



Ghitha Holding PJSC

**DIRECTORS' REPORT AND
CONSOLIDATED FINANCIAL STATEMENTS**

31 DECEMBER 2024



Ghitha Holding PJSC

DIRECTORS' REPORT

31 DECEMBER 2024

Ghitha Holding PJSC



DIRECTORS' REPORT

31 December 2024

The Directors have the pleasure to present their report, together with the audited consolidated financial statements of Ghitha Holding PJSC (the "Company") and its subsidiaries (together referred to as the "Group") for the year ended 31 December 2024.

Principal activities

The principal activities of the Group include;

- management services and investing in diversified projects;
- trading and importing of food items, including fresh consumables, canned, preserved and frozen foods and providing re-packaging and wrapping services;
- managing the production and sale of dairy products, which includes fresh milk, juices, long life products, camel milk and powder;
- rearing, hatching, feed processing and sale of poultry products and providing other farming and livestock related services;
- providing food catering services, including meal preparation;
- manufacturing and refining of vegetable oils, manufacturing of basic organic chemical acid, plastic bottles and similar containers and plastic closures articles;
- clinkers and hydraulic cements manufacturing, wholesale of cement products trading and industrial, commercial and agricultural enterprises investment, institution and management;
- camps and labour accommodation management; and
- facilities management services, sale and rental of tents and shades, tailoring producing tents pavilions, organizing events and providing interior design work.

Results

Revenue for the year from continuing operations amounted to AED 4,968,038 thousand (2023: AED 4,561,324 thousand) and profit for the year from continuing operations was AED 2,865,227 thousand (2023: AED 55,603 thousand).

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

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

for and on behalf of the Board of Directors

Signed by:

E93A9DE5585D4FB...

Chairman

Date 30/01/2025



Ghitha Holding PJSC

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2024

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GHITHA HOLDING PJSC

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Ghitha Holding PJSC (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, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the *International Code of Ethics for Professional Accountants (including International Independence Standards)* (the "IESBA Code") together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
GHITHA HOLDING PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

Revenue recognition

Revenue recognition is considered to be a key area of focus given there are multiple revenue streams associated with the Group which come from various decentralized operational locations. In addition, there are a number of different IT systems and applications in place for the recording of revenue transactions. The Group has a variety of customer contracts and revenue arrangements that require careful consideration and judgement to determine the appropriate revenue recognition. Further, revenue is also a key performance indicator for the Group's performance. During the year ended 31 December 2024, total revenue of the Group from continuing and discontinued operations amounted to AED 4,975,294 thousand (note 7 and note 32).

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

Other information

Other information consists of the information included in the Directors' report, other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information.

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

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

Responsibilities of management and the Board of Directors for the consolidated financial statements

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

GHITHA HOLDING PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

GHITHA HOLDING PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

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

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

Report on Other Legal and Regulatory Requirements

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

- i) the Group has maintained proper books of account;
- ii) we have obtained all the information and explanations we considered necessary for the purposes of our audit;
- iii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Law No. (32) of 2021, and the Memorandum of Association of the Company;
- iv) the financial information included in the Directors' report is consistent with the books of account of the Group;
- v) investments in shares and stocks are included in notes 16 and 18 to the consolidated financial statements and include the purchases and investments made by the Group during the year ended 31 December 2024;
- vi) note 29 reflects material related party transactions and the terms under which they were conducted;
- vii) based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Company has contravened during the period any of the applicable provisions of the UAE Federal Law No. (32) of 2021 or of its Memorandum of Association which would materially affect its activities or its financial position as at 31 December 2024; and
- viii) during the year, the Group made social contributions of AED 408 thousand.

For Ernst & Young



Ahmad Al Dali
Registration No 5548

30 January 2025
Abu Dhabi, United Arab Emirates

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2024

	Notes	2024 AED '000	2023 AED '000
CONTINUING OPERATIONS			
Revenue from contracts with customers	7	4,968,038	4,561,324
Cost of sales	8	(3,990,353)	(3,784,405)
Gross profit		977,685	776,919
Selling, general and administrative expenses	9	(814,091)	(592,559)
Share of profit from investment in associates and joint ventures	16	49,074	38,686
Decrease in fair value of investments carried at fair value through profit or loss	18.2	(23,415)	(126,562)
Gain on derecognition of a subsidiary	6.6	2,654,652	-
Gain on acquisition of subsidiaries	6.3	71,800	-
Other income, net	11	20,835	42,518
Finance income		21,375	18,434
Finance costs	10	(77,625)	(69,938)
Profit before tax from continuing operations		2,880,290	87,498
Taxation	27	(15,063)	(31,895)
Profit for the year from continuing operations		2,865,227	55,603
DISCONTINUED OPERATIONS			
Loss after tax for the year from discontinued operations	32	(192,488)	(12,414)
PROFIT FOR THE YEAR		2,672,739	43,189
Attributable to:			
Owners of the Company		2,556,135	30,330
Non-controlling interests		116,604	12,859
		2,672,739	43,189
BASIS AND DILUTED EARNINGS PER SHARE			
- from continuing operations		11.38	0.18
- from discontinued operations		(0.80)	(0.05)
	13	10.58	0.13

The attached notes 1 to 35 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Notes	2024 AED '000	2023 AED '000
PROFIT FOR THE YEAR		2,672,739	43,189
Other comprehensive loss:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Foreign exchange difference on translation of foreign operations, net of tax		(52,044)	(29,394)
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Share of other comprehensive loss from investment in associates	16	(7,089)	-
Increase (decrease) in fair value of investments at fair value through other comprehensive income	18.1	<u>939</u>	<u>(44,395)</u>
Total other comprehensive loss		<u>(58,194)</u>	<u>(73,789)</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR		<u>2,614,545</u>	<u>(30,600)</u>
Attributable to:			
Owners of the Company		2,497,734	(21,380)
Non-controlling interests		<u>116,811</u>	<u>(9,220)</u>
		<u>2,614,545</u>	<u>(30,600)</u>

The attached notes 1 to 35 form part of these consolidated financial statements.

Ghitha Holding PJSC


CONSOLIDATED STATEMENT OF FINANCIAL POSITION
 As at 31 December 2024

	Notes	2024 AED '000	2023 AED '000
ASSETS			
Non-current assets			
Property, plant and equipment	14	2,028,742	2,019,230
Intangible assets and goodwill	15	369,128	378,372
Right-of-use assets	25	92,005	117,349
Biological assets	17	181,686	136,391
Investment in associates and joint ventures	16	4,098,665	664,684
Investments in financial assets	18	-	144,322
Deferred tax assets	27	33,596	20,648
		6,803,822	3,480,996
Current assets			
Inventories	19	540,083	420,593
Biological assets	17	8,654	40,643
Investments in financial assets	18	4,447	550,268
Trade and other receivables	20	955,258	1,066,850
Due from related parties	29	287,582	501,356
Cash and bank balances	21	605,007	1,004,665
		2,401,031	3,584,375
Assets held for sale	32	122,747	-
		2,523,778	3,584,375
TOTAL ASSETS		9,327,600	7,065,371
EQUITY AND LIABILITIES			
Equity			
Share capital	22	241,600	241,600
Contributed capital	22	37,294	37,294
Merger and other reserves		2,127,585	2,171,025
Statutory reserve	23	120,800	38,697
Currency translation reserve		(150,417)	(98,621)
Cumulative changes on revaluation of investments		-	(33,894)
Retained earnings		2,944,512	380,083
Equity attributable to owners of the Company		5,321,374	2,736,184
Non-controlling interests		1,350,707	1,678,622
TOTAL EQUITY		6,672,081	4,414,806

Ghitha Holding PJSC



CONSOLIDATED STATEMENT OF FINANCIAL POSITION continued

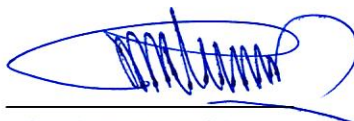
As at 31 December 2024

	Notes	2024 AED '000	2023 AED '000
EQUITY AND LIABILITIES continued			
Non-current liabilities			
Employees' end of service benefits	24	74,714	70,879
Lease liabilities	25	82,055	93,817
Bank borrowings	26	497,388	625,090
Loans from related parties	29	-	64,285
Trade and other payables	28	49,999	-
Deferred income		3,801	8,867
Deferred tax liabilities	27	<u>35,261</u>	<u>37,390</u>
		<u>743,218</u>	<u>900,328</u>
Current liabilities			
Trade and other payables	28	1,159,086	1,037,844
Due to related parties	29	125,253	139,538
Loans from related parties	29	205,000	219,286
Lease liabilities	25	16,918	13,579
Deferred income		5,067	5,641
Bank borrowings	26	<u>338,230</u>	<u>334,349</u>
		<u>1,849,554</u>	<u>1,750,237</u>
Liabilities directly associated with the assets held for sale	32	<u>62,747</u>	<u>-</u>
		<u>1,912,301</u>	<u>1,750,237</u>
Total liabilities		<u>2,655,519</u>	<u>2,650,565</u>
TOTAL EQUITY AND LIABILITIES		<u>9,327,600</u>	<u>7,065,371</u>


Signed by:

 E93A9DE5585D4FB...

Chairman



Chief Executive Officer



Chief Financial Officer

The attached notes 1 to 35 form part of these consolidated financial statements.





CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

Attributable to equity holders of the Company

	Share capital AED '000	Contributed capital AED '000	Merger and other reserves AED '000	Statutory reserve AED '000	Currency translation reserve AED '000	Cumulative changes on revaluation of investments AED '000	Retained earnings AED '000	Total AED '000	Non- controlling interest AED '000	Total equity AED '000
Balance at 1 January 2023	241,600	37,294	1,939,278	35,664	(69,776)	(11,029)	352,786	2,525,817	1,271,297	3,797,114
Profit for the year	-	-	-	-	-	-	30,330	30,330	12,859	43,189
Other comprehensive loss for the year	-	-	-	-	(28,845)	(22,865)	-	(51,710)	(22,079)	(73,789)
Total comprehensive (loss) income for the year	-	-	-	-	(28,845)	(22,865)	30,330	(21,380)	(9,220)	(30,600)
Business combination of entities under common control (note 6.5)	-	-	300,347	-	-	-	-	300,347	288,569	588,916
Capital contributed by a non-controlling interest (note 22)	-	-	-	-	-	-	-	-	101,997	101,997
Dividend attributable to a non-controlling interest (note 22)	-	-	-	-	-	-	-	-	(13,829)	(13,829)
Other equity movement (note 6.5)	-	-	(68,600)	-	-	-	-	(68,600)	39,808	(28,792)
Transfer to statutory reserve (note 23)	-	-	-	3,033	-	-	(3,033)	-	-	-
Balance at 31 December 2023	<u>241,600</u>	<u>37,294</u>	<u>2,171,025</u>	<u>38,697</u>	<u>(98,621)</u>	<u>(33,894)</u>	<u>380,083</u>	<u>2,736,184</u>	<u>1,678,622</u>	<u>4,414,806</u>
Balance at 1 January 2024	241,600	37,294	2,171,025	38,697	(98,621)	(33,894)	380,083	2,736,184	1,678,622	4,414,806
Profit for the year	-	-	-	-	-	-	2,556,135	2,556,135	116,604	2,672,739
Other comprehensive (loss) income for the year	-	-	(7,089)	-	(51,796)	484	-	(58,401)	207	(58,194)
Total comprehensive (loss) income for the year	-	-	(7,089)	-	(51,796)	484	2,556,135	2,497,734	116,811	2,614,545
Derecognition of a subsidiary (note 6.6)	-	-	-	-	-	33,410	(33,410)	-	(946,626)	(946,626)
Acquisition of non-controlling interest (note 6.1)	-	-	-	-	-	-	30,607	30,607	(91,607)	(61,000)
Non-controlling interest share of newly allocated Shares (note 6.3)	-	-	-	-	-	-	-	-	360,627	360,627
Disposal of partial interest in subsidiaries (note 6.4)	-	-	-	-	-	-	90,761	90,761	246,150	336,911
Acquisition of a subsidiary (note 6.3)	-	-	-	-	-	-	-	-	11,237	11,237
Dividend attributable to a non-controlling interest (note 22)	-	-	-	-	-	-	-	-	(63,345)	(63,345)
Transfer of unclaimed dividend to reserves	-	-	-	-	-	-	2,439	2,439	2,487	4,926
Other equity movement (note 6.2)	-	-	(36,351)	-	-	-	-	(36,351)	36,351	-
Transfer to statutory reserve (note 23)	-	-	-	82,103	-	-	(82,103)	-	-	-
Balance at 31 December 2024	<u>241,600</u>	<u>37,294</u>	<u>2,127,585</u>	<u>120,800</u>	<u>(150,417)</u>	<u>-</u>	<u>2,944,512</u>	<u>5,321,374</u>	<u>1,350,707</u>	<u>6,672,081</u>

The attached notes 1 to 35 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	Notes	2024 AED '000	2023 AED '000
OPERATING ACTIVITIES			
Profit before tax from continuing operations		2,880,290	87,498
Loss before tax from discontinued operations		<u>(192,488)</u>	<u>(12,414)</u>
Profit before tax		2,687,802	75,084
Adjustments for:			
Depreciation of property, plant and equipment	14	153,885	133,037
Amortisation of intangible assets	15	17,281	16,310
Depreciation of right-of-use assets	25	15,841	13,820
Depreciation of biological assets	17	40,773	16,982
Changes in fair value of investments carried at fair value through profit or loss	18	23,415	126,562
Share of profit from investment in associates and joint ventures	16	(49,074)	(38,686)
Provision for expected credit losses on trade receivables	20	16,908	1,682
Provision for expected credit losses on due from related parties	29	13,223	4,640
Provision for slow moving inventories	19	7,335	5,477
Gain on disposal of property, plant and equipment and intangible assets	11	(804)	(23,984)
Change in valuation of biological assets, net of impairment	17	(15,247)	5,076
(Gain) loss on lease modifications	25	(56)	325
Gain on derecognition of a subsidiary	6.6	(2,654,652)	-
Gain on acquisition of subsidiaries	6.3	(71,800)	-
Written down impact of assets classified as held for sale to its recoverable amount	32	183,481	-
Provision for employees' end of service benefits	24	9,279	13,870
Finance costs	10	<u>77,625</u>	<u>71,189</u>
		455,215	421,384
Working capital adjustments:			
Inventories		(152,831)	(77,320)
Trade and other receivables		(38,306)	151,529
Due from related parties		29,056	(54,938)
Trade and other payables, and deferred income		50,310	279,728
Due to related parties		<u>29,692</u>	<u>(16,607)</u>
Net cash generated from operations		373,136	703,776
Employees' end of service benefits paid	24	<u>(2,848)</u>	<u>(5,344)</u>
Net cash generated from operating activities		<u>370,288</u>	<u>698,432</u>
INVESTING ACTIVITIES			
Movement in term deposits with original maturities more than three months		20,346	(197,014)
Addition to property, plant and equipment		(114,393)	(450,417)
Addition to intangible assets	15	(1,109)	(2,898)
Net movement in biological assets		(41,757)	(15,602)
Net cash disposed on derecognition of a subsidiary	6.6	(468,280)	-
Cash paid on acquisition of non-controlling interest	6.1	(61,000)	-
Cash acquired in business combination of entities under common control, net	6.5	-	54,288
Cash acquired against acquisition of subsidiaries, net	6.3	35,131	-
Purchase of investment in associates and joint ventures	16	-	(50,696)
Sale proceeds from disposal of property, plant and equipment and intangible assets		3,173	42,920
Proceeds from sale of financial assets carried at fair value through profit or loss	18	84,035	52,830
Dividend received from associates and joint ventures	16	10,044	39,297
Purchase of financial assets carried at fair value through profit or loss	18	<u>(4,189)</u>	<u>(40,850)</u>
Net cash used in investing activities		<u>(537,999)</u>	<u>(568,142)</u>

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

	<i>Notes</i>	2024 AED '000	2023 AED '000
FINANCING ACTIVITIES			
Repayment of lease liabilities	25	(16,661)	(17,845)
Finance costs paid		(65,643)	(65,309)
Net movement in loans from related parties	29	-	(14,286)
Dividend paid to non-controlling interests	22	(5,629)	(13,829)
Capital injection by a non-controlling interest	22	-	101,997
Net movement in bank borrowings		<u>(85,103)</u>	<u>199,292</u>
Net cash (used in) generated from financing activities		<u>(173,036)</u>	<u>190,020</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS DURING THE YEAR			
		(340,747)	320,310
Cash and cash equivalents at 1 January		771,841	453,294
Effect of foreign exchange rate changes		<u>(4,278)</u>	<u>(1,763)</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	21	<u>426,816</u>	<u>771,841</u>

The attached notes 1 to 35 form part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

1 GENERAL INFORMATION

Ghitha Holding PJSC (the “Company”) is a private joint stock company incorporated in the Emirate of Abu Dhabi, United Arab Emirates (“UAE”). The registered address of the Company is P.O. Box 53314, Abu Dhabi, United Arab Emirates. The Company’s ordinary shares are listed on the Abu Dhabi Securities Exchange.

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

- management services and investing in diversified projects;
- trading and importing of food items, including fresh consumables, canned, preserved and frozen foods, including legumes, and providing re-packaging and wrapping services;
- managing the production and sale of dairy products, which includes fresh milk, juices, long life products, camel milk and powder;
- rearing, hatching, feed processing and sale of poultry products and providing other farming and livestock related services;
- providing food catering services, including meal preparation;
- manufacturing and refining of vegetable oils, manufacturing of basic organic chemical acid, plastic bottles and similar containers and plastic closures articles;
- clinkers and hydraulic cements manufacturing, wholesale of cement products trading and industrial, commercial and agricultural enterprises investment, institution and management;
- camps and labour accommodation management; and
- facilities management services, sale and rental of tents and shades, tailoring producing tents pavilions, organizing events and providing interior design work.

IHC Food Holding LLC is the Parent and International Holding Company PJSC is the Ultimate Parent of the Company.

The consolidated financial statements of the Group for the year ended 31 December 2024 were approved and authorised for issue by the Board of Directors on 30 January 2025.

2 BASIS OF PREPARATION

The consolidated financial statements are prepared under the historical cost convention, except for investments in financial assets and certain biological assets which are stated at fair value.

The consolidated financial statements have been presented in United Arab Emirates Dirhams (“AED”), which is the presentation currency of the Group and the functional currency of the Company. All values are rounded to the nearest thousand (AED ‘000) except where otherwise indicated.

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in compliance with the applicable provisions of the Company’s Memorandum of Association and applicable requirements of the laws of the United Arab Emirates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.1 Basis for consolidation**

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

Control is achieved when the Group:

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

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

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

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

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

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

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

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

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

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.1 Basis for consolidation** continued

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

<i>Name of Subsidiaries</i>	<i>Place of incorporation and operations</i>	<i>Principal activities</i>	<i>Proportion of ownership interest and voting power held</i>	
			<i>2024</i>	<i>2023</i>
Ghitha Enterprises Holding RSC Ltd.	UAE	Commercial enterprises investments, institution and management	100%	100%
<u>Subsidiary of Ghitha Enterprises Holding RSC Ltd.:</u>				
Ghitha Companies Management LLC	UAE	Commercial enterprises investments, institution and management	100%	100%
<u>Subsidiaries of Ghitha Companies Management LLC:</u>				
Ghitha Trading Holding LLC	UAE	Commercial enterprises investments, institution and management	100%	100%
Ghitha Manufacturing Holding LLC	UAE	Commercial enterprises investments, institution and management	100%	100%
Ghitha Investment Holding LLC	UAE	Commercial enterprises investments, institution and management	100%	100%
Ghitha Agriculture Holding LLC	UAE	Commercial enterprises investments, institution and management	100%	100%
Ghitha Agencies and Distribution Holding LLC	UAE	Commercial enterprises investments, institution and management	100%	100%
Ghitha Fruits and Vegetables Holding LLC (formerly "Tamween Group LLC")	UAE	Commercial enterprises investments, institution and management	100%	100%
<u>Subsidiary of Ghitha Trading Holding LLC:</u>				
Zee Stores International LLC	UAE	Wholesale of food and non-food items, including fresh consumables, canned, preserved and frozen foods and providing re-packaging and wrapping services	100%	100%
Mega Logistics Park Warehouses Management - Sole Proprietorship LLC	UAE	Warehouses management and operations	100%	100%
<u>Subsidiaries of Zee Stores International LLC:</u>				
Royal Horizon Holding LLC	UAE	Holding Company	60%	60%
Delice Supermarket LLC	UAE	Supermarket	100%	100%
Harv Est Foods General Trading LLC (i)	UAE	Warehouse management and operations, trading, repacking and wrapping services	51%	-
International Food Industries LLC (ii)	UAE	Processing, packaging, Import, and export of Legumes	70%	-
<u>Subsidiaries of Royal Horizon Holding LLC:</u>				
Overseas Foodstuff Trading - Sole Proprietorship LLC	UAE	Importing and wholesale of canned and preserved foodstuff trading	100%	100%
Royal Horizon General Trading – Sole Proprietorship LLC	UAE	General trading, retail sale of computer system and software, wholesale of canned and preserved foodstuff trading, importing and exporting, packaging and wrapping of foodstuff	100%	100%
Royal Horizon Faza Stores LLC	UAE	Retail and wholesale consumer stores	100%	100%
<u>Subsidiaries of Ghitha Manufacturing Holding LLC:</u>				
Alliance Foods Co. LLC	UAE	Trading, processing and packing of seafood products	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.1 Basis for consolidation** continued

<i>Name of Subsidiaries</i>	<i>Place of incorporation and operations</i>	<i>Principal activities</i>	<i>Proportion of ownership interest and voting power held</i>	
			<i>2024</i>	<i>2023</i>
<u>Subsidiaries of Ghitha Manufacturing Holding LLC:</u> continued				
Abu Dhabi Vegetable Oil Company LLC	UAE	Manufacturing and refining of vegetable oils, manufacturing of basic organic chemical acid, plastic bottles and similar containers and plastic closures articles	70%	70%
WAS Commercial Investment – Sole Proprietorship LLC	UAE	Holding Company	100%	100%
<u>Subsidiary of Abu Dhabi Vegetable Oil Company LLC:</u>				
Cebag Middle East LLC	UAE	Food and beverage trading	98%	98%
<u>Subsidiary of WAS Commercial Investment - Sole Proprietorship LLC:</u>				
Al Ain Farms for Livestock Production PJSC	UAE	Production and sale of dairy and livestock	48.3%	51%
<u>Subsidiaries of Al Ain Farms for Livestock Production PJSC:</u>				
Al Ajban Poultry LLC	UAE	Rearing, hatching, feed processing and sale of poultry products	100%	100%
Al Ajban Fodders Factory LLC	UAE	Import, export and production of farm animals’ feeds, its concentrates and supplements manufacturing	100%	100%
Marmum Dairy Farm LLC (ii)	UAE	Production and sale of dairy and livestock	100%	-
United Sales Partners LLC (ii)	UAE	Dairy, poultry, livestock, food and beverages trading	100%	-
<u>Subsidiary of Marmum Dairy Farm LLC:</u>				
Marmum Dairy LLC	UAE	Production and sale of dairy and livestock	100%	-
<u>Subsidiaries of Ghitha Investment Holding LLC:</u>				
Green Park Investment - Sole Proprietorship LLC	UAE	Commercial enterprises investment, institution and management	100%	100%
Ghitha Culinary RSC Ltd	UAE	Commercial enterprises investments, institution and management	100%	100%
Tamween Companies Management LLC	UAE	Commercial enterprises investments, institution and management	100%	100%
Ghitha Aeroinvest Holding RSC Ltd (i)	UAE	Special Purpose Vehicle	100%	-
<u>Subsidiaries of Ghitha Agriculture Holding LLC:</u>				
AGRINV SPV RSC Limited	UAE	Investment Company	100%	100%
<u>Subsidiaries of AGRINV SPV RSC:</u>				
Al-Hashemiya for Land Reclamation and Cultivation S.A.E.	Egypt	Land cultivation, land-reclaimed farming and providing other farming and livestock related services.	100%	100%
<u>Subsidiary of Tamween Companies Management LLC</u>				
Apex Investment PSC and its subsidiaries (iii)	UAE	Holding Company	-	51.5%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.1 Basis for consolidation** continued

Name of Subsidiaries	Place of incorporation and operations	Principal activities	Proportion of ownership interest and voting power held	
			2024	2023
<u>Subsidiaries of Ghitha Fruits and Vegetables Holding LLC (formerly “Tamween Group LLC”):</u>				
NRTC Food Holding LLC	UAE	Holding Company	41%	41%
NRTC International Investment LLC	UAE	Holding Company	60%	60%
<u>Subsidiaries of NRTC Food Holding LLC:</u>				
NRTC Dubai International Vegetables & Fruits Trading LLC	UAE	Fruits and vegetables, food and frozen trading	100%	100%
Nasser Al Refaee Vegetables & Fruits Trading LLC	UAE	Fruits and vegetables trading, food and beverage trading, frozen poultry trading.	100%	100%
Nasser Al Refaee Potatoes Trading LLC	UAE	Potatoes trading	100%	100%
Nasser Al Refaee Fruits & Vegetables & Legumes Canning & Packaging Co. LLC	UAE	Fruits and vegetables canning and packaging	100%	100%
Food Care LLC	UAE	Fruits and vegetables trading, food and beverage trading	100%	100%
Al Rifai Sons Vegetables & Fruits Trading LLC	UAE	Fruits and vegetables trading, food and beverage trading	100%	100%
Wholesale Market Fruits & Vegetables Trading LLC	UAE	Retail sale of fruits and vegetables, frozen foodstuff, fresh fish and meat, canned and preserved foodstuff	100%	100%
NRTC International Fruits & Vegetables Trading LLC	UAE	Retail sale of fruits and vegetables, frozen food, canned fresh meat. Onshore and offshore oil & gas and facilities services	100%	100%
NRTC Investment SP LLC	UAE	Commercial Agricultural Enterprises Investment, Institution and Management	100%	100%
Mirak Royal Nature Fruit and Vegetable LLC	UAE	Trading of baby foods items, food and beverages, vegetables and fruits	100%	100%
<u>Subsidiary of NRTC International Investment LLC</u>				
NRTC Limited Company	Kingdom of Saudi Arabia	Agriculture, forestry and fishing for wholesale and retail trade of fresh produce	100%	100%
<u>Discontinued operations:</u>				
Al Jaraf Fisheries LLC (“Fisheries Group”) (iv)	UAE	Wholesale of fresh fish and Marine animals Trading	100%	100%
<u>Subsidiaries of Al Jaraf Fisheries LLC</u>				
Pristine Caviar - Sole Proprietorship LLC	UAE	Wholesale of fresh fish and marine animals trading	100%	100%
Pristine Fish Farm – Sole Proprietorship LLC	UAE	Land-based Aquaculture	100%	100%
Pristine Seafood Production LLC	UAE	Fish and seafood processing and preserving	100%	100%
Emirates Fish Farm - Sole Proprietorship LLC	UAE	Wholesale of fresh fish and marine animals trading	100%	100%

- (i) Subsidiary incorporated during the year.
(ii) Subsidiaries acquired during the year (note 6.3).
(iii) Subsidiary derecognised during the year (note 6.6).
(iv) Subsidiary classified as held for sale during the year (note 32).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2 BASIS OF PREPARATION continued**2.2 Changes in Accounting Policies - New and amended standards and interpretations**

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

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

The Group does not expect that the adoption of these new and amended standards and interpretations will have a material impact on its consolidated financial statements.

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

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

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

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

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

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

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

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

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

Changes in the Group's ownership interest in existing subsidiaries

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

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

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

Acquisition of entities under common control

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

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

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

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

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

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

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

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 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 from contracts with customers based on a five-step model as set out in IFRS 15:

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

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

Sale of goods

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

Facility management services

The Group provides specialized facility management, maintenance and operational support services to its customer. Such services are recognised as a performance obligation satisfied over a period in time on a monthly basis under IFRS 15.

Contract revenue

Contract revenue comprises revenue from execution of contracts relating to construction project services. The Group recognises revenue from construction project execution services contracts over time as the assets constructed are highly customized for the customers' needs with no alternative use and the Group has right to payment for performance completed to date.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

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

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

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

A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

Dividend income

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

Interest income

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

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment in value.

Depreciation is calculated on a straight-line basis at rates estimated to depreciate the assets concerned over their useful lives in the business as follows:

Building and leasehold improvements	10 - 40 years
Plant and machinery	3 - 18 years
Furniture, fixtures and equipment	2 - 5 years
Motor vehicles	2 - 10 years

Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately is capitalised and the carrying amount of the component that is replaced is written off. Other subsequent expenditure is capitalised only when it increases future economic benefits of the related item of property, plant and equipment. All other expenditure is recognised in the consolidated statement of comprehensive income as the expense is incurred.

Capital work in progress

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising in derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the assets) is included in the consolidated statement of comprehensive income in the year the asset is derecognised.

The asset's residual values, useful lives and methods of depreciation are reviewed, at each financial year end, and adjusted prospectively, if appropriate.

Bearer Plants

Bearer plants are the living plants that:

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

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

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

Intangible assets

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

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

Customer relationships represent future economic benefits in the form of future business with customers beyond the amount secured by any current contractual arrangement. Customer relationships acquired in a business combination that do not arise from a contract may nevertheless be identifiable because the relationship is separable. These mainly represent non-contractual relationships, which were acquired in a business combination and meet the criteria for recognition as intangible assets under IAS 38. Customer relationships have a finite useful life and are carried at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives of 6 to 14 years.

Brand name

Brand is a unique design, sign, symbol, words, or a combination of these, employed in creating an image that identifies a product and differentiates it from its competitors. Brand name represents future economic benefits in the form of future business linked with the brand name of a subsidiary, Royal Horizon Holding LLC, acquired during 2021. Brand name has an indefinite useful life.

Trademarks

Trademarks are words, names, symbols or other devices used in trade to indicate the source of a product and to distinguish it from the products of others. Trademarks represent future economic benefits in the form of future business linked with the trademarks under Royal Horizon Holding LLC, a subsidiary acquired during 2021. The trademarks identified as part of acquisition have indefinite useful lives.

License

The license allows Royal Horizon Holding LLC to use “Fazaa” name for its retail stores, and was recognized on acquisition of Royal Horizon Holding LLC during 2021. The Fazaa license has a useful life of 8 years.

Lease benefits

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

Other intangible assets are amortised over a period of 3 years using a straight-line method.

Impairment of non-financial assets

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

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

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

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

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

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

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

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the consolidated statement of profit or loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in the consolidated statement of profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Borrowing costs

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Leases**

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

The Group as a lessee

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

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

	<i>Years</i>
Land	25 - 50
Warehouse, accommodation and buildings	3 - 6
Motor vehicle	4 - 5

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

The right-of-use assets are also subject to impairment. Refer to the 'impairment of non-financial assets' section.

ii) Lease liabilities

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Leases** continued***The Group as a lessee*** continued*ii) Lease liabilities* continued

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

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

iii) Short-term leases and leases of low-value assets

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

The Group as a lessor

The Group enters into lease agreements as a lessor with respect to some of its tents, caravans and shops.

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

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

Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

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

Biological assets

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Biological assets** continued*Poultry livestock*

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

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

	Useful lives
Chicken	11 to 14 months

Dairy livestock

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

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

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

	Useful lives
Dairy herd	5 years
Camel herd	10 years

Sturgeon Fish and its Caviar

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

Shrimps

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

Fish

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets*Initial recognition and measurement*

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

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

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

Subsequent measurement

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

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

The Group has the following financial assets:

Financial assets at amortised cost

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

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

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

Financial assets at fair value through profit or loss

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

This category includes quoted equity investments which the Group had not irrevocably elected to classify at fair value through OCI.

Dividends on quoted and unquoted equity investments are recognised under investment and other income in the consolidated statement of comprehensive income when the right of payment has been established.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Financial instruments** continued**Financial assets** continued*Financial assets designated at fair value through OCI (equity instruments)*

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

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

Impairment of financial assets

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

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

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

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

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - the Group has transferred substantially all the risks and rewards of the asset, or
 - the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Financial instruments** continued**Financial assets** continued**Derecognition** continued

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities and equity instruments

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liabilities are added to or deducted from the fair value of the financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Classification as debt or equity

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

Equity instruments

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

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is charged to consolidated statement of profit or loss.

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 net carrying amount on initial recognition.

The financial liabilities of Group include lease liabilities, trade and other payables, loan from related parties, bank borrowings and due to related parties.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Offsetting of financial instruments**

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

Inventories

Inventories are stated at the lower of cost and net realisable value after adjusting allowance for any slow and non-moving items. Inventories are valued on the weighted average principle, and includes expenditure incurred in acquiring the inventories, production, or conversion costs, and other costs incurred in bringing them to their existing location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated selling expenses.

Allowance is made when necessary for obsolete, slow-moving and damaged items.

Deferred income

Deferred income represents advances received from customer by the Group during the year.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and deposits held with banks with the original maturity of three months or less, net of bank overdrafts.

Foreign currencies

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

Transactions and balances

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

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

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Foreign currencies** continued*Foreign operations*

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

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

Employee benefits

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

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

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

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.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the consolidated financial statements but disclosed when an inflow of economic benefits is probable.

Taxation*Current income tax*

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

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

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

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

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

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Fair value measurement**

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

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

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

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on the basis as explained above, except for share-based payment transactions that are within the scope of IFRS 2; leasing transactions that are within the scope of IFRS 16 and measurements that have some similarities to fair value, but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized 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 recognized in the consolidated 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.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

Value added tax ("VAT")

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 MATERIAL ACCOUNTING POLICY INFORMATION continued**Dividend**

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

Discontinued operations and non-current assets held for sale

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

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

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

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

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

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

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

Current versus non-current classification

The Group presents assets and liabilities in consolidated statement of financial position based on current/non-current classification. An asset is current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period of the revision in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The significant judgments and estimate made by management are summarised as follows:

Key sources of estimation of uncertainty

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

Useful lives of property, plant and equipment and intangible assets

The useful life of each item of property, plant and equipment and intangible assets is estimated based on the period over which the asset is expected to be available for use. Such estimation is based on a collective assessment of industry practice, internal technical evaluation and experience with similar assets. The estimated useful life of each asset is reviewed periodically and updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the asset.

Impairment of non-financial assets

The Group determines whether property, plant and equipment, right-of-use assets, and intangible assets with finite lives as well as investments in joint ventures and associates are impaired when events or changes in circumstances indicate that the carrying amount may not be recoverable. If an indicator of impairment exists, the Group determines the value in use of the cash generating units, where an indicator has been identified. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash generating units and also choose a suitable discount rate in order to calculate the present value of those cash flows.

Management has determined no impairment indicators existed as of 31 December 2024 (31 December 2023: no indicators) and the carrying values of property, plant and equipment, right-of-use assets, and intangible assets with finite lives are fully recoverable.

Impairment of goodwill and intangible assets with infinite useful lives

Goodwill and intangible assets with infinite useful lives are assessed for impairment based on the assessment of cash flows on individual cash-generating units on an annual basis. Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Management has concluded that there is no impairment as of 31 December 2024 and the carrying values of goodwill and intangible assets with infinite useful lives are fully recoverable (31 December 2023: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS continued**Key estimates and assumptions** continued*Business combinations*

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

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

Inventories are held at the lower of cost and net realisable value. When inventories become old or obsolete, an estimate is made of their net realisable value. For individually significant amounts this estimation is performed on an individual basis. Amounts which are not individually significant, but which are old or obsolete, are assessed collectively and allowance for impairment applied according to the inventory type and the degree of ageing or obsolescence, based on Group's policy for inventory provisioning.

Provision for slow moving inventories amounted to AED 24,954 thousand as at 31 December 2024 (31 December 2023: AED 17,355 thousand).

Provision for Expected Credit Losses (ECLs) for trade receivables and due from related parties

The Group uses a provision matrix to calculate ECLs for trade receivables and due from related parties. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

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

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

In determining whether provision for expected credit losses should be recorded in the consolidated statement of profit or loss, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the trade receivables and due from related parties. As per ECL model, the impairment loss allowance for trade receivables at 31 December 2024 amounted to AED 84,377 thousand (2023: AED 81,571 thousand) and impairment loss allowance for due from related parties amounted to AED 13,914 thousand (2023: AED 10,390 thousand).

The Group measures the expected credit losses of a financial instrument in a way that reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Leases - estimating the incremental borrowing rate

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS continued**Key estimates and assumptions** continued*Calculation of the quantity of inventory and biological assets*

The calculation of closing stock quantities of certain raw materials, clinker and finished cement and fish livestock requires the use of estimates. At the end of each reporting period, management appoints a surveyor to determine the volume of the inventory, which is used by management, using a formula by reference to the inventory's estimated density, to arrive to the closing quantity.

Fair value of Biological assets

The fair value of biological assets is based on the market price of livestock of similar age, weight, breed and genetic make-up and is determined by an assessment performed by the management.

Dairy herd - Average useful life cycle

Each cow within the dairy herd is depreciated over the average useful life of approximately 5 years. In order to maintain the size and health of the dairy herd, a significant proportion of the herd is culled or sold each year based on an assessment by management of the productivity, breeding and efficiency of each herd member and only those meeting predefined levels are retained. It is not possible to predict in advance which herd members will be culled early or late and accordingly the average useful life of approximately 5 years is applied across the whole of the dairy herd. Underperforming herd members are often sold in a secondary market where the value received for each herd member is generally not linked to the age of the herd member. Herd members culled or sold before 5 years will typically have a net book value higher than the expected realisable value and thus a loss on disposal will generally arise. Management believes that such loss on disposal broadly offsets the absence of depreciation on those herd members that survive beyond the average 5 years period and accordingly neither the profit for the year nor the net carrying cost of the dairy herd as reported in the consolidated statement of financial position is materially distorted.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See note 34 for further disclosures.

Critical accounting judgments in applying accounting policies

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

Determining the lease term of contracts with renewal options

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS continued**Critical accounting judgments in applying accounting policies** continued*Consolidation of entities in which the Group holds less than a majority of voting right*

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

The Group considers that it has a controlling interest over NRTC Food Holding LLC through a contractual arrangement, even though it owns less than 50% of the voting rights:

- *NRTC Food Holding LLC ("NRTC")*

The Group determined that it controls NRTC based on the following criteria:

- a) the Group has appointed three out of the total five members of NRTC's board ("Board") with effect from 1 October 2022 and such appointment is contractual as per the amended shareholders' agreement dated 1 October 2022;
- b) resolutions of the Board and therefore decisions, are issued based on a simple majority, thus giving the Group outright control over decision making by the Board; and
- c) the Board is fully empowered to manage and carry out all acts and transactions on behalf of the entity, including supervision of NRTC's business affairs, ensuring the effectiveness of governance, overseeing management, as well as appointing and removing NRTC's senior management.

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

- *Al Ain Farms for livestock Production ("Al Ain Farms")*

The Group determined that it controls Al Ain Farms based on the following criteria:

- a) the Group has four out of the total seven members of Al Ain Farms' board ("Board") with effect from 1 April 2024;
- b) resolutions of the Board and therefore decisions, are issued based on a simple majority, thus giving the Group outright control over decision making by the Board; and
- c) the Board is fully empowered to manage and carry out all acts and transactions on behalf of the entity, including supervision of Al Ain Farms business affairs, ensuring the effectiveness of governance, overseeing management, as well as appointing and removing Al Ain Farms' senior management.

In making these judgement, the Group considered the absolute size of its holding in NRTC and Al Ain Farms, the existing shareholders' agreement and the ability of other shareholders to limit its nominations to the Board, and the Group's majority representation on the Board. Therefore, based on the above factors, the Group has clearly established that it has de facto control over NRTC and Al Ain Farms, as evidenced by its ability to control a majority of the Board and accordingly its results have been included in these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS continued**Critical accounting judgments in applying accounting policies** continued*Assets held for sale*

As of 31 December 2024, the Group has classified one of its wholly owned subsidiaries, Fisheries Group, as a disposal group held for sale and as a discontinued operation, following the approval of a plan to sell by the Board of Directors. Management considered Fisheries Group to meet the criteria to be classified as held for sale at that date for the following reasons:

- Fisheries Group was available for immediate sale and could be sold to a buyer in its current condition;
- The actions to complete the sale were initiated and expected to be completed within one year from the date of initial classification; and
- A potential buyer had been identified and negotiations are at an advanced stage.

For more details on the assets held for sale, refer to note 32.

5 STANDARDS ISSUED BUT NOT EFFECTIVE**New and amended standards and interpretations**

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

- IFRS 18 Presentation and Disclosure in Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures
- Amendments to IAS 21 - Lack of exchangeability

The Group does not expect that the adoption of these new and amended standards and interpretations will have a material impact on its consolidated financial statements.

6 BUSINESS COMBINATIONS**6.1 Increase in shareholding of Al Ain Farms for Livestock Production ("Al Ain Farms")**

In February 2024, the Group acquired an additional 12% shareholding in Al Ain Farms for Livestock Production ("Al Ain Farms") for a consideration of AED 61,000 thousand. Following is a summary of the increase in shareholding, with corresponding adjustment in non-controlling interest:

Increase in shareholding (%)	12%
Carrying value of the shareholding acquired (AED '000)	91,607
Less: consideration paid (AED '000)	<u>(61,000)</u>
Gain recognized directly to retained earnings (AED '000)	<u>30,607</u>

6.2 Equity contribution to Al Ain Farms

In March 2024, the Group made an equity contribution of AED 98,246 thousand (2023: AED 140,000 thousand) to Al Ain Farms against which no contribution was made by the non-controlling interest. This transaction resulted in an increase in non-controlling interest by AED 36,351 thousand (2023: AED 68,600 thousand), representing 37% (2023: 49%) of the contribution made which was recorded as other equity movement under merger and other reserves in the consolidated statement of changes in equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.3 Acquisition under IFRS 3 Business Combination****Marmum Dairy Farm LLC (“Marmum”) and United Sales Partners LLC (“USP”)**

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

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

Marmum Dairy Farm LLC (“Marmum”)

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

United Sales Partners LLC (“USP”)

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

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

International Food Industries LLC (“IFI”)

In November 2024, Zee Stores International LLC (“Zee Stores”), a subsidiary, acquired a 70.09% equity interest in International Food Industries LLC (“IFI”), for a consideration of AED 41,000 thousand. The consideration was in the form of cash injection into the Company, against which new shares were issued to Zee Stores in accordance with the share subscription agreement. IFI is a limited liability company, registered in the Emirate of Fujairah and is engaged in processing, packaging, import, and export of Legumes.

From the date of acquisition, IFI contributed revenue and loss to the Group amounting to AED 768 thousand and AED 508 thousand respectively. If the acquisition had taken place at the beginning of the year, IFI would have contributed revenue and loss to the Group amounting to AED 4,330 thousand and AED 5,757 thousand respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.3 Acquisition under IFRS 3 Business Combination** continued**Assets acquired and liabilities assumed**

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

	<i>Marmum and USP</i>			<i>IFI</i>	<i>Total</i>
	<i>Marmum</i>	<i>USP</i>	<i>Total</i>		
	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>
Assets					
Property, plant and equipment	616,038	15,277	631,315	24,629	655,944
Intangible assets	7	58	65	-	65
Right of use asset	-	-	-	515	515
Biological assets	71,468	-	71,468	-	71,468
Inventories	48,091	2,178	50,269	2,217	52,486
Due from related parties	15,148	-	15,148	-	15,148
Trade and other receivables	43,087	75,399	118,486	21,558	140,044
Cash and bank balances	<u>42,393</u>	<u>5,579</u>	<u>47,972</u>	<u>12,159</u>	<u>60,131</u>
Total assets	<u>836,232</u>	<u>98,491</u>	<u>934,723</u>	<u>61,078</u>	<u>995,801</u>
Liabilities					
Employees' end of service benefits	2,766	3,353	6,119	738	6,857
Lease liability	-	-	-	517	517
Bank borrowings	-	-	-	8,431	8,431
Due to related parties	471	15,286	15,757	2,208	17,965
Trade and other payables	<u>120,310</u>	<u>23,199</u>	<u>143,509</u>	<u>11,614</u>	<u>155,123</u>
Total liabilities	<u>123,547</u>	<u>41,838</u>	<u>165,385</u>	<u>23,508</u>	<u>188,893</u>
Total identified net assets at fair value (i)	<u>712,685</u>	<u>56,653</u>	<u>769,338</u>	<u>37,570</u>	<u>806,908</u>
Less: non-controlling interest on acquisition	<u>-</u>	<u>-</u>	<u>-</u>	<u>(11,237)</u>	<u>(11,237)</u>
Proportionate share of identified net assets acquired	<u>712,685</u>	<u>56,653</u>	<u>769,338</u>	<u>26,333</u>	<u>795,671</u>
Goodwill arising on acquisition			-	14,667	14,667
Gain on bargain purchase			<u>(71,800)</u>	<u>-</u>	<u>(71,800)</u>
Purchase consideration (ii)			<u>697,538</u>	<u>41,000</u>	<u>738,538</u>
Non-controlling interest on acquisition			<u>-</u>	<u>(11,237)</u>	<u>(11,237)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.3 Acquisition under IFRS 3 Business Combination** continued**Assets acquired and liabilities assumed** continued

The net assets recognised for IFI are based on a provisional assessment of their fair values as at the acquisition date. The Group will finalise the purchase price allocation exercise of the acquisition within one year from the date of acquisition.

Goodwill of AED 14,667 thousand arising from the acquisitions comprises largely the value of expected synergies arising from the acquisitions, which are not separately recognised.

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

- Assumed discount rates ranges from 10.8% to 12.2%; and
- A terminal value of 2%, calculated based on long-term sustainable growth rates for the industry, which has been used to determine income for the future years.

Details of purchase consideration on acquisitions is as follows:

	<i>Marmum & USP</i>	<i>IFI</i>	<i>Total</i>
	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>
Cash paid for the acquisition	-	25,000	25,000
Consideration Payable	-	16,000	16,000
Fair value of consideration transferred (i)	<u>697,538</u>	<u>-</u>	<u>697,538</u>
Total purchase consideration	<u>697,538</u>	<u>41,000</u>	<u>738,538</u>

- (i) Al Ain Farms allocated 3,181,868 new shares at a fair value of AED 697,538 thousand to a third party as a form of consideration to acquire 100% ownership interest in Marmum and USP. The non-controlling interest share of the newly allocated shares amounted to AED 360,627 thousand.

Analysis of cashflows on acquisitions is as follows:

	<i>Marmum & USP</i>	<i>IFI</i>	<i>Total</i>
	<i>AED '000</i>	<i>AED '000</i>	<i>AED '000</i>
Cash paid for the acquisition	-	(25,000)	(25,000)
Cash acquired on business combination	<u>47,972</u>	<u>12,159</u>	<u>60,131</u>
Acquisition of operating business - net of cash acquired (included in cash flows from investing activities)	47,972	(12,841)	35,131
Transaction costs of the acquisition (included in cash flows from operating activities)	<u>(1,891)</u>	<u>(594)</u>	<u>(2,485)</u>
Net cash acquired (paid) on acquisition	<u>46,081</u>	<u>(13,435)</u>	<u>32,646</u>

Acquisition-related costs, amounting to AED 2,485 thousand were expensed during the year and are included in selling, general and administrative expenses.

Arabian Farms Investment LLC ("Arabian Farms")

Al Ain Farms for Livestock Production PJSC ("Al Ain Farms"), have signed a share purchase agreement ('SPA') to acquire an entire shareholding of Arabian Farms Investment LLC. The legal formalities will be completed within the first quarter of 2025.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.4 Reduction in shareholding of subsidiaries without a loss of control**

In April 2024, Al Ain Farms for Livestock Production PJSC ("Al Ain Farms"), a subsidiary, allocated new shares to the Group and a third party as a consideration to acquire businesses (note 6.3), which diluted the Group's shareholding in Ajban Fodders, Ajban Poultry and Al Ain Farms. Following is a summary of the reduction in shareholding, with corresponding increase in non-controlling interest:

	<i>Ajban Fodders</i>	<i>Ajban Poultry</i>	<i>Al Ain Farms</i>	<i>Total</i>
Reduction in shareholding (%)	51.7%	51.7%	14.7%	
Carrying value of the shareholding disposed-off (AED'000)	351	140,569	105,230	246,150
Less: consideration received (AED'000)	(351)	(140,569)	(195,991)	(336,911)
Gain recognised directly to retained earnings	==	==	<u>(90,761)</u>	<u>(90,761)</u>

The decrease in shareholding of the above subsidiaries resulted in an increase in non-controlling interest by AED 246,150 thousand.

6.5 Business combination - Acquisition during the prior year**Finalization of purchase price allocation was completed for NRTC Food Holding LLC ("NRTC")**

During 2023, the purchase price allocation was completed for NRTC, which resulted in the following adjustments:

- Decrease in the fair value of identifiable assets and liabilities by AED 48,800 thousand;
- Increase in goodwill by AED 20,008 thousand; and
- Decrease in non-controlling interest by AED 28,792 thousand.

The above adjustments were not material to the consolidated financial statements for the year ended 31 December 2022 and accordingly they were posted in the 2023 consolidated statement of financial position and statement of changes in equity under other equity movement.

Acquisition of WAS Commercial Investment – Sole Proprietorship LLC

In April 2023, the Group acquired 100% equity interest in WAS Commercial Investment - Sole Proprietorship LLC ("WAS"), an entity solely holding a 51% equity interest in Al Ain Farms for Livestock Production ("Al Ain Farms"), for a consideration of AED 1.

The acquisition was excluded from the scope of International Financial Reporting Standard 3 (IFRS 3) "Business Combinations" as this is a business combination of an entity under common control, given that the Group and the acquired entity are ultimately controlled by the same party before and after the acquisition. The acquisition was accounted for in the consolidated financial statements using the pooling of interest method, which reflected the economic substance of the transaction. The Group elected to consolidate the income, expenses, assets and liabilities of acquired entity from the date of acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.5 Business combination under common control - Acquisition during the prior year** continued**Acquisition of WAS Commercial Investment – Sole Proprietorship LLC** continued

Al Ain Farms is incorporated in Abu Dhabi, United Arab Emirates, and is involved in managing the production and sale of dairy and poultry products. From the date of acquisition, WAS contributed revenue and profit to the Group amounting to AED 747,331 thousand and AED 24,051 thousand, respectively for the year ended 31 December 2023. If the acquisition had taken place at the beginning of 2023, WAS would have contributed revenue and profit to the Group amounting to AED 968,395 thousand and AED 30,114 thousand, respectively.

The following table summarises the assets acquired and liabilities assumed:

	<i>AED'000</i>
Assets	
Property, plant and equipment	621,198
Goodwill	12,624
Right-of-use of assets	15,550
Biological assets	109,536
Inventories	144,708
Trade and other receivables	204,518
Cash and bank balances	<u>54,288</u>
Total assets	<u>1,162,422</u>
Liabilities	
Employees' end of service benefits	35,568
Due to a related party	3,502
Loan from a related party	92,857
Lease liabilities	13,284
Bank borrowings	168,910
Trade and other payables	<u>259,385</u>
Total liabilities	<u>573,506</u>
Net assets	588,916
Less: non-controlling interest	<u>(288,569)</u>
Proportionate share of identifiable net assets acquired	300,347
Cash paid for consideration	<u>-</u>
Merger and other reserve	<u>300,347</u>
<u>Analysis of cashflows on acquisition:</u>	
Cash acquired on business combination	54,288
Cash paid	<u>-</u>
Net cash acquired on acquisition (included in cash flows from investing activities)	<u>54,288</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.6 Derecognition of a subsidiary – Apex Investment PSC**

In January 2024, the Group lost control over Apex Investment PSC (“Apex”) following the disposal of 3% shareholding against a cash consideration of AED 213,192 thousand and losing majority representation on the board of directors. The retained shareholding interest of 48.5% was recorded as an investment in an associate at its fair value on the date of loss of control (note 16).

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

	<i>AED’000</i>
Assets	
Property, plant and equipment	346,769
Intangible assets and goodwill	6,911
Right-of-use assets	16,065
Investment in associates and joint ventures	44,861
Investment in financial assets	587,821
Inventories	75,462
Due from related parties	186,413
Trade and other receivables	256,836
Cash and bank balances	<u>681,472</u>
Total assets	<u>2,202,610</u>
Liabilities	
Employees’ end of service benefits	8,324
Due to related parties	61,692
Lease liabilities	1,532
Bank borrowings	14,142
Deferred tax liability	619
Trade and other payables	<u>164,234</u>
Total liabilities	<u>250,543</u>
Net assets	<u>1,952,067</u>
Less: non-controlling interest	<u>(946,626)</u>
Net assets attributable to the owner	<u>1,005,441</u>
Consideration received (i)	<u>3,660,093</u>
Gain on derecognition	<u>2,654,652</u>
(i) Consideration received consists of the following:	
Cash consideration	213,192
Fair value of the 48.5% retained interest in Apex*	<u>3,446,901</u>
	<u>3,660,093</u>

*The fair value of the shares was calculated with reference to the quoted price of the shares of Apex on the date of disposal.

On derecognition of Apex as subsidiary, an amount of AED 33,410 thousand pertaining to cumulative changes on revaluation of investments carried at fair value through other comprehensive income has been transferred to retained earnings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 BUSINESS COMBINATIONS continued**6.6 Derecognition of a subsidiary – Apex Investment PSC** continued**Analysis of cashflows on derecognition of Apex is as follows:**

	<i>AED '000</i>
Cash received from derecognition	213,192
Cash given up on derecognition	(681,472)
Net cash outflow (included in cash flows from investing activities)	<u>(468,280)</u>

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

7 REVENUE FROM CONTRACTS WITH CUSTOMERS

	<i>2024</i> <i>AED '000</i>	<i>2023</i> <i>AED '000</i>
<i>Types of goods or services</i>		
Sale of goods (food and non-food items)	4,907,619	3,837,837
Catering services	33,277	328,540
Sale of cement	17,360	146,079
Facility management services	8,996	119,329
Contracting services	786	112,539
Sale of tents	<u>-</u>	<u>17,000</u>
	<u>4,968,038</u>	<u>4,561,324</u>
<i>Geographical concentration of revenue</i>		
Within UAE	4,039,330	3,658,067
Outside UAE	<u>928,708</u>	<u>903,257</u>
	<u>4,968,038</u>	<u>4,561,324</u>
<i>Timing of revenue recognition</i>		
Revenue at a point in time	4,961,419	4,352,733
Revenue over time	<u>6,619</u>	<u>208,591</u>
	<u>4,968,038</u>	<u>4,561,324</u>

8 COST OF SALES

	<i>2024</i> <i>AED '000</i>	<i>2023</i> <i>AED '000</i>
Cost of goods sold	3,757,669	3,482,323
Staff costs (note 12)	93,151	191,024
Depreciation on property, plant and equipment (note 14)	95,162	90,096
Depreciation of biological assets (note 17)	40,773	16,982
Depreciation of right-of-use assets (note 25)	3,590	3,939
Amortisation of intangible assets (note 15)	<u>8</u>	<u>41</u>
	<u>3,990,353</u>	<u>3,784,405</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

9 SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	2024 AED '000	2023 AED '000
Staff costs (note 12)	371,195	292,393
Rent, utilities and transportation	143,402	100,881
Depreciation on property, plant and equipment (note 14)	58,423	42,637
Sales promotion and marketing	48,141	18,531
Legal and professional expenses	33,076	19,210
Amortisation of intangible assets (note 15)	17,224	16,238
Depreciation of right-of-use assets (note 25)	11,625	9,303
Provision for expected credit losses on trade receivables and due from related parties (note 20 & 29)	30,131	5,697
Board of Directors' remuneration (note 29)	3,903	3,302
Others	<u>96,971</u>	<u>84,367</u>
	<u>814,091</u>	<u>592,559</u>

10 FINANCE COSTS

	2024 AED '000	2023 AED '000
Interest expense on bank borrowings	54,438	58,108
Interest expense on loans from related parties (note 29)	12,505	4,084
Interest expense on lease liabilities (note 25)	5,121	4,872
Interest expense on other interest bearing payable	2,571	-
Bank charges	2,486	2,721
Others	<u>504</u>	<u>153</u>
	<u>77,625</u>	<u>69,938</u>

11 OTHER INCOME, NET

	2024 AED '000	2023 AED '000
Rental income	22,158	15,085
Loss on disposal of biological assets	(14,770)	(5,100)
Gain on disposal of property, plant and equipment and intangible assets	804	23,984
Dividend income	144	1,485
Others	<u>12,499</u>	<u>7,064</u>
	<u>20,835</u>	<u>42,518</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

12 STAFF COSTS

	2024 AED '000	2023 AED '000
Salaries and other short-term benefits	455,123	469,587
Employees' end of service benefits	<u>9,223</u>	<u>13,830</u>
	<u>464,346</u>	<u>483,417</u>
<i>Staff costs is allocated as follows:</i>		
Cost of sales (note 8)	93,151	191,024
Selling, general and administrative expenses (note 9)	<u>371,195</u>	<u>292,393</u>
	<u>464,346</u>	<u>483,417</u>

13 BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit for the year attributed to the owners of the Company by the weighted average number of shares in issue throughout the year as follows:

Diluted earnings per share is calculated by dividing the profit for the year attributed to the owners of the Company by the weighted average number of shares in issue throughout the year, adjusted for the effects of dilutive instruments.

	2024	2023
Profit attributable to the owners of the Company (AED '000)		
- Continuing operations	2,748,623	42,744
- Discontinued operations	<u>(192,488)</u>	<u>(12,414)</u>
	<u>2,556,135</u>	<u>30,330</u>
Weighted average number of shares (No. '000)	<u>241,600</u>	<u>241,600</u>
Basic and diluted earnings per share for the year (AED)		
- Continuing operations	11.38	0.18
- Discontinued operations	<u>(0.80)</u>	<u>(0.05)</u>
Basic and diluted earnings per share for the year (AED)	<u>10.58</u>	<u>0.13</u>

As of 31 December 2024, and 2023, the Company has not issued any instruments that have a dilutive impact on earnings per share when exercised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

14 PROPERTY, PLANT AND EQUIPMENT

	<i>Land</i> <i>AED '000</i>	<i>Building and leasehold improvements AED '000</i>	<i>Plant and machinery AED '000</i>	<i>Furniture, fixtures and office equipment AED '000</i>	<i>Motor vehicles AED '000</i>	<i>Capital work in progress AED '000</i>	<i>Bearer plants AED '000</i>	<i>Total AED '000</i>
2024								
Cost:								
At 1 January 2024	114,261	1,454,742	1,839,041	78,248	197,465	55,468	64,958	3,804,183
Acquired in business combinations (note 6.3)	101,577	516,287	216,869	23,904	43,845	9,308	-	911,790
Additions during the year	-	18,962	15,374	5,743	21,462	36,536	19,335	117,412
Transfer from capital work in progress	-	34,908	12,095	550	314	(47,867)	-	-
Derecognition of a subsidiary (note 6.6)	-	(38,632)	(882,927)	(30,395)	(17,890)	(581)	-	(970,425)
Transfer to assets held for sale (note 32)	-	(154,103)	(112,808)	(99)	(952)	-	-	(267,962)
Transfer to intangible assets (note 15)	-	-	-	(664)	-	-	-	(664)
Reclassifications	-	-	4,131	-	-	-	-	4,131
Foreign currency translation adjustments	(23,051)	(6,411)	(6,338)	(128)	(2,975)	(84)	(26,739)	(65,726)
Disposals and write offs during the year	-	(1,398)	(104)	(34)	(4,034)	(118)	-	(5,688)
At 31 December 2024	<u>192,787</u>	<u>1,824,355</u>	<u>1,085,333</u>	<u>77,125</u>	<u>237,235</u>	<u>52,662</u>	<u>57,554</u>	<u>3,527,051</u>
Accumulated depreciation:								
At 1 January 2024	-	517,997	1,072,263	61,666	133,027	-	-	1,784,953
Acquired in business combinations (note 6.3)	-	118,102	88,075	19,231	30,438	-	-	255,846
Charge for the year	-	75,750	68,985	6,363	19,984	-	24	171,106
Derecognition of a subsidiary (note 6.6)	-	(23,505)	(568,380)	(22,833)	(8,938)	-	-	(623,656)
Related to assets held for sale (note 32)	-	(49,035)	(33,437)	(117)	(954)	-	-	(83,543)
Transfer to intangible assets (note 15)	-	-	-	(660)	-	-	-	(660)
Reclassifications	-	-	4,131	-	-	-	-	4,131
Foreign currency translation adjustments	-	(2,333)	(3,634)	(37)	(545)	-	-	(6,549)
Related to disposals and write offs	-	(1)	(67)	(24)	(3,227)	-	-	(3,319)
At 31 December 2024	<u>-</u>	<u>636,975</u>	<u>627,936</u>	<u>63,589</u>	<u>169,785</u>	<u>-</u>	<u>24</u>	<u>1,498,309</u>
Net carrying amount:								
31 December 2024	<u>192,787</u>	<u>1,187,380</u>	<u>457,397</u>	<u>13,536</u>	<u>67,450</u>	<u>52,662</u>	<u>57,530</u>	<u>2,028,742</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

14 PROPERTY, PLANT AND EQUIPMENT continued

	<i>Land AED '000</i>	<i>Building and leasehold improvements AED '000</i>	<i>Plant and machinery AED '000</i>	<i>Furniture, fixtures and office equipment AED '000</i>	<i>Motor vehicles AED '000</i>	<i>Capital work in progress AED '000</i>	<i>Bearer plants AED '000</i>	<i>Total AED '000</i>
2023								
Cost:								
At 1 January 2023	72,045	634,319	1,196,284	43,502	79,337	25,887	43,696	2,095,070
Acquired in business combinations (note 6.5)	6,646	612,753	552,689	23,363	96,950	25,882	-	1,318,283
Additions during the year	50,578	226,880	65,308	10,770	21,235	48,009	30,096	452,876
Transfer from capital work in progress	-	9,533	30,518	785	1,885	(42,721)	-	-
Foreign currency translation adjustment	(15,008)	(4,251)	(4,298)	(41)	(378)	(8)	(8,834)	(32,818)
Disposals and write offs during the year	<u>-</u>	<u>(24,492)</u>	<u>(1,460)</u>	<u>(131)</u>	<u>(1,564)</u>	<u>(1,581)</u>	<u>-</u>	<u>(29,228)</u>
At 31 December 2023	<u>114,261</u>	<u>1,454,742</u>	<u>1,839,041</u>	<u>78,248</u>	<u>197,465</u>	<u>55,468</u>	<u>64,958</u>	<u>3,804,183</u>
Accumulated depreciation:								
At 1 January 2023	-	199,158	660,188	34,610	55,658	-	-	949,614
Acquired in business combinations (note 6.5)	-	277,539	334,676	20,630	64,240	-	-	697,085
Charge for the year	-	51,993	78,798	6,521	14,498	-	-	151,810
Foreign currency translation adjustment	-	(1,204)	(1,683)	(9)	(118)	-	-	(3,014)
Related to disposals and write offs	<u>-</u>	<u>(9,489)</u>	<u>284</u>	<u>(86)</u>	<u>(1,251)</u>	<u>-</u>	<u>-</u>	<u>(10,542)</u>
At 31 December 2023	<u>-</u>	<u>517,997</u>	<u>1,072,263</u>	<u>61,666</u>	<u>133,027</u>	<u>-</u>	<u>-</u>	<u>1,784,953</u>
Net carrying amount:								
31 December 2023	<u>114,261</u>	<u>936,745</u>	<u>766,778</u>	<u>16,582</u>	<u>64,438</u>	<u>55,468</u>	<u>64,958</u>	<u>2,019,230</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

14 PROPERTY, PLANT AND EQUIPMENT continued

Included in additions of 2023 is an acquisition of assets from a Company in Saudi Arabia for a total consideration of AED 253,472 thousand. Management has concluded that the assets acquired do not represent a business as per the requirements of IFRS 3, Business Combinations.

The depreciation charge for the year has been allocated as follows:

	<i>2024</i>	<i>2023</i>
	<i>AED '000</i>	<i>AED '000</i>
Cost of sales (note 8)	95,162	90,096
Selling, general and administrative expenses (note 9)	58,423	42,637
Assets held for sale	300	304
Capitalised to bearer plants	2,907	2,459
Capitalised to biological assets	<u>14,314</u>	<u>16,314</u>
	<u>171,106</u>	<u>151,810</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

15 INTANGIBLE ASSETS AND GOODWILL

	<i>Goodwill</i> <i>AED '000</i>	<i>Brand name</i> <i>AED '000</i>	<i>Customer relationship</i> <i>AED '000</i>	<i>Trademarks</i> <i>AED '000</i>	<i>License</i> <i>AED '000</i>	<i>Lease benefits</i> <i>AED '000</i>	<i>Others</i> <i>AED '000</i>	<i>Total</i> <i>AED '000</i>
At 1 January 2024	165,516	3,761	94,509	14,851	9,011	86,772	3,952	378,372
Acquired in business combinations (note 6.3)	14,667	-	-	-	-	-	65	14,732
Additions	-	-	-	-	-	-	1,109	1,109
Derecognition of a subsidiary (note 6.6)	(6,883)	-	-	-	-	-	(28)	(6,911)
Transfer from property, plant and equipment (note 14)	-	-	-	-	-	-	4	4
Transfer to assets held for sale (note 32)	-	-	-	-	-	-	(173)	(173)
Foreign currency translation adjustments	-	-	-	-	-	-	(612)	(612)
Amortisation during the year	-	-	(8,152)	-	(1,699)	(6,312)	(1,230)	(17,393)
At 31 December 2024	<u>173,300</u>	<u>3,761</u>	<u>86,357</u>	<u>14,851</u>	<u>7,312</u>	<u>80,460</u>	<u>3,087</u>	<u>369,128</u>
At 1 January 2023	132,884	3,761	149,791	14,851	10,710	93,884	2,321	408,202
Acquired in business combinations (note 6)	12,624	-	-	-	-	-	-	12,624
Additions	-	-	-	-	-	-	2,898	2,898
Adjustment on finalization of PPA (note 6.5)	20,008	-	(48,000)	-	-	(800)	-	(28,792)
Disposals	-	-	-	-	-	-	(250)	(250)
Amortisation during the year	-	-	(7,282)	-	(1,699)	(6,312)	(1,017)	(16,310)
At 31 December 2023	<u>165,516</u>	<u>3,761</u>	<u>94,509</u>	<u>14,851</u>	<u>9,011</u>	<u>86,772</u>	<u>3,952</u>	<u>378,372</u>

The amortisation charge for the year has been allocated as follows:

	2024 AED '000	2023 AED '000
Cost of sales (note 8)	8	41
Selling, general and administrative expenses (note 9)	17,224	16,238
Assets held for sale	49	31
Capitalised to biological assets	<u>112</u>	-
	<u>17,393</u>	<u>16,310</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

15 INTANGIBLE ASSETS AND GOODWILL continued*Goodwill*

Goodwill primarily comprises sales growth, new customers and expected synergies arising from the acquisitions. Goodwill is allocated to respective cash generating units. Management has assessed that no impairment loss is required to be recognised against goodwill at the reporting date.

Brand name

Brand name represents future economic benefits in the form of future business linked with the brand name of a subsidiary, Royal Horizon Holding LLC. Brand name has an indefinite useful life.

Customer relationships

Customer relationships represent future economic benefits in the form of future business with customers beyond the amount secured by any current contractual arrangement. Customer relationships acquired in a business combination that do not arise from a contract may nevertheless be identifiable because the relationship is separable. These mainly includes non-contractual relationships and meet the criteria for recognition as intangible assets under IAS 38. Customer relationships have a finite useful life and are carried at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives of 6 to 14 years.

Trademarks

Trademarks represent future economic benefits in the form of future business linked with the trademarks under Royal Horizon Holding LLC. Trademarks have indefinite useful lives.

License

The license allows Royal Horizon Holding LLC to use “Fazaa” name for its retail stores and was recognized on acquisition of Royal Horizon Holding LLC in 2021. The Fazaa license has a useful life of 8 years.

Lease Benefits

Lease benefits represent future economic benefits in the form of favorable lease arrangements the Group acquired in a business combination. Amortisation is calculated using the straight-line method to allocate the cost over their estimated useful lives of 6 to 15 years.

During the fourth quarter of 2024 and 2023, management performed its annual impairment review of goodwill and intangible assets with indefinite useful lives, using the discounted cashflow model approach.

The recoverable amounts have been computed based on the value in use approach derived from financial projections made for a five-year period plus a terminal value thereafter. The methodology used for the estimation of fair value less cost to sell was the discounted cash flow approach.

The following key assumptions were used in the discounted cashflow review:

- Terminal growth rate: 2% (2023: 2%)
- Discount rate: 9.3% - 14.3% (2023: 9.6% - 14.9%)

Based on the impairment assessment the estimated recoverable amounts exceeded the carrying values and management concluded that no impairment loss is required to be recognised at the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

16 INVESTMENT IN ASSOCIATES AND JOINT VENTURES

Details of the Group's associates and joint ventures are as follows:

<i>Name of entity</i>	<i>Principal activities</i>	<i>Ownership interest</i>	
		<i>2024</i>	<i>2023</i>
<i>Associates:</i>			
Invictus Investment Company PLC	Trading of agricultural commodities, food products, non-manufactured precious metal trading and other general items	22.32%	22.32%
Reem Ready Mix LLC (iii)	Manufacturing and sale of concrete ready mix and providing concrete pumping services	-	20%
Anina Culinary Art Ltd. (i)	Development of a technology that prepares a nutritionally balanced meal from fresh ugly produce that otherwise would have been discharged.	45%	45%
Apex Investment PSC and its subsidiaries (iv)	Holding Company	48.5%	-
<i>Joint ventures:</i>			
Sky Go Transport of Goods LLC (i & iii)	Engaged in air transportation for goods using unmanned aerial vehicles (Drones)	-	50%
APHE Restaurants Management LLC (ii & iii)	Engaged in restaurant management specializing in the food and beverages sector	-	50%

- (i) **Anina Culinary Art Ltd. ("Anina") and Sky Go Transport of Goods LLC ("Sky")**
During 2023, the Group acquired a 45% equity interest in Anina for a consideration of AED 36,735 thousand and made an additional equity contribution of AED 180 thousand in Sky.
- (ii) **APHE Restaurants Management LLC ("APHE")**
During 2023, APHE Restaurants Management LLC, a joint venture, was established as a result of an agreement between a third party and Apex Commercial Investment – SPLLC, a subsidiary of the Group in 2023. APHE Restaurants Management LLC is a limited liability company established in the Emirate of Abu Dhabi, UAE, specializing in the food and beverages sector.
- (iii) Reem Ready Mix LLC, Sky Go Transport of Goods LLC and APHE Restaurants Management LLC were derecognised as a result of derecognition of Apex Investment PSC as a subsidiary (note 6.6).
- (iv) **Apex Investment PSC ("Apex")**
Effective 30 January 2024, Apex, previously a subsidiary, became an associate of the Group due to loss of control (note 6.6). The Group retains significant influence in Apex, through its board representation (i.e. two out of five board members) and its participation in decisions over the relevant activities.

Movement in investment in associates and joint ventures is as follows:

	<i>2024</i>	<i>2023</i>
	<i>AED '000</i>	<i>AED '000</i>
At 1 January	664,684	614,599
Additions during the year (note 6.6)	3,446,901	50,696
Dividend received during the year	(10,044)	(39,297)
Derecognition of a subsidiary (note 6.6)	(44,861)	-
Share of profit for the year	49,074	38,686
Share of other comprehensive loss for the year	(7,089)	-
At 31 December	<u>4,098,665</u>	<u>664,684</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

16 INVESTMENT IN ASSOCIATES AND JOINT VENTURES continued

Summarised financial information in respect of the associates and joint ventures of the Group is set out below:

Summarised statements of financial position:

	2024 AED '000	2023 AED '000
Non-current assets	742,451	73,529
Current assets	5,518,236	2,797,058
Non-current liabilities	(704,165)	(194,861)
Current liabilities	<u>(2,334,393)</u>	<u>(1,536,675)</u>
Equity (100%)	<u>3,222,129</u>	<u>1,139,051</u>
Group percentage holding	22.3% - 48.5%	20%-50%
Group's share in net assets	<u>1,249,918</u>	<u>266,396</u>
Carrying amount of the Investments	<u>4,098,665</u>	<u>664,684</u>

Summarised statements of Profit or loss:

	2024 AED '000	2023 AED '000
Revenue	9,526,777	8,229,798
Expenses, including other income (losses), net of tax	<u>(9,333,947)</u>	<u>(8,048,313)</u>
Profit for the year	192,830	181,485
Other comprehensive loss	<u>(14,863)</u>	<u>-</u>
Total comprehensive income	<u>177,967</u>	<u>181,485</u>
Group percentage holding	22.3% - 48.5%	20%-50%
Group's share of profit	49,074	38,686
Group's share of other comprehensive loss	<u>(7,089)</u>	<u>-</u>
Group's share of total comprehensive income	<u>41,985</u>	<u>38,686</u>

Contingencies and commitments:

The Group's share in material contingencies and commitments of the associates and a joint venture is as follows:

	2024 AED '000	2023 AED '000
Letters of guarantees and credits	<u>193,392</u>	<u>55,076</u>
Capital commitment	<u>117,555</u>	<u>4,371</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

17 BIOLOGICAL ASSETS

	2024 AED '000	2023 AED '000
Immature livestock		
- Cows	34,921	39,377
- Camels	<u>5,576</u>	<u>6,006</u>
	<u>40,497</u>	<u>45,383</u>
Mature livestock		
- Cows	132,503	46,442
- Camels	<u>5,781</u>	<u>5,598</u>
	<u>138,284</u>	<u>52,040</u>
Chicken	11,559	11,738
Fish, caviar and shrimps	<u>-</u>	<u>67,873</u>
	<u>11,559</u>	<u>79,611</u>
	<u><u>190,340</u></u>	<u><u>177,034</u></u>

Movement in biological assets is as follows:

	2024 AED '000	2023 AED '000
At 1 January	177,034	57,640
Acquired in business combinations (note 6.3 & 6.5)	71,468	109,536
Additions during the year, including capitalization of depreciation of property, plant and equipment	88,651	68,882
Depreciation for the year (note 8)	(40,773)	(16,982)
Disposals during the year	(32,580)	(36,966)
Change in valuation, net of impairment losses	15,247	(5,076)
Transfer to assets held for sale (note 32)	<u>(88,707)</u>	<u>-</u>
At 31 December	<u><u>190,340</u></u>	<u><u>177,034</u></u>

Disclosed in the consolidated statement of financial position as follows:

	2024 AED '000	2023 AED '000
Current	8,654	40,643
Non-current	<u>181,686</u>	<u>136,391</u>
	<u><u>190,340</u></u>	<u><u>177,034</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

18 INVESTMENTS IN FINANCIAL ASSETS

	<i>Notes</i>	2024 AED '000	2023 AED '000
Investments carried at fair value through other comprehensive income	18.1	-	144,322
Investments carried at fair value through profit or loss	18.2	<u>4,447</u>	<u>550,268</u>
		<u>4,447</u>	<u>694,590</u>

Disclosed in the consolidated statement of financial position as follows:

	2024 AED '000	2023 AED '000
Current	4,447	550,268
Non-current	<u>-</u>	<u>144,322</u>
	<u>4,447</u>	<u>694,590</u>

18.1 Investments carried at fair value through other comprehensive income

	2024 AED '000	2023 AED '000
Quoted equity investments and inside the UAE	-	143,035
Unquoted equity investments and inside the UAE	<u>-</u>	<u>1,287</u>
	<u>-</u>	<u>144,322</u>

These investments in equity instruments were not held for trading. Instead, they were held for long-term strategic purposes. Accordingly, management of the Group had elected to designate these investments in financial instruments as FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

The investments were recorded at fair value using the valuation techniques as disclosed in note 35. Movement in investments in financial assets carried at fair value through other comprehensive income is as follows:

	2024 AED '000	2023 AED '000
At 1 January	144,322	188,717
Changes in fair value	939	(44,395)
Derecognition of a subsidiary	<u>(145,261)</u>	<u>-</u>
At 31 December	<u>-</u>	<u>144,322</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

18 INVESTMENTS IN FINANCIAL ASSETS continued**18.2 Investments carried at fair value through profit or loss**

	2024 AED '000	2023 AED '000
Quoted equity investments and inside the UAE	<u>4,447</u>	<u>550,268</u>

These investments in equity instruments are held for trading with an intention of recognising short-term fluctuations in these investments. Fair values of the quoted investments are determined by reference to published price quotations in an active market.

The investments are recorded at fair value using the valuation techniques as disclosed in note 35. Movement in investments in financial assets carried at fair value through profit or loss is as follows:

	2024 AED '000	2023 AED '000
At 1 January	550,268	688,810
Additions during the year	4,189	40,850
Disposals during the year	(84,035)	(52,830)
Derecognition of a subsidiary	(442,560)	-
Changes in fair value	<u>(23,415)</u>	<u>(126,562)</u>
At 31 December	<u>4,447</u>	<u>550,268</u>

19 INVENTORIES

	2024 AED '000	2023 AED '000
Finished goods	306,729	201,591
Raw material and packaging	129,703	107,805
Animal feed	38,567	24,116
Spare parts and other consumables	36,377	68,021
Work in progress	5,133	24,488
Medical supplies	<u>5,812</u>	<u>6,049</u>
	522,321	432,070
Goods in transit	42,716	5,878
Less: provision for slow moving inventories	<u>(24,954)</u>	<u>(17,355)</u>
	<u>540,083</u>	<u>420,593</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

19 INVENTORIES continued

Movement in allowance for slow moving inventories is as follows:

	2024 AED '000	2023 AED '000
At 1 January	17,355	7,778
Acquired in business combination	8,051	4,100
Derecognition of a subsidiary	(5,976)	-
Write-off during the year	(1,811)	-
Charge for the year	<u>7,335</u>	<u>5,477</u>
At 31 December	<u><u>24,954</u></u>	<u><u>17,355</u></u>

20 TRADE AND OTHER RECEIVABLES

	2024 AED '000	2023 AED '000
Trade receivables and unbilled receivables	884,974	955,589
Less: provision for expected credit losses	<u>(84,377)</u>	<u>(81,571)</u>
	800,597	874,018
Deposits and other receivables	43,167	71,640
Advances to suppliers	69,323	61,506
Prepayments	37,449	37,755
Margin receivables	<u>4,722</u>	<u>21,931</u>
	<u><u>955,258</u></u>	<u><u>1,066,850</u></u>

As at 31 December 2024, trade receivables of AED 84,377 thousand (2023: AED 81,571 thousand) were impaired. Movements in the provision for expected credit losses were as follows:

	2024 AED '000	2023 AED '000
At 1 January	81,571	66,830
Acquired in business combinations	9,026	13,516
Charge for the year (note 9)	16,908	1,682
Derecognition of a subsidiary	(17,462)	-
Transferred to assets held for sale	(852)	-
Write off	<u>(4,814)</u>	<u>(457)</u>
At 31 December	<u><u>84,377</u></u>	<u><u>81,571</u></u>

The carrying amounts of the Group's trade receivables are denominated in the UAE Dirham and approximate their fair value as at 31 December 2024 and 2023. The maximum exposure to credit risk at the reporting date is the carrying value of each class of the receivables mentioned above. The Group does not hold any collateral as security.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

20 TRADE AND OTHER RECEIVABLES continued

Below is the information about the credit risk exposure on the Group's trade receivables:

	<i>Not past due</i> AED '000	<i>Past due</i>					<i>Total</i> AED '000
		<i>1 - 30</i> AED '000	<i>31 - 60</i> AED '000	<i>61 - 120</i> AED '000	<i>121 - 360</i> AED '000	<i>> 360</i> AED '000	
31 December 2024							
Expected credit loss	0.11%	1.04%	0.90%	4.19%	22.65%	91.62%	
Estimated total gross carrying amount as default	399,394	272,462	60,188	35,089	41,868	75,973	884,974
Expected credit loss	441	2,835	539	1,471	9,482	69,609	84,377
31 December 2023							
Expected credit loss	0.44%	1.64%	1.28%	3.00%	11.79%	75.13%	
Estimated total gross carrying amount as default	379,835	107,292	202,710	89,797	93,693	82,262	955,589
Expected credit loss	1,669	1,756	2,600	2,698	11,044	61,804	81,571

21 CASH AND BANK BALANCES

	2024 AED '000	2023 AED '000
Cash in hand	13,205	6,509
Bank balances		
Current accounts	243,957	495,462
Term deposits	347,850	502,696
Less: allowance for expected credit losses	(5)	(2)
Cash and bank balances	605,007	1,004,665
Add:		
Cash and bank balances attributable to discontinued operations (note 32)	1,280	-
Less:		
Term deposits with an original maturity of more than three months	(177,350)	(197,696)
Bank overdrafts (note 26)	(2,121)	(35,128)
Cash and cash equivalents	<u>426,816</u>	<u>771,841</u>

Term deposits are placed with commercial banks. These are mainly denominated in the UAE Dirhams and earn interest at market rates. These deposits have an original maturity of less than 12 months.

22 SHARE CAPITAL

	2024 AED '000	2023 AED '000
Authorised, issued and fully paid shares		
241,600 thousand ordinary shares of AED 1 each		
(31 December 2023: 241,600 thousand ordinary shares of AED 1 each)	<u>241,600</u>	<u>241,600</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

22 SHARE CAPITAL continued*Contributed capital*

Contributed capital of AED 37,294 thousand (2023: AED 37,294 thousand) represents a long-term interest free advance from shareholders with no fixed terms of repayment. The shareholders have confirmed that this will not be called in the foreseeable future, and that, on dissolution of the company, the rights, benefits and obligations in the residual net assets and liabilities, attached to the balance in the additional shareholder contribution account, shall rank pari passu with those attached to the share capital of the company. Therefore, this advance is more akin to an equity instrument rather than a liability, and accordingly the balance has been presented within equity.

Dividend

During the year, dividend attributable to non-controlling interests amounting to AED 63,345 thousand (31 December 2023: AED 13,829 thousand) was declared, out of which AED 5,629 thousand (31 December 2023: AED 13,829 thousand) was paid to a non-controlling interest.

Capital contributed by non-controlling interest

During the year, a non-controlling interest contributed capital amounting to AED nil (31 December 2023: AED 101,997 thousand) .

23 STATUTORY RESERVE

In accordance with the UAE Federal Law No. (32) of 2021, and the Company's Articles of Association, 10% of the profit for the year is transferred to legal reserve, which is non-distributable. Transfers to this reserve are required to be made until such time as it equals at least 50% of the share capital of the Company. During the year, AED 82,103 thousand (2023: AED 3,033 thousand) was transferred to statutory reserve from retained earnings.

24 EMPLOYEES' END OF SERVICE BENEFITS

Movements in the provision recognised in the consolidated statement of financial position are as follows:

	2024	2023
	AED '000	AED '000
At 1 January	70,879	26,785
Acquired in business combinations (note 6.3/ note 6.5)	6,857	35,568
Charge for the year	9,279	13,870
Derecognition of a subsidiary (note 6.6)	(8,324)	-
Transfer to assets held for sale (note 32)	(897)	-
Foreign currency translation adjustment	(2)	-
Transfer to a related party	(230)	-
Paid during the year	<u>(2,848)</u>	<u>(5,344)</u>
At 31 December	<u>74,714</u>	<u>70,879</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

25 RIGHT-OF-USE OF ASSETS AND LEASE LIABILITIES

Set out below are the carrying amounts of the Group's right-of-use assets and lease liabilities and the movements during the year:

Right-of-use assets:

	<i>Land</i> <i>AED '000</i>	<i>Motor</i> <i>vehicles</i> <i>AED '000</i>	<i>Building,</i> <i>accommodation</i> <i>and warehouses</i> <i>AED '000</i>	<i>Total</i> <i>AED '000</i>
2024				
At 1 January 2024	96,517	42	20,790	117,349
Acquired in business combinations (note 6.3)	515	-	-	515
Additions during the year	9,711	-	7,430	17,141
Derecognition of a subsidiary (note 6.6)	(16,065)	-	-	(16,065)
Transfer to assets held for sale (note 32)	(12,421)	-	-	(12,421)
Depreciation expense	(5,975)	(42)	(9,824)	(15,841)
Lease modification	1,482	-	-	1,482
Foreign exchange translation adjustments	(155)	-	-	(155)
At 31 December 2024	<u>73,609</u>	<u>-</u>	<u>18,396</u>	<u>92,005</u>
2023				
At 1 January 2023	96,411	104	5,428	101,943
Acquired in business combinations (note 6.5)	-	-	15,550	15,550
Additions during the year	6,915	-	9,670	16,585
Depreciation expense	(5,245)	(62)	(8,513)	(13,820)
Lease modification	(1,441)	-	(1,345)	(2,786)
Foreign exchange translation adjustments	(123)	-	-	(123)
At 31 December 2023	<u>96,517</u>	<u>42</u>	<u>20,790</u>	<u>117,349</u>

Lease liabilities:

	2024 AED '000	2023 AED '000
As at 1 January	107,396	96,071
Acquired in business combinations (note 6.3)	517	13,284
Additions during the year	17,141	12,585
Interest expense	6,308	5,880
Lease modification/cancellation	1,426	(2,461)
Payments made during the year	(16,661)	(17,845)
Derecognition of a subsidiary (note 6.6)	(1,532)	-
Transfer to assets held for sale (note 32)	(15,457)	-
Foreign exchange translation adjustments	<u>(165)</u>	<u>(118)</u>
As at 31 December	<u>98,973</u>	<u>107,396</u>

Lease liabilities are classified in the consolidated statement of financial position as follows:

	2024 AED '000	2023 AED '000
Non-current	82,055	93,817
Current	<u>16,918</u>	<u>13,579</u>
	<u>98,973</u>	<u>107,396</u>

The Group does not face a significant liquidity risk with regard to its liabilities. Lease liabilities are monitored within the Group's treasury function. Maturity analysis of the undiscounted lease payments as at 31 December 2024 and 2023 is disclosed under note 34.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

25 RIGHT-OF-USE OF ASSETS AND LEASE LIABILITIES continued

Amounts recognised in the consolidated statement of profit or loss:

	2024 AED '000	2023 AED '000
Depreciation of right-of-use assets (<i>cost of sales</i>)	3,590	3,939
Depreciation of right-of-use assets (<i>selling, general and administrative expense</i>)	11,625	9,303
Depreciation of right-of-use assets (<i>assets held for sale</i>)	626	578
(Gain) loss on lease modification (<i>other income</i>)	(56)	325
Interest expense on lease liabilities (<i>assets held for sale</i>)	1,187	1,008
Interest expense on lease liabilities (<i>finance cost</i>)	<u>5,121</u>	<u>4,872</u>
	<u>22,093</u>	<u>20,025</u>

26 BANK BORROWINGS

	2024 AED '000	2023 AED '000
Long term loans	701,350	829,091
Short term loans	132,147	95,220
Bank overdrafts	<u>2,121</u>	<u>35,128</u>
	<u>835,618</u>	<u>959,439</u>

Disclosed in the consolidated statement of financial position as follows:

Non-current	497,388	625,090
Current	<u>338,230</u>	<u>334,349</u>
	<u>835,618</u>	<u>959,439</u>

Long term loans

These represents term loans, obtained by the Group from commercial banks within United Arab Emirates to finance its acquisitions and other capital expenditures.

<i>Borrowings from financial institutions</i>	<i>Interest rates</i>	<i>Maturity</i>	<i>Instalments</i>	2024 AED '000	2023 AED '000
Term loan 1	Fixed	December 2027	Annual	300,000	400,000
Term loan 2	EIBOR + margin	January 2028	Annual	353,000	365,000
Term loan 3	EIBOR + margin	November 2027	Quarterly	25,300	38,300
Term loan 4	EIBOR + margin	December 2028	Quarterly	23,050	-
Term loan 5	EIBOR + margin	March 2025	Quarterly	<u>-</u>	<u>25,791</u>
				<u>701,350</u>	<u>829,091</u>

The term loans are secured against mortgages over the certain assets, assignment of dividend proceeds, corporate guarantee of a subsidiary and pledge of certain shares of a subsidiary.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 BANK BORROWINGS continued**Short term loans**

The short-term loans were obtained by the Group from commercial banks within United Arab Emirates to meet the working capital requirements. The facilities carry interest rates which are linked to inter-banking lending rates and are repayable within 30 days to 150 days. The loans are secured against the assignment of current assets and corporate guarantee of a subsidiary.

Bank overdrafts

Bank overdrafts represent bank credit facilities from financial institutions in the United Arab Emirates up to a limit of AED 70 million (2023: AED 65 million). The interest rates payable on bank overdrafts are linked to the inter-bank lending rates.

Movement in bank borrowings during the year is as follows:

	2024 AED '000	2023 AED '000
At 1 January	959,439	571,570
Acquired in business combinations (note 6.3/ note 6.5)	8,431	168,910
Drawdowns	457,196	439,374
Derecognition of a subsidiary (note 6.6)	(14,142)	-
Repayments	<u>(575,306)</u>	<u>(220,415)</u>
At 31 December	<u>835,618</u>	<u>959,439</u>

27 TAXATION

	2024 AED '000	2023 AED '000
Taxation	14,924	31,895
Zakat	<u>139</u>	<u>-</u>
Tax expenses reported in the consolidated statement of profit or loss	<u>15,063</u>	<u>31,895</u>

Income tax for the current year is provided on the basis of estimated taxable income computed by the Group using tax rates, enacted or substantially enacted at the reporting date, applicable in the respective countries in which the subsidiaries operate and any adjustment to tax in respect of previous years.

The consolidated accounting profit has been reconciled to the accounting profit attributable to tax and the reconciliation between tax expense and the product of accounting profit attributable to tax multiplied by effective income tax rate for the year ended 31 December as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

27 TAXATION continued

The major components of taxation for the years ended 31 December 2024 and 2023 are:

	2024 AED '000	2023 AED '000
Consolidated statement of profit or loss:		
<i>Income Tax</i>		
Charge for the year	17,371	-
<i>Deferred tax:</i>		
Relating to origination and reversal of temporary differences	<u>(2,447)</u>	<u>31,895</u>
Tax expenses reported in the consolidated statement of profit or loss	<u>14,924</u>	<u>31,895</u>
<u>Consolidated other comprehensive income:</u>		
<i>Deferred tax related to items recognized in OCI during in the year:</i>		
Foreign exchange difference on translation of foreign operations	<u>(18,210)</u>	<u>(4,760)</u>
Deferred income tax charged to OCI	<u>(18,210)</u>	<u>(4,760)</u>
Reconciliation of tax expense and the accounting profit multiplied by effective rate of 9% for 2024 (2023: effective rate of 10%):		
	2024 AED '000	2023 AED '000
Accounting profit subject to tax	2,683,408	75,084
At effective rate of 9% (2023: 10%)	240,466	7,507
Tax losses	(1,251)	(973)
Temporary differences	(3,000)	33,598
Permanent differences, including exempt income	<u>(221,291)</u>	<u>(8,237)</u>
Tax expense	14,924	31,895
Add: zakat on accounting profit subject to zakat	<u>139</u>	<u>-</u>
Tax expense reported in the consolidated statement of profit or loss	<u>15,063</u>	<u>31,895</u>
Deferred tax		
Reconciliation of deferred tax assets (liabilities):		
	2024 AED '000	2023 AED '000
At 1 January	(16,742)	12,975
Foreign currency translation adjustment	(6,199)	(2,582)
Derecognition of a subsidiary (note 6.6)	619	-
Tax benefit (expense) recognised in profit or loss during the year	2,447	(31,895)
Tax benefit recognised in other comprehensive income during the year	<u>18,210</u>	<u>4,760</u>
At 31 December - liabilities	<u>(1,665)</u>	<u>(16,742)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

27 TAXATION continued**Deferred tax continued**

Deferred tax assets (liabilities) relate to the following:

	2024 AED '000	2023 AED '000
Deferred tax assets		
Foreign exchange difference on translation of foreign operations	29,671	18,845
Losses available for offsetting against future taxable income and other provisions	<u>3,925</u>	<u>1,803</u>
	<u>33,596</u>	<u>20,648</u>
Deferred tax liabilities		
Goodwill and intangible assets related to business combinations prior to enactment of UAE CT Law	(30,488)	(32,562)
Accelerated depreciation for tax purposes	<u>(4,773)</u>	<u>(4,828)</u>
	<u>(35,261)</u>	<u>(37,390)</u>

28 TRADE AND OTHER PAYABLES

	2024 AED '000	2023 AED '000
Trade accounts payable	725,876	711,587
Provisions, accruals and other payables	442,741	323,264
Income tax payable	17,005	-
Advances from customers	<u>23,463</u>	<u>2,993</u>
	1,209,085	1,037,844
Less: non-current portion	<u>(49,999)</u>	<u>-</u>
Current portion	<u>1,159,086</u>	<u>1,037,844</u>

The Group's trade accounts payables have usual credit terms of 30 to 90 days from the invoice date. No interest is charged on trade and other payables.

29 RELATED PARTY TRANSACTIONS AND BALANCES

The Group enters into transactions with companies and entities that fall within the definition of a related party as defined in the International Accounting Standard (IAS) 24 Related Party Disclosures. These represent transactions with related parties, i.e. shareholders, associates, affiliates, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

29 RELATED PARTY TRANSACTIONS AND BALANCES continued**29.1 Balances**

Balances due from related parties included in the consolidated statement of financial position are as follows:

	2024 AED '000	2023 AED '000
<i>Due from related parties:</i>		
Entities under common control	31,743	119,967
Ultimate Parent	304	924
Parent	13,405	150
Associate	16,011	2,534
Other related parties	<u>240,033</u>	<u>388,171</u>
	301,496	511,746
Less: allowance for excepted credit losses	<u>(13,914)</u>	<u>(10,390)</u>
	<u>287,582</u>	<u>501,356</u>

Set out below is the movement in the allowance for expected credit losses of due from related parties:

	2024 AED '000	2023 AED '000
At 1 January	10,390	5,750
Derecognition of a subsidiary	(9,699)	-
Charge for the year	<u>13,223</u>	<u>4,640</u>
At 31 December	<u>13,914</u>	<u>10,390</u>
	2024 AED '000	2023 AED '000
Balances with a financial institution (<i>other related party</i>)	<u>334,194</u>	<u>729,648</u>
Borrowings from a financial institution (<i>other related party</i>)	<u>662,000</u>	<u>800,695</u>
Investments in financial assets		
Entities under common control	4,447	629,153
Other related parties	<u>-</u>	<u>36,771</u>
	<u>4,447</u>	<u>665,924</u>
Lease liabilities (<i>entities under common control</i>)	<u>-</u>	<u>62</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

29 RELATED PARTY TRANSACTIONS AND BALANCES continued**29.1 Balances** continued

Balances due to related parties included in the consolidated statement of financial position are as follows:

	2024 AED '000	2023 AED '000
<i>Due to related parties:</i>		
Entities under common control	19,679	11,886
Ultimate Parent	90,291	95,017
Parent	7,313	-
Other related parties	<u>7,970</u>	<u>32,635</u>
	<u>125,253</u>	<u>139,538</u>
<i>Loans from related parties:</i>		
Parent (i)	80,000	105,000
Entity under common control (i & ii)	125,000	-
Ultimate parent (ii)	-	100,000
Other related party	<u>-</u>	<u>78,571</u>
	<u>205,000</u>	<u>283,571</u>

- (i) During the year, AED 25 million loan payable to IHC Food Holding LLC ('Parent' or 'IHC Food'), having a maturity of 31 December 2024, was transferred and novated to one of International Holding Company PJSC's ('Ultimate Parent' or 'IHC') wholly owned subsidiary. The interest rate was also revised to align with the prevailing market rates.
- (ii) During the year, AED 100 million loan payable to International Holding Company PJSC ('Ultimate Parent' or 'IHC'), having a maturity of 31 December 2024, was transferred and novated to one of IHC's wholly owned subsidiary. The interest rate was also revised to align with the prevailing market rates.

Set out below is the movement in the loans from related parties:

	2024 AED '000	2023 AED '000
At 1 January	283,571	205,000
Acquired in business combination (note 6.5)	-	92,857
Reclassification*	(78,571)	-
Repayments during the year	<u>-</u>	<u>(14,286)</u>
At 31 December	<u>205,000</u>	<u>283,571</u>
Current	205,000	219,286
Non-current	<u>-</u>	<u>64,285</u>
	<u>205,000</u>	<u>283,571</u>

*During the year, a related party balance, amounting to AED 78,571 thousand, was reclassified to other payables as the counterparty ceased to qualify as a related party.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

29 RELATED PARTY TRANSACTIONS AND BALANCES continued**29.2 Transactions**

Transactions with related parties entered during the year were as follows:

	2024 AED '000	2023 AED '000
<i>Revenues</i>		
Entities under common control	152,538	189,240
Other related parties	<u>485,871</u>	<u>467,811</u>
	<u>638,409</u>	<u>657,051</u>
<i>Cost of goods sold</i>		
Entities under common control	34,304	10,687
Other related parties	<u>3,692</u>	<u>80,457</u>
	<u>37,996</u>	<u>91,144</u>
<i>Selling, general and administrative expenses</i>		
Entities under common control	2,148	2,707
Other related parties	<u>907</u>	<u>315</u>
	<u>3,055</u>	<u>3,022</u>
Interest expense on loans from related parties (note 10)	<u>12,505</u>	<u>4,084</u>
Interest expense on lease from a related party	<u>44</u>	<u>189</u>
Interest expense on borrowings from a financial institution (other related party)	<u>43,208</u>	<u>49,512</u>
Interest income on term deposits with a financial institution (other related party)	<u>9,559</u>	<u>13,198</u>

Compensation of key management personnel

The remuneration of the key management personnel during the year was as follows:

	2024 AED '000	2023 AED '000
Management remuneration and board remuneration	30,318	28,854
Employees' end of service benefits	<u>683</u>	<u>1,415</u>
	<u>31,001</u>	<u>30,269</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

30 CONTINGENT LIABILITIES AND COMMITMENTS

	2024	2023
	AED '000	AED '000
Letters of guarantee	<u>29,423</u>	<u>41,900</u>
Commitment for capital expenditures	<u>14,839</u>	<u>38,904</u>

The above letter of guarantees has been issued from a local bank in the ordinary course of business on which the bank charges a fee at the market rate.

The Group in the normal course of business is involved from time to time in litigations and claims from third parties. The Group undertakes periodic review of its potential exposure to litigations and claims made against it. The Group believes that no material liability will result from those litigations and claims that require to be accrued for as of 31 December 2024.

The Group's share in contingencies and commitments of the associates and joint ventures is disclosed under note 16.

31 MATERIAL PARTLY-OWNED SUBSIDIARIES

Proportion of equity interest held by non-controlling interests:

<i>Name</i>	<i>Country of incorporation and operation</i>	2024	2023
Royal Horizon Holding LLC	United Arab Emirates	40%	40%
Abu Dhabi Vegetable Oil Company LLC	United Arab Emirates	30%	30%
Apex Investment PSC	United Arab Emirates	-	48.5%
NRTC Food Holding LLC	United Arab Emirates	59%	59%
Al Ain Farms for Livestock Production	United Arab Emirates	51.7%	49%
NRTC Limited Company ("NRTC II")	Kingdom of Saudia Arabia	40%	40%

	2024	2023
	AED '000	AED '000

Accumulated balances of material non-controlling interests:

Royal Horizon Holding LLC	27,046	26,098
Abu Dhabi Vegetable Oil Company LLC	27,158	29,947
Apex Investment PSC	-	944,371
NRTC Food Holding LLC	226,406	206,108
Al Ain Farms for Livestock Production	952,182	368,953
NRTC Limited Company ("NRTC II")	<u>104,599</u>	<u>103,145</u>
	<u>1,337,391</u>	<u>1,678,622</u>

Profit (loss) allocated to material non-controlling interests:

Royal Horizon Holding LLC	3,044	1,167
Abu Dhabi Vegetable Oil Company LLC	211	1,575
Apex Investment PSC	1,841	(27,723)
NRTC Food Holding LLC	20,298	24,358
Al Ain Farms for Livestock Production	87,424	11,785
NRTC Limited Company ("NRTC II")	<u>1,703</u>	<u>1,697</u>
	<u>114,521</u>	<u>12,859</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

31 MATERIAL PARTLY-OWNED SUBSIDIARIES continued

The summarised financial information of these subsidiaries is provided below. This information is based on amounts before inter-company eliminations.

Summarised statement of profit or loss of material partly-owned subsidiaries:

	2024						
	Royal Horizon AED '000	ADVOC AED '000	Apex AED '000	NRTC AED '000	Al Ain Farms AED '000	NRTC II AED '000	Total AED '000
Revenue	379,443	687,935	60,420	1,133,339	1,430,752	512,944	4,204,833
Cost of revenue	(309,090)	(643,683)	(47,840)	(977,213)	(948,656)	(460,288)	(3,386,770)
Profit share from associates and joint ventures	-	-	(176)	-	-	-	(176)
Other operating expenses, net	(62,025)	(44,313)	(8,244)	(118,341)	(299,078)	(48,262)	(580,263)
Taxation	(718)	766	(364)	(3,380)	(10,517)	(139)	(14,352)
Profit for the year	7,610	705	3,796	34,405	172,501	4,255	223,272
Attributable to non-controlling interests	3,044	211	1,841	20,298	87,424	1,702	114,522
	2023						
	Royal Horizon AED '000	ADVOC AED '000	Apex AED '000	NRTC AED '000	Al Ain Farms AED '000	NRTC II AED '000	Total AED '000
Revenue	280,926	485,136	723,488	1,083,166	747,331	430,253	3,750,300
Cost of revenue	(231,653)	(447,176)	(596,068)	(913,520)	(538,528)	(395,141)	(3,122,086)
Profit share from associates and joint ventures	-	-	(7,589)	-	-	-	(7,589)
Other operating expenses, net	(43,237)	(32,047)	(176,376)	(100,202)	(184,752)	(30,869)	(567,483)
Taxation	(3,121)	(663)	(619)	(28,159)	-	-	(32,562)
Profit (loss) for the year	2,915	5,250	(57,164)	41,285	24,051	4,243	20,580
Attributable to non-controlling interests	1,167	1,575	(27,723)	24,358	11,785	1,697	12,859

Summarised statement of financial position of material partly-owned subsidiaries:

	2024						
	<i>Royal Horizon AED '000</i>	<i>ADVOC AED '000</i>	<i>NRTC AED '000</i>	<i>Al Ain Farms AED '000</i>	<i>NRTC II AED '000</i>	<i>Total AED '000</i>	
31 December							
Non-current assets	82,000	69,152	184,164	1,555,196	256,288	2,146,800	
Current assets	115,324	176,839	358,043	973,164	162,073	1,785,443	
Non-current liabilities	(34,251)	(32,847)	(5,886)	(118,252)	(754)	(191,990)	
Current liabilities	<u>(95,458)</u>	<u>(122,616)</u>	<u>(152,582)</u>	<u>(568,364)</u>	<u>(156,109)</u>	<u>(1,095,129)</u>	
Total equity	<u>67,615</u>	<u>90,528</u>	<u>383,739</u>	<u>1,841,744</u>	<u>261,498</u>	<u>2,645,124</u>	
Attributable to:							
Equity holders of parent	<u>40,569</u>	<u>63,370</u>	<u>157,333</u>	<u>889,562</u>	<u>156,899</u>	<u>1,307,733</u>	
Non-controlling interests	<u>27,046</u>	<u>27,158</u>	<u>226,406</u>	<u>952,182</u>	<u>104,599</u>	<u>1,337,391</u>	
	2023						
	<i>Royal Horizon AED '000</i>	<i>ADVOC AED '000</i>	<i>Apex AED '000</i>	<i>NRTC AED '000</i>	<i>Al Ain Farms AED '000</i>	<i>NRTC II AED '000</i>	<i>Total AED '000</i>
31 December							
Non-current assets	85,315	60,748	555,048	228,864	721,447	250,760	1,902,182
Current assets	101,202	130,502	1,670,561	320,076	544,081	130,087	2,896,509
Non-current liabilities	(33,137)	(28,961)	(10,293)	(33,911)	(141,613)	(380)	(248,295)
Current liabilities	<u>(88,136)</u>	<u>(62,463)</u>	<u>(267,985)</u>	<u>(165,693)</u>	<u>(370,947)</u>	<u>(122,604)</u>	<u>(1,077,828)</u>
Total equity	<u>65,244</u>	<u>99,826</u>	<u>1,947,331</u>	<u>349,336</u>	<u>752,968</u>	<u>257,863</u>	<u>3,472,568</u>
Attributable to:							
Equity holders of parent	<u>39,146</u>	<u>69,879</u>	<u>1,002,960</u>	<u>143,228</u>	<u>384,015</u>	<u>154,718</u>	<u>1,793,946</u>
Non-controlling interests	<u>26,098</u>	<u>29,947</u>	<u>944,371</u>	<u>206,108</u>	<u>368,953</u>	<u>103,145</u>	<u>1,678,622</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

31 MATERIAL PARTLY-OWNED SUBSIDIARIES continued**Summarised cash flow information of material partly-owned subsidiaries:**

	2024					
	<i>Royal Horizon AED '000</i>	<i>ADVOC AED '000</i>	<i>NRTC AED '000</i>	<i>Al Ain Farms AED '000</i>	<i>NRTC II AED '000</i>	
<i>31 December 2024</i>						
Operating	11,852	(19,592)	6,773	151,557	(4,161)	
Investing	(7,562)	(8,684)	(5,821)	166,064	(17,863)	
Financing	<u>1,275</u>	<u>8,345</u>	<u>(1,028)</u>	<u>(69,074)</u>	<u>(426)</u>	
Net (decrease) increase in cash and cash equivalents	<u>5,565</u>	<u>(19,931)</u>	<u>(76)</u>	<u>248,547</u>	<u>(22,450)</u>	
	2023					
	<i>Royal Horizon AED '000</i>	<i>ADVOC AED '000</i>	<i>Apex AED '000</i>	<i>NRTC AED '000</i>	<i>Al Ain Farms AED '000</i>	<i>NRTC II AED '000</i>
<i>31 December 2023</i>						
Operating	16,745	20,722	493,968	24,424	58,935	56,059
Investing	(6,066)	(1,047)	(31,970)	(2,702)	(118,127)	(261,349)
Financing	(22,111)	(2,712)	(2,954)	(17,698)	67,864	253,469
Net (decrease) increase in cash and cash equivalents	<u>(11,432)</u>	<u>16,963</u>	<u>459,044</u>	<u>4,024</u>	<u>8,672</u>	<u>48,179</u>

32 ASSETS HELD FOR SALE - DISCONTINUED OPERATIONS

	2024 AED' 000
Assets held for sale - discontinued operations	306,228
Less: write down to net realisable value	(183,481)
Assets held for sale - net realizable value	<u>122,747</u>
Liabilities directly associated with assets held for sale	<u>62,747</u>

As of 31 December 2024, the Group has classified the Fisheries Group as a disposal group held for sale and as a discontinued operation, following the approval of a plan to sell by the Board of Directors. Management is actively looking for buyers and the transaction is expected to be completed within a year from the reporting date.

Non-financial assets have been written down to their net realizable value and the impact has been recorded in the consolidated statement of profit or loss under discontinued operations.

The results of the Fisheries Group for the year are presented below:

	2024 AED' 000	2023 AED' 000
Revenue from contracts with customers	7,256	5,589
Expenses	(15,155)	(16,752)
Finance costs	(1,108)	(1,251)
Impact of remeasurement of non-financial assets to net realizable value	(183,481)	-
Loss before tax from discontinued operations	(192,488)	(12,414)
Tax benefit	-	-
Loss for the year from discontinued operations	<u>(192,488)</u>	<u>(12,414)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

33 SEGMENT REPORTING

The Group's operating segments are established on the basis of those components that are evaluated regularly by the Chief Executive Officer, considered to be the Chief Operating Decision Maker ("CODM"). The CODM monitors the operating results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment.

Segment performance is evaluated based on revenues, gross profit, profit before tax and a broad range of key performance indicators in addition to segment profitability as management believes that such information is relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

The Group is organised into five reportable segments namely, fruits and vegetables, dairy and proteins, trading and distributions, edible oil and fats and, investments and others. The following summary describes the operations in each of the Group's reportable segments:

Fruits and vegetables	Mainly includes retail and wholesale trading of fresh fruits and vegetables
Dairy and protein	Mainly includes farming, manufacturing, packaging, distribution and trading of dairy, poultry and camel products, seafood and juices
Trading and distribution	Mainly includes retail and wholesale trading and distribution of food and non-food consumer products, including fresh consumables, canned, preserved and frozen food items
Edible oil and fats	Mainly includes manufacturing, refining, bottling and distribution of vegetable oils and fats
Investment and others	Mainly includes head office expenses, investments in associates and joint ventures, investment in financial assets, as well as income and expenses not allocated to any segment

During the year, driven by the expansion of the Group's operations, the Group reassessed its reportable segments based on what the CODM considered to be relevant to monitor the operating results for the purpose of making decisions. Consequently, comparative segmental reporting information for the prior year were restated to align with the current operating segment presentation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

33 SEGMENT REPORTING continued

Particulars	Fruits and vegetables		Dairy and protein		Trading and distribution		Edible oil and fats		Investment and others		Inter-segment eliminations		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000
Revenue from contract with customers	1,453,567	1,425,629	1,859,317	1,263,733	965,851	801,925	687,935	485,136	67,221	733,565	(65,853)	(148,664)	4,968,038	4,561,324
Cost of sales	(1,244,785)	(1,220,871)	(1,309,973)	(984,135)	(805,146)	(679,029)	(643,683)	(447,176)	(52,619)	(601,858)	65,853	148,664	(3,990,353)	(3,784,405)
Gross profit	208,782	204,758	549,344	279,598	160,705	122,896	44,252	37,960	14,602	131,707	-	-	977,685	776,919
Selling, general and administrative expenses	(196,006)	(162,174)	(423,238)	(245,137)	(99,599)	(71,608)	(41,909)	(31,350)	(53,356)	(84,617)	17	2,327	(814,091)	(592,559)
Share of profit from investment in associates and joint ventures	-	-	-	-	-	-	-	-	49,074	38,686	-	-	49,074	38,686
Changes in fair value of investments carried at fair value through profit or loss	-	-	-	-	-	-	-	-	(23,415)	(126,562)	-	-	(23,415)	(126,562)
Gain on derecognition of a subsidiary	-	-	-	-	-	-	-	-	2,654,652	-	-	-	2,654,652	-
Gain on bargain purchase	-	-	-	-	-	-	-	-	71,800	-	-	-	71,800	-
Other income (losses)	29,731	39,643	(11,832)	(4,291)	2,386	2,664	366	2,806	201	4,023	(17)	(2,327)	20,835	42,518
Finance income	-	-	10,098	5,277	1,889	-	69	-	9,319	14,566	-	(1,409)	21,375	18,434
Finance costs	(327)	(1,108)	(14,582)	(11,934)	(13,179)	(5,492)	(2,839)	(2,580)	(46,698)	(48,824)	-	-	(77,625)	(69,938)
Profit (loss) before tax and zakat	42,180	81,119	109,790	23,513	52,202	48,460	(61)	6,836	2,676,179	(71,021)	-	(1,409)	2,880,290	87,498
Segment assets	1,076,973	1,327,751	2,898,309	2,100,893	800,168	683,691	246,654	191,250	4,762,901	3,305,241	(457,405)	(543,455)	9,327,600	7,065,371
Segment liabilities	254,946	545,074	912,221	736,406	494,786	340,035	156,337	90,762	1,060,718	1,441,261	(223,489)	(502,973)	2,655,519	2,650,565

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

34 FINANCIAL RISK MANAGEMENT**Capital management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts. There were no changes in the Group's approach to capital management during the year.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as indebtedness as noted below less cash and bank balances. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt.

	2024	2023
	AED '000	AED '000
Bank borrowings	835,618	959,439
Lease liabilities	98,973	107,396
Due to related parties	125,253	139,538
Deferred income	8,868	14,508
Trade and other payables	1,209,085	1,037,844
Loans from related parties	205,000	283,571
Cash and bank balances	<u>(605,007)</u>	<u>(1,004,665)</u>
Net debt	1,877,790	1,537,631
Equity attributable to owners of the Company	<u>5,321,374</u>	<u>2,736,184</u>
Net debt and equity (capital)	<u>7,199,164</u>	<u>4,273,815</u>
Debt/equity ratio	<u>0.26</u>	<u>0.36</u>

For the purpose of the Group's capital risk management, capital includes share capital, merger reserve, contributed capital, statutory reserve, merger and other reserves, currency translation reserve, cumulative changes on revaluation of investments and retained earnings attributable to the equity holders of the Company.

Financial risk management objectives

The Group's finance department monitors and manages the financial risks relating to the operations of the Group. These risks include credit risk and liquidity risk. The Group does not enter into or trade in derivative financial instruments for speculative or risk management purposes.

Market risk management

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

34 FINANCIAL RISK MANAGEMENT continued**Market risk management** continued*Price risk*

The Group is exposed to equity securities price risk because of quoted investments held by the Group. The Group's quoted investment portfolio amounted to AED 4,447 thousand (2023: AED 693,303 thousand). At the reporting date if the prices of investments were 5% higher/ lower with all other variables held constant, the Group's equity and profit or loss would have increased/decreased as follows:

	2024 AED '000	2023 AED '000
Impact on the Group's profit for the year (increase/ decrease)	<u>222</u>	<u>34,665</u>

Currency risk

Assets are typically funded in the same currency as that of the business being transacted to eliminate exchange exposures. Management believes that there is a minimal risk of significant losses due to exchange rate fluctuations in its UAE operations as most of its monetary assets and liabilities are denominated in UAE Dirhams and U.S Dollars. For its operations in Egypt, the subsidiary is subject to exchange risk relating to its liabilities denominated in UAE Dirhams as follows:

	2024 AED '000	2023 AED '000
Impact of 5% increase/ decrease in the exchange rate on the Group's consolidated statement of comprehensive income for the year (increase/ decrease)	<u>11,510</u>	<u>9,979</u>

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowings with floating interest rates. At 31 December 2024, if interest rates on the bank borrowings had been 100 basis points lower/higher with all other variables held constant, profit for the year would have been increased or decreased by AED 5,356 thousand (2023: AED 5,594 thousand).

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risks from its operating activities (primarily for trade and other receivable and due from related parties) and from its financing activities, including bank balance and cash.

There are policies in place to ensure that services are rendered to customers with an appropriate credit history. The Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

34 FINANCIAL RISK MANAGEMENT continued**Liquidity risk management**

Liquidity risk is the risk that the Group will be unable to meet its funding requirements. The maturity profile of financial liabilities is monitored by management to ensure adequate liquidity is maintained. The Group limits its liquidity risk by ensuring funds from partners and bank facilities are available.

The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows:

	<i>1 year or less AED '000</i>	<i>1 to 5 years AED '000</i>	<i>Over 5 years AED '000</i>	<i>Total AED '000</i>
<i>At 31 December 2024</i>				
Bank borrowings	376,140	537,972	-	914,112
Trade and other payables	1,115,116	53,042	-	1,168,158
Lease liabilities	16,258	40,838	114,430	171,526
Loan from related parties	205,000	-	-	205,000
Due to related parties	<u>125,253</u>	<u>-</u>	<u>-</u>	<u>125,253</u>
Total	<u>1,837,767</u>	<u>631,852</u>	<u>114,430</u>	<u>2,584,049</u>
<i>At 31 December 2023</i>				
Borrowings	378,895	687,421	-	1,066,316
Trade and other payables	1,034,851	-	-	1,034,851
Lease liabilities	13,965	43,022	147,796	204,783
Loan from related parties	223,623	61,923	7,251	292,797
Due to related parties	<u>139,538</u>	<u>-</u>	<u>-</u>	<u>139,538</u>
Total	<u>1,790,872</u>	<u>792,366</u>	<u>155,047</u>	<u>2,738,285</u>

35 FAIR VALUE MEASUREMENT**Fair value of the Group's assets that are measured at fair value on recurring basis**

Some of the Group's financial assets and biological assets are measured at fair value at the end of the reporting period. The following table provides an analysis of assets that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable and gives information about how the fair value of these assets are determined.

- **Level 1** fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2** fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3** fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

35 FAIR VALUES MEASUREMENT continued

The Group held the following assets measured at fair value:

<i>Fair value as at</i>						
	<i>31 December 2024 AED '000</i>	<i>31 December 2023 AED '000</i>	<i>Fair value hierarchy</i>	<i>Valuation techniques and key inputs</i>	<i>Significant unobservable input</i>	<i>Relationship of unobservable inputs to fair value</i>
<u>Financial assets:</u>						
Quoted equity investments – investments carried at fair value through profit of loss	4,447	550,268	Level 1	Quoted bid prices in an active market.	None	Not applicable
Quoted equity investments – investments carried at fair value through other comprehensive income	-	143,035	Level 1	Quoted bid prices in an active market.	None	Not applicable
Unquoted equity investments – investments carried at fair value through other comprehensive income	-	1,287	Level 3	Discounted cash flow method and latest transaction price.	Net assets value	Higher the net assets value of the investees, higher the fair value.
<u>Non-financial assets:</u>						
Biological assets – Fish (caviars)	-	31,411	Level 2	Current market prices of similar type of assets	None	Not applicable

There were no transfers between each of levels during the year. There are no financial liabilities which should be measured at fair value and accordingly no disclosure is made in the above table.