Gulf Industrial Services Company (GISCO) L.L.C.	<b>525,245</b>	233,788
Al Geemi and Partners Contracting Company L.L.C.	<b>215,494</b>	224,233
Bin Hamoodaah Trading and General Services L.L.C.	<b>8,405</b>	-
United Metal Works Establishment	<b>268</b>	-
Gulf Automatic Services and Oilfield Supplies L.L.C.	-	60,123
Bin Hamoodah Company L.L.C	-	22,460
Gulf Commercial Agency L.L.C.	-	21,095
	<b>749,412</b>	561,699

Transactions with related parties during the year are as follows:

	<b>2022</b>	2021
	<b>AED</b>	AED
Revenue	<b>2,220,393</b>	1,892,043

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**19 Related party transactions (continued)**

**Compensation of key management personnel**

The remuneration of key management during the year was as follows:

	<b>2022</b>	2021
	<b>AED</b>	AED
Short term benefits	<b>4,935,233</b>	4,586,944
Long term benefits	<b>62,420</b>	51,154
	<u><b>4,997,653</b></u>	<u>4,638,098</u>

**20 Contract assets**

	<b>2022</b>	2021
	<b>AED</b>	AED
Current	<b>260,844,870</b>	169,943,373
	<u><b>260,844,870</b></u>	<u>169,943,373</u>

Contract assets primary relates to the Group's right on consideration for goods and services provided but not billed at the reporting date.

**21 Contingencies and commitments**

	<b>2022</b>	2021
	<b>AED</b>	AED
Bank guarantees	<b>447,069,020</b>	418,421,613
	<u><b>447,069,020</b></u>	<u>418,421,613</u>
Capital commitments	<b>162,000</b>	162,000
	<u><b>162,000</b></u>	<u>162,000</u>

The above bank guarantees were issued in the normal course of business.

**22 Financial instruments**

**Significant accounting policies**

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 of the consolidated financial statements.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)****22 Financial instruments (continued)****Financial risk management**

The Group's management monitors and manages financial risks based on policies derived from the parent company's policies. The Group seeks to minimise the effects of financial risks by using appropriate risk management techniques which are reviewed by management on a continuous basis.

The Group does not enter or trade in financial instruments, including derivative financial instruments, for speculative purposes.

The Group analyses financial risks under the following captions:

**Capital risk management**

The Group manages its capital to ensure it will be able to continue as a going concern while maximising the return on equity. The Group does not have a formalised optimal target capital structure or target ratios in connection with its capital risk management objective. The Group's overall strategy remains unchanged from 2022.

The Group monitors and adjusts its capital structure with a view to promote the long-term success of the business while maintaining sustainable returns for shareholders. This is achieved through a combination of risk management actions including monitoring solvency, minimising financing costs, and maintaining high standards of business conduct.

Credit risk in relation to the Group refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group.

Key areas where the Group is exposed to credit risk are trade and other receivables and bank and cash balances.

The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific non-related counterparties, and continually assessing the creditworthiness of such non-related counterparties.

**Concentration of credit risk**

Concentration of credit risk arises when several counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentration of credit risk indicates the relative sensitivity of the Group's performance to developments affecting a particular industry or geographic location. Details on concentration of trade receivable balances are disclosed in Note 9. Management believes that the concentration of credit risk is mitigated by high credit worthiness and financial stability of its trade customers.

Balances with banks are assessed to have low credit risk of default since these banks are among the major banks operating in the UAE and are highly regulated by the central bank. The amount that best represents maximum credit risk exposure on financial assets at the end of the reporting period, in the event counter parties fail to perform their obligations generally approximates their carrying value.

**Notes to the consolidated financial statements  
for the year ended 31 December 2022 (continued)**

**22 Financial instruments (continued)**

**Liquidity risk management**

The Group manages liquidity risk by maintaining adequate reserves and banking facilities and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below summaries the maturity profile of the Group's non-derivative financial instruments. The contractual maturities of the financial instruments have been determined based on the remaining period at the end of the reporting period to the contractual maturity date. The maturity profile is monitored by management to ensure adequate liquidity is maintained.

**Capital risk management**

The liquidity profile of the financial liabilities at the end of the reporting period was as follows:

	<b>Less than 3 months AED</b>	<b>3 to 12 months AED</b>	<b>1 to 5 years AED</b>	<b>More than 5 years AED</b>	<b>Total AED</b>
<b>31 December 2022</b>					
Trade and other payables (other than advances from customers)	-	313,054,227	-	-	313,054,227
Trade finance	-	-	9,736,739	-	9,736,739
	-	313,054,227	9,736,739	-	322,790,966
<b>31 December 2021</b>					
Trade and other payables (other than advances from customers)	-	293,501,165	-	-	293,501,165
Trade finance	-	-	19,226,979	-	19,226,979
	-	293,501,165	19,226,979	-	312,728,144

**Currency risk management**

Assets are typically funded in the same currency as that of the business being transacted to eliminate exchange exposure. Management believes that there is a minimal risk of significant losses due to exchange rate fluctuation and consequently the Group does not hedge foreign currency exposure.

## Notes to the consolidated financial statements for the year ended 31 December 2022 (continued)

### 22 Financial instruments (continued)

#### Fair value of financial assets and liabilities

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Management considers that the fair values of financial assets, investment properties and financial liabilities approximate their carrying amounts as stated in the consolidated financial statements.

#### Fair value measurement of non-financial assets

Fair value of investment properties has been determined by an independent valuer (the “Valuer”) using market value approach, based on the current property market condition in the UAE. The market has been assessed by the Valuer and certain internal data has been provided by the management, therefore, the fair valuation falls under level 3. The following are the valuation technique and fair value hierarchy as at 31 December 2022 and 2021:

	Fair value AED	Fair value hierarchy	Valuation technique
Investment properties	170,664,999	Level 3	Direct comparison approach
	(2021: 163,300,000)		

### 23 Dividend paid

As authorized by the Board of Directors on 1 March 2022 a cash dividend of AED 60 million was declared and paid on March 2022 of AED 30 million and December 2022 of AED 30 million (2021: AED 60 million).

### 24 Approval of consolidated financial statements

The consolidated financial statements were approved by management and authorised for issue on 10 April 2023.

**Annex (2) – Memorandum of Association and Articles of Association**

**Memorandum of Association**

**عقد تأسيس**

**Alpha Data**  
a public joint stock company  
incorporated with a capital of  
AED 30 million

المادة (1) ألفا داتا  
المادة (2)  
شركة مساهمة عامة  
تمّ تأسيسها برأس مال قدره  
30 مليون درهم إماراتي

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27 September 2024

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27 سبتمبر 2024

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MEMORANDUM OF ASSOCIATION OF  
Alpha Data  
public joint stock company

عقد تأسيس  
ألفا داتا  
شركة مساهمة عامة

Recitals:

المقدمة:

Alpha Data LLC was established as a limited liability company on 24 March 1981 and the existing shareholders of the Company are:

تأسست ألفا داتا ذ.م.م. في شكل شركة ذات مسؤولية محدودة بتاريخ 24 مارس 1981 والشركاء الحاليون فيها هم:

1. **Bin Hamoodah Company LLC**, a company incorporated under trade license number (1019661) issued by the Department of Economic Development of Abu Dhabi, legally represented by Mr. Faraj Ali Binhamoodah Aldhaheeri, UAE national, holder of Emirates ID No. 784-1947-6481830-1, under power of attorney notarized by the Abu Dhabi Notary Public under notarization number (2205011668) dated 17/3/2022, having its registered address at P.O. Box 203, Abu Dhabi, UAE, (hereinafter referred to as the “**First Shareholder**”); and

1- **شركة بن حمودة ذ.م.م.**، وهي شركة قائمة بموجب رخصة تجارية رقم (1019661) الصادرة عن دائرة التنمية الاقتصادية في أبوظبي، ويمثلها السيد/ فرج علي بن حموده، إماراتي الجنسية، ويحمل بطاقة هوية إماراتية رقم -784 1947-6481830-1، بموجب وكالة قانونية مصدقة لدى كاتب العدل في أبوظبي بموجب تصديق رقم 2205011668 بتاريخ 2022/3/17، وعنوانها الرئيسي في ص.ب. رقم: 203 أبوظبي، دولة الإمارات العربية المتحدة (يشار إليه فيما بعد بـ “المساهم الأول”)، و

2. **Ibbini Investment Company LLC**, a company incorporated under professional license number (23179) issued by Greater Amman Municipality, Industrial and Commercial Register No. 304080, issued by the Companies Control Department at the Ministry of Industry and Commerce, the Hashemite Kingdom of Jordan, legally represented by Mr. Fayez Saeed Mohamed Ibbini, Jordanian national, holder of Emirates ID No. 784-1954-2964810-8,

2- **شركة العبيني للاستثمار ذ.م.م.**، وهي شركة قائمة بموجب رخصة مهنية رقم 23179 صادرة عن أمانة عمان الكبرى، والسجل الصناعي والتجاري رقم 304080 صادر عن دائرة مراقبة الشركات في وزارة الصناعة والتجارة، المملكة الأردنية الهاشمية، ويمثلها السيد/ فايز سعيد محمد العبيني، أردني الجنسية، ويحمل بطاقة هوية إماراتية رقم -784 1954-2964810-8، بموجب وكالة قانونية مصدقة لدى وزارة خارجية دولة الإمارات العربية المتحدة بموجب تصديق رقم 369564801 بتاريخ 2017/9/5،

under power of attorney attested by the UAE Ministry of Foreign Affairs under attestation number (369564801) on 5/9/2017, having its registered address at 6 Zahran Street, Sweifieh District/ Wadi As-Seir, Amman, the Hashemite Kingdom of Jordan (hereinafter referred to as the “**Second Shareholder**”).

Currently organized under the Memorandum of Association which was duly executed and notarized under number (3244/1987), and its amendment duly notarized under number (17920) on 18/09/1991 and under number (6687/2008) on 21/04/2008 and under number (1303012373) on 18/11/2013 and under number (2405023622) on 25/6/2024, pursuant to commercial license number (CN-1019710) issued by the Department of Economic Development of Abu Dhabi.

This Memorandum of Association (“**Memorandum**”) is made between the shareholders whose names are shown in the attached schedule on the date on which the Notary Public has notarized it, in the Emirate of Abu Dhabi in the United Arab Emirates.

It has been agreed as follows:

**Article (1)**  
**Company Incorporation**

- 1.1 The Company was incorporated in the form of a limited liability company, and a unanimous resolution of the general assembly of the Company was issued providing for the conversion of the legal form of the Company

وعنوانها الرئيسي في 6 شارع زهران، حي الصويفية/ منطقة وادي السير، عمان، المملكة الأردنية الهاشمية (يشار إليه فيما بعد بـ “المساهم الثاني”).

وينظمها حالياً عقد التأسيس المحرر أصولاً والمصدق وفقاً للرقم (1987/32844) وملاحق تعديله المصدقة أصولاً بموجب الأرقام (17920) بتاريخ 18/9/1991 ورقم (2008/6687) بتاريخ 21/4/2008 ورقم (1303012373) بتاريخ 18/11/2013 ورقم (2405023622) بتاريخ 25/6/2024، بموجب الرخصة التجارية رقم (CN-1019710) الصادرة عن دائرة التنمية الاقتصادية في أبوظبي.

أبرم عقد التأسيس المائل (“العقد”) بين كل من المساهمين المبينة أسماؤهم في الجدول المرفق في التاريخ الذي قام الكاتب العدل بتوثيقه فيه، بإمارة أبوظبي بالإمارات العربية المتحدة.

تم الاتفاق على ما يلي:

**المادة (1)**  
**تأسيس الشركة**

- 1-1 تأسست الشركة في شكل شركة ذات مسؤولية محدودة. وقد صدر قرار من الجمعية العمومية بإجماع الشركاء بتغيير الشكل القانوني للشركة وتحويلها إلى شركة مساهمة عامة.

in public joint stock company.

**Article (2)**  
**Company Name**

- 2.1 The name of the Company is “Alpha Data PJSC” (hereinafter referred to as the “Company”).

**Article (3)**  
**Company Head Office**

- 3.1 The head office of the Company and its legal domicile shall be in the Emirate of Abu Dhabi. The Board of Directors may establish branches, offices or agencies for the Company in the United Arab Emirates or abroad after obtaining the approval of the competent authority.

**Article (4)**  
**Company Duration**

- 4.1 The duration of this Company shall be ninety nine (99) Gregorian years, which commenced from the date of entry of the Company into the commercial register, and it shall thereafter be automatically renewed for consecutive similar periods unless a special resolution issued by a majority of votes of shareholders who own at least not less than three quarters (3/4) of the shares represented in the meeting of the general assembly and after obtaining the approval of the Authority for amending the duration of or terminating the Company.

**Article (5)**  
**Company Objects**

**المادة (2)**  
**اسم الشركة**

- 1-2 اسم الشركة هو "ألفا داتا ش.م.ع." (ويشار إليها فيما بعد بلفظ "الشركة").

**المادة (3)**  
**مركز الشركة الرئيسي**

- 1-3 مركز الشركة الرئيس ومحلها القانوني في إمارة أبوظبي، ويجوز لمجلس الإدارة أن ينشئ لها فروعاً أو مكاتب أو توكيلات في دولة الإمارات العربية المتحدة أو خارجها بعد الحصول على موافقة السلطة المختصة.

**المادة (4)**  
**مدة الشركة**

- 1-4 مدة هذه الشركة هي (99) تسعة وتسعون سنة ميلادية بدأت من تاريخ قيد الشركة في السجل التجاري، وتجدد بعد ذلك تلقائياً لمدة متعاقبة مماثلة ما لم يصدر قرار خاص بأغلبية أصوات المساهمين الذين يملكون ما لا يقل عن ثلاثة أرباع (3/4) الأسهم الممثلة في اجتماع الجمعية العمومية وبعد الحصول على موافقة الهيئة بتعديل مدة الشركة أو بإنهائها.

**المادة (5)**  
**أغراض الشركة**

5- 1 تكون الأغراض الرئيسية التي تأسست

5.1 The main objects for which the Company is incorporated shall be to carry on the following activities in the United Arab Emirates and abroad:

A. Telecommunication Systems Equipment Installation and Maintenance.

(3) المادة

B. Security & Surveillance Systems Installation & Maintenance.

(4) المادة

C. Wholesale Trading of Medical Equipment.

(5) المادة

D. Retail Sale of Computer Systems and Software.

(6) المادة

E. Computer Devices And Equipment Domain Consultancy.

F. Computer Infrastructure Establishment, Institution and Maintenance.

G. Services, Management and Operation of Computer Networks.

(7) المادة

H. Wholesale of Computer Systems and Software Trading.

(8) المادة

I. Wholesale Of Telecommunication Equipment Trading.

(9) المادة

J. Electrical Equipment Installation and Operation.

K. Safety and Prevention Against Fire Engineering Consultancy.

L. Telecommunication Equipment And Apparatuses Repairing.

(10) المادة

M. Retail Sale of Computer Outfit and Data Processing.

(11) المادة

N. Retail Sale Of Alarm And Surveillance Apparatuses and Equipment.

(12) المادة

الشركة من اجلها في ممارسة النشاطات التالية سواء في دولة الإمارات العربية المتحدة أو خارجها:

(أ) تركيب وصيانة معدات أنظمة الاتصالات السلكية واللاسلكية.

(ب) تركيب معدات وأجهزة الأمن والمراقبة وصيانتها.

(ج) تجارة المعدات والأجهزة الطبية – بالجملة.

(د) بيع نظم وبرامج الحاسب الآلي – بالتجزئة.

(هـ) الاستشارات في مجال معدات وأجهزة الحاسب الآلي.

(و) انشاء وتأسيس وصيانة البنية التحتية للحاسب الآلي.

(ز) خدمات إدارة وتشغيل شبكات الحاسب الآلي.

(ح) تجارة نظم وبرامج الحاسب الآلي – بالجملة.

(ط) تجارة معدات الاتصال السلكية – بالجملة.

(ي) تركيب وتشغيل المعدات الكهربائية.

(ك) استشارات هندسة السلامة والوقاية من الحريق.

(ل) إصلاح معدات وأجهزة الاتصال السلكي واللاسلكي.

(م) بيع مستلزمات الحاسب الآلي ومعالجة البيانات – بالتجزئة.

(ن) بيع أجهزة ومعدات الإنذار والمراقبة – بالتجزئة.

(س) تجارة أجهزة ومعدات الاتصال اللاسلكية – بالجملة.

- O. Trading of telecommunication equipment – Wholesale. (ع) تركيب وصيانة المعدات والأجهزة الطبية والمعملية وإصلاحها.
- P. Medical and Laboratories Equipment and Apparatuses Installation, Maintenance, and Repairing (ف) بيع أجهزة الحاسب الآلي ولوازمها – بالتجزئة.
- Q. Retail Sale of Computers and Their Accessories (ص) تصميم نظم وبرامج الحاسب الآلي.
- R. Computer Systems and Software Designing (ق) استشارات في مجال الأنظمة الأمنية.
- S. Security Systems Consultancy (ر) إصلاح أجهزة الحاسب الآلي وصيانتها.
- T. Computer Repair and Maintenance (ش) خدمات حقول ومنشآت النفط والغاز البرية والبحرية.
- U. Onshore And Offshore Oil And Gas Fields And Facilities Services (ت) استشارات تقنية المعلومات.
- V. Information Technology Consultancy
- 5.2 For the purpose of achieving its main objects described in Clause 5.1 above, the Company may carry on the following activities whether inside or outside the United Arab Emirates:
- (أ) الاستثمار في تأسيس شركات تابعة تزاوُل أنشطة تجارية مختلفة بجانب استثمارات أو مساهمات أخرى في مؤسسات تجارية واكتساب أو الاشتراك في أو امتلاك أسهم أو حصص أو حقوق أخرى في شركات أو مشاريع تعمل في مجال يرتبط بأغراض الشركة؛ أو بأيّ توسعة لها أو بأعمالها الأخرى؛ أو تزاوُل أعمالاً مماثلة للأعمال التي تقوم بها الشركة؛ أو التي قد تساعد الشركة؛ وتمويل تلك الشركات والمشروعات؛
- (ب) الحصول على أو امتلاك أو حيازة أو بيع أو تأجير أو بشكل آخر التصرف بالعقارات، الأصول، المعدات والتجهيزات كما قد يكون ذلك ضرورياً أو مؤدياً إلى تحقيق أغراضها الرئيسية؛

- assets, equipment and facilities as may be necessary or conducive to the attainment of its principal objects;
- (c) own and/or acquire companies and sole establishments related to the Company's objects, establish branches and affiliated companies in the Country and abroad after obtaining the necessary licenses from the competent authorities and acquire shares or interests in joint stock companies and limited liability companies or any other form of companies or legal entities; and authorize thereto the powers and authorities that the Company deems appropriate or necessary for any purposes in connection with its objects or any expansion or business thereof;
- (d) participate with others in establishing other companies, partnerships or entities;
- (e) engage in any business or activity, or take up anything of whatsoever nature which may connect or relate to any of the Company's objects or enhance directly or indirectly the value of all or any of the Company's projects, properties or assets, or otherwise increase its profitability or promote its interests;
- (f) enter into agreements with banks, financial institutions and credit agencies in connection with financing the Company's business and activities, including, without limitation, borrowing and granting loans, financing and credit for its own account and for the account of its subsidiaries for any period of time
- (ج) امتلاك و/أو الاستحواذ على الشركات والمؤسسات الفردية ذات الصلة بأغراض الشركة، تأسيس فروع وشركات تابعة داخل وخارج الدولة بعد الحصول على التراخيص اللازمة من السلطات المختصة وكذلك امتلاك حصصاً أو أسهم في الشركات المساهمة والشركات ذات المسؤولية المحدودة أو أي نوع آخر من الشركات أو الكيانات الاعتبارية، وتحويلها السلطة والصلاحيّة التي تعتبرها الشركة مناسبة أو ضروريّة لأية أغراض تتعلق بأغراض الشركة أو بأيّة توسعة لها أو لأعمال الشركة؛
- (د) الاشتراك مع الغير في تأسيس شركات أو شراكات أو كيانات أخرى؛
- (هـ) مزولة أيّ عمل أو نشاط؛ أو القيام بأيّ شيء مهما كانت طبيعته؛ من شأنه أن يتصل أو يتبع أيّ من أغراض الشركة؛ أو يعزز بصورة مباشرة أو غير مباشرة قيمة كافة أو أيّ من مشاريع الشركة؛ أو ممتلكاتها؛ أو أصولها؛ أو يزيد على نحو آخر من ربحيّة الشركة؛ أو يعزز مصالحها؛
- (و) الدخول في اتفاقيّات مع بنوك ومؤسسات ماليّة ووكالات انتمان فيما يتعلق بتمويل نشاطات وأعمال الشركة؛ بما في ذلك دون الحصر؛ الحصول على ومنح قروض وتمويلات وتسهيلات انتمانية لمصلحتها الخاص ولمصلحة شركاتها التابعة لأيّ فترة زمنية (سواء لمدة تتجاوز أو لا تتجاوز الثلاث سنوات) ومع أو بدون

(whether more than three years or not more than three years) and with or without guarantee, issuing guarantees and granting collaterals on its assets, negotiating about negotiable bonds including its shares or stock, or the shares, interests or assets of its affiliate companies, and entering into contracts in favour of third parties in connection with the Company's objects or any expansion thereto, including, without limitation, issuing guarantees or granting indemnity bonds, or working as a guarantor, or other than what is stated above, to guarantee the obligations of the Company's subsidiaries, with or without a charge, mortgage or otherwise, create a lien over the whole or any part of the Company, its assets, or the shares, interests, or assets of its affiliated companies and branches for the purpose of guaranteeing its obligations or the obligations of its affiliated companies in any way and generally perform the commercial and financial transactions in connection with the Company's objects by entering into and executing the contracts and other obligations in connection thereto;

- (g) enter to any contracts or agreements required to implement the objectives of the Company, including the entry into construction, operation, management, maintenance, purchase and sale contracts (including contracts to buy and sell shares and interests), or agreements related to the management

ضمان وإصدار الضمانات ومنح الضمانات على أصولها والتفاوض بشأن الصكوك القابلة للتفاوض؛ بما فيها أسهمها أو أصولها؛ أو حصص أو أسهم أو أصول شركاتها التابعة؛ والدخول في اتفاقيات لصالح الغير فيما يتعلق بأغراض الشركة أو بأيّ توسعة لها؛ بما في ذلك؛ دون الحصر؛ إصدار ضمانات أو منح ضمانات عوض؛ أو العمل بصفة كفيل أو بخلاف ما جاء أعلاه ضمان التزامات أيّ من الشركات التابعة للشركة؛ مع أو بدون مقابل؛ ورهن أو بخلاف ذلك إنشاء رهن على كامل أو أيّ جزء من الشركة أو أصولها أو حصص أو أسهم أو أصول الشركات التابعة لها وفروعها بغرض ضمان التزاماتها أو التزامات الشركات التابعة لها بأيّ طريقة كانت والقيام بشكل عام بالمعاملات التجارية والمالية المتعلقة بأغراض الشركة من خلال الدخول في العقود والالتزامات الأخرى المتعلقة بها وتنفيذها؛

(ز) الدخول في أيّ عقود أو اتفاقيات مطلوبة لتنفيذ أغراض الشركة؛ بما في ذلك الدخول في عقود الإنشاء والتشغيل والإدارة والصيانة والشراء والبيع (بما في ذلك عقود بيع وشراء الأسهم والحصص)؛ أو الاتفاقيات المتعلقة بإدارة شركات تعمل في مجال إنشاء

of companies involved in the creation, development, operation, or maintenance of any of the Company's facilities, or in the field of any associated dependency services, or agreements related to the establishment, development, operation, and maintenance of facilities owned by those companies;

(h) issue and sale of new shares in the Company or any shares or in interests in any Subsidiary or Affiliated Company;

(i) invest funds and manage such investments on its own responsibility, purchase assets (whether movable or immovable) and real estate required to carry out its activity and manage its subsidiaries, and acquire intellectual property rights such as patents, trademarks, industrial designs and models or franchise rights and rent them to its subsidiaries or to other companies;

(j) act as an agent for companies and establishments related to the Company's objects and represent them in the Country or abroad. The agent may engage in any other business related to the above-mentioned purposes and through other companies or through persons working in the same field of activity;

أو تطوير أو تشغيل أو صيانة أيّ من مرافق الشركة؛ أو في مجال أيّ خدمات تبعية ترتبط بذلك؛ أو الاتفاقيات المتعلقة بإنشاء وتطوير وتشغيل وصيانة المرافق التي تمتلكها تلك الشركات ؛

(ح) إصدار وبيع أسهم جديدة في الشركة أو حصص أو أسهم في أي شركة تابعة أو حليفة؛

(ط) استثمار الأموال وإدارة تلك الاستثمارات على مسؤوليتها وشراء الأصول (سواء المنقولة أو غير المنقولة) والعقارات المطلوبة لمباشرة نشاطها وإدارة الشركات التابعة لها واكتساب حقوق الملكية الفكرية من براءات الاختراع والعلامات التجارية والرسومات والنماذج الصناعية أو حقوق الامتياز وتأجيرها لشركاتها التابعة أو لشركات أخرى؛

(ي) التصرف كوكيل للشركات والمؤسسات ذات الصلة بأغراض الشركة وتمثيلها في الدولة الإمارات العربية المتحدة أو خارجها، يجوز للوكيل الانخراط بأي أعمال أخرى ذات صلة بالأغراض المذكورة أعلاه ومن خلال شركات أخرى أو من خلال أشخاص يعملون في نفس مجال النشاط؛

(ك) يتعين تفسير أغراض الشركة المنصوص عليها في الفقرات

(k) The objects of the Company set forth in the above paragraphs shall be construed in an unrestricted and broad sense. The Company may carry out its objects and exercise its powers mentioned above in any geographical area within or outside the Country. The Company may also expand or amend these objects in any way from time to time by a decision of the shareholders;

أعلاه بشكل غير مقيد وبمعان واسعة. يجوز للشركة تنفيذ أغراضها وممارسة سلطاتها المذكورة أعلاه في أي منطقة جغرافية داخل الدولة أو خارجها. يجوز للشركة كذلك التوسع في أو تعديل تلك الأهداف بأي طريقة من حين لآخر بقرار من الشركاء؛

(ل) لا يجوز للشركة مزاولة أعمال التأمين أو العمليات المصرفية؛

(l) the Company may not carry on the business of insurance or banking transactions;

(م) استخدام أيّ وكيل أو وكلاء في أيّ جزء من العالم على نفقة الشركة ودفع أتعابهم؛ سواءً محامين أو مصرفيين أو محاسبين أو استشاريين أو مهندسين أو مديرين؛ أو غيرهم؛ وذلك للقيام بأيّ تصرف أو عمل مطلوب إجراؤه أو القيام به تحقيقاً لأغراض الشركة؛ بما في ذلك استلام ودفع أيّ مبلغ وتوقيع المستندات؛ و

(m) appoint any attorney or attorneys, in any part of the world, at the Company's expense and payment of their fees, whether they are lawyers, bankers, accountants, consultants, engineers, managers or otherwise, to do any act or work required to be made or done to achieve the Company's objects, including the receipt and payment of any amount or signing any documents; and

(ن) مزاولة كافة الأعمال التي تتعلق بشكل مباشر أو غير مباشر بأغراض أو أنشطة الشركة أو القيام بأيّ شيء من أيّ طبيعة مما يراه مجلس الإدارة قابلاً للإنجاز ومن شأنه أن يكون متصلاً بأيّ من أعمال الشركة أو تابعاً لتلك الأعمال؛ أو يعزز بصورة مباشرة أو غير مباشرة قيمة كافة أو أيّ من مشاريع الشركة أو ممتلكاتها أو أصولها أو غيرها؛ أو يزيد بطريقة أخرى من ربحية الشركة؛ أو يعزز مصالح الشركة أو مصالح المساهمين فيها.

(n) carry on all business related directly or indirectly to the Company's objects or activities, or take up anything of whatsoever nature which the Board of Directors may find achievable and may connect or relate to any of the Company's business or enhance directly or indirectly the value of all or any of the Company's projects, properties or assets, or otherwise increase its profitability or promote its interests or the interests of its

shareholders.

- 5.3 The Company shall carry on its objects within the United Arab Emirates and abroad as shall be determined by the Board of Directors of the Company.
- 5.4 The objects of the Company shall be interpreted in a broad manner and the general assembly of the Company may amend the Company's objects in accordance with the Articles of Association of the Company.
- 5.5 The Company shall ensure the absence of any foreign ownership restrictions during the practice of any of its activities and obtain the necessary permissions from the Competent Authority and relevant entities.

#### **Article (6)**

- 6.1 The issued capital of the Company was determined at the amount of AED 30 million, divided into billion shares of nominal value of AED (3) fils for each fully paid share, and all the Company's shares shall be of equal ranking to one another in the rights and obligations.

#### **Article (7)**

- 7.1 The founders, whose names are shown in the Schedule hereto ("**Founders**"), have subscribed as per the following:

Name of Shareholder	Number of Shares	Nominal Value (AED)	Percent in Capital
Bin Hamoodah Company LLC	666,666,667	20,000,000	%66.67

5-3 تمارس الشركة أغراضها بدولة الإمارات العربية المتحدة وخارجها طبقاً لما يقرره مجلس إدارة الشركة.

5-4 تفسر أغراض الشركة تفسيراً موسعاً وللجمعية العمومية تعديل أغراض الشركة وفقاً لأحكام النظام الأساسي للشركة.

5-5 تلتزم الشركة بالتأكد من عدم وجود أية قيود على الملكية الأجنبية خلال ممارسة أي من أغراضها والحصول على التصاريح اللازمة من السلطة المختصة والجهات ذات الصلة.

#### **المادة (6)**

6-1 حدد رأس مال الشركة المصدر بمبلغ 30 مليون درهم إماراتي مقسم إلى مليار سهم بقيمة اسمية (3) فلس إماراتي واحد لكل سهم مدفوع بالكامل؛ وجميع أسهم الشركة من ذات الفئة متساوية مع بعضها البعض في الحقوق والالتزامات.

#### **المادة (7)**

7-1 اكتب المؤسسون المبينة أسماؤهم في الجدول المرفق ("**المؤسسون**") في رأسمال الشركة بأسهم على النحو التالي:

اسم المساهم	عدد الأسهم	القيمة الاسمية (بالدرهم الاماراتي)	النسبة في رأس المال
شركة بن حموده ذ.م.م	666,666,667	20,000,000	%66.67
شركة			

Ibbini Investment Company LLC	333,333,333	10,000,000	%33.33
Total	1,000,000,000	30,000,000	%100

العبيني للاستثمار ذ.م.م	10,000,000	333,333,333	%33.33
المجموع	30,000,000	1,000,000,000	%100

### **(8) المادة**

#### **Article (8)**

8.1 The Founders, signatories to this Memorandum, undertake to do the necessary acts with a view to completing the incorporation of the Company and introduce such amendments as deemed necessary by the Competent Authorities to this Memorandum or to the Articles of Association of the Company attached hereto and to sign the same before the notary public, if necessary.

8-1 يتعهد المؤسسون الموقعون على هذا العقد بالقيام بالإجراءات اللازمة لإتمام تأسيس الشركة، وإدخال التعديلات التي تراها الجهات المختصة لازمة سواء على هذا العقد أو على النظام الأساسي للشركة المرفق به، والتوقيع عليها أمام الكاتب العدل، إن لزم الأمر.

### **(9) المادة**

#### **Article (9)**

9.1 The expenses, costs, fees and other charges required to be paid by the Company due to its incorporation as a public joint stock company have been estimated at approximately AED 33,485,825,000 and they shall be charged to the overheads account of the Company.

9-1 تقدر المصروفات والنفقات والأجور والتكاليف الأخرى التي تلتزم الشركة بأدائها بسبب تأسيسها في شكل شركة مساهمة عامة بحوالي AED 33,485,825,000 درهم إماراتي ويتم قيدها في حساب المصروفات العمومية للشركة.

### **(10) المادة**

#### **Article (10)**

10.1 The Articles of Association attached to this Memorandum shall be deemed an integral part thereof and complementary thereto.

10-1 يعتبر النظام الأساسي المرفق بهذا العقد جزءاً لا يتجزأ منه ومكملاً له.

### **(11) المادة**

#### **Article (11)**

11.1 Pursuant to the provisions of Federal Decree Law No. (32) of 2021 concerning Commercial

11-1 بمقتضى أحكام المرسوم بقانون اتحادي رقم (32) لسنة 2021

Companies, the Company shall have a legal personality totally independent of the personality of the shareholders therein. The liability of the shareholders in respect of the Company shall be limited to the outstanding amount (if any) of the shares held by them. The liability of the shareholders may not be increased except with their unanimous approval.

### **Article (12)**

12.1 This Memorandum is made of several copies for submission to the relevant authorities upon application for the licenses necessary for the establishment of the Company. Each founder may apply for a certified copy thereof from the Notary Public.

بشأن الشركات التجارية، تكون للشركة شخصية قانونية مستقلة تماماً عن شخصية المساهمين فيها، ولا يلتزم المساهمون بأي التزامات على الشركة إلا في حدود المبلغ (إن وجد) المتبقي غير المدفوع من قيمة ما يملكون من أسهم، ولا يجوز زيادة التزاماتهم إلا بموافقتهم الجماعية.

### **المادة (12)**

12-1 حرر هذا العقد من عدة نسخ لتقديمها إلى الجهات المختصة عند طلب التراخيص اللازمة لتأسيس الشركة، ويجوز لكل مؤسس طلب الحصول على نسخة معتمدة من الكاتب العدل.

## SCHEDULE OF THE NAMES OF FOUNDERS AND THEIR SIGNATURES

### جدول أسماء المؤسسين وتوقيعاتهم

التوقيع Signature	النسبة Percentage	المبلغ Amount	عدد الاسهم Shares	محل الإقامة Residence	الجنسية Nationality	اسم المساهم Shareholder Name	رقم No
	%66.67	20,000,000	666,666,667	الإمارات UAE	الإمارات UAE	شركة بن حموده ذ.م.م Bin Hamoodah Company LLC	1
	%33.33	10,000,000	333,333,333	الأردن Jordan	الأردن Jordan	شركة العيني للاستثمار ذ.م.م Ibbini Investment Company LLC	2
	100% 100%	30,000,000	1,000,000,000	مجموع مساهمة المؤسسين Total Founders' Contribution			

## Articles of Association of

## النظام الأساسي

### Alpha Data

### ألفا داتا

### A Public Joint-Stock Company

### شركة مساهمة عامة

#### Preamble

#### تمهيد

- A. Alpha Data LLC was established as a limited liability company on 24 March 1981. (أ) تأسست ألفا داتا ذ.م.م. كشركة ذات مسؤولية محدودة بتاريخ 24 مارس 1981.
- B. On 27 September 2024, the general assembly of the Company resolved pursuant to a special resolution to approve the conversion of the legal form of the Company into public joint stock company and list its shares in Abu Dhabi Securities Exchange. (ب) بتاريخ 27 سبتمبر 2024 قررت الجمعية العمومية للشركة بموجب قرار خاص الموافقة على التحول إلى الشكل القانوني للمساهمة العامة وإدراج أسهمها في سوق أبوظبي للأوراق المالية.
- C. Accordingly, these Articles of Association ("Articles of Association") were made between the shareholders whose names are shown in the attached schedule on the date on which the Notary Public has notarized it, in the Emirate of Abu Dhabi in the United Arab Emirates: (ج) بناء عليه؛ أبرم النظام الأساسي المائل ("النظام الأساسي") بين كل من المساهمين المبينة أسماؤهم في الجدول المرفق أدناه في التاريخ الذي قام الكاتب العدل بتوثيقه فيه؛ بإمارة أبوظبي بالإمارات العربية المتحدة.

It has been agreed as follows:

تم الاتفاق على ما يلي:

#### CHAPTER ONE

#### الباب الأول

#### Article (1)

#### المادة (1)

#### Conversion of the Company

#### تحول الشركة

- 1.1 The Company was incorporated in the form of a limited liability company, and a unanimous resolution of the general assembly of the Company was issued providing for the conversion of the legal form of the Company into a public joint stock company. 1- 1 تأسست الشركة في شكل شركة ذات مسؤولية محدودة؛ وقد صدر قرار من الجمعية العمومية بإجماع الشركاء بتغيير الشكل القانوني للشركة

form of the Company in public joint stock company.

وتحولها إلى شركة مساهمة عامة.

**Article (2)**  
**Definitions**

**المادة (2)**  
**التعريف**

2.1 In these articles of association, the following expressions shall have the meanings opposite thereto, unless nothing in the context indicates otherwise:

1- 2 في هذا النظام الأساسي؛ يكون للتعبير التالية؛ المعاني المحددة قرين كل منها ما لم يوجد في سياق النص ما يدل على غير ذلك:

• “**Accumulative Voting**”: means that each shareholder has a number of votes equal to the number of shares he owns, so that he votes thereby for one nominee for the membership of the Board of Directors, or distribute them among nominees of his choice, provided that the number of votes granted to his chosen nominees not exceed the number of votes in his possession in all cases.

• "التصويت التراكمي": أن يكون لكل مساهم عدد من الأصوات يساوي عدد الأسهم التي يملكها؛ بحيث يقوم بالتصويت بها لمرشح واحد لعضوية مجلس الإدارة أو توزيعها بين من يختارهم من المرشحين على ألا يتجاوز عدد الأصوات التي يمنحها للمرشحين الذين اختارهم عدد الأصوات التي بحوزته بأي حال من الأحوال.

• “**Authority**”: means the UAE Securities and Commodities Authority.

• "الهيئة": هيئة الأوراق المالية والسلع بدولة الإمارات العربية المتحدة.

• “**Board of Directors**”: means the board of directors of the Company.

• "مجلس الإدارة": مجلس إدارة الشركة.

• “**Commercial Register**”: means the Commercial Register of Companies retained with the Competent Authority.

• "السجل التجاري": السجل التجاري للشركات المحفوظ لدى السلطة المختصة.

• “**Companies Law**”: The Federal Decree Law No. (32) of (2021) concerning Commercial Companies, as amended, supplemented, substituted or wholly re-enacted by subsequent laws and any other law amending or subrogating thereto in the

• "قانون الشركات": المرسوم بقانون اتحادي رقم (32) لسنة 2021 بشأن الشركات التجارية وأي تعديل يطرأ عليه وأي قانون آخر يكون معدلاً له أو يحل محله في

- future. المستقبل.
- **“Competent Authority”**: means the Department of Economic Development in the emirate of Abu Dhabi. **“السلطة المختصة”**: دائرة التنمية الاقتصادية في إمارة أبوظبي.
  - **“Country”**: means the United Arab Emirates (UAE). **“الدولة”**: دولة الإمارات العربية المتحدة.
  - **“Governance Controls”**: means the other set of controls and rules which achieve the corporate discipline of the Company’s relations and management in accordance with the international standards and manners through the identification of duties and responsibilities of the members of the Board of Directors and the senior executive management, taking into account protecting the rights of the shareholders and stakeholders. **“ضوابط الحوكمة”**: مجموعة الضوابط والقواعد الأخرى التي تحقق الانضباط المؤسسي في العلاقات والإدارة في الشركة وفقاً للمعايير والأساليب العالمية وذلك من خلال تحديد مسؤوليات وواجبات أعضاء مجلس الإدارة والإدارة التنفيذية العليا للشركة وتأخذ في الاعتبار حماية حقوق المساهمين وأصحاب المصالح.
  - **“Market”**: means the Abu Dhabi Securities Exchange licensed in the Country by the Authority, in which the name of the Company has been listed therein. **“السوق”**: سوق أبوظبي للأوراق المالية والمرخص في الدولة من قبل الهيئة والتي تم إدراج أسهم الشركة به.
  - **“Special Resolution”**: means the resolution issued by a majority of votes of shareholders who own at least not less than three quarters (3/4) of the shares represented in the meeting of the General Assembly. **“القرار الخاص”**: القرار الصادر بأغلبية أصوات المساهمين الذين يملكون ما لا يقل عن ثلاثة أرباع الأسهم الممثلة في اجتماع الجمعية العمومية للشركة.
  - **“Related Parties”**: means the Chairman and members of the Board of Directors, members of the senior executive management of the Company and its staff, and the companies in which any one of **“الأطراف ذات العلاقة”**: رئيس وأعضاء مجلس إدارة الشركة وأعضاء الإدارة التنفيذية العليا للشركة والعاملين بها؛ والشركات التي يساهم فيها أي من هؤلاء بما لا

those has subscription in no less than 30% of its capital, as well as the affiliate, sister or allied companies, and all related parties considered as such, as stated by the law (from time to time).

يقل عن 30% من رأسمالها؛ وكذا الشركات التابعة أو الشقيقة أو الحليفة؛ وكل من ينص القانون (من وقت لآخر) على اعتباره من الأطراف ذات العلاقة.

### Article (3)

#### Name of the Company

The name of the Company is “Alpha Data PJSC”, a public joint-stock company, hereinafter referred to as the “Company”.

### المادة (3)

#### اسم الشركة

اسم الشركة هو "ألفا داتا ش.م.ع."؛ وهي شركة مساهمة عامة؛ يشار إليها فيما بعد بلفظ "الشركة".

### Article (4)

#### Head Office

The Company's head office and its legal seat shall be in the Emirate of Abu Dhabi, and the Board of Directors may constitute branches and offices thereto inside and outside the Country.

### المادة (4)

#### المركز الرئيسي

مركز الشركة الرئيس ومحلها القانوني في إمارة أبوظبي؛ ويجوز لمجلس الإدارة أن ينشئ لها فروعاً ومكاتب داخل الدولة وخارجها.

### Article (5)

#### Term of the Company

The term determined for the Company is (99) ninety nine Gregorian years, started from the date of its registration at the Commercial Register with the Competent Authority, and thereafter this term shall be renewed automatically for similar and successive periods, unless a Special Resolution issued by a majority of votes of shareholders who own at least not less than three quarters (3/4) of the shares represented in the meeting of the general assembly and after obtaining the approval of the Authority for amending or terminating the Company's term.

### المادة (5)

#### مدة الشركة

المدة المحددة لهذه الشركة هي (99) تسعة وتسعون سنة ميلادية بدأت من تاريخ قيدها بالسجل التجاري لدى السلطة المختصة؛ وتجدد هذه المدة بعد ذلك تلقائياً لمدد متعاقبة ومماثلة ما لم يصدر قرار خاص بأغلبية أصوات المساهمين الذين يملكون ما لا يقل عن ثلاثة أرباع (3/4) الأسهم الممثلة في اجتماع الجمعية العمومية وبعد الحصول على موافقة الهيئة بتعديل مدة الشركة أو إنهاؤها.

**Article (6)**  
**Objects of the Company**

**المادة (6)**  
**أغراض الشركة**

- 6.1 The objectives of the Company shall be consistent with the laws and regulation in force within the Country. 1- 6 تكون أغراض الشركة متفقة مع أحكام القوانين والقرارات المعمول بها داخل الدولة.
- 6.2 The Company's objects are: 2- 6 أغراض الشركة هي:
- W. Telecommunication Systems Equipment Installation and Maintenance. (أ) تركيب وصيانة معدات أنظمة الاتصالات السلكية واللاسلكية.
- X. Security & Surveillance Systems Installation & Maintenance. (ب) تركيب معدات وأجهزة الأمن والمراقبة وصيانتها.
- Y. Wholesale Trading of Medical Equipment. (ج) تجارة المعدات والأجهزة الطبية - بالجملة.
- Z. Retail Sale of Computer Systems and Software. (د) بيع نظم وبرامج الحاسب الآلي - بالتجزئة.
- AA. Computer Devices And Equipment Domain Consultancy. (هـ) الاستشارات في مجال معدات وأجهزة الحاسب الآلي.
- BB. Computer Infrastructure Establishment, Institution and Maintenance. (و) انشاء وتأسيس وصيانة البنية التحتية للحاسب الآلي.
- CC. Services, Management and Operation of Computer Networks. (ز) خدمات إدارة وتشغيل شبكات الحاسب الآلي.
- DD. Wholesale of Computer Systems and Software Trading. (ح) تجارة نظم وبرامج الحاسب الآلي - بالجملة.
- EE. Wholesale Of Telecommunication Equipment Trading. (ط) تجارة معدات الاتصال السلكية - بالجملة.
- FF. Electrical Equipment Installation and Operation. (ي) تركيب وتشغيل المعدات الكهربائية.
- GG. Safety and Prevention Against Fire Engineering Consultancy. (ك) استشارات هندسة السلامة والوقاية من الحريق.
- HH. Telecommunication Equipment And Apparatuses Repairing. (ل) إصلاح معدات وأجهزة الاتصال السلكي واللاسلكي.

- II. Retail Sale of Computer Outfit and Data Processing. (م) بيع مستلزمات الحاسب الآلي ومعالجة البيانات - بالتجزئة.
- JJ. Retail Sale Of Alarm And Surveillance Apparatuses and Equipment. (ن) بيع أجهزة ومعدات الإنذار والمراقبة - بالتجزئة.
- KK. Trading of telecommunication equipment - Wholesale. (س) تجارة أجهزة ومعدات الاتصال اللاسلكية - بالجملة.
- LL. Medical and Laboratories Equipment and Apparatuses Installation, Maintenance, and Repairing (ع) تركيب وصيانة المعدات والأجهزة الطبية والمعملية وإصلاحها.
- MM. Retail Sale of Computers and Their Accessories (ف) بيع أجهزة الحاسب الآلي ولوازمها - بالتجزئة.
- NN. Computer Systems and Software Designing (ص) تصميم نظم وبرامج الحاسب الآلي.
- OO. Security Systems Consultancy (ق) استشارات في مجال الأنظمة الأمنية.
- PP. Computer Repair and Maintenance (ر) إصلاح أجهزة الحاسب الآلي وصيانتها.
- QQ. Onshore And Offshore Oil And Gas Fields And Facilities Services (ش) خدمات حقول ومنشآت النفط والغاز البرية والبحرية.
- RR. Information Technology Consultancy (ت) استشارات تقنية المعلومات.
- 6.3 For the purpose of achieving its main objects described in Clause 6.2 above, the Company may carry on the following activities, whether inside the Country or abroad: 3- 6 يجوز للشركة في سبيل تحقيق أغراضها الرئيسية المنصوص عليها في البند 6-2 أعلاه، القيام بالأنشطة التالية سواء داخل أو خارج الدولة:

- (أ) الاستثمار في تأسيس شركات تابعة تزاوُل أنشطة تجارية مختلفة بجانب استثمارات أو مساهمات أخرى في مؤسسات تجارية واكتساب أو الاشتراك في أو امتلاك أسهم أو حصص أو حقوق أخرى في شركات أو مشاريع تعمل في مجال يرتبط بأغراض
- (a) invest in the establishment of subsidiaries that practice various commercial activities in addition to other investments and partnerships in commercial establishments, and acquire, subscribe or own other shares, interests or rights in companies, or projects operating in a

- field pertaining to the Company's objects or to any expansion to the Company or its other business; or engage in business similar to the one it undertakes, or those which help the Company, and to finance those companies, or projects;
- الشركة؛ أو بأيّ توسعة لها أو بأعمالها الأخرى؛ أو تزاوّل أعمالاً مماثلة للأعمال التي تقوم بها الشركة؛ أو التي قد تساعد الشركة؛ وتمويل تلك الشركات والمشروعات؛
- (ب) acquire, own, possess, sell, lease or otherwise dispose of such real estates, assets, equipment and facilities as may be necessary or conducive to the attainment of its principal objects;
- الحصول على أو امتلاك أو حيازة أو بيع أو تأجير أو بشكل آخر التصرف بالعقارات، الأصول، المعدات والتجهيزات كما قد يكون ذلك ضرورياً أو مؤدياً إلى تحقيق أغراضها الرئيسية؛
- (ج) own and/or acquire companies and sole establishments related to the Company's objects, establish branches and affiliated companies in the Country and abroad after obtaining the necessary licenses from the competent authorities and acquire shares or interests in joint stock companies and limited liability companies or any other form of companies or legal entities; and authorize thereto the powers and authorities that the Company deems appropriate or necessary for any purposes in connection with its objects or any expansion or business thereof;
- امتلاك و/أو الاستحواذ على الشركات والمؤسسات الفردية ذات الصلة بأغراض الشركة، تأسيس فروع وشركات تابعة داخل وخارج الدولة بعد الحصول على التراخيص اللازمة من السلطات المختصة وكذلك امتلاك حصصاً أو أسهم في الشركات المساهمة والشركات ذات المسؤولية المحدودة أو أي نوع آخر من الشركات أو الكيانات الاعتبارية، وتخويلها السلطة والصلاحيّة التي تعتبرها الشركة مناسبة أو ضرورية لأية أغراض تتعلق بأغراض الشركة أو بأيّة توسعة لها أو لأعمال الشركة؛
- (د) participate with others in establishing other companies, partnerships or entities;
- الاشتراك مع الغير في تأسيس شركات أو شراكات أو كيانات أخرى؛

- (هـ) مزاولة أي عمل أو نشاط؛ أو القيام بأي شيء مهما كانت طبيعته؛ من شأنه أن يتصل أو يتبع أي من أغراض الشركة؛ أو يعزز بصورة مباشرة أو غير مباشرة قيمة كافة أو أي من مشاريع الشركة؛ أو ممتلكاتها؛ أو أصولها؛ أو يزيد على نحو آخر من ربحية الشركة؛ أو يعزز مصالحها؛
- (و) الدخول في اتفاقيات مع بنوك ومؤسسات مالية ووكالات ائتمان فيما يتعلق بتمويل نشاطات وأعمال الشركة؛ بما في ذلك دون الحصر؛ الحصول على ومنح قروض وتمويلات وتسهيلات ائتمانية لمصلحتها الخاص ولمصلحة شركاتها التابعة لأي فترة زمنية (سواء لمدة تتجاوز أو لا تتجاوز الثلاث سنوات) ومع أو بدون ضمان وإصدار الضمانات ومنح الضمانات على أصولها والتفاوض بشأن الصكوك القابلة للتفاوض؛ بما فيها أسهمها أو أصولها؛ أو حصص أو أسهم أو أصول شركاتها التابعة؛ والدخول في اتفاقيات لصالح الغير فيما يتعلق بأغراض الشركة أو بأي توسعة لها؛ بما في ذلك؛ دون الحصر؛ إصدار ضمانات أو منح ضمانات عوض؛ أو العمل بصفة كفيل أو بخلاف ما جاء أعلاه ضمان التزامات أي من الشركات التابعة للشركة؛ مع أو بدون مقابل؛ ورهـ
- (e) engage in any business or activity, or take up anything of whatsoever nature which may connect or relate to any of the Company's objects or enhance directly or indirectly the value of all or any of the Company's projects, properties or assets, or otherwise increase its profitability or promote its interests;
- (f) enter into agreements with banks, financial institutions and credit agencies in connection with financing the Company's business and activities, including, without limitation, borrowing and granting loans, financing and credit for its own account and for the account of its subsidiaries for any period of time (whether more than three years or not more than three years) and with or without guarantee, issuing guarantees and granting collaterals on its assets, negotiating about negotiable bonds including its shares or stock, or the shares, interests or assets of its affiliate companies, and enter into contracts in favour of third parties in connection with the Company's objects or any expansion thereto, including, without limitation, issuing guarantees or granting indemnity bonds, or working as a guarantor, or other than what is stated above, to guarantee the obligations of the Company's subsidiaries, with or without a charge, mortgage or otherwise, create a lien over the whole

or any part of the Company, its assets, or the shares, interests, or assets of its affiliated companies and branches for the purpose of guaranteeing its obligations or the obligations of its affiliated companies in any way and generally perform the commercial and financial transactions in connection with the Company's objects by entering into and executing the contracts and other obligations in connection thereto;

أو بخلاف ذلك إنشاء رهن على كامل أو أي جزء من الشركة أو أصولها أو حصص أو أسهم أو أصول الشركات التابعة لها وفروعها بغرض ضمان التزاماتها أو التزامات الشركات التابعة لها بأي طريقة كانت والقيام بشكل عام بالمعاملات التجارية والمالية المتعلقة بأغراض الشركة من خلال الدخول في العقود والالتزامات الأخرى المتعلقة بها وتنفيذها؛

- (g) enter to any contracts or agreements required to implement the objectives of the Company, including the entry into construction, operation, management, maintenance, purchase and sale contracts (including contracts to buy and sell shares and interests), or agreements related to the management of companies involved in the creation, development, operation, or maintenance of any of the Company's facilities, or in the field of any associated dependency services, or agreements related to the establishment, development, operation, and maintenance of facilities owned by those companies;

(ز) الدخول في أي عقود أو اتفاقيات مطلوبة لتنفيذ أغراض الشركة؛ بما في ذلك الدخول في عقود الإنشاء والتشغيل والإدارة والصيانة والشراء والبيع (بما في ذلك عقود بيع وشراء الأسهم والحصص)؛ أو الاتفاقيات المتعلقة بإدارة شركات تعمل في مجال إنشاء أو تطوير أو تشغيل أو صيانة أي من مرافق الشركة؛ أو في مجال أي خدمات تبعية ترتبط بذلك؛ أو الاتفاقيات المتعلقة بإنشاء وتطوير وتشغيل وصيانة المرافق التي تمتلكها تلك الشركات؛

- (h) issue and sale of new shares in the Company or any shares or in interests in any Subsidiary or Affiliated Company;

(ح) إصدار وبيع أسهم جديدة في الشركة أو حصص أو أسهم في أي شركة تابعة أو حليفة؛

- (ط) استثمار الأموال وإدارة تلك الاستثمارات على مسؤوليتها وشراء الأصول (سواء المنقولة أو غير المنقولة) والعقارات المطلوبة لمباشرة نشاطها وإدارة الشركات التابعة لها واكتساب حقوق الملكية الفكرية من براءات الاختراع والعلامات التجارية والرسومات والنماذج الصناعية أو حقوق الامتياز وتأجيرها لشركاتها التابعة أو لشركات أخرى؛
- (ي) التصرف كوكيل للشركات والمؤسسات ذات الصلة بأغراض الشركة وتمثيلها في الدولة الإمارات العربية المتحدة أو خارجها، يجوز للوكيل الانخراط بأي أعمال أخرى ذات صلة بالأغراض المذكورة أعلاه ومن خلال شركات أخرى أو من خلال أشخاص يعملون في نفس مجال النشاط؛
- (ك) يتعين تفسير أغراض الشركة المنصوص عليها في الفقرات أعلاه بشكل غير مقيد وبمعانٍ واسعة. يجوز للشركة تنفيذ أغراضها وممارسة سلطاتها المذكورة أعلاه في أي منطقة جغرافية داخل الدولة أو خارجها. يجوز للشركة كذلك التوسع في أو تعديل
- (i) invest funds and manage such investments on its own responsibility, purchase assets (whether movable or immovable) and real estate required to carry out its activity and manage its subsidiaries, and acquire intellectual property rights such as patents, trademarks, industrial designs and models or franchise rights and rent them to its subsidiaries or to other companies;
- (j) act as an agent for companies and establishments related to the Company's objects and represent them in the Country or abroad. The agent may engage in any other business related to the above-mentioned purposes and through other companies or through persons working in the same field of activity;
- (k) The objects of the Company set forth in the above paragraphs shall be construed in an unrestricted and broad sense. The Company may carry out its objects and exercise its powers mentioned above in any geographical area within or outside the Country. The Company may also expand or amend these objects in any way from time to time by a decision of the

- shareholders; تلك الأهداف بأي طريقة من حين لآخر بقرار من الشركاء؛
- (ل) لا يجوز للشركة مزاوله أعمال التأمين أو العمليات المصرفية؛
- (م) استخدام أيّ وكيل أو وكلاء في أيّ جزء من العالم على نفقة الشركة ودفع أتعابهم؛ سواءً محامين أو مصرفيين أو محاسبين أو استشاريين أو مهندسين أو مديرين؛ أو غيرهم؛ وذلك للقيام بأيّ تصرف أو عمل مطلوب إجراؤه أو القيام به تحقيقاً لأغراض الشركة؛ بما في ذلك استلام ودفع أيّ مبلغ وتوقيع المستندات؛ و
- (ن) مزاوله كافة الأعمال التي تتعلق بشكل مباشر أو غير مباشر بأغراض أو أنشطة الشركة أو القيام بأيّ شيء من أيّ طبيعة مما يراه مجلس الإدارة قابلاً للإنجاز ومن شأنه أن يكون متصلاً بأيّ من أعمال الشركة أو تابعاً لتلك الأعمال؛ أو يعزز بصورة مباشرة أو غير مباشرة قيمة كافة أو أيّ من مشاريع الشركة أو ممتلكاتها أو أصولها أو غيرها؛ أو يزيد بطريقة أخرى من ربحية الشركة؛ أو يعزز مصالح الشركة أو مصالح المساهمين فيها.

6-4 In addition to the activities described hereinabove, the Company shall have absolute and total authority to take all the 4- 6 بالإضافة إلى أنشطة الشركة الموضحة أعلاه؛ يكون للشركة صلاحية تامة وسلطة مطلقة في اتخاذ كافة الإجراءات

suitable and required procedures to achieve and implement its objects, and to contribute or cooperate, in any way to, with other companies, organizations or authorities as long as they are engaged in similar business, in the Country or abroad.

الضرورية والملائمة لتحقيق وتنفيذ أغراضها وأن تشترك أو أن تتعاون بأي وجه مع غيرها من الشركات والمؤسسات والجهات داخل الدولة أو خارجها مادامت تزاول أعمالاً شبيهة بأعمالها.

6.5 The Company may not practice its activities except through its affiliate companies, nor is it permitted to perform any activity for which a license is required from the supervisory authority overseeing the activity inside or outside the Country except after obtaining the license from that authority.

5- 6 ولا يجوز للشركة أن تمارس أنشطتها إلا من خلال شركاتها التابعة كما لا يجوز لها القيام بأية نشاط يُشترط لمزاويلته صدور ترخيص من الجهة الرقابية المشرفة على النشاط بالدولة أو خارج الدولة إلا بعد الحصول على الترخيص من تلك الجهة.

6.6 The Company shall ensure that no foreign ownership restrictions apply to its activities and shall obtain all necessary permissions from the Competent Authority and relevant entities.

6- 6 تلتزم الشركة بالتأكد من عدم وجود أية قيود على الملكية الأجنبية خلال ممارسة أي من أغراضها والحصول على التصاريح اللازمة من السلطة المختصة والجهات ذات الصلة.

**Chapter Two**  
**Company's Capital**  
**Article (7)**  
**Issued Capital**

**الباب الثاني**  
**رأسمال الشركة**  
**المادة (7)**  
**رأس المال المصدر**

7.1 The issued capital of the Company was determined at the amount of AED 30 million, divided into billion shares of nominal value of AED (3) fils for each fully paid share, and all the Company's shares shall be of equal ranking to one another in the rights and obligations.

1-7 حدد رأس مال الشركة المصدر بمبلغ 30 مليون درهم إماراتي مقسم إلى مليار سهم بقيمة اسمية (3) فلس إماراتي واحد لكل سهم مدفوع بالكامل؛ وجميع أسهم الشركة من ذات الفئة متساوية مع بعضها البعض في الحقوق والالتزامات.

**Article (8)**  
**Shareholding Percentage**

**المادة (8)**  
**نسبة الملكية**

All of the Company's shares shall be nominal and there is constraint or cap on the percentage of shareholding by non-UAE nationals.

جميع أسهم الشركة اسمية ولا يوجد أي قيد أو حد أعلى على نسبة المساهمة من غير مواطني الدولة.

#### Article (9)

#### Shareholders Obligation Towards the Company

The shareholders are not bound by any obligations or losses on the Company except within the limits of their shareholding in the Company's Capital.

#### المادة (9)

#### التزام المساهم من قبل الشركة

لا يلتزم المساهمون بأيّة التزامات أو خسائر على الشركة إلا في حدود مساهمتهم برأس مال الشركة.

#### Article (10)

#### Commitment to Articles of Association and the Resolutions of the General Assembly

Shareholding shall require acceptance by the shareholder of the Company's Articles of Association and the resolutions of its General Assembly, and he may not request to recover back his shareholding in the capital.

#### المادة (10)

#### الالتزام بالنظام الأساسي وقرارات الجمعية العمومية

يترتب على ملكية السهم قبول المساهم النظام الأساسي للشركة وقرارات جمعياتها العمومية ولا يجوز للمساهم أن يطلب استرداد مساهمته في رأس المال.

#### Article (11)

#### Shares are Indivisible

11.1 A share shall be indivisible (except for the nominal dividing), however, should the share ownership descend to a number of heirs, or became owned by several persons, they must choose from amongst themselves someone who will represent them towards the Company, and those persons shall be jointly responsible for the obligations arising from the share ownership. In case of non-agreement to choose a representative, anyone of them

#### المادة (11)

#### عدم تجزئة السهم

1-11 السهم غير قابل للتجزئة (عدا تجزئة القيمة الاسمية للسهم) ومع ذلك إذا آلت ملكية السهم إلى عدة ورثة أو تملكه أشخاص متعددون وجب أن يختاروا من بينهم من سينوب عنهم تجاه الشركة؛ ويكون هؤلاء الأشخاص مسؤولين بالتضامن عن الالتزامات الناشئة عن ملكية السهم؛ وفي حال عدم اتفاقهم على اختيار من ينوب

may resort to the competent court to appoint him, and the Company and the Market will be notified with the court decision in this regard.

عنهم يجوز لأي منهم اللجوء للمحكمة المختصة لتعيينه ويتم إخطار الشركة والسوق بقرار المحكمة بهذا الشأن.

11.2 The Company shall, by a Special Resolution and after obtaining the approval of the Authority, have the right to divide the nominal value of the share, provided that this be after the Authority approval, and the new nominal value of the share shall not be less than AED (3) fils.

2-11 يكون للشركة الحق، بموجب قرار خاص وبعد الحصول على موافقة الهيئة، في تجزئة القيمة الاسمية للسهم على أن تكون تجزئة القيمة الاسمية بعد الحصول على موافقة الهيئة وأن لا تقل القيمة الاسمية الجديدة للسهم عن (3) فلس إماراتي.

#### **Article (12)** **Share ownership**

#### **المادة (12)** **ملكية السهم**

Each share grants its owner the right to a share equal to the share of others without discrimination in the ownership of the Company's assets upon liquidation and in the profits hereafter outlined, attending the General Assembly sessions and voting on its resolutions.

كل سهم يخول مالكة الحق في حصة معادلة لحصة غيره بلا تمييز في ملكية موجودات الشركة عند تصفيتها وفي الأرباح المبينة فيما بعد وحضور جلسات الجمعيات العمومية والتصويت على قراراتها.

#### **Article (13)** **Disposition of shares**

#### **المادة (13)** **التصرف بالأسهم**

The Company shall follow the laws, regulations, and decisions in force in the Market regarding the Company's shares issuing, registering, trading, transferring their ownership and mortgaging, and arranging any rights thereon. No assignment, disposal, or mortgaging of the Company's shares may in any way be registered, if the assignment, disposal, or mortgage would violate the provisions of this Articles of Association.

تتبع الشركة القوانين والأنظمة والقرارات المعمول بها في السوق بشأن إصدار وتسجيل أسهم الشركة وتداولها ونقل ملكيتها ورهنها وترتيب أي حقوق عليها؛ ولا يجوز تسجيل أي تنازل عن أسهم الشركة أو التصرف فيها أو رهنها على أي وجه؛ إذا كان من شأن التنازل أو التصرف أو الرهن مخالفة أحكام هذا النظام الأساسي.

#### **Article (14)** **Heirs or Creditors to the Shareholder**

#### **المادة (14)** **ورثة أو دائني المساهم**

- 14.1 In the event of death of a natural shareholder, his heir shall be the only person who the Company agrees for him to have property rights or interest in the shares of the deceased, and he has the right to profits and other privileges which the deceased had a right therein. The heir, after registering him in the Company in accordance with the provisions of this Articles of Association, shall have the same rights that the deceased enjoyed with respect to these shares. The estate of the deceased shareholder shall not be exempt from any obligation in respect of any share he possessed at the time of death.
- 1-14 في حالة وفاة أحد المساهمين الطبيعيين يكون وريثه هو الشخص الوحيد الذي توافق الشركة بأن له حقوق ملكية أو مصلحة في أسهم المتوفي ويكون له الحق في الأرباح والامتيازات الأخرى التي كان للمتوفي حق فيها. ويكون للوريث بعد تسجيله في الشركة وفقاً لأحكام هذا النظام الأساسي؛ ذات الحقوق التي كان يتمتع بها المتوفي فيما يخص هذه الأسهم؛ ولا تُعفى تركة المساهم المتوفي من أي التزام فيما يختص بأي سهم كان يملكه وقت الوفاة.
- 14.2 Any person who becomes entitled to any shares in the Company, as a result of the death or bankruptcy of any shareholder, or by a seizure order issued by any competent court, must, within (30) thirty days:
- 2-14 يجب على أي شخص يصبح له الحق في أية أسهم في الشركة نتيجة لوفاة أو إفلاس أي مساهم أو بمقتضى أمر حجز صادر عن أية محكمة مختصة أن يقوم خلال (30) ثلاثين يوماً:
- (a) provide the Board of Directors with the evidence of such right; and
- (أ) بتقديم البينة على هذا الحق إلى مجلس الإدارة؛ و
- (b) choose whether to be registered as a shareholder, or to nominate a person to be registered as a shareholder with regards to that share, without prejudice to the regulation in force at the Market at the time of death, bankruptcy or issuance of the seizure order.
- (ب) أن يختار إما أن يتم تسجيله كمساهم أو أن يسمي شخصاً ليتم تسجيله كمساهم فيما يختص بذلك السهم؛ وذلك دون إخلال بأحكام الأنظمة المرعية لدى السوق وقت الوفاة أو الإفلاس أو صدور قرار الحجز.
- 14.3 The heirs of the shareholder or his creditors may not, in any pretext, request that the
- 3-14 لا يجوز لورثة المساهم أو لدائنيه بأية حجة كانت أن

seals be placed on the books of the Company or its properties, nor to require them to be divided or sold altogether due to the inability to divide, nor to interfere in any way whatsoever in the management of the Company, and when using their rights, they must rely on the Company's inventory lists, its final accounts and the resolutions of its General Assemblies.

يطلبوا وضع الأختام على دفاتر الشركة أو ممتلكاتها ولا أن يطلبوا قسمتها أو بيعها جملة لعدم إمكان القسمة ولا أن يتدخلوا بأيّة طريقة كانت في إدارة الشركة ويجب عليهم لدى استعمال حقوقهم التعويل على قوائم جرد الشركة وحساباتها الختامية وعلى قرارات جمعياتها العمومية.

### Article (15)

#### Capital Increase or Reduction

### المادة (15)

#### زيادة أو تخفيض رأس المال

15.1 The Company may, after having its issued share capital fully paid, by a Special Resolution and after obtaining the approval of the Authority, increase its issued share capital. The Board must implement the resolution of capital increase within (3) three years from the date on which the resolution is passed otherwise such resolution shall be deemed null and void in respect of the amount of increase that has not been completed within such period. The resolution to increase the issued share capital shall determine the amount of capital increase and the price at which new shares are issued. In the event that the issued share capital is increased by way of in-kind contribution, the valuation of such in-kind contribution must be in line with the provisions of the Companies Law and the requirements issued by the Authority in respect of the valuation.

يجوز للشركة بعد استيفاء كامل رأس مالها المصدر أن تقرر بموجب قرار خاص وبعد الحصول على موافقة الهيئة زيادة رأس مالها المصدر. ويجب على مجلس الإدارة تنفيذ قرار زيادة رأس المال خلال (3) ثلاث سنوات من تاريخ صدوره وإلا اعتبر القرار كأن لم يكن بالنسبة لمقدار الزيادة التي لم يتم تنفيذها خلال تلك المدة. ويبين قرار زيادة رأس المال المصدر مقدار الزيادة في رأس المال وسعر إصدار الأسهم الجديدة. إذا كانت زيادة رأس المال المصدر تتضمن حصصاً عينية فيجب أن يتبع بشأنها الأحكام الواردة في قانون الشركات والضوابط الصادرة عن الهيئة فيما يتعلق بالتقييم.

1-15

15.2 Capital increase shares shall be issued at nominal value of the existing shares. However, the Company may, by Special

تصدر أسهم زيادة رأس مال الشركة بقيمة اسمية معادلة للقيمة الاسمية للأسهم الأصلية؛ ومع ذلك يجوز

2-15

Resolution and after obtaining the approval of the Authority, resolve to:

للشركة بقرار خاص وبعد الحصول على موافقة الهيئة أن تقرر ما يلي:

(a) add a premium to the nominal value of the shares and determine such in the event where the market value of the shares is more than the nominal value. The premium will be added to the legal reserve even if such addition results in the legal reserve amount exceeding half of the amount of shares capital;

(أ) إضافة علاوة إصدار إلى القيمة الاسمية للسهم وأن تحدد مقدارها وذلك في حالة زيادة القيمة السوقية عن القيمة الاسمية للسهم وتضاف علاوة الإصدار إلى الاحتياطي القانوني ولو تجاوز بذلك نصف رأس المال.

(b) grant a discount to the nominal value of shares and determine the amount of such discount in the event that the market value of the shares is less than the nominal value. In such event, there shall be a negative reserve recorded on the equity in the financial statements and such negative reserve shall be financed through deductions from the future profits of the Company and such deductions shall be made before approving any payment of dividends.

(ب) منح خصم إصدار على القيمة الاسمية للسهم وأن تحدد مقداره وذلك في حالة انخفاض القيمة السوقية عن القيمة الاسمية للسهم؛ وينشأ مقابلاً خصم الإصدار احتياطي سالب في حقوق الملكية بالميزانية ويسدد خصماً من الأرباح المستقبلية للشركة قبل إقرار أي توزيعات للأرباح.

The Company must provide the Authority with a report issued by an independent financial advisor approved by the Authority wherein such advisor determines the methods of calculation of the premium or discount as the case may be.

ويجب على الشركة موافاة الهيئة بتقرير صادر من مستشار مالي مستقل معتمد لدى الهيئة يحدد فيه كيفية احتساب علاوة أو خصم الإصدار.

15.3 The shareholders shall have the priority right to subscribe to the new shares, and the rules for subscription to the original shares shall apply to subscribing to these shares. The following shall be excluded

3-15 يكون للمساهمين حق الأولوية في الاكتتاب بالأسهم الجديدة ويسري على الاكتتاب في هذه الأسهم القواعد الخاصة بالاكتتاب في الأسهم الأصلية. يُستثنى من حق

from the priority right to subscribe to the new shares subject to the provisions of the Companies Law and the regulation issued by the Authority:

الأولوية في الاكتتاب بالأسهم الجديدة الحالات التالية مع مراعاة أحكام قانون الشركات والضوابط الصادرة عن الهيئة:

- (أ) مساهمة الشريك الاستراتيجي.
- (ب) تحويل السندات أو الصكوك المصدرة من قبل الشركة إلى أسهم فيها.
- (ج) إصدار أسهم بموجب نظام تحفيز الموظفين.
- (د) تحويل الديون النقدية إلى أسهم في رأس مال الشركة.
- (هـ) حالات الاندماج مع شركة أخرى.
- (و) زيادة رأس المال نتيجة الاستحواذ على شركات قائمة.

In all the above mentioned cases, it is necessary to:

وفي جميع الاحوال المذكورة أعلاه يتعين الحصول على:

- (أ) موافقة الهيئة؛
- (ب) استصدار قرار خاص من الجمعية العمومية؛ و
- (ج) استيفاء الشروط والضوابط الصادرة عن الهيئة بهذا الشأن.
- (a) obtain the prior approval of the Authority;
- (b) issue a Special Resolution from the General Assembly; and
- (c) fulfil the conditions and controls issued by the Authority in this regard.

#### Article (16)

#### المادة (16)

**Shareholders Right to Inspect the  
Company's Books and Documents**

The shareholder has the right to view the Company's books and documents, as well as any documents or instruments related to a deal that the Company has concluded with one of the Related Parties, by permission of the Board of Directors or by a resolution of the General Assembly.

**CHAPTER THREE**

**Loan Deeds or Bonds**

**Article (17)**

**Issuance of Loan Deeds or Bonds**

The Company may, according to a Special Resolution and after obtaining the approval of the Authority, resolve to issue loan deeds of any type, or Islamic bonds. The resolution shall indicate the value of the deeds or bonds, the terms of their issuance and the extent of their convertibility into shares, and it may issue a resolution authorizing the Board of Directors to determine the date of issuance of the deeds or the bonds.

**Article (18)**

**Bonds and Deeds Trading**

18.1 The Company may, according to a Special Resolution issued by its General Assembly, after the approval of the Authority, issue negotiable deeds or bonds, whether or not they were convertible to shares of equal value in the Company for each issuance, and the Company may issue a resolution authorizing the Board of Directors to

**حق المساهم في الاطلاع على دفاتر ومستندات  
الشركة**

للمساهم الحق في الاطلاع على دفاتر الشركة ووثائقها وكذلك على أية مستندات أو وثائق تتعلق بصفحة قامت الشركة بإبرامها مع أحد الأطراف ذات العلاقة بإذن من مجلس الإدارة أو بموجب قرار من الجمعية العمومية.

**الباب الثالث**

**سندات القرض أو الصكوك**

**المادة (17)**

**إصدار سندات القرض أو الصكوك**

يكون للشركة بموجب قرار خاص وبعد الحصول على موافقة الهيئة أن تقرر إصدار سندات قرض من أي نوع أو صكوك إسلامية؛ ويبين القرار قيمة السندات أو الصكوك وشروط إصدارها ومدى قابليتها للتحويل إلى أسهم؛ ولها أن تصدر قرارا بتقويض مجلس الإدارة في تحديد موعد إصدار السندات أو الصكوك.

**المادة (18)**

**تداول السندات أو الصكوك**

1-18 يجوز للشركة بموجب قرار خاص صادر من جمعيتها العمومية بعد موافقة الهيئة أن تصدر سندات أو صكوك قابلة للتداول سواء كانت قابلة أو غير قابلة للتحويل إلى أسهم في الشركة بقيم متساوية لكل إصدار؛ ولها أن تصدر قرارا بتقويض مجلس الإدارة

determine the date of issuance of the deeds or the bonds.

في تحديد موعد إصدار السندات أو الصكوك.

18.2 The Company may issue negotiable deeds or bonds, whether or not they are convertible to shares of equal value in the Company for each issuance, and a deed or bond shall be nominal and deeds and bonds may not be issued to their holder.

2-18 يجوز للشركة أن تصدر سندات أو صكوك قابلة للتداول سواء كانت قابلة أو غير قابلة للتحويل إلى أسهم في الشركة بقيمة متساوية لكل إصدار. ويكون السند أو الصك إسمياً ولا يجوز إصدار السندات أو الصكوك لحاملها.

18.3 The deeds or bonds issued on the occasion of a single loan shall give their owners equal rights, and every condition contradictory thereof shall be null and void.

3-18 تعطي السندات أو الصكوك التي تصدر بمناسبة قرض واحد لأصحابها حقوقاً متساوية ويقع باطلاً كل شرط يخالف ذلك.

#### Article (19)

#### Deeds or Bonds Convertible into Shares

Deeds or bonds may not be converted into shares unless so stipulated in the agreements, documents or issuance prospectus, and if the conversion is decided, the owner of the bond or deed alone has the right to accept the conversion or receive the nominal value of the bond or deed unless agreements, documents or issuance prospectus contains mandatory conversion of shares. In this case, the bonds or deeds should be converted to shares based on the prior approval of the relevant parties upon issuance.

لا يجوز تحويل السندات أو الصكوك إلى أسهم إلا إذا نُص على ذلك في اتفاقيات أو وثائق أو نشرة الإصدار؛ فإذا تقرر التحويل كان لمالك السند أو الصك وحده الحق في قبول التحويل أو قبض القيمة الاسمية للسند أو الصك ما لم تتضمن اتفاقيات أو وثائق أو نشرة الإصدار إلزامية التحويل لأسهم ففي هذه الحالة يتعين تحويل السندات أو الصكوك لأسهم بناء على الموافقة المسبقة من الأطراف المعنية عند الإصدار.

#### CHAPTER FOUR

#### The Company Board of Directors

#### Article (20)

#### Company Management

The Company shall be managed by a Board of Directors comprising of 9 members to be elected by the General Assembly of the shareholders

#### الباب الرابع مجلس إدارة الشركة

#### المادة (20)

#### إدارة الشركة

يتولى إدارة الشركة مجلس إدارة من 9 أعضاء تنتخبهم الجمعية العمومية

through the accumulative secret voting.

للمساهمين بالتصويت السري التراكمي.

#### Article (21)

#### Term of Membership of the Board of Directors

#### المادة (21)

#### مدة العضوية بمجلس الإدارة

21.1 The Term of the Board of shall be three (3) calendar years starting from the date of appointment or election. At the end of that period the Board of Directors is reconstituted, and members whose membership term has expired may be re-elected for new periods.

1-21 تكون مدة مجلس الإدارة لمدة ثلاث (3) سنوات ميلادية تبدأ من الانتخاب أو التعيين؛ وفي نهاية هذه المدة يعاد تشكيل مجلس الإدارة؛ ويجوز إعادة انتخاب العضو لأكثر من مرة.

21.2 If the position becomes vacant, the Board of Directors may appoint a member to fill the vacant position within (30) thirty days, provided that it presents such appointment to the General Assembly in its first meeting to approve their appointment, or the appointment of other members and the member shall complete the term of his predecessor.

2-21 إذا شغر مركز أحد أعضاء مجلس الإدارة يجوز لمجلس الإدارة أن يعين عضواً في المركز الشاغر خلال مدة أقصاها (30) ثلاثين يوماً على أن يعرض هذا التعيين على الجمعية العمومية في أول اجتماع لها لإقرار تعيينه أو تعيين غيره ويكمل العضو الجديد مدة سلفه.

21.3 If the vacant positions equal a quarter, or more of the total number of the members of Board of Directors, the Board of Directors must invite the General Assembly to convene within (30) thirty days from the date of vacancy of the last vacancy to elect who fill those positions, and every case, the new member shall complete the term of his predecessor.

3-21 إذا بلغت المراكز الشاغرة ربع عدد أعضاء مجلس الإدارة أو أكثر؛ وجب على مجلس الإدارة دعوة الجمعية العمومية للاجتماع خلال ثلاثين يوماً من تاريخ شغر آخر مركز لانتخاب من يملأ المراكز الشاغرة؛ وفي جميع الأحوال يكمل العضو الجديد مدة سلفه.

21.4 The Company shall have a secretary for the Board of Directors, and it may not be one of its members.

4-21 يجب أن يكون للشركة مقرر لمجلس الإدارة؛ ولا يجوز أن يكون مقرر مجلس الإدارة من بين أعضائه.

- 21.5 The position of member of the Board of Directors becomes vacant in the event of the following cases:
- يشغف منصب عضو مجلس الإدارة في الحالات التالية:
- 5-21
- (أ) توفي أو أصيب العضو بعراض من عوارض الأهلية أو أصبح عاجزاً بصورة أخرى عن أداء مهامه كعضو في مجلس الإدارة؛
- (ب) أدين العضو بأية جريمة مخلة بالشرف أو الأمانة بموجب حكم قضائي بات؛
- (ج) أعلن العضو إفلاسه أو توقف عن دفع ديونه التجارية حتى لو لم يقترن ذلك بإشهار إفلاسه؛
- (د) كانت عضويته مخالفة لأحكام قانون الشركات؛
- (هـ) استقال العضو من منصبه بموجب إشعار خطي أرسله للشركة بهذا المعنى؛
- (و) انتهت مدة عضويته ولم يعد انتخابه؛ أو
- (ز) تغيب عن حضور اجتماع مجلس الإدارة ثلاث جلسات متتالية أو خمس جلسات متقطعة خلال مدة مجلس الإدارة دون عذر يقبله مجلس الإدارة.
- 21.6 If it is resolved to remove a member of the Board of Directors, It is not permissible to
- إذا تقرر عزل عضو مجلس الإدارة فلا يجوز إعادة
- 6-21

re-nominate him for membership in the Board of Directors before the lapse of three years from the date of his removal.

ترشيحه لعضوية مجلس الإدارة قبل مضي ثلاث سنوات من تاريخ عزله.

#### Article (22)

#### Board Membership Nomination Requirements

#### المادة (22)

#### متطلبات الترشيح لعضوية مجلس الإدارة

22.1 A nominee for the membership of the Board of Directors shall provide the Company with the following:

1-22 يتعين على المرشح لعضوية مجلس الإدارة أن يقدم للشركة ما يلي:

(a) a resume explaining the practical experience, educational qualification, and the capacity he wishes to nominate himself to (executive / non-executive / independent);

(أ) السيرة الذاتية موضحاً بها الخبرات العملية والمؤهلات العلمية مع تحديد صفة العضوية التي يترشح لها (تنفيذي/غير تنفيذي/مستقل).

(b) acknowledgment of his commitment to the provisions of the Companies Law, the decisions implementing thereof, and the Articles of Association of the Company, and that he will exert the care of the person keen to perform his work;

(ب) إقرار بالتزامه بأحكام قانون الشركات والقرارات المنفذة له والنظام الأساسي للشركة؛ وأنه سوف يبذل عناية الشخص الحريص في إداء عمله.

(c) a statement of the names of the companies and institutions in which he operates or occupies the membership of its boards of directors, as well as any work he does directly or indirectly that constitutes competition for the Company;

(ج) بيان بأسماء الشركات والمؤسسات التي يزاول العمل فيها أو يشغل عضوية مجالس إدارتها وكذلك أي عمل يقوم به بصورة مباشرة أو غير مباشرة يشكل منافسة للشركة.

(d) a declaration of non-violation by the nominee of Article (149) of the Companies Law;

(د) إقرار بعدم مخالفة المرشح للمادة (149) من قانون الشركات.

- (e) in the case of representatives of legal persons, an official letter from the legal person must be attached in which the names of its nominees for the Board membership are identified;
- (هـ) في حال ممثلي الشخص الاعتباري يتعين إرفاق كتاب رسمي من الشخص الاعتباري محدد فيه أسماء ممثليه المرشحين لعضوية مجلس الإدارة.
- (f) a statement of the commercial companies which he contributes or participates in the ownership thereof and the number of shares or stocks therein;
- (و) بيان بالشركات التجاريّة التي يساهم أو يشارك في ملكيتها وعدد الأسهم أو الحصص فيها.

### Article (23)

#### Election of the Chairman and Vice-Chairman of the Board of Directors

### المادة (23)

#### انتخاب رئيس مجلس الإدارة ونائبه

- 23.1 The Board of Directors shall elect from among its members a Chairman and a Vice-Chairman, and the latter takes place of Chairman in case of his absence or anything preventing him from acting.
- 1-23 ينتخب مجلس الإدارة من بين أعضائه رئيساً ونائباً للرئيس ويقوم نائب الرئيس مقام الرئيس عند غيابه أو قيام مانع لديه.
- 23.2 The Board of Directors has the right to elect from among its members a managing director who will be responsible for the performance of the management affairs of the Company and who can be, at the same time, the CEO of the Company, and the Board shall determine his powers and remunerations. It may also constitute, from among its members, one or more committees that are entrusted with monitoring the work progress of the Company and implementing the resolutions of the Board of Directors.
- 2-23 يحق لمجلس الإدارة أن ينتخب من بين أعضائه مديراً إدارياً والذي يكون مسؤولاً عن تنفيذ الأمور الإدارية للشركة والذي يمكن أن يكون في الوقت ذاته رئيساً تنفيذياً للشركة؛ ويحدد مجلس الإدارة اختصاصاته ومكافأته. كما يكون له أن يشكل من بين أعضائه لجنة أو أكثر ويعهد إليها بمراقبة سير العمل بالشركة وتنفيذ قرارات مجلس الإدارة.

### Article (24)

### المادة (24)

## Powers of the Board of Directors

## صلاحيات مجلس الإدارة

- 24.1 The Board of Directors shall have all the powers to manage the Company and to do all acts on its behalf as authorized to be done thereby, and to exercise all powers requested to achieve its objects, and such powers and authorities shall only be restricted by what has been reserved by the Companies Law; the Articles of Association; or decisions of the General Assembly. The Board of Directors has been expressly authorized, for the purposes of Article 154 of the Companies Law, to enter into loan agreements for any period including a period in excess of 3 (three) years. The Board of Directors shall further be authorised to sell, lease, pledge and mortgage the Company's movable and immovable assets of the Company, to release the liability of the Company's debtors and to enter into settlements and conciliations and to agree arbitration.
- 24.2 The Board of Directors puts in place the regulations pertaining to financial and administrative affairs, and the policies regarding employees and their financial entitlements. It shall also set regulations for organizing its work and meetings and distribution of powers and responsibilities.
- 1-24 لمجلس الإدارة كافة السلطات في إدارة الشركة والقيام بكافة الأعمال والتصرفات نيابة عن الشركة حسبما هو مصرح للشركة القيام به؛ وممارسة كافة الصلاحيات المطلوبة لتحقيق أغراضها؛ ولا يحد من هذه السلطات والصلاحيات إلا ما احتفظ به قانون الشركات أو النظام الأساسي أو قرارات الجمعية العمومية. كما تم تفويض مجلس الإدارة صراحة ولأغراض المادة (154) من قانون الشركات بإبرام الاتفاقيات الخاصة بالقروض لأية مدة حتى ولو تجاوزت مدتها الثلاث (3) سنوات. ولمجلس الإدارة بيع ورهن أموال وأصول الشركة المنقولة وغير المنقولة وبيع عقاراتها وإبراء ذمة مديني الشركة من مسؤولياتهم وإجراء المصالحات والتسويات والموافقة على التحكيم.
- 2-24 يضع مجلس الإدارة اللوائح المتعلقة بالشؤون الإدارية والمالية وشؤون الموظفين ومستحقاتهم المالية؛ كما يضع مجلس الإدارة لائحة خاصة بتنظيم أعماله واجتماعاته وتوزيع الاختصاصات والمسؤوليات.

## **Article (25)**

### **Representation of the Company**

## **المادة (25)**

### **تمثيل الشركة**

- 25.1 Each of the Chairman of the Board of Directors and any other member delegated by the Board of Directors shall have the
- 1-25 يملك حق التوقيع عن الشركة على انفراد كل من رئيس مجلس الإدارة أو أي عضو آخر يفوضه مجلس

- right to solely sign on behalf of the Company. الإدارة في حدود قرارات مجلس الإدارة.
- 25.2 The Chairman of the Board of Directors shall be the legal representative of the Company in front of the judiciary and in its relations with others. يكون رئيس مجلس الإدارة الممثل القانوني للشركة أمام القضاء وفي علاقتها بالغير.
- 25.3 The Chairman of the Board of Directors may delegate some of his powers to third parties. يجوز لرئيس مجلس الإدارة أن يفوض الغير في بعض صلاحياته.
- 25.4 The Board of Directors may not delegate the Chairman of the Board of Directors with all of its capacities in absolute manner. لا يجوز لمجلس الإدارة أن يفوض رئيس مجلس الإدارة في جميع اختصاصاته بشكل مطلق.
- 25.5 The Board of Directors may delegate some of its powers to third parties other than the members of the Board of Directors. يجوز لمجلس الإدارة أن يفوض الغير من غير أعضاء مجلس الإدارة في بعض صلاحياته.

#### **Article (26)**

#### **Venue for the Meetings of the Board of Directors**

The Board of Directors holds its meetings at the Company's head office or in any other venue approved by the members of the Board of Directors.

#### **Article (27)**

#### **Quorum for the Meetings of the Board of Directors and Voting on its Resolutions**

27.1 A meeting of the Board of Directors shall only be valid with the attendance of the majority of its members in person shall be satisfied if a Director is physically present

#### **المادة (26)**

#### **مكان اجتماعات مجلس الإدارة**

يعقد مجلس الإدارة اجتماعاته في المركز الرئيسي للشركة أو في أي مكان آخر يوافق عليه أعضاء مجلس الإدارة.

#### **المادة (27)**

#### **النصاب القانوني لاجتماعات مجلس الإدارة والتصويت على قراراته**

1-27 لا يكون اجتماع مجلس الإدارة صحيحاً إلا بحضور أغلبية أعضائه شخصياً؛ ويكون الحضور شخصياً من خلال

or is present through video-conferencing or over the telephone or any other method as may be permitted by the Authority. A member of the Board of Directors may delegate another member of the Board of Directors to attend and vote for him, in which case a member of the Board of Directors may not be substituted by more than one member and the number of the members of the Board of Directors present in person shall not be less than half the number of members of the Board of Directors and this member shall have two votes.

التواجد الفعلي أو التواجد من خلال التقنية الصوتية أو تقنية الصوت والفيديو أو أي وسيلة أخرى تسمح بها الهيئة. ويجوز لعضو مجلس الإدارة أن ينيب عنه غيره من أعضاء مجلس الإدارة في الحضور والتصويت؛ وفي هذه الحالة لا يجوز أن ينوب عضو مجلس الإدارة عن أكثر من عضو واحد وألا يقل عدد أعضاء مجلس الإدارة الحاضرين بأنفسهم عن نصف عدد أعضاء مجلس الإدارة ويكون لهذا العضو صوتان.

27.2 It is not permissible to vote by correspondence, and the proxy member must vote for the absent member according to what was specified in the mandate.

2-27 لا يجوز التصويت بالمراسلة؛ وعلى العضو النائب الإذلاء بصوته عن العضو الغائب وفقاً لما تم تحديده في سند الإنابة.

27.3 The resolutions of the Board of Directors shall be issued by a majority of the votes of the present and represented members, and if the votes are equal, the side from which the Chairman of the Board of Directors or whoever replaces him shall prevail.

3-27 تصدر قرارات مجلس الإدارة بأغلبية أصوات الأعضاء الحاضرين والممثلين وإذا تساوت الأصوات رجح الجانب الذي منه رئيس مجلس الإدارة أو من يقوم مقامه.

27.4 Details of the matters considered, and the resolutions taken, including any reservations or dissenting opinions expressed by the members, shall be recorded in the minutes of meetings of the Board of Directors or its committees. All the members attending the meeting shall sign the minutes prior to their approval by the Board. Copies of the minutes of the meeting must be sent to the members of the Board of Directors for retention after

4-27 تسجل في محاضر اجتماعات مجلس الإدارة أو لجانه تفاصيل المسائل التي نظر فيها والقرارات التي تم اتخاذها بما في ذلك أية تحفظات للأعضاء أو آراء مخالفة عبروا عنها؛ ويجب توقيع كافة الأعضاء الحاضرين على محاضر اجتماعات مجلس الإدارة قبل اعتمادها؛ على أن ترسل نسخ من هذه المحاضر لأعضاء مجلس الإدارة بعد الاعتماد للاحتفاظ بها؛

being approved, and the minutes shall be kept by the Board's secretary, and in case any of the members refrained from signing, his objection is to be fixed in the minutes, and the reasons to such objection shall be mentioned. Each of the signatories on such minutes shall be responsible for the validity of the information mentioned therein, and the Company shall commit to the controls issued by the Authority in this regard.

وتحفظ محاضر اجتماعات مجلس الإدارة ولجانته من قبل مقرر مجلس الإدارة وفي حالة امتناع أحد الأعضاء عن التوقيع يُثبت اعتراضه في المحضر وتُذكر أسباب الاعتراض ؛ ويكون الموقعون على هذه المحاضر مسؤولين عن صحة البيانات الواردة فيها؛ وتلتزم الشركة بالضوابط الصادرة عن الهيئة في هذا الشأن.

27.5 It is permissible to participate in the meetings of the Company's Board of Directors through modern technology means in accordance with the procedures and controls issued by the Authority in this regard.

5-27 يجوز المشاركة في اجتماعات مجلس إدارة الشركة من خلال وسائل التقنية الحديثة وفقاً للإجراءات والضوابط الصادرة عن الهيئة بهذا الشأن.

#### **Article (28)**

##### **Meetings of the Board of Directors and the Invitation for Convening**

#### **المادة (28)**

##### **اجتماعات مجلس الإدارة والدعوة لانعقاده**

28.1 The Board of Directors shall hold meetings at least four (4) times during the fiscal year.

1-28 يعقد مجلس الإدارة ما لا يقل عن أربع (4) أربعة اجتماعات خلال السنة المالية.

28.2 The meeting shall be upon a written invitation by the Chairman of the Board of Directors, or upon a written request submitted by at least three (3) members of the Board of Directors and the invitation is addressed at least a week before the specified date along with the agenda.

2-28 يكون الاجتماع بناءً على دعوة خطية من قبل رئيس مجلس الإدارة؛ أو بناءً على طلب خطي يقدمه ثلاثة (3) من أعضاء مجلس الإدارة على الأقل وتوجه الدعوة قبل أسبوع على الأقل من الموعد المحدد مشفوعة بجدول الأعمال.

#### **Article (29)**

##### **Board Resolution by Circulation**

#### **المادة (29)**

##### **قرارات مجلس الإدارة بالتمرير**

29.1 In addition to the commitment of the Board

1-29 بالإضافة إلى التزام مجلس الإدارة

of Directors to the minimum number of its meetings mentioned in Article (28) of this Articles of Association, the Board of Directors may issue some of its resolutions by circulation in emergency situations and such resolutions shall be considered valid and effective as if they were taken in a meeting that was called for and duly held and may consist of several counterparts in like form, each signed by one or more of the Directors, taking into account the following:

بالحد الأدنى لعدد اجتماعاته الوارد في Article (28) من هذا النظام؛ فإنه يجوز لمجلس الإدارة إصدار بعض قراراته بالتمرير في الحالات الطارئة وتُعتبر تلك القرارات صحيحة ونافذة كما لو أنها اتخذت في اجتماع تمت الدعوة إليه وعقد أصولاً ويمكن أن تتكون هذه القرارات من عدة نسخ متشابهة موقع عليها من قبل واحد أو أكثر من أعضاء مجلس الإدارة مع مراعاة ما يلي:

(a) Approval of the majority of the members of the Board of Directors that the situation entailing the issuance of the resolution by circulation is an emergency situation.

(أ) موافقة أعضاء مجلس الإدارة بالأغلبية على أن الحالة التي تستدعي إصدار القرار بالتمرير حالة طارئة.

(b) submission of the resolution in writing to all the members of the Board of Directors for approval, accompanied with all the documents and papers necessary for reviewing hereof;

(ب) تسليم جميع أعضاء مجلس الإدارة القرار مكتوباً خطياً للموافقة عليه مصحوباً بكافة المستندات والوثائق اللازمة لمراجعته.

(c) written approval by a majority shall be given to any of the resolutions of the Board issued by circulation, with the necessity of presenting it at the subsequent Board meeting in order to include it in the minutes of its meeting. However, resolutions by circulation are considered effective when a majority of the members of the Board of Directors sign them; and

(ج) يجب الموافقة الخطية بالأغلبية على أي من قرارات مجلس الإدارة الصادرة بالتمرير مع ضرورة عرضها في الاجتماع التالي لمجلس الإدارة لتضمينها بمحضر اجتماعه. وتعتبر القرارات بالتمرير نافذة عند توقيع أغلبية أعضاء مجلس الإدارة عليها.

29.2 a resolution by circulation shall not be considered a meeting, and the minimum number of the Board's meetings, which is

2-29 لا يعتبر القرار بالتمرير اجتماعاً ويتعين الالتزام بالحد الأدنى لعدد اجتماعات مجلس الإدارة

stipulated in Article (28) of these Articles of Association, shall be adhered to.

الـوراد في Article (28) من هذا النظام.

### **Article (30)**

#### **Participation in a Work Competitive to the Company by a Member of the Board of Directors**

A member of the Board of Directors, without approval to be renewed annually from the General Assembly of the Company, may not participate in any work which would compete with the Company or trade for his account or for the account of others in one of the branches of activity that the Company is engaged in, and he may not disclose any information or data related to the Company, otherwise the Company may claim compensation or consider the lucrative operations that he practiced for his account as if it were conducted for the Company.

### **Article (31)**

#### **Conflict of Interests**

31.1 A member of the Board of Directors who has, or the side he represents in the Board has, a common or conflicting interest in a deal or dealing that is presented to the Board of Directors to take a resolution thereabout, he shall inform the Board of Directors about it and evidence his declaration in the minutes of the session, and he may not participate in the special voting for the resolution issued regarding that process.

31.2 If a member of the Board of Directors fails to inform the Board of Directors in

### **المادة (30)**

#### **اشتراك عضو مجلس الإدارة في عمل منافس للشركة**

لا يجوز لعضو مجلس الإدارة؛ بغير موافقة من الجمعية العمومية للشركة تجدد سنوياً؛ أن يشترك في أي عمل من شأنه منافسة الشركة أو أن يتاجر لحسابه أو لحساب غيره في أحد فروع النشاط الذي تزاوله الشركة؛ ولا يجوز له أن يفشي أي معلومات أو بيانات تخص الشركة وإلا كان لها أن تطالبه بالتعويض أو باعتبار العمليات المربحة التي زاولها لحسابه كأنها أجريت لحساب الشركة.

### **المادة (31)**

#### **تعارض المصالح**

1-31 على كل عضو في مجلس إدارة الشركة تكون له أو للجهة التي يمثلها بمجلس الإدارة مصلحة مشتركة أو متعارضة في صفقة أو تعامل تُعرض على مجلس الإدارة لاتخاذ قرار بشأنها أن يبلغ مجلس الإدارة ذلك وأن يثبت إقراره في محضر الجلسة؛ ولا يجوز له الاشتراك في التصويت الخاص بالقرار الصادر في شأن هذه العملية.

2-31 إذا تخلف عضو مجلس الإدارة عن إبلاغ مجلس الإدارة وفقاً

accordance with the provisions of clause 31.1 of this Article, the Company, or any of its shareholders, may apply to the competent court to annul the contract or compel the violating member to pay any profit or benefit accrued to him from the contract and return it to the Company.

لحكم البند (31.1) من هذه المادة جاز للشركة أو لأي من مساهميها التقدم للمحكمة المختصة لإبطال العقد أو إلزام العضو المخالف بأداء أي ربح أو منفعة تحققت له من التعاقد ورده للشركة.

### Article (32)

#### Granting Loans to the Members of the Board of Directors

32.1 The Company may not provide loans to any of its members of the Board of Directors, hold guarantees, or provide any collaterals related to loans granted to them. and is considered a loan offered to a member of the Board of Directors in accordance with the provisions of the Companies Law, includes every loan offered to his spouse, children, or any of his to second degree relatives.

32.2 A loan may not be provided to a company in which a member of Board of Directors, spouse, or any of his up to second degree relatives owns more than (20%) twenty percent of its capital.

### Article (33)

#### Dealing of Related Parties in the Company's Securities

It is prohibited for any of the Related Parties to utilize information they obtained by virtue of membership on the Board of Directors or a position in the Company to achieve any other interest for him or for others, whatever the result,

### المادة (32)

#### منح القروض لأعضاء مجلس الإدارة

1-32 لا يجوز للشركة تقديم قروض لأي من أعضاء مجلس إدارتها أو عقد كفالات أو تقديم أية ضمانات تتعلق بقروض ممنوحة لهم؛ ويعتبر قرضاً مقدماً لعضو مجلس الإدارة وفقاً لأحكام قانون الشركات؛ يشمل كل قرض مقدم إلى زوجه أو أبنائه أو أي قريب له حتى الدرجة الثانية.

2-32 لا يجوز تقديم قرض إلى شركة يملك عضو مجلس الإدارة أو زوجه أو أبنائه أو أي من أقاربه حتى الدرجة الثانية أكثر من (20%) عشرين بالمائة من رأس مالها.

### المادة (33)

#### تعامل الأطراف ذات العلاقة في الأوراق المالية للشركة

يحظر على الأطراف ذات العلاقة أن يستغل أي منهم ما تحصل عليه من معلومات بحكم عضويته في مجلس الإدارة أو وظيفته في الشركة في تحقيق مصلحة له أو لغيره أيا كانت نتيجة

by dealing in the Company's securities and other transactions, nor may any of them have a direct or indirect interest with any party that performs operations that are intended to make an impact on the prices of securities issued by the Company.

#### **Article (34)**

#### **Deals with the Related Parties**

The Company may only conclude deals with the Related Parties by approval of the Board of Directors which are not exceeding (5%) of the capital of the Company, and with the approval of the General Assembly in any amount exceeding that. Deals may only be concluded with the Related Parties, whose value exceeds (5%) of the issued capital, after valuating them by a certified valuator in the Authority, and the auditor of the Company shall include in his report a statement of conflicts of interest and financial transactions that took place between the Company and any of the Related Parties and the measures taken in this regard.

#### **Article (35)**

#### **Appointment of the CEO or the General Manager**

The Board of Directors has the right to appoint a CEO (who can be, at the same time, managing director of the Company) or General Manager of the Company or several authorized directors or agents and determine their powers and conditions of services, salaries and bonuses, and the CEO or General Manager of the Company may not be a CEO or General Manager of another public joint-stock company.

التعامل في الأوراق المالية للشركة وغيرها من المعاملات؛ كما لا يجوز أن يكون لأي منهم مصلحة مباشرة أو غير مباشرة مع أي جهة تقوم بعمليات يرد بها إحداث تأثير في أسعار الأوراق المالية التي أصدرتها الشركة.

#### **المادة (34)**

#### **الصفقات مع الأطراف ذات العلاقة**

لا يجوز للشركة عقد صفقات مع الأطراف ذات العلاقة إلا بموافقة مجلس الإدارة فيما لا يجاوز (5%) من رأسمال الشركة؛ وبموافقة الجمعية العمومية للشركة فيما زاد على ذلك ولا يجوز إبرام الصفقات مع الأطراف ذات العلاقة والتي تجاوز قيمتها (5%) من رأس المال المصدر إلا بعد تقييمها بواسطة مقدم معتمد لدى الهيئة؛ ويتعين على مدقق حسابات الشركة أن يشتمل تقريره على بيان بصفقات تعارض المصالح والتعاملات المالية التي تمت بين الشركة وأي من الأطراف ذات العلاقة والإجراءات التي اتخذت بشأنها.

#### **المادة (35)**

#### **تعيين الرئيس التنفيذي أو المدير العام**

لمجلس الإدارة الحق في أن يعين رئيساً تنفيذياً (والذي يمكن أو يكون؛ في الوقت ذاته؛ مدير إداري للشركة) أو مدير عام للشركة أو عدة مديرين أو وكلاء مفوضين وأن يحدد صلاحياتهم وشروط خدماتهم ورواتبهم ومكافآتهم؛ ولا يجوز للرئيس التنفيذي أو المدير العام للشركة أن يكون رئيساً تنفيذياً أو مديراً عاماً لشركة مساهمة عامة أخرى.

### Article (36)

#### Responsibility of the Members of the Board of Directors for the Company's Obligations

36.1 The members of the Board of Directors are not personally responsible in relation to the Company's obligations resulting from the performance of their duties as members of the Board of Directors, to the extent that they do not exceed the limits of their powers.

36.2 The Company shall be bound by the activities carried out by the Board of Directors within the limits of its powers, and it shall also be accountable for compensation to any harm that arises from the wrongful acts that occur from the Chairman and members of the Board of Directors in the management of the Company.

### Article (37)

#### Responsibility of the Members of the Board of Directors Towards the Company, Shareholders and Third Parties

37.1 The members of the Board of Directors and the senior executive management are responsible towards the Company, the shareholders, and third parties for all acts of fraud and abuse of authority, and for every violation of the Companies Law and these Articles of Association, and every condition stipulating otherwise shall be void. The Company's CEO, his deputy, (if any) and everyone at the level of senior

### المادة (36)

#### مسؤولية أعضاء مجلس الإدارة عن التزامات الشركة

1-36 لا يكون أعضاء مجلس الإدارة مسؤولين مسؤولية شخصية فيما يتعلق بالتزامات الشركة الناتجة عن قيامهم بواجباتهم كأعضاء مجلس إدارة وذلك بالقدر الذي لا يتجاوزون فيه حدود سلطاتهم.

2-36 تلتزم الشركة بالأعمال التي يجريها مجلس الإدارة في حدود اختصاصه؛ كما تسأل عن تعويض ما ينشأ من الضرر عن الأفعال غير المشروعة التي تقع من رئيس وأعضاء مجلس الإدارة في إدارة الشركة.

### المادة (37)

#### مسؤولية أعضاء مجلس الإدارة تجاه الشركة والمساهمين والغير

1-37 أعضاء مجلس الإدارة والإدارة التنفيذية العليا مسؤولون تجاه الشركة والمساهمين والغير عن جميع أعمال الغش وإساءة استعمال السلطة؛ وعن كل مخالفة لقانون الشركات وهذا النظام الأساسي؛ ويبطل كل شرط يقضي بغير ذلك ويمثل الإدارة التنفيذية كل من الرئيس التنفيذي للشركة ونائبه (إن

executive management who were personally appointed to their positions by the Board of Directors shall represent the senior executive management.

وكل من في مستوى الإدارة التنفيذية العليا والذين تم تعيينهم شخصياً في مناصبهم من قبل مجلس الإدارة.

37.2 The responsibility stipulated in Clause 37.1 of this Article rests with all members of the Board of Directors if the error results from a resolution issued by consensus, but if the respective resolution in question is issued by a majority, the opponents are not asked thereabout when they have proven their objection in the minutes of the session, If one of the members is absent from the session in which the resolution was issued, his responsibility will not be negated unless it is proven that he is not aware of the resolution or is aware thereof and he is unable to object thereto. The liability stipulated in Clause 37.1 of this Article remains with the senior executive management if the error results from a resolution issued by the senior executive management.

2-37 تقع المسؤولية المنصوص عليها في البند (0) من هذه المادة على جميع أعضاء مجلس الإدارة إذا نشأ الخطأ عن قرار صدر بإجماع الآراء؛ أما إذا كان القرار محل المساءلة صادراً بالأغلبية فلا يسأل عنه المعارضون متى كانوا قد أثبتوا اعتراضهم بمحضر الجلسة؛ فإذا تغيب أحد الأعضاء عن الجلسة التي صدر فيها القرار فلا تنتفي مسؤوليته إلا إذا ثبت عدم علمه بالقرار أو علمه به مع عدم استطاعته الاعتراض عليه. وتقع المسؤولية المنصوص عليها في البند (0) أعلاه على الإدارة التنفيذية العليا إذا نشأ الخطأ بقرار صادر عنها.

#### Article (38)

#### Remuneration of the Chairman and the Board of Directors

38.1 Remuneration of the Chairman and the members of the Board of Directors shall comprise a percentage of the net profit, provided that it does not exceed 10% of such profits in a financial year after deducting the depreciations and reserves. The Company may also pay additional expenses, fees, allowances or monthly salary to the Board members consistent to

#### المادة (38)

#### مكافآت رئيس وأعضاء مجلس الإدارة

1-38 تتكون مكافأة رئيس وأعضاء مجلس الإدارة من نسبة مئوية من الربح الصافي على ان لا تتجاوز 10% من تلك الأرباح للسنة المالية بعد خصم الاستهلاكات والاحتياطات؛ كما يجوز ان تدفع الشركة مصاريف أو أتعاباً أو مكافأة إضافية أو مرتباً شهرياً

the polices proposed by the Nomination and Remuneration Committee, reviewed by the Board and approved by the General Assembly, that is where member is working in any committee, exerting special efforts, or undertaking additional works serving the Company over his regular duties as a member of the Board of Directors. No allowance shall be disbursed to the Chairman or member of the Board of Directors for attending the meetings of the Board of Directors.

إلى أعضاء مجلس الإدارة وفقاً للسياسة التي تقترحها لجنة الترشيحات والمكافآت ويراجعها مجلس الإدارة وتعتمدها الجمعية العمومية للشركة إذا كان العضو يعمل في أي لجنة أو يبذل جهوداً خاصة أو يقوم بأعمال إضافية لخدمة الشركة فوق واجباته العادية كعضو في مجلس إدارة الشركة. لا يجوز صرف بدل حضور رئيس أو عضو مجلس الإدارة عن اجتماعات مجلس الإدارة.

38.2 The fines imposed on the Company by the Authority or the Competent Authority as a result of the members of the Board of Directors' violations of the Companies Law or the Company's Articles of Association during the concluded financial year shall be deducted from the remuneration of the members of the Board of Directors. The General Assembly may not deduct all or some of the fines if found that such fines were not resulted from defaults or negligence of the Board of Directors.

2-38 تخصم من مكافأة أعضاء مجلس الإدارة الغرامات التي تكون قد وقعت على الشركة من الهيئة أو السلطة المختصة بسبب مخالفات أعضاء مجلس الإدارة لقانون الشركات أو النظام الأساسي للشركة خلال السنة المالية المنتهية ويجوز للجمعية العمومية عدم خصم تلك الغرامات أو بعضها إذا تبين لها أن تلك الغرامات ليست ناتجة عن تقصير أو خطأ من مجلس الإدارة.

38.3 As an exception from the application of the provisions of Clause (38.1) above and subject to the regulations issued by the Authority in this regard, any member of the Board of Directors may be paid a lump sum fee not exceeding AED 200,000 at the end of each financial year, provided that the General Assembly has approved the payment of such remuneration in the following cases:

3-38 استثناءً مما ورد أعلاه في البند (38.1) ومع مراعاة الضوابط التي تصدرها الهيئة في هذا الشأن؛ يجوز أن يصرف لعضو مجلس الإدارة أتعاباً في شكل مبلغ مقطوع لا يتجاوز 200,000 درهم إماراتي في نهاية السنة المالية على أن توافق الجمعية العمومية على صرف ذلك المبلغ وذلك في الحالتين التاليتين:

- (a) If the Company does not make any profits; and (أ) عدم تحقيق الشركة أرباحاً خلال السنة المالية المنتهية؛ و
- (b) If the Company makes a profit but the share of each member of the Board of Directors in such profits is less than AED 200,000, the member of the Board of Directors may not receive both the remuneration and lump sum fee: (ب) إذا حققت الشركة أرباحاً وكان نصيب عضو مجلس الإدارة من تلك الأرباح أقل من 200,000 درهم إماراتي، لا يجوز لعضو مجلس الإدارة الجمع بين المكافأة والأتعاب المقطوعة.

### Article (39)

#### Removal of the Chairman and the Members of the Board of Directors

The General Assembly shall have the right to remove all or some of the elected members of the Board of Directors and to open door for nomination as per the controls issued by the Authority in this regard and to elect new members to the Board of Directors instead of those who were removed. It is not permissible for a person who has been removed to re-nominate for membership in the Board before the lapse of three (3) years of his removal.

### CHAPTER FIVE

#### General Assembly

### Article (40)

#### Meeting of the General Assembly

40.1 The General Assembly of the Company shall convene in the Emirate of Abu Dhabi or any other location determined by the Board of Directors in the Country. Each shareholder shall have the right to attend the General Assembly meetings, and he shall have the number of votes equivalent

### المادة (39)

#### عزل رئيس وأعضاء مجلس الإدارة

يكون للجمعية العمومية حق عزل كل أو بعض أعضاء مجلس الإدارة المنتخبين وفتح باب الترشيح وفق الضوابط الصادرة عن الهيئة بهذا الشأن وانتخاب أعضاء جدد بدلاً منهم. ولا يحق للعضو الذي تم عزله إعادة ترشيحه لعضوية مجلس الإدارة إلا بعد مضي (3) ثلاث سنوات على عزله.

### الباب الخامس

#### الجمعية العمومية

### المادة (40)

#### اجتماع الجمعية العمومية

1-40 تتعقد الجمعية العمومية للشركة بإمارة أبوظبي أو أي مكان آخر يقرره مجلس الإدارة في الدولة؛ ويكون لكل مساهم حق حضور الجمعية العمومية ويكون له من الأصوات ما يعادل عدد أسهمه؛ ويجوز لمن له حق حضور

to the number of his shares, and whoever has the right to attend the General Assembly may delegate to attend on his behalf whoever he chooses, other than the members of the Board of Directors. For the validity of the proxy, it must be according to the proxy deed approved by the Company to attend the General Assembly meetings or by a special POA duly authenticated before the notary public. In all cases, the number of shares held by the proxy, for a number of shareholders, in this capacity may not exceed (5%) five percent of the paid-up capital of the Company, and those who are legally incompetent and their representatives shall be legally represented. General Assembly meetings and shareholders' participation and voting within such meeting may be conducted using electronic means that allow for remote participation, in accordance with the requirements set by the Authority.

الجمعية العمومية أن ينيب عنه من يختاره من غير أعضاء مجلس الإدارة ويشترط لصحة الوكالة أن تكون وفقاً لمسودة سند الوكالة الذي تعتمده الشركة لحضور اجتماعات الجمعية العمومية أو بمقتضى سند وكالة خاص موثق أصولاً أمام الكاتب العدل. وفي جميع الأحوال لا يجوز أن يزيد عدد الأسهم التي يحوزها الوكيل عن عدد من المساهمين بهذه الصفة عن (5%) خمسة بالمائة من أسهم رأس مال الشركة المدفوع؛ ويمثل ناقصي الأهلية وفاقديها النائبين عنهم قانوناً. يجوز عقد اجتماعات الجمعية العمومية واشتراك المساهم في مداولاتها والتصويت على قراراتها بواسطة وسائل التقنية الحديثة للحضور عن بعد؛ وفقاً للضوابط التي تضعها الهيئة في هذا الشأن.

40.2 The legal person may delegate one of his representatives or his administrators by a resolution issued by its Board of Directors or whoever in his place, to represent him in the Company's General Assembly meetings, and the authorized person shall have the powers determined under the mandate resolution.

2-40 للشخص الاعتباري أن يفوض أحد ممثليه أو القائمين على إدارته بموجب قرار صادر من مجلس إدارته أو من يقوم مقامه؛ ليمثله في اجتماعات الجمعية العمومية للشركة؛ ويكون للشخص المفوض الصلاحيات المقررة بموجب قرار التفويض.

#### Article (41)

#### Announcement of Invitation to the General Assembly Meeting

#### المادة (41)

#### الإعلان عن الدعوة لاجتماع الجمعية العمومية

After obtaining the Authority's approval, invitation for the shareholders to attend the meetings of the General Assembly shall be announced in accordance with the decisions issued by the Authority, or by way of text and phone messages or e-mail (if any) subject to the conditions and regulations issued by the Authority in this regard at least twenty one (21) days before the date set for the meeting after obtaining the Authority approval. The invitation shall include the agenda for that meeting and a copy of the invitation papers shall be sent to the Authority and the Competent Authority on the date of sending the invitation.

#### **Article (42)**

##### **Invitation to the General Assembly Meeting**

42.1 The Board of Directors shall call for the General Assembly within the four (4) months following the end of the financial year, and also whenever it sees a need thereto.

42.2 The Authority, the auditor or one or more shareholders, who hold a minimum of at least (10%) of the Company's capital may submit an application to the Board of Directors to hold a General Assembly, in which case, the Board of Directors must invite the General Assembly to convene within five (5) days from the date of submitting the application. The General Assembly shall be convened within thirty (30) days from the date of the meeting invite.

#### **Article (43)**

توجهه الدعوة إلى المساهمين لحضور اجتماعات الجمعية العمومية بعد موافقة الهيئة وذلك بإعلان الدعوة وفقاً للقرارات الصادرة عن الهيئة عن طريق الرسائل النصية الهاتفية أو البريد الإلكتروني (إن وجد) مع مراعاة الشروط والضوابط التي تصدرها الهيئة في هذا الشأن وذلك قبل الموعد المحدد للاجتماع بـ(21) واحد وعشرون يوماً على الأقل؛ ويجب أن تتضمن الدعوة جدول أعمال ذلك الاجتماع وترسل صورة من أوراق الدعوة إلى الهيئة والسلطة المختصة في تاريخ إعلان الدعوة.

#### **المادة (42)**

##### **الدعوة لاجتماع الجمعية العمومية**

1-42 يجب على مجلس الإدارة دعوة الجمعية العمومية خلال الأشهر الأربعة التالية لنهاية السنة المالية وكذلك كلما رأى وجهاً لذلك.

2-42 يجوز للهيئة أو لمدقق الحسابات أو لمساهم أو أكثر يملكون (10%) عشرة بالمائة من رأس مال الشركة على الأقل كحد أدنى تقديم طلب لمجلس ادارة الشركة لعقد الجمعية العمومية ويتعين على مجلس الإدارة في هذه الحالة دعوة الجمعية العمومية خلال (5) خمسة أيام من تاريخ تقديم الطلب. ويتم انعقاد الجمعية خلال مدة لا تجاوز (30) يوماً من تاريخ الدعوة للاجتماع.

#### **المادة (43)**

**Competence of the Annual General  
Assembly**

**اختصاص الجمعية العمومية  
السنية**

- 43.1 The Company's annual General Assembly shall in particular have the Authority to consider and take resolution on the following matters:
- 1-43 تختص الجمعية العمومية السنوية للشركة على وجه الخصوص بالنظر واتخاذ قرار في المسائل الآتية:
- (a) the Board of Director's report regarding the Company's activity and its financial position during the year and report of the auditors and ratifying thereof;
- (أ) تقرير مجلس الإدارة عن نشاط الشركة وعن مركزها المالي خلال السنة وتقرير مدققي الحسابات والتصديق عليهما.
- (b) the Company's budget and the profit and loss account;
- (ب) ميزانية الشركة وحساب الأرباح والخسائر.
- (c) election of the members of the Board of Directors as appropriate;
- (ج) انتخاب أعضاء مجلس الإدارة عند الاقتضاء.
- (d) appointment of the Company's auditors and setting their remuneration;
- (د) تعيين مدققي الحسابات وتحديد أتعابهم.
- (e) the Board of Director's proposals regarding profit distributions, whether they were cash distributions or bonus shares;
- (هـ) مقترحات مجلس الإدارة بشأن توزيع الأرباح سواء كانت توزيعات نقدية أم أسهم منحة.
- (f) the proposal of the Board of Directors regarding the board member's remuneration and determining thereof;
- (و) مقترح مجلس الإدارة بشأن مكافأة أعضاء مجلس الإدارة وتحديدها.
- (g) discharging the members of the Board of Directors or dismissing them and filing a liability case against them, as appropriate; and
- (ز) إبراء ذمة أعضاء مجلس الإدارة؛ أو عزلهم ورفع دعوى المسؤولية عليهم حسب الأحوال.

(h) discharging the auditors or dismissing them and filing a liability case against them, as appropriate.

(ح) إبراء ذمة مدققي الحسابات؛ أو عزلهم ورفع دعوى المسؤولية عليهم حسب الأحوال.

#### Article (44)

#### Recording the Shareholders' Attendance of the General Assembly

#### المادة (44)

#### تسجيل حضور المساهمين لاجتماع الجمعية العمومية

44.1 The shareholders who wish to attend the General Assembly shall register their names in the E-record prepared by the Company's management for this purpose at the meeting place sufficiently ahead of the time specified for that meeting, and the record must include the name of the shareholder and the number of shares he represents and the names of their owners with the presentation of the proxy. The shareholder or the agent is given a card to attend the meeting stating the number of votes represented by originality and by proxy.

1-44 يسجل المساهمون الذين يرغبون في حضور الجمعية العمومية أسماءهم في السجل الإلكتروني الذي تعده إدارة الشركة لهذا الغرض في مكان الاجتماع قبل الوقت المحدد لانعقاد ذلك الاجتماع بوقت كاف؛ ويجب أن يتضمن السجل اسم المساهم وعدد الأسهم التي يمثلها وأسماء مالكيها مع تقديم سند الوكالة. ويعطى المساهم أو النائب بطاقة لحضور الاجتماع يذكر فيها عدد الأصوات التي يمثلها أصالة ووكالة.

44.2 The shareholders' record must include the name of the shareholder, or the person on his behalf, the number of shares he owns and the ones he represents, and the names of their owners with the presentation of the proxy. The shareholder or the agent is given a card to attend the meeting stating the number of votes represented by originality and by proxy.

2-44 يجب أن يتضمن سجل المساهمين اسم المساهم أو من ينوب عنه وعدد الأسهم التي يملكها وعدد الأسهم التي يمثلها وأسماء مالكيها مع تقديم سند الوكالة؛ ويعطى المساهم أو النائب بطاقة لحضور الاجتماع يذكر فيها عدد الأصوات التي يمثلها أصالة أو وكالة.

44.3 A printed extract stating the number of shares represented in the meeting and the percentage of attendance shall be extracted from the shareholders' record

3-44 يستخرج من سجل المساهمين خلاصة مطبوعة بعدد الأسهم التي مثلت في الاجتماع ونسبة الحضور ويتم توقيعها من قبل

and be signed by each of the session's secretary, the Chairman of the General Assembly meeting and the Company's auditor.

كل من مقرر الجلسة ورئيس اجتماع الجمعية العمومية ومدقق حسابات الشركة.

44.4 Registration for attending the meetings of the General Assembly shall be closed when the Chairman of the General Assembly meeting announces that the quorum for that meeting is complete or incomplete, and it is not permissible after that to accept the registration of any shareholder or agent on his behalf to attend that meeting, and also it is not permissible to take into account his vote or his opinion on the matters raised in that meeting.

44-4 يغلق باب التسجيل لحضور اجتماعات الجمعية العمومية عندما يعلن رئيس اجتماع الجمعية العمومية اكتمال النصاب المحدد لذلك الاجتماع أو عدم اكتماله؛ ولا يجوز بعد ذلك قبول تسجيل أي مساهم أو نائب عنه لحضور ذلك الاجتماع كما لا يجوز الاعتداد بصوته أو برأيه في المسائل التي تطرح في ذلك الاجتماع.

#### **Article (45)**

#### **Shareholders Register**

The Company shall have a register of shareholders who have the right to attend the Company's General Assembly meeting and vote on its decisions in accordance with the system for trading, clearing, settlement, transfer of ownership, custody of securities and relevant rules prevailing in the Market.

يكون سجل المساهمين في الشركة الذين لهم الحق في حضور اجتماع الجمعية العمومية للشركة والتصويت على قراراتها طبقاً للنظام الخاص بالتداول والمقاصة والتسويات ونقل الملكية وحفظ الأوراق المالية والقواعد المعنية السائدة في السوق.

#### **Article (46)**

#### **Quorum for the General Assembly Meeting And Voting on the Resolution thereof**

46.1 The General Assembly shall be competent to consider all matters related to the Company, and the quorum is achieved in a meeting of the General Assembly with the presence of shareholders who own or represent at least fifty percent (50%) of the

#### **المادة (46) النصاب القانوني لاجتماع الجمعية العمومية والتصويت على قراراتها**

1-46 تختص الجمعية العمومية بالنظر في جميع المسائل المتعلقة بالشركة؛ ويتحقق النصاب في اجتماع للجمعية العمومية بحضور مساهمين يملكون أو يمثلون بالوكالة ما لا يقل عن (50%) خمسين بالمائة من

Company's capital, and if the quorum is not available at the first meeting, the General Assembly must be called for a second meeting held after a period of no less than five (5) days and not exceeding fifteen (15) days from the date of the first meeting, and the deferred meeting is to be considered valid regardless of the number of those present.

رأسمال الشركة؛ فإذا لم يتوافر النصاب في الاجتماع الأول؛ وجب دعوة الجمعية العمومية إلى اجتماع ثانٍ يعقد بعد مضي مدة لا تقل عن خمسة (5) أيام ولا تجاوز خمسة عشر (15) يوماً من تاريخ الاجتماع الأول ويُعتبر الاجتماع المؤجل صحيحاً أيضاً كان عدد الحاضرين.

46.2 Save for resolutions to be issued by a Special Resolution, in accordance with the provisions of this Articles of Association or the Companies Law, resolutions of the General Assembly shall be issued with a majority of the shares represented in the meeting, and such resolutions shall be binding on all shareholders, whether they are present in, or absent from the meetings in which the resolutions have been issued, and whether they agree or object thereon. A copy of which shall be communicated to the Authority, the Market and the Competent Authority, in accordance with the controls issued to this regard.

2-46 فيما عدا القرارات التي يتعين إصدارها بقرار خاص وفقاً لأحكام هذا النظام الأساسي أو قانون الشركات؛ تصدر قرارات الجمعية العمومية للشركة بأغلبية الأسهم الممثلة في الاجتماع؛ وتكون قرارات الجمعية العمومية ملزمة لجميع المساهمين سواء كانوا حاضرين في الاجتماع الذي صدرت فيه هذه القرارات أو غائبين عنه وسواء كانوا موافقين عليها أو معارضين لها؛ ويتم إبلاغ صورة منها إلى كل من الهيئة والسوق والسلطة المختصة وفقاً للضوابط الصادرة عن الهيئة بهذا الشأن.

#### Article (47)

#### Presiding over the General Assembly and Transcribing the Minutes of the Meeting

#### المادة (47)

#### رئاسة الجمعية العمومية وتدوين وقائع الاجتماع

47.1 The General Assembly shall be presided by the Chairman of the Company's Board of Directors and in case of his absence, to be presided by his Vice-Chairman. In the event of absence of both, it will be presided by any Board member chosen by the Board of Directors, and in the event the Board of Directors fails to choose a member, the General Assembly shall be presided by

1-47 يرأس الجمعية العمومية رئيس مجلس إدارة الشركة وفي حالة غيابه يرأسها نائبه وفي حال غيابهما يرأسها أي عضو من أعضاء مجلس الإدارة يختاره مجلس الإدارة لذلك وفي حال عدم اختيار مجلس الإدارة للعضو يرأسها أي

anyone to be chosen by the General Assembly by voting by any means determined by the General Assembly, and if the General Assembly is looking into a matter related to the Chairman of the General Assembly meeting, whatever it is, the General Assembly must choose from among the shareholders someone who will preside the meeting during the discussion of this matter, and the Chairman of the General Assembly meeting shall appoint poll collector, provided that the General Assembly approves his appointment.

شخص تختاره الجمعية العمومية عن طريق التصويت بأي وسيلة تحددها الجمعية العمومية؛ وإذا كانت الجمعية العمومية تبحث في أمر يتعلق برئيس اجتماع الجمعية العمومية أيا كان وجب أن تختار الجمعية العمومية من بين المساهمين من يتولى رئاسة الاجتماع خلال مناقشة هذا الأمر؛ ويعين رئيس اجتماع الجمعية العمومية جامعاً للأصوات على أن تقرر الجمعية العمومية تعيينه.

47.2 Minutes of the General Assembly meeting must be executed and must include names of the attending shareholders, or the representatives thereof, the number of shares in their possession by originality or by proxy, the number of votes determined therefor, the issued resolutions, the number of votes approved or rejected thereby, and an adequate summary of the discussions that went on in the meeting.

يجب تحرير محضر باجتماع الجمعية العمومية ويجب أن يتضمن أسماء المساهمين الحاضرين أو الممثلين وعدد الأسهم التي في حيازتهم بالأصالة أو بالوكالة وعدد الأصوات المقررة لهم والقرارات الصادرة وعدد الأصوات التي وافقت عليها أو عارضتها وخلاصة وافية للمناقشات التي دارت في الاجتماع.

2-47

47.3 Minutes of the General Assembly meetings shall be recorded regularly following every session in a special register for which the controls issued by a resolution from the Authority are to be followed, and every minute shall be signed by the respective Chairman of the General Assembly meeting, its secretary, the poll collector and the auditor. All the signatories on the meetings minutes are responsible for the

تدون محاضر اجتماع الجمعية العمومية بصفة منتظمة عقب كل جلسة في سجل خاص يتبع في شأنه الضوابط التي يصدر بها قرار من الهيئة ويوقع كل محضر من رئيس اجتماع الجمعية العمومية المعني ومقررها وجامع الأصوات ومدقق الحسابات؛ ويكون الموقعون على محاضر

3-47

correctness of the data included therein.

الاجتماعات مسؤولين عن صحة البيانات الواردة فيه.

#### **Article (48)**

#### **Manner of Voting in the General Assembly Meeting**

Voting in the General Assembly shall be in the manner determined by the Chairman of the General Assembly meeting, unless the General Assembly has decided on a certain manner for voting. Voting must be by secret ballot if it relates to the election, dismissal or impeachment of members of the Board of Directors. A shareholder may vote electronically at a meeting of the General Assembly in accordance with the mechanism followed by the Market and as approved by the Authority.

#### **المادة (48)**

#### **طريقة التصويت باجتماع الجمعية العمومية**

يكون التصويت في الجمعية العمومية بالطريقة التي يعينها رئيس اجتماع الجمعية العمومية إلا إذا قررت الجمعية العمومية طريقة معينة للتصويت؛ ويجب أن يكون التصويت سرياً إذا تعلق بانتخاب أعضاء مجلس الإدارة أو بعزلهم أو بمساءلتهم. ويجوز للمساهم التصويت الإلكتروني في اجتماعات الجمعية العمومية وفقاً للآلية المتبعة لدى السوق والمعتمدة من الهيئة.

#### **Article (49)**

#### **Voting of the Board Members on the Resolutions of the General Assembly**

49.1 Members of the Board of Directors are not allowed to participate in voting on the General Assembly resolutions that discharge them from responsibility for their management, or that which is relevant to a special benefit thereto, or connected with conflict of interests existing between them and the Company.

49.2 One who has the right to attend the meetings of the General Assembly may not participate in voting for himself or for whoever he represents in matters related to a special benefit or a disagreement existing

#### **المادة (49)**

#### **تصويت أعضاء مجلس الإدارة على قرارات الجمعية العمومية**

1-49 لا يجوز لأعضاء مجلس الإدارة الاشتراك في التصويت على قرارات الجمعية العمومية الخاصة بإبراء ذمتهم من المسؤولية عن إدارتهم أو التي تتعلق بمنفعة خاصة لهم أو المتعلقة بتعارض المصالح أو بخلاف قائم بينهم وبين الشركة.

2-49 لا يجوز لمن له حق حضور اجتماعات الجمعية العمومية أن يشترك في التصويت عن نفسه أو عن من يمثله في المسائل التي تتعلق بمنفعة

between him and the Company.

خاصة أو بخلاف قائم بينه  
وبين الشركة.

**Article (50)**

**Issuance of the Special Resolution**

**المادة (50)**

**إصدار القرار الخاص**

50.1 The General Assembly must issue a Special Resolution in the following cases:

يتعين على الجمعية العمومية إصدار قرار خاص في الحالات التالية:

1-50

(a) increase or reduction of the capital of the Company;

(أ) زيادة رأس المال أو تخفيضه؛

(b) changing the name of the Company;

(ب) تغيير اسم الشركة؛

(c) issuing loan deeds or bonds;

(ج) إصدار سندات قرض أو صكوك؛

(d) provision of voluntary contributions for community service purposes;

(د) تقديم مساهمات طوعية في أغراض خدمة المجتمع؛

(e) Company dissolution or merger with another company;

(هـ) حل الشركة أو إدماجها في شركة أخرى؛

(f) selling the assets and stock for which the Company was created, or those that constitute an integral part of the Company's objects, or otherwise disposal thereof;

(و) بيع الأصول والموجودات التي قامت من أجلها الشركة أو تلك التي تعد جزءاً لا يتجزأ من أغراض الشركة أو التصرف فيها بأي وجه آخر؛

(g) extending or shortening the term of the Company;

(ز) إطالة مدة الشركة أو إنقاصها؛

(h) amendment of the memorandum or Articles of Association;

(ح) تعديل عقد التأسيس أو النظام الأساسي؛

(i) in all cases where the Companies Law requires issuing a Special Resolution;

(ط) في كل الحالات التي يتطلب فيها قانون الشركات إصدار قرار خاص؛

- (j) where the Company desires to sell fifty one percent (51%) or more of its assets whether the sale process will be in one deal, on in several deals, within one (1) year from the date of concluding the first deal or dealing;
- (ي) عند رغبة الشركة بيع نسبة واحد وخمسون في المائة (51%) أو أكثر من أصولها سواء أكانت عملية البيع ستتم بصفقة واحدة أو من خلال عدة صفقات وذلك خلال سنة واحدة من تاريخ عقد أول صفقة أو تعامل؛
- (k) the entry of a strategic partner;
- (ك) دخول شريك استراتيجي؛
- (l) converting cash debts into shares in the capital;
- (ل) تحويل الديون النقدية إلى أسهم في رأسمال الشركة؛
- (m) issuing a program motivating the Company employees by owning shares therein;
- (م) إصدار برنامج تحفيز موظفي الشركة بتملك أسهم فيها؛
- (n) addition of any bonus to the nominal value of the share or the issuance of preference shares;
- (ن) إضافة أي علاوة إصدار إلى القيمة الاسمية للسهم أو اصدار أسهم ممتازة؛
- (o) incorporation of the reserve in the Company's capital;
- (س) إدماج الاحتياطي في رأس مال الشركة؛
- (p) dividing the nominal value of the Company's shares;
- (ع) تجزئة القيمة الاسمية لأسهم الشركة؛
- (q) transformation of the Company;
- (ف) تحول الشركة؛
- (r) merger of the Company;
- (ص) اندماج الشركة؛
- (s) extending the winding up period of the Company; or
- (ق) إطالة مدة التصفية؛ أو
- (t) purchase by the Company of its own shares.
- (ر) شراء الشركة لأسهمها الخاصة.

50.2 In any case, in accordance with the provision of Article (139) of the Companies 2-50 وفي جميع الأحوال وفقاً لحكم المادة (139) من قانون

Law, the Company's Board of Directors must obtain the prior approval from the Authority for issuance of the Special Resolution which will result in amendment to its memorandum and Articles of Association.

الشركات يتعين على مجلس إدارة الشركة الحصول على الموافقة المسبقة من الهيئة على استصدار القرار الخاص الذي يترتب عليه تعديل في عقد تأسيسها ونظامها الأساسي.

#### Article (51)

#### Inclusion of an Item on the Agenda of the General Assembly Meeting

#### المادة (51)

#### إدراج بند بجدول أعمال اجتماع الجمعية العمومية

51.1 The General Assembly may not deliberate matters not included in the agenda. However, the General Assembly has the right to deliberate the serious facts that are revealed during the meeting.

1-51 لا يجوز للجمعية العمومية المداولة في غير المسائل المدرجة بجدول الأعمال. ومع ذلك يكون للجمعية العمومية حق المداولة في الوقائع الخطيرة التي تتكشف أثناء الاجتماع.

51.2 Excluding Clause 51.1 of this Article, an item may be included on the agenda of the General Assembly as per the following:

2-51 استثناء من البند (51.1) من هذه المادة يجوز إضافة بند الى جدول اعمال الجمعية العمومية وفقاً لما يلي:

#### First - Before the meeting of the General Assembly and after the invitation has been published:

#### أولاً- قبل موعد اجتماع الجمعية العمومية وبعد نشر الدعوة:

51.3 Shareholders shall have the right to submit a request to include a new item or items on the agenda of the General Assembly before the date of the General Assembly meeting, and after publishing the invitation, according to the following conditions:

3-51 يكون للمساهمين الحق في أن يتقدموا بطلب إدراج بند أو بنود جديدة إلى جدول أعمال الجمعية العمومية قبل موعد اجتماع الجمعية العمومية وبعد نشر الدعوة؛ وذلك وفقاً للشروط التالية:

(a) the inclusion request shall be submitted by a number of shareholders representing not less than five percent (5%) of the capital of the Company;

(أ) أن يكون طلب الإدراج مقدم من عدد من المساهمين ما لا يقل عن خمسة بالمائة (5%) من رأس مال الشركة؛

- (ب) أن يقدم طلب الإدراج إلى الهيئة خلال خمسة أيام من تاريخ قيام الشركة بنشر دعوة الجمعية العمومية؛
- (ج) أن يكون البند الجديد واضح ومحدد وألا يتعارض مع أحكام قانون الشركات والقرارات والأنظمة الصادرة تنفيذاً له؛
- (د) أن يكون طلب الإدراج مكتوباً وموقعاً من مقدمي الطلب؛ و
- (هـ) أن تقوم الشركة بإخطار المساهمين بطلب إدراج البند أو البنود الجديدة بذات الطريقة التي تم من خلالها توجيه الدعوة لانعقاد الجمعية العمومية أو بأي طريقة أخرى تراها الهيئة مناسبة؛ وذلك قبل الموعد المحدد لانعقاد الجمعية العمومية بخمسة (5) أيام على الأقل؛ ويجب أن يشتمل الاخطار على البند الجديد والوثائق ذات العلاقة به.
- (ب) the inclusion request shall be submitted to the Authority within five (5) days from the date the Company has published the invitation for the General Assembly;
- (c) the new item shall be clear and specific and not contradictory to the provisions of the Companies Law or the decisions and regulations issued in implementation thereof;
- (d) the application for inclusion shall be in writing and signed by its applicants; and
- (e) the Company shall notify the shareholders of the application for the inclusion of the new item or items the same way in which the invitation to hold the General Assembly was addressed, or by any other way the Authority deems appropriate, that is at least five (5) days before the date set for convening the General Assembly, and the notification shall include the new item and the documents related thereto.

**Second – During the meeting of the General Assembly:**

**ثانياً- أثناء اجتماع الجمعية العمومية:**

51.4 During the meeting of the General Assembly, the shareholders shall have the right to submit an application for the inclusion of a new item or items on the agenda of the General Assembly,

4-51 يكون للمساهمين أثناء اجتماع الجمعية العمومية الحق في أن يتقدموا بطلب إدراج بند أو بنود جديدة إلى جدول أعمال الجمعية العمومية؛ وذلك وفقاً للشروط التالية:

according to the following conditions:

- (a) the application for inclusion shall be submitted by a number of shareholders representing five percent (5%) of the capital of the Company;
- (b) the new item shall be clear and specific and not contradictory to the provisions of the Companies Law or the decisions and regulations issued in implementation thereof;
- (c) the application for inclusion shall be in writing and signed by its applicants; and
- (d) the application for inclusion shall be submitted to the Chairman of the General Assembly meeting before starting to discuss the agenda.

(أ) أن يكون طلب الإدراج مقدم من عدد من المساهمين يمثل نسبة خمسة بالمائة (5%) من رأس مال الشركة؛

(ب) أن يكون البند الجديد واضح ومحدد وألا يتعارض مع أحكام قانون الشركات والقرارات والأنظمة الصادرة تنفيذاً له؛

(ج) أن يكون طلب الإدراج مكتوباً وموقعاً من مقدمي الطلب؛ و

(د) أن يقدم طلب الإدراج إلى رئيس اجتماع الجمعية العمومية قبل بدء مناقشة جدول الأعمال.

51.5 The Chairman of the General Assembly meeting is obligated to agree to the inclusion of the item - once the conditions in Clause 51.4 (a) to (d) above are met - and, in the event of his refusal, the applicants have the right to request presentation to the General Assembly to consider whether or not the item is included, that is before starting to discuss the agenda of the General Assembly and a vote on the inclusion is made by a majority of the shares represented at the meeting.

5-51 يلتزم رئيس اجتماع الجمعية العمومية بالموافقة على إدراج البند - حال استيفاء الشروط الواردة في البند (4-51) من (أ) إلى (د) أعلاه - ويكون لمقدمي الطلب في حال رفضه الحق في طلب العرض على الجمعية العمومية للنظر في إدراج البند من عدمه وذلك قبل البدء في مناقشة جدول أعمال الجمعية العمومية ويتم التصويت على الإدراج بأغلبية الأسهم الممثلة في الاجتماع.

51.6 It is prohibited to include a new item on the

6-51 يحظر إدراج بند جديد إلى

agenda of the General Assembly in accordance with the provisions of Clause 51.4 above in the following cases:

جدول أعمال الجمعية العمومية وفقاً لحكم البند (4-51) أعلاه في الحالات التالية:

(a) if taking the resolution on the new item requires a Special Resolution to be issued by the General Assembly; or

(أ) إذا تطلب اتخاذ القرار بشأن البند الجديد إصدار قرار خاص من الجمعية العمومية؛ أو

(b) if the new item relates to the dismissal of all or some members of the Company's Board of Directors.

(ب) إذا كان البند الجديد يتعلق بعزل كل أو بعض أعضاء مجلس إدارة الشركة.

## CHAPTER SIX

### The Auditor

#### Article (52)

#### Appointment of an Auditor

## الباب السادس

### مدقق الحسابات

#### المادة (52)

#### تعيين مدقق الحسابات

52.1 The Company shall have one or more auditors whom the General Assembly will appoint and determine his remuneration upon a nomination by the Board of Directors. The auditor shall be registered with the Authority and licensed for practicing his profession.

1-52 يكون للشركة مدقق حسابات أو أكثر تعينه وتحدد أتعابه الجمعية العمومية بناءً على ترشيح من مجلس الإدارة؛ ويشترط في مدقق الحسابات أن يكون مقيداً لدى الهيئة ومرخص له بمزاولة المهنة.

52.2 An auditor shall be appointed for one (1) year renewable, and he shall monitor the accounts of the financial year for which he was appointed, provided that he shall not undertake the auditing process in the Company for a period exceeding (6) six consecutive financial years from the date of assuming his duties in the Company. In this case, the responsible Partner for auditing the Company shall be changed after the expiry of (3) three financial years.

2-52 يُعين مدقق حسابات لمدة سنة واحدة قابلة للتجديد وعليه مراقبة حسابات السنة المالية على ألا يتولى مدقق الحسابات عملية التدقيق بالشركة لمدة تزيد على (6) ست سنوات مالية متتالية من تاريخ توليه مهام تدقيق حسابات الشركة ويتعين في هذه الحالة تغيير الشريك المسؤول لدى مدقق الحسابات عن التدقيق على الشركة بعد انتهاء (3) ثلاث سنوات مالية.

- 52.3 The auditor shall assume his duties from the end of the meeting of that Assembly to the end of the next annual General Assembly meeting. 3-52 يتولى مدقق الحسابات مهامه من نهاية اجتماع تلك الجمعية إلى نهاية اجتماع الجمعية العمومية السنوية التالية.

**Article (53)**  
**Obligations of the Auditor**

**المادة (53)**  
**التزامات مدقق الحسابات**

- 53.1 An auditor shall observe the following: 1-53 يتعين على مدقق الحسابات مراعاة ما يلي:
- (a) adhere to the provisions stipulated in the Companies Law, regulations, decisions, and circulars implementing thereof; (أ) الالتزام بالأحكام المنصوص عليها في قانون الشركات والانظمة والقرارات والتعاميم المنفذة له؛
- (b) be independent from the Company and its Board of Directors; (ب) يكون مستقلاً عن الشركة ومجلس إدارتها؛
- (c) not combine the profession of an auditor with the capacity of a partner; (ج) ألا يجمع بين مهنة مدقق الحسابات وصفة الشريك في الشركة؛
- (d) not hold the position of a member of the Board of Directors or any technical, administrative, or executive position therein; and (د) ألا يشغل منصب عضو مجلس إدارة أو أي منصب فني أو إداري أو تنفيذي فيها؛ و
- (e) not be a partner or an agent of any of the Company's founders, any of its Board members, or a relative of any of them up to second degree. (هـ) ألا يكون شريكاً أو وكيلاً لأي من مؤسسي الشركة أو أي من أعضاء مجلس إدارتها أو قريباً لأي منهم حتى الدرجة الثانية.

**Article (54)**  
**Powers of the Audit**

**المادة (54)**  
**صلاحيات مدقق الحسابات**

- 54.1 The auditor shall have the right at all times to have access to all the Company's books, 1-54 يكون لمدقق الحسابات الحق في الاطلاع في كل وقت على جميع

records, documents and otherwise of the instruments and documents, and he may request explanations that he deems necessary to perform his job, and he may also verify the Company's assets and obligations, and if he is unable to use these powers, he proves that in writing with report submitted to the Board of Directors. If the Board of Directors does not enable the auditor to perform his task, the auditor must send a copy of the report to the Authority and the Competent Authority and present it to the General Assembly.

دفاتر الشركة وسجلاتها ومستنداتها وغير ذلك من وثائق ومستندات وله أن يطلب الإيضاحات التي يراها لازمة لأداء مهمته وله كذلك أن يتحقق من موجودات الشركة والتزاماتها؛ وإذا لم يتمكن من استعمال هذه الصلاحيات أثبت ذلك كتابة في تقرير يقدم إلى مجلس الإدارة؛ فإذا لم يقوم مجلس الإدارة بتمكين المدقق من أداء مهمته وجب على المدقق أن يرسل صورة من التقرير إلى الهيئة والسلطة المختصة وأن يعرضه على الجمعية العمومية.

54.2 The auditor shall assume auditing the Company's accounts, examine the budget, profit and loss account, review the Company's deals with the Related Parties and observe the application of the provisions of the Companies Law and this system. He must report the results of this examination to the General Assembly and send a copy thereof to the Authority and the Competent Authority, and he must, when preparing his report, make sure of the following:

يتولى مدقق الحسابات تدقيق حسابات الشركة وفحص الميزانية وحساب الأرباح والخسائر ومراجعة صفقات الشركة مع الأطراف ذات العلاقة وملاحظة تطبيق أحكام قانون الشركات وهذا النظام؛ وعليه تقديم تقرير بنتيجة هذا الفحص إلى الجمعية العمومية ويرسل صورة منه إلى الهيئة والسلطة المختصة؛ ويجب عليه عند إعداد تقريره؛ التأكد مما يأتي:

2-54

(a) the authenticity of the accounting records maintained by the Company; and

(أ) صحة السجلات المحاسبية التي تحتفظ بها الشركة. و

(b) the consistency of the Company's accounts with the accounting records.

(ب) اتفاق حسابات الشركة مع السجلات المحاسبية.

54.3 If facilities are not provided to the auditor to carry out his duties, he shall demonstrate this in a report he submits to the Board of

إذا لم يتم تقديم تسهيلات إلى مدقق الحسابات لتنفيذ مهامه؛ التزم بإثبات ذلك في تقرير يقدمه

3-54

Directors, and if the Board of Directors fails to facilitate the auditor's task, he shall send a copy of the report to the Authority.

إلى مجلس الإدارة وإذا قصّر مجلس الإدارة في تسهيل مهمة مدقق الحسابات؛ تعيّن عليه إرسال نسخة من التقرير إلى الهيئة.

54.4 The affiliate company and its auditor shall commit to providing the information and explanations requested by the auditor of the parent or holding Company for auditing purposes.

تلتزم الشركة التابعة ومدقق حساباتها بتقديم المعلومات والتوضيحات التي يطلبها مدقق حسابات الشركة الام او القابضة لأغراض التدقيق.

4-54

### Article (55)

#### Auditor's Annual Report

### المادة (55)

#### التقرير السنوي لمدقق الحسابات

55.1 The auditor shall submit to the General Assembly a report including the data and information provided for in the Companies Law, and he shall mention in his report, and also in the balance sheet of the Company, the voluntary contributions extended by the Company during the fiscal year for community service purposes (if any) and to identify the beneficiary entity of such contributions.

يقدم مدقق الحسابات إلى الجمعية العمومية تقريراً يشتمل على البيانات والمعلومات المنصوص عليها في قانون الشركات؛ وأن يذكر في تقريره وكذلك في الميزانية العمومية للشركة المساهمات الطوعية التي قامت بها الشركة خلال السنة المالية لأغراض خدمة المجتمع (إن وجدت) وأن يحدد الجهة المستفيدة من هذه المساهمات الطوعية.

1-55

55.2 The auditor must attend the meeting of the General Assembly and recite his report therein, explaining any obstacles or intrusions of the Board of Directors that he faced during his performance of his job, and his report should be neutral and independent, and he should state his opinion in the meeting about all that is relevant to his job, particularly in the Company's budget and his remarks on the Company's accounts, its financial position and any violations thereat. The auditor shall be responsible for the correctness of the

يجب على مدقق الحسابات أن يحضر اجتماع الجمعية العمومية وأن يقرأ تقريره في الجمعية العمومية؛ موضحاً أية معوقات أو تدخلات من مجلس الإدارة واجهته أثناء تأدية أعماله؛ وأن يتسم تقريره بالاستقلالية والحيادية؛ وأن يدلي في الاجتماع برأيه في كل ما يتعلق بعمله وبوجه خاص في ميزانية الشركة وملاحظاته على حسابات الشركة ومركزها المالي وأية مخالفات بها؛ ويكون المدقق مسؤولاً عن صحة البيانات الواردة

2-55

information contained in his report, and each shareholder, during the General Assembly session, has the right to discuss the auditor's report and to inquire about what has been included therein.

في تقريره؛ ولكل مساهم أثناء عقد الجمعية العمومية أن يناقش تقرير المدقق وأن يستوضحه عما ورد فيه.

55.3 The auditor has the right to receive all notifications and other correspondences related to any General Assembly, which every shareholder is entitled to receive.

يحق لمدقق الحسابات استلام كافة الإشعارات والمراسلات الأخرى المتعلقة بأية جمعية عمومية والتي يحق لكل مساهم استلامها.

3-55

## CHAPTER SEVEN

### Company's Finance

#### Article (56)

#### Company's Accounts

## الباب السابع

### مالية الشركة

#### المادة (56)

#### حسابات الشركة

56.1 The Company shall prepare regular accounts according to the international accounting standards so they reflect a true and fair picture of the Company's profits and losses for the fiscal year and about its status at the end of the financial year, and the Company shall abide by any requirements provided for in the Companies Law or the decisions issued in implementation thereof.

تُعد الشركة حسابات منتظمة وفق المعايير والأسس المحاسبية الدولية بحيث تعكس صورة صحيحة وعادلة عن أرباح أو خسائر الشركة للسنة المالية وعن وضع الشركة في نهاية السنة المالية وأن تتقيد بأية متطلبات ينص عليها قانون الشركات أو القرارات الصادرة تنفيذاً له.

1-56

56.2 The Company shall apply the international accounting principles and standards when preparing its interim and annual accounts and determining the distributable dividends.

تطبق الشركة المعايير والأسس المحاسبية الدولية عند إعداد حساباتها المرحلية والسنوية وتحديد الأرباح القابلة للتوزيع.

2-56

#### Article (57)

#### Company's Fiscal Year

#### المادة (57)

#### السنة المالية للشركة

The Company's fiscal year begins from January 1<sup>st</sup> and ends in December 31<sup>st</sup> of every year,

تبدأ السنة المالية للشركة من أول يناير وتنتهي في نهاية 31 ديسمبر من كل

except for the first financial year which commenced from the date of registering the Company in the Commercial Register and ended on 31<sup>st</sup> December of the same year.

سنة فيما عدا السنة المالية الاولى التي بدأت من تاريخ قيد الشركة بالسجل التجاري وانتهت في 31 ديسمبر من نفس السنة.

#### **Article (58)**

#### **The Balance Sheet for the Fiscal Year**

The balance sheet for the fiscal year must have been audited at least one (1) month before the annual meeting of the General Assembly, and the Board of Directors must prepare a report on the Company's activity and financial position at the end of the fiscal year and the method it proposes to distribute the net profits and send a copy of the budget and profit and loss account with a copy of the auditor's report, the report of the Board of Directors of the Company, and the corporate governance report to the Authority, along with attaching a draft of the annual General Assembly's invitation to the Company's shareholders to agree to publish the invitation in daily newspapers well in advance of the meeting of the General Assembly meeting, taking into account the provision of Article (174) of the Companies Law regarding the publication of the General Assembly's invitation twenty one (21) days before the date of the meeting.

#### **المادة (58)**

#### **الميزانية العمومية للسنة المالية**

يتعين أن تكون الميزانية العمومية عن السنة المالية قد تم تدقيقها قبل الاجتماع السنوي للجمعية العمومية بشهر (1) واحد على الأقل؛ وعلى مجلس الإدارة إعداد تقرير عن نشاط الشركة ومركزها المالي في ختام السنة المالية والطريقة التي يقترحها لتوزيع الأرباح الصافية وترسل صورة من الميزانية وحساب الأرباح والخسائر مع نسخة من تقرير مدقق الحسابات وتقرير مجلس الإدارة للشركة وتقرير الحوكمة إلى الهيئة مع إرفاق مسودة من دعوة الجمعية العمومية السنوية لمساهمي الشركة للموافقة على نشر الدعوة في الصحف اليومية قبل موعد انعقاد اجتماع الجمعية العمومية بوقت كافٍ مع مراعاة حكم المادة (174) من قانون الشركات بشأن نشر دعوة الجمعية العمومية قبل واحد وعشرون (21) يوماً من تاريخ الاجتماع.

#### **Article (59)**

#### **Distribution of Dividends**

59.1 The annual net profits of the Company are distributed, after deducting all overheads and other expenses, as follows:

#### **المادة (59)**

#### **توزيع الأرباح السنوية**

1-59 توزع الأرباح السنوية الصافية للشركة بعد خصم جميع المصروفات العمومية والتكاليف الأخرى وفقاً لما يلي:

- (a) ten percent (10%) of the net profits shall be deducted and allocated to a legal reserve account. This deduction shall cease once the aggregate of the reserve reaches equivalent to fifty percent (50%) of the Company's paid up capital, and if the reserve decreased from that percentage, the deduction shall be run back;
- (أ) تقطع عشرة بالمائة (10%) من الأرباح الصافية تخصص لحساب الاحتياطي القانوني. ويوقف هذا الاقتطاع متى بلغ مجموع هذا الاحتياطي قدرًا يوازي خمسين بالمائة (50%) من رأس مال الشركة المدفوع؛ وإذا نقص الاحتياطي عن ذلك تعين العودة إلى الاقتطاع.
- (b) the General Assembly may, upon a proposal by the Board of Directors, deduct a further percentage not exceeding ten percent (10%) allocated to constitute a statutory reserve, and such deduction may be halted by a resolution of the General Assembly according to the proposal by the Board of Directors. This reserve shall be used for purposes determined by the General Assembly according to a proposal by the Board of Directors;
- (ب) يجوز للجمعية العمومية بناءً على اقتراح مجلس الإدارة اقتطاع ما لا يزيد على نسبة عشرة بالمائة (10%) أخرى تُخصص لتكوين احتياطي نظامي؛ ويجوز وقف هذا الاقتطاع بقرار من الجمعية العمومية بناءً على اقتراح مجلس الإدارة. ويستخدم هذا الاحتياطي في الأغراض التي تقررها الجمعية العمومية بناءً على اقتراح مجلس الإدارة.
- (c) the General Assembly identifies the percentage of the net profits to be distributed to the shareholders, after deducting the legal reserve, provided that where the net profits of a certain year do make place for dividends distribution, no claim may be made therefor from the profits of subsequent years;
- (ج) تحدد الجمعية العمومية النسبة التي يجب توزيعها على المساهمين من الأرباح الصافية بعد خصم الاحتياطي القانوني؛ على أنه إذا لم تسمح الأرباح الصافية في سنة من السنين بتوزيع أرباح فلا يجوز المطالبة بها من أرباح السنين اللاحقة.
- (d) a percentage not exceeding ten percent (10%) from the net profit of the ending fiscal year shall be allocated, after deducting reserves
- (د) تخصص نسبة لا تزيد على عشرة بالمائة (10%) من الربح الصافي للسنة المالية المنتهية بعد خصم كل من

and depreciations, as a bonus for the Board members and the Board of Directors suggests the bonus and presents it to the General Assembly to consider it. Fines that may have been imposed on the Company by the Authority or the Competent Authority due to violations by the Board of Directors or the Companies Law or the these Articles of Association during the ending fiscal year, shall be deducted from that bonus, and the General Assembly may not deduct these or some of these fines if it becomes clear to them that these fines are not the result of default or error from the Board of Directors; and

الاستهلاكات والاحتياطات كمكافأة لأعضاء مجلس الإدارة ويقترح مجلس الإدارة المكافأة وتعرض على الجمعية العمومية للنظر فيها؛ وتخصم من تلك المكافأة الغرامات التي تكون قد وقعت على الشركة من الهيئة أو السلطة المختصة بسبب مخالفات مجلس الإدارة أو لقانون الشركات أو للنظام الأساسي للشركة خلال السنة المالية المنتهية؛ وللجمعية العمومية عدم خصم تلك الغرامات أو بعضها إذا تبين لها أن تلك الغرامات ليست ناتجة عن تقصير أو خطأ من مجلس الإدارة. و

- (e) the remainder of the net profits shall then be distributed to the shareholders or carried over to the coming year, under a suggestion by the Board of Directors, or allocated to create an optional reserve to be allocated for certain purposes and this may not be used for any other purposes unless by a resolution issued by the Company's General Assembly.

(هـ) يوزع الباقي من صافي الأرباح بعد ذلك على المساهمين أو يرحل بناءً على اقتراح مجلس الإدارة إلى السنة المقبلة أو يخصص لإنشاء احتياطي اختياري يخصص لأغراض محددة ولا يجوز استخدامه لأية أغراض أخرى إلا بموجب قرار صادر عن الجمعية العمومية للشركة.

#### Article (60)

#### Disposal of the Statutory and Optional Reserves

Disposal of the optional reserve is made under a resolution by the Board of Directors of the Company for aspects that achieve the Company's interests, and the legal reserve may

#### المادة (60)

#### التصرف في الاحتياطي الاختياري والقانوني

يتم التصرف في الاحتياطي الاختياري بناءً على قرار مجلس الإدارة الشركة في الأوجه التي تحقق مصالح الشركة ولا يجوز

not be distributed to the shareholders, but it is permissible to use the increase in the legal reserve that is higher than half of the issued capital, to be distributed as dividends to the shareholders in the years where the Company do not achieve sufficient net profits to be distributed thereon.

**Article (61)**  
**Shareholders Dividends**

Dividends shall be paid to the shareholders in accordance with the regulations, decisions and circulars issued by the Authority in this regard.

**CHAPTER EIGHT**  
**Disputes**  
**Article (62)**  
**Abatement of Responsibility Cases**

Any resolution by the General Assembly discharging the Board of Directors, does not result to the abatement of civil responsibility case against the Board members due to errors thereby in performing their task, and if the action causing responsibility was presented to the General Assembly and was ratified, the responsibility shall abate one (1) year after the date of convening of the General Assembly, however, if the action ascribed to the Board members was a criminal crime, the responsibility case will only drop by the abatement of the general case.

**CHAPTER NINE**  
**Company Dissolution and Liquidation**  
**Article (63)**  
**Company Dissolution**

توزيع الاحتياطي القانوني على المساهمين؛ وإنما يجوز استعمال ما زاد منه على نصف رأس المال المصدر لتوزيعه كأرباح على المساهمين في السنوات التي لا تحقق الشركة فيها أرباحاً صافية كافية للتوزيع عليهم.

**المادة (61)**  
**أرباح المساهمين**

تدفع الأرباح إلى المساهمين طبقاً للأنظمة والقرارات والتعاميم الصادرة عن الهيئة بهذا الشأن.

**الباب الثامن**  
**المنازعات**  
**المادة (62)**  
**سقوط دعوى المسؤولية**

لا يترتب على أي قرار يصدر من الجمعية العمومية بإبراء ذمة مجلس الإدارة سقوط دعوى المسؤولية المدنية ضد أعضاء مجلس الإدارة بسبب الأخطاء التي تقع منهم في تنفيذ مهمتهم وإذا كان الفعل الموجب للمسؤولية قد عرض على الجمعية العمومية وصادقت عليه فإن دعوى المسؤولية تسقط بمضي سنة (1) واحدة من تاريخ انعقاد هذه الجمعية؛ ومع ذلك إذا كان الفعل المنسوب إلى أعضاء مجلس الإدارة يكون جريمة جنائية فلا تسقط دعوى المسؤولية إلا بسقوط الدعوى العمومية.

**الباب التاسع**  
**حل الشركة وتصفيتها**  
**المادة (63)**  
**حل الشركة**

63.1 The Company shall be dissolved for any of the following reasons: 1-63 تتحل الشركة لأحد الأسباب التالية:

- (a) expiry of the term specified in these Articles of Association, unless renewed as per the rules herein; (أ) انتهاء المدة المحددة في هذا النظام الأساسي ما لم تجدد المدة طبقاً للقواعد الواردة بهذا النظام؛
- (b) fulfilment of the objectives for which the Company was established; (ب) انتهاء الغرض الذي أسست الشركة من أجله؛
- (c) depreciation of all or most of the assets in the Company in a way with which the investment with the rest will not be useful; (ج) هلاك جميع أموال الشركة أو معظمها بحيث يتعذر استثمار الباقي استثماراً مجدياً؛
- (d) company merger pursuant to the provisions of the Companies Law; (د) الاندماج وفقاً لأحكام قانون الشركات؛
- (e) issuance of a Special Resolution by the General Assembly to wind-up the Company; or (هـ) صدور قرار خاص من الجمعية العمومية بحل الشركة؛ أو
- (f) where a court decision is rendered for the dissolution the Company. (و) صدور حكم قضائي بحل الشركة.

#### Article (64)

#### Achieving Losses Amounting to Half of the Company's Capital

If the Company's accumulated losses reach half of its issued capital, the Board of Directors must within thirty (30) thirty days from the date of disclosing to the Authority the periodic or annual financial statements, invite the General Assembly to convene to take a decision to dissolve the Company before the term specified therefor or to continue its activities.

#### المادة (64)

#### تحقيق الشركة لخسائر بلغت نصف رأسمالها

إذا بلغت الخسائر المتراكمة للشركة نصف رأسمالها المصدر وجب على مجلس الإدارة خلال (30) ثلاثين يوماً من تاريخ الإفصاح للهيئة عن القوائم المالية الدورية أو السنوية دعوة الجمعية العمومية للانعقاد لاتخاذ قرار خاص بحل الشركة قبل الأجل المحدد لها أو استمرارها في مباشرة نشاطها.

**Article (65)**  
**Liquidation of the Company**

Upon the expiry of the Company's term or its dissolution before the specified term, the General Assembly, upon a request from the Board of Directors, shall determine the manner of liquidation and appoint one (1) or more liquidators and define his powers, and the power of the Board of Directors shall end with the dissolution of the Company. However, the Board of Directors continues for the management of the Company and is considered with respect to others as liquidators until the liquidator is appointed, and the power of the General Assembly shall continue all through the liquidation period until all liquidation works are concluded.

**CHAPTER TEN**  
**Final Provisions**  
**Article (66)**

**Voluntary Contributions**

After obtaining an approval from the Authority, the Company may, by a Special Resolution allocate certain percentage of its annual or accumulated profits for social service purposes. It is necessary to disclose on the Company's website at the end of the financial year whether or not it has made voluntary contributions for social purposes; and to clearly state the beneficiary(ies) of such contributions in the auditor's report and Company's balance sheet.

**Article (67)**  
**Governance Controls**

**المادة (65)**  
**تصفية الشركة**

عند انتهاء مدة الشركة أو حلها قبل الأجل المحدد تعين الجمعية العمومية بناءً على طلب مجلس الإدارة طريقة التصفية وتعين مصفياً أو أكثر وتحدد سلطاتهم وتنتهي سلطة مجلس الإدارة بحل الشركة ومع ذلك يستمر مجلس الإدارة قائم على إدارة الشركة ويعتبر بالنسبة إلى الغير في حكم المصفين إلى أن يتم تعيين المصفي؛ وتبقى سلطة الجمعية العمومية قائمة طوال مدة التصفية إلى أن يتم الانتهاء من كافة أعمال التصفية.

**الباب العاشر**  
**الأحكام الختامية**  
**المادة (66)**  
**مساهمات طوعية**

يجوز للشركة بعد موافقة الهيئة أن تقرر بموجب قرار خاص تخصيص نسبة من أرباحها السنوية أو الأرباح المتراكمة للمسؤولية المجتمعية. تلتزم الشركة بعد انتهاء السنة المالية بالإفصاح على موقعها الإلكتروني عن مدى قيامها بمسئوليتها المجتمعية من عدمه ويجب أن يتضمن تقرير مدقق الحسابات والبيانات المالية السنوية للشركة بيان الجهة أو الجهات المستفيدة من المساهمات المجتمعية التي تقدمها الشركة.

**المادة (67)**  
**ضوابط الحوكمة**

The Company shall be subject to the governance controls resolution, the corporate discipline standards, and the decisions implementing the provisions of the Companies Law and shall be considered an integral part of the Company's Article of Association and complementing thereof.

يسري على الشركة قرار ضوابط الحوكمة ومعايير الانضباط المؤسسي والقرارات المنفذة لأحكام قانون الشركات؛ ويعتبر جزءاً لا يتجزأ من النظام الأساسي للشركة ومكملاً له.

**Article (68)**  
**In Case of Conflict**

In the event of a conflict between the texts mentioned in this Articles of Association with any of the provisions mentioned in the Companies Law or the regulations, decisions, and circulars implementing thereof, those provisions shall be the ones applicable.

**المادة (68)**  
**في حال التعارض**

في حال التعارض بين النصوص الواردة بهذا النظام مع أيّاً من الأحكام الواردة بقانون الشركات أو الأنظمة والقرارات والتعاميم المنفذة له فإن تلك الأحكام هي التي تكون واجبة التطبيق.

**Article (69)**  
**Publishing the Articles of Association**

These Articles of Association shall be maintained and be published pursuant to the Law.

**المادة (69)**  
**نشر النظام الأساسي**

يودع هذا النظام وينشر طبقاً للقانون.

**First Shareholder**

**Bin Hamoodah Company LLC** Represented by  
Mr. Faraj Ali Bin Hamoodah Al Dhaheri,  
UAE national, holder of Emirates ID No.  
784-1947-6481830-1

**المساهم الأول**

**شركة بن حموده ذ.م.م**  
يمثلها السيد/ فرج علي بن حموده،  
إماراتي الجنسية، ويحمل بطاقة  
هوية إماراتية رقم  
784-1947-6481830-1

**Second Shareholder**

**Ibbini Investment Company LLC**  
Represented by Mr. Fayez Saeed  
Mohamed Ibbini,

**المساهم الثاني**

**شركة العبيني للاستثمار ذ.م.م**  
يمثلها السيد/ فايز سعيد محمد العبيني،  
أردني الجنسية، ويحمل بطاقة

Jordanian national, holder of Emirates ID No. هوية إماراتية رقم  
784-1954-2964810-8 784-1954-2964810-8

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## Annex (3) – Receiving Banks' Branches

### Emirates NBD – Participating Branches

EMIRATES	BRANCH	Location	Working Hours	IPO Working Hours	Contact
Dubai	Deira Branch	Ground Floor, new Emirates NBD Building at Abra Rd, Deira, Dubai	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 ENBD IPO (800 3623 476)
			Friday (8:00 AM - 12:00 PM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	
Dubai	Jumeirah Branch	Emirates NBD Building, Al Wasl Rd Intersection, Umm Suquiem 3, Jumeirah, Dubai	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 ENBD IPO (800 3623 476)
			Friday (8:00 AM - 3:00 PM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	
Dubai	Al Qusais Branch	Damascus St, Near Dubai Grand Hotel, Al Qusais, Dubai	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 ENBD IPO (800 3623 476)
			Friday (8:00 AM - 12:00 PM)	Friday (8:00 AM - 11:00 PM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	
Abu Dhabi	Abu Dhabi Main Branch	Ground Floor, Al Neem Building, Shaikh Khalifa street, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 2:00 PM)	800 ENBD IPO (800 3623 476)
			Friday (8:00 AM - 3:00 PM)	Friday (8:00 AM - 12:00 PM)	
Abu Dhabi	Al Muroor Branch	New Airport Road, Muroor, Abu Dhabi	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 ENBD IPO (800 3623 476)
			Friday (8:00 AM - 12:00 PM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	
Al Ain	Al Ain Main Branch	Sheikh Khalifa Bin Zayed St, (in front of Burjeel Hospital), Al Ain	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 ENBD IPO (800 3623 476)
			Friday (8:00 AM - 12:00 PM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	
Ajman	Ajman Branch	Emirates NBD Building, Sheikh Rashid Bin Humaid St, Al Sawan, Ajman	Monday to Thursday (8:00 AM - 3:00 PM)	Monday to Thursday (8:00 AM - 1:00 PM)	800 ENBD IPO (800 3623 476)
			Friday (8:00 AM - 12:00 PM)	Friday (8:00 AM - 11:00 AM)	
			Saturday (8:00 AM - 3:00 PM)	Saturday (8:00 AM - 1:00 PM)	

### ADCB – Participating Branches

#	Branch name	Area	Branch Timing	Subscription Timing	Branch Location
1	Shahama Branch	Abu Dhabi	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Dubai Abu Dhabi Road, Near Bani Yas Coop, P.O.Box: 76122 Abu Dhabi
2	Hazza Bin Zayed Stadium Branch	Abu Dhabi, Al Ain	08:00 AM - 07:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Al Tawiya, Hamdan Bin Mohammed Street, Hazza Bin Zayed Stadium, P.O. Box: 87532, Al Ain, Abu Dhabi
3	Zayed Town Branch	Abu Dhabi, Al Dhafra Region	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Zayed Town Main Street, Near Zayed Town Court, P.O.Box: 50013 Zayed Town
4	Al Rigga Branch	Dubai	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Al Muraqqabat Area, Al Rigga Street, Near Al Rigga Metro Station, Abu Dhabi Commercial Bank Building, P.O. Box: 5550, Dubai
5	Business Bay Branch	Dubai	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Business Bay, Al Khaleej Al Tejari, Dubai, Nearest landmark-Business bay metro station, P.O.Box: 33040, Dubai
6	Ajman Branch	Ajman	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Al Rashidiya Area, Al Ittihad Street, Abu Dhabi Commercial Bank Building, P.O. Box: 1843, Ajman
7	Ras Al Khaimah Branch	RAK	08:00 AM - 07:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Palm Burial Area, Bin Daher Street, Al Naeem Mall, P.O. Box: 1633, Ras Al Khaimah
8	Fujairah Branch	Fujairah	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Hamad Bin Abdullah Street, Near ADNOC Station, Abu Dhabi Commercial Bank Building, P.O. Box: 770, Fujairah
9	Ruwais Branch	Al Dhafrah Region	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 PM on Friday Closed on Sunday	08:00 AM - 03:00 PM Monday to Thursday & Saturday 08:00 AM - 12:00 AM On Friday Closed on Sunday	Al Ruwais City, Sheikh Zayed Road, Central Market, Abu Dhabi Commercial Bank Building, P.O. Box: 11851, Al Dhafra Region
10	Al Zahiya City	Sharjah	10:00 AM - 09:00 PM Monday to Thursday & Saturday	10:00 AM - 03:00 PM Monday to Thursday & Saturday	Sheikh Mohammed Bin Zayed Street, Al Zahia City Centre,

	Centre Branch		03:00 PM - 09:00 PM on Friday Closed on Sunday	No IPO Subscription on Friday Closed on Sunday	Ground Floor, near Entrance A, P.O.Box: 23657 Sharjah
11	Reem Mall Branch	Abu Dhabi	10:00 AM - 09:00 PM Monday to Thursday & Saturday 03:00 PM - 09:00 PM on Friday Closed on Sunday	10:00 AM - 03:00 PM Monday to Thursday & Saturday No IPO Subscription on Friday Closed on Sunday	Reem Mall, Ground Floor, Al Reem Island, Abu Dhabi. P.O.Box: 6508 Abu Dhabi

### ADIB – Participating Branches

#	Branch name	Branch Type	Branch Code	Branch Location-Area	Area Code	Customer Timing (Monday - Saturday )	Customer Timing (Friday )	Branch Address
1	Al Bateen Branch	Normal Branch	33	Abu Dhabi	1	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	Abu Dhabi - Al Bateen king Abdulla bin AbdulAziz Al Saud Street - near UAE Central Bank
2	Sheikh Zayed Main Branch	Normal Branch	403	Abu Dhabi	1	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	Sheikh Rashid Bin Saeed St (Old Airport Road) opposite to Hilton Capital Grand Hotel
3	Nation Towers Branch	Mall Branch	71	Abu Dhabi	1	10:00 AM to 10:00 pm	04:00 PM to 10:00 PM	Nation Towers Galleria – Corniche Road, First Floor
4	Baniyas Branch	Normal Branch	13	Abu Dhabi	1	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	Al Mafrag –Dubai Road opposite Al Mafrag Hospital - Baniyas
5	Khalifa A City Branch	Normal Branch	94	Abu Dhabi	1	8:00 AM to 2:00 pm	8:00 AM to 12:00 PM	Khalifa A city, street # 16/21 south west.
6	Madinat Zayed Branch	Normal Branch	7	Abu Dhabi West (Gharbiya)	5	08:00 am to 02:00 pm	8:00 AM to 12:00 PM	Madinat Zayed City - Western Region
7	Oud Al Toba Branch	Normal Branch	54	Al Ain	2	08:00 am to 08:00 pm	8:00 AM to 12:00 PM	Oud Al Toba St., No.133
8	Al Tawaam Branch	Normal Branch	365	Al Ain	2	08:00 am to 08:00 pm	8:00 AM to 12:00 PM	Sheik Khalifa Bin Zayed St, 135th St, Opposite UAE university
9	Al Qusais Branch	Normal Branch	51	Dubai	3	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Al Qusais Area -Al Wasl Building
10	Sheikh Zayed Road Branch	Normal Branch	14	Dubai	3	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Emarat Atrium Building, Sheikh Zayed Road
11	Nad Al Sheba Branch	Normal Branch	15	Dubai	3	10:00am to 05:00pm	04:00 PM to 10:00 PM	Avenue Mall - Nad Al Sheba - Nad Al Sheba 2 - Dubai
12	Dubai Internet City - Arenco Branch	Normal Branch	53	Dubai	3	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Arenco Tower, Dubai Internet City
13	Fujairah Branch	Normal Branch	6	East Coast	6	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Shaikh Hamad Bin Abdulla Street

14	Ras Al Khaimah Branch	Normal Branch	11	East Coast	6	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Opposite Al Manar Mall, Al Muntasir Road
15	Dibba Branch	Normal Branch	17	East Coast	6	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Sheikh Zayed Street, Opposite Dibba Police Station - Fujairah
16	Kalba Branch	Normal Branch	49	East Coast	6	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Al Wahda Street - Khamis Khalfan Al Zahmi Building - Block No:19
17	Al Dhaid Branch	Normal Branch	38	East Coast	6	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Al Dhaid Expo Center
18	Khorfakkan Branch	Normal Branch	22	East Coast	6	08: 00am to 02:00 pm	8:00 AM to 12:00 PM	Corniche Road, Banks Area
19	Umm Al Quwain Branch	Normal Branch	29	Sharjah North East Area	4	08: am to 02:00 pm	8:00 AM to 12:00 PM	Umm Al Quwain Union Coop
20	Sharjah Main Branch	Normal Branch	5	Sharjah North East Area	4	08: am to 02:00 pm	8:00 AM to 12:00 PM	Al Mussala Area opposite Etisalat building

### **Emirates Islamic Bank – Participating Branches**

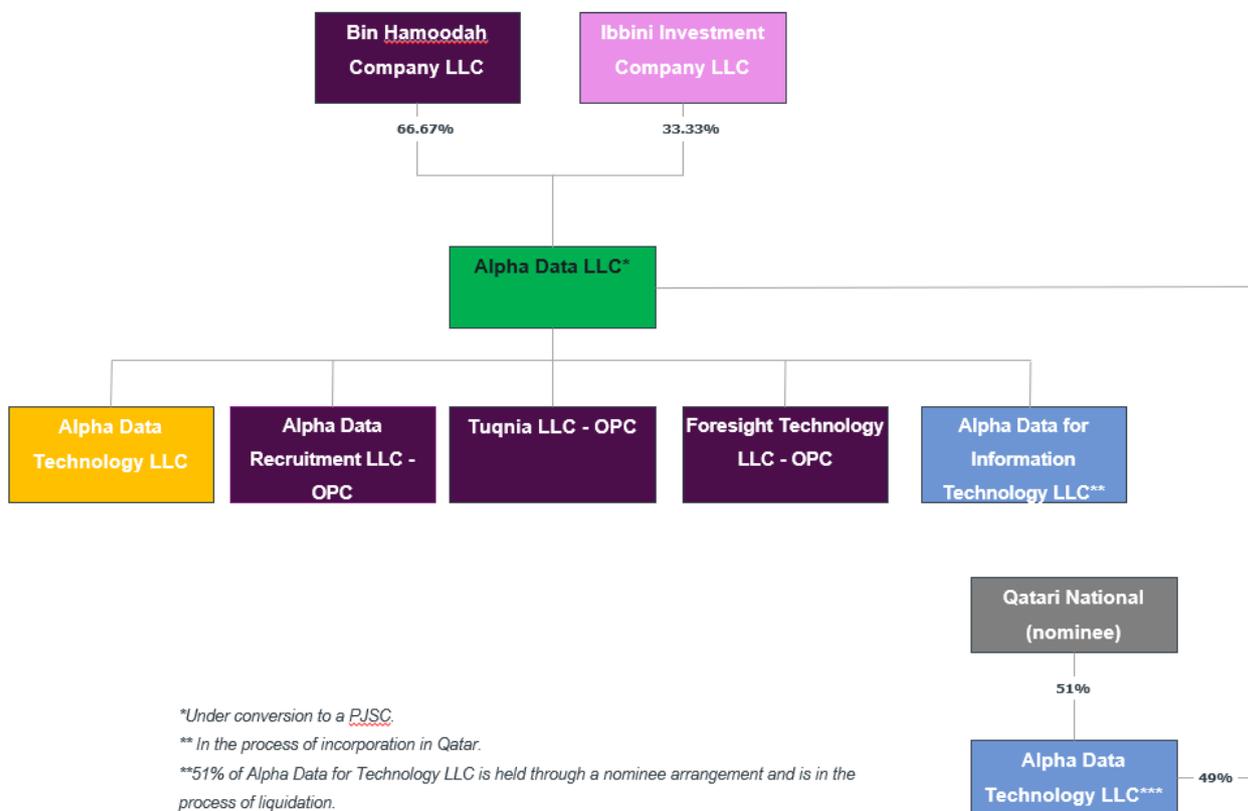
S.No	Branch name	Branch Location- Area	Customer Timing	IPO Subscription Timings	Branch Address
1	Healthcare City Branch	Dubai	Monday to Thursday (8am - 4pm) Friday (8 - 12.30pm & 2pm - 4pm)	Monday to Thursday (8am - 1pm) Friday (8am - 11.30am)	Building 16, Dubai Health Care City
2	Nad Al Hamar	Deira	Monday to Saturday (8am - 2pm) Friday (8am - 12.30pm)	Monday to Saturday (8am - 1pm) Friday (8am - 11.30am)	Bel Remaitha Club Building, Show Rooms # S-8 & S-9, Nad Al Hamar Area, Al Rubat street
3	Halwan Branch	Sharjah & NE Region	Monday to Saturday (8am - 8pm) Friday (8am - 11.30am)	Monday to Saturday (8am - 1pm) Friday (8am - 10.30am)	Sheikh Isam Building, Wasit Street, Industrial Area, Halwaan, Sharjah
4	Ajman Kalifa Bin Zayed	Ajman	Monday to Saturday (8am - 2pm) Friday (8am - 12.30pm)	Monday to Saturday (8am - 1pm) Friday (8am - 11.30am)	Sara Plaza 2, Al Jurf 2 area - Shaikh Khalifa Bin Zayed St - Ajman
5	Ras Al Khaimah Branch	Ras Al Khaimah	Monday to Saturday (8am - 8pm) Friday (8am - 12.30pm)	Monday to Saturday (8am - 1pm) Friday (8am - 11.30am)	Emirates Islamic Tower, Ground Floor, Al Muntaser Road - Al Nakheel Area

6	Fujairah Branch	Fujairah	Monday to Saturday (8am - 2pm) Friday (8am - 12.30pm)	Monday to Saturday (8am - 1pm) Friday (8am - 11.30am)	Near Choithram Supermarket, Sheikh Hamad Bin Abdulla Street
7	Main Branch Abu Dhabi	Abu Dhabi	Monday to Saturday (8am - 2pm) Friday (8am - 12.30pm)	Monday to Saturday (8am - 1pm) Friday (8am - 11.30am)	Khalidiyah Corniche Area, Wave Tower
8	Al Ain Main Branch	Al Ain	Monday to Saturday (8am - 2pm) Friday (8am - 12.30pm)	Monday to Saturday (8am - 1pm) Friday (8am - 11.30am)	Al Ain, Al Murabaa Area, Othman Bin Affan Street, opposite to Al Ain Mall

**Annex (4) – Details of the Company's Investments in its Subsidiaries**

<b>Subsidiary</b>	<b>Shareholder</b>	<b>Share Capital</b>	<b>Ownership</b>
Alpha Data Technology (KSA)	the Company	1,200,000 Saudi Riyals	100%
Tuqnia LLC - OPC	the Company	AED 900,000	100%
Alpha Data Recruitment LLC - OPC	the Company	AED 100,000	100%
Foresight Technology LLC - OPC	the Company	AED 100,000	100%
Alpha Data Technology LLC (Qatar) (in the process of liquidation in Qatar)	the Company	300,000 Qatari Riyals	49%
Alpha Data for Information Technology LLC (Qatar)	the Company	150,000 Qatari Riyals	100%

### Annex (5) – Group Structure Chart



**KEY:**

UAE	<span style="background-color: #4b0082; color: white; padding: 2px;"> </span>
KSA	<span style="background-color: #ffcc00; color: black; padding: 2px;"> </span>
Jordan	<span style="background-color: #e67ee6; color: black; padding: 2px;"> </span>
Qatar	<span style="background-color: #4a90e2; color: white; padding: 2px;"> </span>

\*Under conversion to a PJSC.

\*\* In the process of incorporation in Qatar.

\*\*\*51% of Alpha Data for Information Technology LLC is held through a nominee arrangement and is in the process of liquidation.

Entities are 100% owned unless noted otherwise.

### Annex (6) – Interests of Relatives of Directors of the Group

\* signifies a first degree relative of Ahmed Ali Bin Hamoodah or Khalid Ghanim Ali Bin Hamoodah.

\*\* signifies a second degree relative of Ahmed Ali Bin Hamoodah or Khalid Ghanim Ali Bin Hamoodah.

The shareholding interests below denote the various shareholdings of members that are related to directors of the Group. They are not intended to provide the complete shareholding structure of the relevant holding entities.

Shareholders of Alpha Data LLC	Share Capital	%	Country of Registration
Ibbini Investment Company LLC	1,000,000	33.33%	Jordan
Bin Hamoodah Company LLC (BHC)	2,000,000	66.67%	UAE
<b>Total</b>	<b>3,000,000</b>	<b>100</b>	

Shareholders of Bin Hamoodah Company LLC (BHC)	No of shares	% of shares in BHC	% in Alpha Data Ownership	Country of Registration
Ghanem Ali Hamoodah LLC	5,000	33.33	22.22	UAE
Faraj Bin Hamooda Holding LLC	5,000	33.34	22.23	UAE
Hamooda & Sons Holding LLC	5,000	33.33	22.22	UAE
<b>Total</b>	<b>15,000</b>	<b>100</b>		

Shareholders of Faraj Bin Hamooda Holding LLC (FBH)	No of shares	% of shares in FBH	% in Alpha Data Ownership
Faraj Ali Bin Hamoodah**	7,833.33	78.33	17.41
Mariam Ateeq Saeed**	346.67	3.47	0.77
Mona Faraj Ali Bin Hamoodah*	140	1.4	0.31

<b>Shareholders of Hamooda &amp; Sons Holding LLC (HSH)</b>	<b>No of shares</b>	<b>% of shares in HSH</b>	<b>% in Alpha Data Ownership</b>
Ali Hamooda Ali Aldhaheri*	2,187.5	21.875	4.86
Shamma Obaid Abdulla Al Mashghooni**	1,250	12.5	2.78

<b>Shareholders of Ghanem Ali Hamoodah LLC (GAH)</b>	<b>No of shares</b>	<b>% of shares in GAH</b>	<b>% in Alpha Data Ownership</b>	<b>Country of Registration</b>
Al Ghanem Holding LLC	22,375	44.75	9.94	UAE
Hamoodah and Brothers Holding LLC	27,625	55.25	12.28	UAE
<b>Total</b>	<b>50,000</b>	<b>100</b>		

<b>Shareholders of Al Ghanem Holding LLC (AGH)</b>	<b>No of shares</b>	<b>% of shares in AGH</b>	<b>% in Alpha Data Ownership</b>
Wadeema Ghanem**	391	7.82	0.78
Ayesha Ghanem**	391	7.82	0.78
Fatema Ghanem**	391	7.82	0.78
Nasser Ghanem**	782	15.64	1.56
Saeed Ghanem**	782	15.64	1.56
Ali Ghanem**	782	15.64	1.56
Hamed Ghanem**	782	15.64	1.56

<b>Shareholders of Hamoodah and Brothers Holding LLC (HBH)</b>	<b>No of shares</b>	<b>% of shares in HBH</b>	<b>% in Alpha Data Ownership</b>
Fatima Ramis*	450	9.00	1.10
Lateefa Ghanem**	325	6.50	0.80

Shamsa Ghanem**	325	6.50	0.80
Arfa Ghanem**	325	6.50	0.80
Alya Ghanem**	325	6.50	0.80
Ahmed Ghanem**	650	13	1.60
Dheyab Ghanem**	650	13	1.60
Mohamed Ghanem**	650	13	1.60
Humooda Ghanem**	650	13	1.60