INVICTUS INVESTMENT COMPANY PLC

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2024

INVICTUS
INVESTMENT COMPANY PLC

Directors' Report

31 December 2024

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Annual Report, which includes the audited consolidated financial statements of Invictus Investment Company PLC (the "**Company**") and its subsidiaries (together referred to as the "**Group**") for the fiscal year ended 31 December 2024.

Company Overview and Principal Activities

Invictus Investment Company PLC, established in March 2022, serves as a prominent holding company, with its major subsidiary, Invictus Trading FZE (referred to as Invictus), a leading agro-food commodities trading company formed in February 2014. Invictus has operations in a number of countries majorly, Egypt, Sudan, Algeria, Turkey, Morrocco, Tanzania, among others, trading in a wide range of commodities, including: wheat, maize, sugar, barley, soybean meal, cotton, sesame, groundnuts, fertilizer, among others.

During the year 2024, the Parent transferred a 60% stake holding in Graderco SA, one of the largest grain trader and distributer in Morocco, to the Company. The pursuit of suitable acquisition opportunities remains an ongoing focus, and subsequently in January 2025, the Group has announced a 100% shareholding acquisition of the largest flour milling company based in Mozambique and is expected to continue acquiring business opportunities throughout coming years.

Board of Directors

The Board of Directors of the Company are:

Chairman	Mr. Osama Daoud Abdel Latif
Vice Chairman	Mr. Syed Basar Shueb
Director/CEO	Mr. Amir Daowd Abdellatif Ibrahim

Financial highlights

In the year concluding on 31 December 2024, the Group reported total revenue of AED 8,922 million and net profit of AED 166 million (2023: revenue of AED 8,101 million and net profit of AED 214 million). Amidst robust business growth, the Group achieved a revenue increase of 10.14% throughout the entirety of 2024. This performance was underpinned by a substantial increase in the trading volumes of commodities, surpassing 8.2 million metric tons in 2024 compared to approximately 5.5 million metric tons in the previous fiscal year- a growth of over 49% in transaction volumes.

The Group's total assets saw a significant increase over the year at AED 4,706 million as of December 31, 2024, compared to AED 2,683 million on December 31, 2023. Moreover, the total equity in the business at the end of 2024 amounted to AED 1,231 million as compared to AED 1,067 million from the previous reporting period.

We affirm, to the best of our knowledge, that the financial information presented in these consolidated financial statements accurately and comprehensively reflects the Group's financial condition, operational results, and cash flows for the periods therein. These consolidated financial statements received approval from the Board of Directors and were authorized for release on 25 March 2025.

INVICTUS
INVESTMENT COMPANY PLC

Statement of Disclosure to auditors:

The Directors of Invictus Investment Company PLC confirm that, to the best of their knowledge, there is no pertinent audit information that the Group's auditor remains unaware of. They have diligently undertaken all necessary steps, as Directors, to stay informed about any pertinent audit information and to ensure that the Group's auditor is fully informed.

Audit fees

During the financial year ended 31 December 2024, fees to the external auditors Ernst & Young – Middle East (ADGM Branch) are summarized in the below table; the signing partner is Mr. Janardhan Ramasamy for Invictus Investment Co PLC's audit assignments.

Fees for audit and interim review for the year ended 2024	USD 330,078

The scope of services rendered by the external auditors includes audit services, interim review services and any other relevant services that is duly approved by the Board of Directors. The Board of Directors approve the fee for such audit and other services. The Board of Directors may approve additional fees for the services of external auditors that may arise as a result of scope changes or where the fee exceeds the prior approved amount.

On behalf of Board of Directors,

شركة انفيكتوس للإستثمار بي ال سي
Abu Dhabi Global Market
INVICTUS INVESTMENT COMPANY PLC

Osama Daoud Abdel Latif
Chairman, Invictus Investment Co. PLC

25 March 2025

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ADGM Registered No. 000001136

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INVICTUS INVESTMENT COMPANY PLC

Report on the Audit of the Consolidated Financial Statements

Opinion
We have audited the consolidated financial statements of Invictus Investment Company PLC ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity, 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 IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for Opinion
We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (*including International Independence Standards*) (the "IESBA Code") together with the other ethical requirements that are relevant to our audit of the consolidated financial statements in 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.

Emphasis of Matter
We draw attention to Note 2.2.1 to the consolidated financial statements, which describes the effects of the contractual arrangements between the Shareholders of Graderco, including revisions thereto which relate to a limited period until 31 December 2025 (inclusive), on the assessment of Graderco as being a subsidiary effective 31 October 2024. Our opinion is not modified in respect of this matter.

Key Audit Matters
Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements for the year ended 31 December 2024. 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 INVICTUS INVESTMENT COMPANY PLC (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
Revenue recognition- sale of goods Revenue is an important determinant of the Group's performance and profitability. Due to the high volume of sales transactions, this gives rise to the inherent risk whereby revenue may not be recognised appropriately in the correct period as per the underlying contractual terms and in accordance with the requirements of IFRS Accounting Standards. Given its magnitude and the underlying inherent risk, we consider recognition of revenue in the correct period to be a key audit matter. Refer Note 2.4 for the revenue recognition policy and Note 5 for the disclosures on revenue recognised during the year ended 31 December 2024.	To address this, we performed the following procedures: – Read the Group's revenue recognition accounting policy and assessed whether it is in accordance with the requirements of IFRS Accounting Standards. – Obtained the Group's processes and underlying controls to recognise revenue and performed walkthrough over the design of those controls on a sample basis. – Performed analytical review procedures on the revenue to assess and examine the movements of revenue by product category and geography during the year by the Group. – On a sample basis, tested whether the sales recognised were recorded in the correct period by verifying the underlying contracts, invoices, bill of lading and other supporting documents and whether the arrangements recorded were in accordance with the terms agreed; and – Assessed that the disclosures in the consolidated financial statements are appropriate in accordance with the requirements of IFRS Accounting Standards.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INVICTUS INVESTMENT COMPANY PLC (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
Accounting for Business Combination under common control As disclosed in note 4 to the consolidated financial statements, on 1 November 2024, the Parent transferred its investment in Graderco to the Company. The investment in Graderco represents 60% of the share capital of Graderco, an entity based in Morocco and engaged in engaged in the importation and distribution of agricultural products. Such transfer is accounted for in the consolidated financial statements using the predecessor value method (i.e. pooling of interest) as a common control transaction as the Ultimate Beneficiaries controlled Graderco before and after such transfer. This has been identified as a key audit matter as it significantly affects the composition of the Group's businesses and its financial position and performance.	To address this, we performed the following procedures: - Held discussions with the Group's management and those charged with governance to obtain an understanding of the transaction details. - Read the Group's accounting policy for common control transactions and assessed whether it is in accordance with the requirements of IFRS Accounting Standards. - Obtained the Group's processes and underlying controls to account for such transactions and performed walkthrough over the design of those controls over such process. - Obtained and read the beneficial ownership document of the Parent acquiring the shareholding interest and inspected relevant minutes of meetings of the Board of Directors of the Company thereof. - Obtained the contractual agreements for such transfer and assessed if the transfer satisfies the criteria for being accounted as a common control transaction. - Inspected evidence of ownership of Graderco before and after such transfer to ensure it is under the common control of the Ultimate Beneficiaries. - Assessed that the disclosures in the consolidated financial statements are appropriate in accordance with the requirements of IFRS Accounting Standards.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INVICTUS INVESTMENT COMPANY PLC (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Other Information

The other information comprises the Directors Report and does not include the consolidated financial statements and our auditor's report thereon. The Board of Directors are responsible for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 on other information obtained prior to the date of the auditor's report, we conclude that there is a material misstatement of this other information. 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 IFRS Accounting Standards, and in compliance with the applicable provisions of the Company's Articles of Association and the Companies Regulations 2020 of Abu Dhabi Global Market (ADGM), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INVICTUS INVESTMENT COMPANY PLC (continued)

Report on the Audit of the Consolidated Financial Statements (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)
As part of an audit in accordance with ISAs, we exercise professional judgement 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.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INVICTUS INVESTMENT COMPANY PLC

Report on Other Legal and Regulatory Requirements

Further, as required by the Companies Regulations 2020 of ADGM, we report that, in our opinion:

i) The financial statements include, in all material respects, the applicable requirements of the Companies Regulations 2020 of ADGM; and

ii) The financial information included in the report of the Board of Directors is consistent with the books of account and records of the Group.

For Ernst & Young

Signed by:
Janardhan R
Partner

26 March 2025

Abu Dhabi, United Arab Emirates

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Notes	***2024 AED***	*2023 AED*
Revenue	5	**8,922,245,631**	8,101,003,111
Direct costs		**(8,707,831,263)**	(7,747,055,479)
GROSS PROFIT		**214,414,368**	353,947,632
Other operating income		**2,922,914**	-
Other income	6	**20,776,877**	12,313,488
Selling, general and administration expenses	8	**(85,312,156)**	(99,273,873)
OPERATING PROFIT		**152,802,003**	266,987,247
Finance income	7	**145,075,847**	52,445,995
Share of profit/(loss) of an associate	12	**2,505,959**	(1,103,958)
Finance costs	9	**(128,453,158)**	(104,663,881)
PROFIT FOR THE YEAR		**171,930,651**	213,665,403
Income tax	32	**(5,613,500)**	-
PROFIT FOR THE YEAR AFTER TAX		**166,317,151**	213,665,403
Profit after tax attributable to			
Equity holders of the parent		**168,380,730**	213,665,403
Non-controlling interests		**(2,063,579)**	-
		166,317,151	213,665,403
Earnings per share for the year attributable to Equity holders of the parent – basic and diluted (AED)	26	**0.15**	0.19

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (continued)

For the year ended 31 December 2024

	2024 AED	*2023 AED*
PROFIT FOR THE YEAR AFTER TAX	**166,317,151**	213,665,403
Other comprehensive income	**-**	-
Other comprehensive income that may be reclassified to statement of profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	**(5,712,726)**	-
Net loss on cash flow hedges	**(453,990)**	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**160,150,435**	213,665,403
Attributable to:		
Equity holders of the parent	**164,499,104**	213,665,403
Non-controlling interests	**(4,348,669)**	-
	160,150,435	213,665,403

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	Notes	*2024* *AED*	*2023* *AED*
ASSETS			
Non-current assets			
Property and equipment	10	**160,403,781**	27,765,551
Intangible assets and goodwill	11	**127,744,430**	986,214
Investment in an associate	12	**6,302,002**	3,796,042
Right-of-use assets	13	**37,605,358**	7,130,833
Other non-current financial assets	18	**9,431,653**	-
Deferred tax assets	32	**7,592,434**	-
Other receivables		**2,184,283**	-
		351,263,941	39,678,640
Current assets			
Inventories	14	**757,641,324**	610,176,684
Trade receivables and contract assets	15	**2,213,697,678**	1,543,375,363
Prepayments and other receivables	16	**257,892,943**	71,855,469
Due from related parties	17	**186,386**	3,274,887
Other current financial assets	18	**112,464,922**	45,107,973
Bank balances and cash	19	**1,012,786,294**	369,665,182
		4,354,669,547	2,643,455,558
TOTAL ASSETS		**4,705,933,488**	2,683,134,198
EQUITY AND LIABILITIES			
Equity			
Share capital	20	**280,000,000**	280,000,000
Share premium	20	**294,000,000**	294,000,000
Retained earnings		**616,632,851**	493,252,121
Other components of equity		**(3,881,626)**	-
Equity attributable to equity holders of the parent		**1,186,751,225**	1,067,252,121
Non-controlling interests		**43,884,800**	-
Total equity		**1,230,636,025**	1,067,252,121
Non-current liabilities			
Lease liabilities	13	**29,012,377**	6,900,795
Employees' end of service benefits	21	**1,543,297**	615,252
Bank borrowings	22	**430,957,705**	-
Loan from a related party	23	**236,357,550**	-
Other non-current financial liabilities	18	**9,431,795**	-
Deferred tax liabilities	32	**24,657,765**	-
		731,960,489	7,516,047
Current liabilities			
Bank borrowings	22	**1,981,336,695**	1,084,631,524
Trade and other payables	24	**732,146,924**	505,344,633
Due to related parties	17	**17,106,574**	17,918,342
Lease liabilities	13	**3,611,039**	471,531
Other current financial liabilities	18	**9,135,742**	-
		2,743,336,974	1,608,366,030
Total liabilities		**3,475,297,463**	1,615,882,077
TOTAL EQUITY AND LIABILITIES		**4,705,933,488**	2,683,134,198

Osama Daoud Abdel Latif
Chairman

Amir Daowd Abdellatif Ibrahim
Managing Director

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 the equity holders of the parent							
	Share capital AED	*Share premium AED*	*Retained earnings AED*	*Foreign currency translation reserve AED*	*Cash flow hedge reserve AED*	*Total AED*	*Non-controlling interests AED*	*Total equity AED*
As at 1 January 2024	280,000,000	294,000,000	493,252,121	-	-	1,067,252,121	-	1,067,252,121
Common control transfer of a subsidiary (Note 4)	-	-	-	-	-	-	48,233,469	48,233,469
Profit for the year	-	-	168,380,730	-	-	168,380,730	(2,063,579)	166,317,151
Other comprehensive income	-	-	-	(3,427,636)	(453,990)	(3,881,626)	(2,285,090)	(6,166,716)
Dividends declared#	-	-	(45,000,000)	-	-	(45,000,000)	-	(45,000,000)
At 31 December 2024	**280,000,000**	**294,000,000**	**616,632,851**	**(3,427,636)**	**(453,990)**	**1,186,751,225**	**43,884,800**	**1,230,636,025**

On 9 February 2024, the Board of Directors declared and subsequently approved on19 April 2024, a dividend pay-out of 21.061004% of reported net profit for the year ended 31 December 2023, equivalent of AED 45,000,000 (dividends of AED 0.04018 per share) (2023: AED 175,000,000 (dividends of AED 0.15625 per share). The dividend was paid during the year ended 31 December 2024. Refer note 25 for details.

	Attributable to the equity holders of the parent							
	Share capital AED	*Share premium AED*	*Retained earnings AED*	*Foreign currency translation reserve AED*	*Cash flow hedge reserve AED*	*Total AED*	*Non-controlling interests AED*	*Total equity AED*
As at 1 January 2023	280,000,000	294,000,000	454,586,718	-	-	1,028,586,718	-	1,028,586,718
Total comprehensive income for the year	-	-	213,665,403	-	-	213,665,403	-	213,665,403
Dividends declared #	-	-	(175,000,000)	-	-	(175,000,000)	-	(175,000,000)
At 31 December 2023	280,000,000	294,000,000	493,252,121	-	-	1,067,252,121	-	1,067,252,121

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

CONSOLIDTED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	Notes	**2024 AED**	2023 AED
OPERATING ACTIVITIES			
Profit before tax		**171,930,651**	213,665,403
Adjustments for:			
Depreciation of property and equipment	10	**2,538,426**	1,313,845
Impairment of property and equipment	10	**728,923**	-
Amortisation of intangible assets	11	**1,893,620**	435,445
Finance costs		**127,367,767**	95,390,268
Finance income	7	**(145,075,847)**	(52,445,995)
Provision for allowance for expected credit losses against receivables and due from related parties		**(2,299,916)**	9,084,147
Provision for impairment of advance to suppliers		**(1,881,626)**	4,688,683
Loss/(gain) on derivative financial instruments carried at fair value through profit or loss		**37,167,948**	(23,014,845)
Provision for slow moving inventories	14	**714,115**	3,681,507
Credit balances no longer required written back	6	**(14,923,433)**	(12,274,389)
Share of loss of an associate	12	**(2,505,959)**	1,103,958
Provision for employees' end of service benefits	21	**1,063,487**	668,865
Depreciation of right-of-use assets	13	**906,771**	233,452
Gain on disposal of property and equipment		**(19,219)**	(18,099)
Interest on lease liabilities	13	**1,085,391**	463,359
		178,691,099	242,975,604
Changes in working capital:			
Inventories		**85,882,433**	(30,348,557)
Trade receivables and contract assets		**(366,548,183)**	(251,044,300)
Prepayments and other receivables		**(171,822,687)**	62,003,378
Trade and other payables		**79,859,594**	(384,517,553)
Due from related parties		**(134,457,506)**	(2,335,917)
Due to related parties		**(96,638,744)**	(19,249,818)
		(425,033,994)	(382,517,163)
Employees' end of service benefits paid	21	**(172,237)**	(53,612)
Interest income received		**130,558,403**	34,071,770
Income tax paid		**(1,529,833)**	-
Net cash flows used in operating activities		**(296,177,661)**	(348,499,005)
INVESTING ACTIVITIES			
Additions to property and equipment	10	**(6,394,764)**	(8,439,307)
Additions to intangible assets	11	**(530,861)**	(140,400)
Proceeds from disposal of property and equipment		**606,499**	20,000
Net cash flows used in investing activities		**(6,319,126)**	(8,559,707)

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

CONSOLIDTED STATEMENT OF CASH FLOWS (continued)
For the year ended 31 December 2024

	Notes	***2024*** ***AED***	*2023* *AED*
FINANCING ACTIVITIES			
Availment of bank borrowings		**6,958,441,194**	4,677,403,029
Repayment of bank borrowings		**(5,971,285,263)**	(4,327,256,357)
Margin money deposits placed		**(95,042,570)**	(18,771,347)
Margin money deposits released		**1,117,820**	141,073,179
Interest paid		**(120,685,747)**	(88,802,609)
Dividends paid	25	**(45,000,000)**	(194,061,553)
Payment of lease liabilities		**(27,085,104)**	(455,318)
Proceeds of loan from a related party		**236,357,550**	-
Net cash flows generated from financing activities		**936,817,880**	189,129,024
NET INCREASE /(DECREASE) IN BANK BALANCES AND CASH		**634,321,093**	(167,929,688)
Effect of foreign currency translation reserve		**8,800,019**	-
Bank balances and cash, at 1 January		**369,665,182**	537,594,870
BANK BALANCES AND CASH, AT 31 DECEMBER	19	**1,012,786,294**	369,665,182

Significant non-cash transaction

Purchase of property and equipment		**-**	15,300,000
Acquisition under common control		**149,188,331**	-

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

1 ACTIVITIES

Invictus Investment Company PLC (the "Company") was incorporated on 1 March 2022 and registered under commercial license no 7055 as a public limited company by shares in Abu Dhabi, United Arab Emirates ("UAE") in accordance with the Abu Dhabi Global Market Companies (Amendment No. 1) Regulations 2020. The registered office of the Company is 3501, Al Maqam Tower, ADGM Square, Al Maryah Island, Abu Dhabi, UAE. The Company's business activities are to act as Holding Company (including Head office).

The Company's shares are listed on the Abu Dhabi Securities Exchange ("ADX").

These consolidated financial statements include the results of the operations and financial position of the Company and its subsidiaries (together referred to as the "Group"). Refer to note 2.2 for details of subsidiaries.

As at 31 December 2024, the Shareholders of the Company are Invictus Holding Limited (holding 68.4974%) (the "Parent" or "the major shareholder"), Green Park Investments (holding 22.3214%) and various other shareholders (holding 9.1812%).

The Ultimate Beneficiaries of the Parent are Abdellatif family members (the "Ultimate Beneficiaries").

The Company is also registered in Turkey with a tax identification number 4651428132 to comply with a Turkish law enacted about the tax identification number of non-Turkish individuals (including non-Turkish legal entities) and it is used as an identification number of the non-Turkish individual or non-Turkish legal entity. The potential tax ID registration does not constitute establishment of a legal presence in Turkey. This registration was undertaken to facilitate movement of goods imported into Turkey to a bonded warehouse.

Average number of employees
During the year ended 31 December 2024, the Group's average number of employees is 149 (2023: 81).

The consolidated financial statements were authorised for issue by the Board of Directors on 25 March 2025.

2.1 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with IFRS Accounting Standards (IFRS), as issued by the International Accounting Standards Board (IASB), and the applicable provisions of the Company's Articles of Association and Companies Regulations 2020 of Abu Dhabi Global Market (ADGM).

The consolidated financial statements are prepared under the historical cost convention except for derivative financial instruments measured at fair value.

Historical cost is based on the fair value of the consideration given to acquire the asset or cash or cash equivalents expected to be paid to satisfy the liability. 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 presentation currency of the consolidated financial statements is the United Arab Emirates Dirham (AED), which is the Company's functional currency.

2.2 BASIS OF CONSOLIDATION

The consolidated financial statements of the Group comprise the financial information of the Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

2.2 BASIS OF CONSOLIDATION (continued)

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

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. 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 off during the period are included in the consolidated statement of comprehensive income 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 Group and to the non-controlling interests. Total comprehensive income of subsidiary is attributed to the owners of the Group 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 subsidiary 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.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

Transactions with non-controlling interests
Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated profit and loss and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the Company. Changes in the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

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

	Name of Subsidiaries	*Country*	*Principal activities*	***Ownership interest 2024***	*2023*
				%	%
1	Invictus Trading FZE	UAE	General trading of agricultural Commodities, food products Non-manufactured Precious metal trading, Trading refined oil Products, Sea cargo Service, Sea shipping lines agents	**100%**	100%
2	Invictus Logistics Holding Company Limited	UAE	Special purpose vehicle	**100%**	100%
3	Delta Africa Holding Company Limited*	Mauritius	Global Business	**100%**	-

2.2 BASIS OF CONSOLIDATION (continued)

Transactions with non-controlling interests (continued)

Details of the Company's subsidiaries as at 31 December 2024 and 31 December 2023 as below: (continued)

Name of Subsidiaries	*Country*	*Principal activities*	*Ownership interest* **2024** %	*2023* %
Subsidiaries of Delta Africa Holding Company Limited				
a) Delta Sigma Holding Ltd	Mauritius	Global Business	**100%**	-
b) Zeta Holding Ltd	Mauritius	Global Business	**100%**	-
Subsidiaries of Zeta Holding Ltd				
a) Graderco SA** (note 2.2.1)	Morocco	Grain and derivatives trading	**60%**	-
Subsidiaries of Graderco SA				
a) Alimaroc S.A.	Morocco	Wholesale Grain Merchant	**100%**	-
a) Aligrains Sarl AU	Morocco	Wholesale Grain Merchant	**100%**	-
c) Negoce Grain Tamou	Morocco	Building Manager	**100%**	-

*Delta Africa Holding Company Limited and its subsidiaries were incorporated during the year. There are no commercial operations undertaken by this entity and its subsidiaries.

**Graderco SA and its subsidiaries was transferred as a common control transaction during the year. Refer to note 2.2.1 and 4 for details.

2.2.1 Basis of consolidation for a subsidiary transferred by the Parent during the year

On 29 Mar 2024, the Company acquired on behalf of the Parent a shareholding interest of 60 % in Graderco ("investee"), an entity based in Morocco and engaged in the importation and distribution of agricultural products such as wheat (and specializing in wheat milling), soya and other commodities. Under the terms of the shareholders agreement, the minority shareholder (i.e. party owning a 40 % shareholding interest in Graderco) had certain rights which precluded either of the shareholders to exercise control over the investee. Such rights have been subject to discussions amongst the shareholders since the acquisition by the Parent. Subsequently, both the shareholders reached an agreement during October 2024 whereby the minority shareholder effective 31 October 2024 waived their rights via a formalised deed dated 20 February 2025 for a limited period until 31 December 2025 (inclusive) which included the following:

a. their rights over the approval, adoption and material amendment of the annual budgets for the period from 31 October 2024 until 31 December 2025 (inclusive). Pursuant to this waiver, the minority shareholder also consented that any material changes to the business of Graderco will be construed as a Board Reserved Matter for any decision or action beyond the adoption or modification to the annual budgets.
b. their consent rights over the appointment of or modification of or dismissal of any employee of Graderco with a gross annual remuneration above a defined level for the period from 31 October 2024 until 31 December 2025 (inclusive).

Upon such waiver, the investment arrangement was assessed by the Parent's management as a business combination in accordance with the requirements of IFRS 3 – Business Combination taking into consideration the underlying shareholders agreement, including the waiver by the minority shareholder of certain rights, as indicated in points a and b above, and by virtue of the Parent having majority representation on the Board of Graderco (as per the Shareholders agreement) thereby having the ability to influence the relevant activities and derive returns in relation to Graderco's businesses.

2.2 BASIS OF CONSOLIDATION (continued)

2.2.1 Basis of consolidation for a subsidiary transferred by the Parent during the year (continued)

Accordingly, the Parent concluded that the acquired shareholding interest is a controlling stake and Graderco is a subsidiary for the period from 31 October 2024 and continues to be a subsidiary as at the date of authorisation of these consolidated financial statements. The Parent is currently in discussions with the minority shareholder to either have the period of such waivers described above in points a and b above extended beyond 1 January 2026 or to amend the contractual arrangements to reflect such waivers therein. The outcome of these discussions is currently unknown and if no such agreement is reached, then control over Graderco will be deemed to have been lost at 1 January 2026.

As disclosed in Note 4, the Parent has transferred its beneficial interest in Graderco to the Company with effect from 1 November 2024.

2.3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies used in the preparation of the consolidated financial statements are consistent with those used in the preparation of the consolidated financial statements for the year ended 31 December 2023, except as follows:

a. New IFRS standards, interpretations and amendments in issue and effective

The following new IFRS standards, interpretations and amendments, which became effective as on 1 January 2024 (unless otherwise stated), have been adopted in these consolidated financial statements:

- IFRS 17 Insurance Contracts
- Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to IAS 1
- Lease Liability in a Sale and Leaseback – Amendments to IFRS 16
- Disclosures of Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7

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

b. IFRS standards, amendments and interpretations in issue but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, as at 31 December 2024 are disclosed below:

- Lack of exchangeability – Amendments to IAS 21 (effective for annual reporting periods beginning on or after 1 January 2025)
- Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7 (effective for annual reporting periods beginning on or after 1 January 2026)
- Annual Improvements to IFRS Accounting Standards—Volume 11 (effective for annual reporting periods beginning on or after 1 January 2026)
- Power Purchase Agreements – Amendments to IFRS 9 and IFRS 7 (effective for annual reporting periods beginning on or after 1 January 2026)
- IFRS 18 – Presentation and Disclosure in Financial Statements (effective for annual reporting periods beginning on or after 1 January 2027)
- IFRS 19 - Subsidiaries without Public Accountability: Disclosures (effective for annual reporting periods beginning on or after 1 January 2027)
- Sale or Contribution of Assets between an Investor and its Associate of Joint Venture – Amendments to IFRS 10 and IAS 28 (Effective period deferred indefinitely)

The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

2.3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Material accounting policy information

Taxes

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.

Withholding tax

The Group withholds taxes on certain transactions as required by the tax laws of the respective country where the Group operates.

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; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, 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 ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets are 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 other comprehensive income (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.

2.3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Material accounting policy information (continued)

Taxes (continued)

Deferred tax (continued)
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 the 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.

Derivative financial instrument and hedge accounting
Initial recognition and subsequent measurement
The Group uses derivative financial instruments, such as forward currency contracts and forward commodity contracts, to hedge its foreign currency risks, and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

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

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

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

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

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

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

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

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

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

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

2.3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (continued)

c. Material accounting policy information (continued)

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

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments, as well as forward commodity contracts for its exposure to volatility in the commodity prices.

The ineffective portion relating to foreign currency contracts is recognised as other expense and the ineffective portion relating to commodity contracts is recognised in other operating income or expenses.

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

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

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

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

2.4 MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies adopted in the preparation of the consolidated financial statements, are as follows:

Acquisitions of entities under common control
Acquisitions arising from transfers of interests in entities that are under the common control of the Shareholders is accounted using the pooling of interest method. Such acquisitions are reflected in the Group's consolidated financial statements from the beginning of the earliest period presented and restatement of comparatives to include the financial results of the Subsidiary. The assets and liabilities acquired are recognised at the carrying amounts on the date of acquisition and no adjustments are made to reflect the fair values. Any difference between the consideration paid for the acquisition and carrying value of assets and liabilities acquired is recognised directly in equity. No goodwill is recognised as a result of the acquisition.

Investments in an associate
An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiary. The Group's investments in associate are accounted for using the equity method.

Under the equity method, the investment in an associate is initially recognised at cost. This cost includes the initial equity investment, along with long term loans provided by the Group to the associate where such loans are towards the net investment in the investee. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate 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.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Investments in an associate (continued)
Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate, 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 are eliminated to the extent of the interest in the associate.

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

The financial statements of the associate 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. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss within 'Share of profit or loss of an associate venture' in the consolidated statement of comprehensive income.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in the consolidated statement of comprehensive income.

Revenue from contracts with customers
Revenue is measured based on the 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.

(a) Sale of goods
Revenue from sale of goods is recognised at a point in time when the control of the goods is transferred to the customer, generally on shipping or delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances and trade discounts.

Certain commodity sales contracts for bulk shipments are undertaken as part of either a stock management or a contract management agreement with the customers. The Group has assessed such agreements and concluded it acts as the principal considering it bears the inventory risk until delivery of the goods to the customer. Typically, the Group holds the inventory in a storage location for the specified period over which the customer periodically takes delivery of goods in lots / batches. Pricing for such arrangements typically are either fixed at the time of delivery or market based plus margins, and additionally interest is charged for the stock holding period until the customer takes possession of the goods.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration and consideration payable to the customer (if any). Typically, as with such transactions, there are no significant variable considerations.

Provisionally priced contracts
Sales contracts for certain commodities often provide for provisional pricing at the time of shipment with final pricing based on a market price for a particular future period. The period between provisional invoicing and the final pricing could generally range between a month upto four months. The final price may be based on either the average price during a subsequent period or the price on a fixed date. Revenue is initially recognised based on the provisional pricing (usually at the time of release of inventory under stock management agreement) and subsequent movements are recognised as part of revenue in the consolidated statement of comprehensive income . Such amounts are then presented separately in the notes from revenue from contracts with customers as part of 'Other revenue'.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Revenue from contracts with customers (continued)

(a) Sale of goods (continued)

Timing of recognition
Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. For sale of goods, the Group's performance obligations are satisfied at a point in time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Principal versus agent consideration
The Group has concluded that it is operating as a principal as it is primarily responsible for providing specified goods and services and acceptability of such goods and services except as otherwise agreed between the parties. Further, it also controls the specified goods or services before it is transferred to customer and has the discretion on determination of the prices of such goods or services.

(b) Services

Freight services
The Group provides freight services to its related parties and other external customers, where the customer simultaneously receives and consumes the benefits. Therefore, it meets the criteria to recognise revenue over time. Revenue from provision of such services is recognised over the period such services are being rendered.

Stock Management Services
The Group provides services relating to the stock management which includes amongst others procurement of goods, storage and handling of products on behalf of the customers. Revenue from such services are recognised over time when such services are being rendered. The transaction price is in accordance with the agreed rates with the customers.

Commission income
When the Group acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognized is the net amount of commission earned by the Group. The agency relationship is established where the Group does not take title of the goods, has no responsibility in respect of the goods sold and the Group does not have control on the selling prices set by the supplier. This is presented in the notes from revenue from contracts with customers as part of 'Other revenue'.

(c) Interest income
Interest income is recognised as the interest accrued using the effective interest rate (EIR) method under which the rate used exactly discounts estimated future cash receipts throughout the expected life of the financial asset to the net carrying amount of the financial asset.

Contract balances
Accounts receivable (not provisional priced)
A receivable represents the Group 's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier).

Value added tax
Revenue, expenses and assets are recognised at amounts net of value added tax except,

- where VAT incurred on 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 part of the expense items, as applicable.
- where 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.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Subsidies
Subsidies are recognised at their fair values when there is reasonable assurance that the grant will be received and all conditions attached will be complied with. When the subsidy relates to an income/expense item, it is recognised in the profit or loss over the period necessary to match it on a systematic basis to the costs that it is intended to compensate. When the subsidy relates to an asset, the fair value is recognised as deferred capital grant on the balance sheet and is amortised to the consolidated statement of comprehensive income over the expected useful life of the relevant asset by equal annual instalments.

Financial guarantee contracts
Financial guarantee contracts are recognised as a financial liability at the time when the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under IFRS 9 Financial Instruments; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15 Revenue from Contracts with Customers.

The fair value of financial guarantees on initial recognition equals the present value of the premium. Where guarantees in relation to loans or other payables of entities under common control of the Ultimate Beneficiaries, associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

Property and equipment
Property and equipment is stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Such cost includes the cost of replacing part of the property and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the consolidated statement of comprehensive income as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for provision is met.

Land is not depreciated. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows

Building and building improvements	28 years
Warehouses and warehouse installations	4 - 40 years
Furniture, fixtures and office equipment	2 - 5 years
Vehicles	3 - 5 years

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on 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 in the year the asset is derecognised.

Capital work-in-progress is stated at cost less any impairment losses and is not depreciated. This will be depreciated from the date the relevant assets are ready to use.

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

Leases - Group as a lessee
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 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.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leases - Group as a lessee (continued)

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). Subsequent to initial recognition, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement 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 as follows:

- Lands 10-28 years
- Motor Vehicles 5 years
- Office building 6 years

The right-of-use assets are also subject to impairment considerations like other non-financial assets. 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.

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 lease payments that do not depend on an index or a rate are recognised as expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate, as applicable, at the lease commencement date since 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 re-measured 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.

Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and/or accumulated impairment losses if any. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the consolidated statement of comprehensive income in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Computer Software:
Intangible assets with finite lives are amortised over 5 years 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 each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of comprehensive income in the expense category consistent with the function of the intangible asset.

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

Goodwill is not amortised.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of comprehensive income when the asset is derecognised.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (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 7 years.

Inventories
Inventories are stated at the lower of cost and net realisable value after making due allowance for any obsolete and slow moving items. Costs are those expenses incurred in bringing each product to its present location and condition. For inventories under stock management agreements, the inventories are valued on specific identification method given the unique identifiable lot and non-interchangeable nature of the underlying inventory.

Other inventories are stated at the lower of cost and net realisable value and are valued on a weighted average cost basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated costs necessary to make the sale.

Goods-in-transit represents the inventory in transit over which Group has legal title based on terms of purchase. Goods in transit are recorded at cost when the rights and obligations relating to the goods are transferred to the Group.

Cash and cash equivalents
Cash and cash equivalents comprise of cash in hand, bank balances and short-term deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash in hand and bank balances, short-term deposits net of outstanding bank overdrafts (if any), as defined above as they are considered an integral part of the Group's cash management.

Foreign currency translation
Each entity in the Group determines its own 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 profit or loss reflects the amount that arises from using this method.

i) 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 of 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 recorded 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).

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Foreign currency translation (continued)

ii) Group companies
On consolidation, the assets and liabilities are translated into AED at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at average exchange rates. 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 recognised in profit or loss.

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 an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of comprehensive income , net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance costs.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed to the consolidated statement of comprehensive income .

Employees' end of service benefits

Defined Contribution plan
The Group participates in the national pension schemes as defined by the laws of countries in which it has operations. In particular, the Moroccan companies in the Group make contributions to the National Social Security Fund (CNSS) in Morocco, established by the Dahir on Law No. 1-72-184 17 July 1972 and Moroccan Interprofessional Pension Fund (CIMR), governed by the provisions of Moroccan Law No. 64-12 establishing the Insurance and Social Security Supervisory Authority (ACAPS) as well as by its Articles of Association and its Pension General Regulations.

Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

Defined benefit plan
The entitlement to the employee benefits mainly for the Group’s UAE operations, is based upon the employees’ final salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment as per the labour laws.

Borrowing costs
Borrowing costs include interest and other costs that the Group incurs in connection with borrowings of funds.

Borrowing costs which are directly attributable to the construction of qualifying assets, which are assets that necessarily take a substantial period of time to prepare for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are expensed in the period they occur.

Cash dividend to equity holders of the parent
The Group recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and approved by the Shareholders. A corresponding amount is recognised directly in retained earnings.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments

(a) Financial assets

Initial recognition and measurement
Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

At initial recognition, the Group 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 that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the consolidated statement of comprehensive income .

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. With the exception of trade receivables that do not contain a significant financing component, 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. Trade receivables are measured at 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 party, if the trade receivables do not contain a significant financing component at initial recognition.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

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

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI (FVOCI) with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss (FVTPL)

The Group recognised financial assets at either fair value through profit or loss or at amortised costs. The Group has no financial assets designated at fair value through OCI.

Financial assets at amortised cost (debt instruments)
The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest rate (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.

Financial assets at fair value through profit or loss
This is applicable to the Group's trade receivables (subject to provisional pricing). These receivables relate to sales contracts where the selling price is determined after delivery to the customer, based on the market price at the relevant future period stipulated in the contract. This exposure to the commodity price causes such trade receivables to fail the SPPI test. As a result, these receivables are measured at fair value through profit or loss from the date of recognition of the corresponding sale, with subsequent movements being recognised as part of revenue in the consolidated statement of comprehensive income.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

(a) Financial assets (continued)

Derecognition of financial assets
A financial asset (or, where applicable, a part of a financial asset or part of 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 (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets
The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments. 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 recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables *(not provisional priced)*, other receivables and amounts 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 measures ECLs based on its historical credit loss experience, adjusted for forward-looking factors specific to the financial assets and the economic environment which could affect debtors' ability to pay.

The Group considers a financial asset in default when contractual payments are past due. However, in certain cases, the Group may also consider 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. Any recoveries made are recognised in the consolidated statement profit or loss and other comprehensive income.

(b) Financial liabilities

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

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

The Group has not designated any financial liability as at fair value through consolidated statement of comprehensive income.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Interest bearing loans and borrowings
Borrowings are initially recognised at the fair value less directly attributable transaction costs. After initial recognition, borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the consolidated statement of comprehensive income when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in consolidated statement of comprehensive income . Instalments due within one year are shown as a current liability.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

(b) Financial liabilities (continued)

Subsequent measurement (continued)

Trade payables and accruals
Trade payables and accruals are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

Derecognition of financial liabilities
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 .

(c) Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount reported in the consolidated statement of financial position if, and only if:

- There is a currently enforceable legal right to offset the recognised amounts; and
- There is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

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 such indication exists, or when an annual impairment assessment for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in the consolidated statement of comprehensive income unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually during the fourth quarter of the year 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.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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

Derivative financial instruments
The Group uses derivative financial instruments, such as forward currency contracts and forward commodity contracts, to hedge its foreign currency risks and commodity price risks, respectively. Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives with positive fair values (unrealised gains) are included in other assets and derivatives with negative fair values (unrealised losses) are included in other liabilities in the consolidated statement of financial position. For derivatives, which do not qualify for hedge accounting, any gains or losses arising from changes in the fair value of derivatives are taken directly to the consolidated statement of profit or loss.

Earnings per share (EPS)
Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the Parent by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the Parent (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The Group has not issued any instruments which would have a dilutive impact on earnings per share when exercised.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Segment information
IFRS 8 requires operating segment to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

Information reported to the Group's chief operating decision maker for the purpose of resources allocation and assessment of segment performance is specifically focused on the type of business activities undertaken as a Group.

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalents (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.

3 MATERIAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

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

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

Revenue from contracts with customers
The Group applied the following judgments that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- *Identifying performance obligation*
  The Group is primarily involved in the trading of agricultural commodities, food products, non-manufactured precious metal trading and other general items. The Group has concluded that the delivery of the goods is the only single performance obligation of the Group.

3 MATERIAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Judgments (continued)

Revenue from contracts with customers (continued)

- *Determining the timing of satisfaction of performance obligation*
  The Group has concluded that the revenue from delivery of goods is to be recognised at a point in time when the control of the goods is transferred to the customer, being when the goods are delivered to the customers, the customer has full discretion over the channel and the price to sell the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location or handed over to the transporter at the port of origin and bill of lading is issued, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

- *Consideration of significant financing component in a contract*
  The Group has concluded that there is no element of financing deemed to be present in its contract with the customers as the sales are usually made on normal credit terms, which management believes is consistent with market practice.

- *Variable consideration*
  Certain commodity sales contracts for bulk shipments are undertaken as part of either a stock management or a contract management agreement with the customers. For the Group's agreements that are subject to market-based prices, i.e., there is variable consideration, this is on the basis that the ultimate price they will receive will depend on a range of factors that are highly susceptible to factors outside the Group's influence and include the actions of customers (i.e. the exact date that each delivery occurs (this is relevant because this is the date the market price is determined, or for provisionally priced sales, the date from which the provisional pricing commences)) and commodity market prices (the price to be received in the future is then based on market-based prices for highly liquid commodities).

Determination of the lease term for lease contracts with renewal and termination options (Group as a lessee)
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 lease contracts that include extension and termination options. The Group applies judgment 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 that affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation of the leased asset).

Going concern
Management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has adequate financial resources to continue in business for the foreseeable future. In making this assessment, the Group's management has considered amongst others the concentration of its geographical risk with respect to the customers based in Sudan, which has witnessed a conflict since April 2023 between the army and a militia in Sudan's capital city of Khartoum. Given the Group's customers in Sudan are mainly involved in the food processing and distribution sectors and play a key role in meeting the country's food security needs, they have remained largely unaffected by these developments albeit there is a slow-down in their operations as compared to the pre-conflict period. Banking operations in Sudan which were initially affected at outset of the conflict are currently operational. The Group's management has continued to trade with their customers in Sudan during 2024 and collect funds against such trade. Considering the above aspects, the Group's management believes it is unlikely that the ongoing conflict will have any significant impact on its exposure in Sudan as at 31 December 2024 (refer Note 14 and 15 for details).

3 MATERIAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Judgments (continued)

Going concern (continued)

The Group adopts a prudent approach in managing its liquidity risk, reflecting the volatility in commodity markets, marco-economic and geo-political conditions, by monitoring actual and forecasted cash flows attributable to its operational activities. Based on the 12-month rolling cash flow projections, the Group's management has concluded that there are no material uncertainties in relation to its cash flows which is expected to be primarily generated from (a) trading and collections from customers; (b) managing supply chain requirements as majority of the purchase of commodities are based on customer orders (i.e. back to back in nature) and extending credit terms with suppliers; (c) cost optimisation measures; and (d) availing additional funding from financial institutions. As at the reporting date, the Group's unutilised facility amounts to AED 1,250,405,706. Refer (note 22) for details of the Group's borrowing arrangements and compliance thereof with the underlying covenants. The Board of Directors monitor the net debt level of the Group taking into consideration the expected outlook of the Group's financial position, cash flows and expected capital requirements.

Furthermore, the Group's management and Shareholders are not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Further, the majority shareholder remains fully committed and has confirmed its willingness to extended necessary support, including financial assistance, to the Group. Therefore, these consolidated financial statements have been prepared by the Group's management on a going concern basis.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Provision for expected credit losses – trade receivables (not provisional priced) and due from related parties (trade in nature)

As at the reporting date, the Group measures ECL's by taking into consideration the historical default rates, current market conditions and forward-looking assumptions about the economic conditions.

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 historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Any difference between the amounts actually collected in future periods and the amounts expected will be recognised in the consolidated statement of comprehensive income.

Existence of inventories

The calculation of closing stock quantities of certain materials requires the use of estimates as these are stored in stockpiles/silos. Since the weighing of these inventories is not practicable, the Group's management appoints an independent surveyor to physically observe and measure the inventory quantity as per the underlying storage facility, and thereafter adjust such quantity for estimated density using standard volumetric measurements, to estimate the closing quantity.

Impairment of 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 a provision applied according to the inventory type and the degree of ageing or obsolescence, based on historical selling prices.

3 MATERIAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Key sources of estimation uncertainty (continued)

Impairment of amounts due from related parties (non-trade in nature)
An estimate of the collectible amount of due from related parties is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed collectively and a provision applied according to the length of time past due, based on historical recovery rates.

Impairment of non-financial assets
An 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 to sell and its value in use. The fair value less costs to sell 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 for disposing of the asset. The value in use calculation is based on a discounted cash flow 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 asset's performance of the CGU being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Management has determined an impairment of AED 3,464,234 as of 31 December 2024 (31 December 2023: AED 2,735,311) against the carrying values of certain category of property, plant and equipment.

Management has concluded that there is no impairment as of 31 December 2024 and the carrying values of goodwill are fully recoverable.

Useful lives of the property and equipment and intangible assets
Management periodically reviews the estimated useful lives and the depreciation method to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from the assets.

Taxation
The Group undertakes trade transactions with customers across different geographies in various tax jurisdictions and judgement is required in determining whether there are any tax exposures. Uncertainties exist with respect to the interpretation of complex tax regulations, tax residency status, changes in tax laws, and the amount and timing of future taxable income. The Group has assessed that it does not have a permanent establishment in the countries where the events have taken place. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the/ actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded.

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 judgment is required in establishing fair values. Judgments 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.

4 BUSINESS COMBINATION UNDER COMMON CONTROL

On 1 November 2024, the Parent transferred its beneficial ownership interest (60%) in Graderco to the Company to augment its strategy of being a leading agro-food commodity player. The consideration for such transfer amounted to USD 43,706,891 (equivalent to AED 160,535,411).

The Company's management assessed and concluded that the transaction is a "common control" transaction outside the scope of IFRS 3 – Business Combinations as the Ultimate Beneficiaries remained the same both before and after the transfer.

In line with the accounting policy, the Group has accounted for the transfer of Graderco using the predecessor value method (i.e. pooling of interest) starting 1 November 2024 being the date when control was established as indicated above.

Net assets and liabilities transferred from the Parent as at 1 November 2024:

	AED
ASSETS	
Non-current assets	
Property and equipment	88,712,447
Intangible assets	131,576,865
Right-of-use assets	77,927,773
Other non-current financial assets	16,061,880
	314,278,965
Current assets	
Inventories	234,061,188
Trade and other receivables	301,474,216
Due from related parties	22,988,768
Other financial assets	1,464,263
Bank balances and cash	11,348,096
	571,336,531
TOTAL ASSETS (A)	**885,615,496**
LIABILITIES	
Non-current liabilities	
Lease liabilities	23,303,891
Bank borrowings	458,890
Deferred tax liabilities	27,835,039
	51,597,820
Current liabilities	
Bank borrowings	340,048,055
Trade and other payables	162,006,115
Due to related parties	95,863,771
Lease liabilities	27,331,491
	625,249,432
Total liabilities (B)	**676,847,252**
NET ASSETS (A) – (B)	**208,768,244**
Less: Non-controlling interests	(48,233,469)
Total identifiable net assets at fair value	**160,534,775**
Consideration	**160,534,775**

The consideration towards the transfer was offset with the amounts due from the Parent.

5 REVENUE

	2024 *AED*	*2023* *AED*
Type of goods or service and timing of revenue recognition		
Sale of goods - at a point in time	**8,745,765,714**	8,071,038,646
Freight services - over time	**163,506,944**	28,328,591
Stock management services - over time	**9,097,626**	-
Other revenue	**3,875,347**	1,635,874
	8,922,245,631	8,101,003,111

5.1 Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with its customers:

	2024 *AED*	*2023* *AED*
Geographical markets		
Africa	**4,422,181,670**	4,583,980,962
Middle East	**3,471,807,751**	2,889,928,265
Asia	**930,245,671**	596,947,040
Americas	**63,679,463**	8,944,673
Europe	**34,331,076**	21,202,171
	8,922,245,631	8,101,003,111
Major category of customers		
Corporate and other customers	**6,791,312,869**	5,891,840,969
Related parties (note 17)	**2,130,932,762**	2,209,162,142
	8,922,245,631	8,101,003,111
Major product lines		
Wheat	**2,706,960,190**	2,849,058,433
Soybean meal/seed	**2,286,050,855**	1,916,741,095
Corn/Maize	**1,825,231,797**	1,334,573,271
Wheat Flour	**323,216,046**	171,045,051
Sugar	**216,509,347**	406,037,586
Sesame	**170,234,386**	158,087,647
Capex, Packaging materials	**167,031,202**	272,535,620
Distillers' dried grains with soluble	**160,680,119**	62,032,938
Vegetable oil	**137,047,535**	114,081,860
Yeast	**116,285,988**	49,507,122
Lentils	**101,150,149**	21,438,015
Mobility	**77,842,987**	-
Fuel Oil	**53,277,322**	-
Sunflower meal	**43,854,768**	8,401,639
Others (mainly milk powder, ground nut seed, fertilizer, pasta, etc.)	**360,393,023**	707,498,369
	8,745,765,714	8,071,038,646

Freight services includes AED 25,895,860 (2023: AED 26,576,743) from related parties under the common control of the ultimate beneficiaries. (Note 17)

5 REVENUE (continued)

5.2 Contract balances

	2024	*2023*
	AED	*AED*
Trade receivables, net (note 15) (not provisional priced)	**2,044,656,516**	1,471,799,957
Contract liabilities (Advance from customers) (note 24)	**63,967,028**	40,472,135

During the year, the Group recognised revenue amounting to AED 40,472,135 (2023: AED 27,375,560) that were included in the contract liabilities as at the beginning of the year. Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances. These are recognised as revenue as the Group fulfils its performance obligations under the contract.

6 OTHER INCOME

	2024	*2023*
	AED	*AED*
Liabilities no longer required written back	**14,923,433**	12,274,389
Reversal of allowance for expected credit loss for trade receivables (note 15)	**2,299,916**	-
Reversal of provision for impairment of advance to suppliers (note 16)	**1,881,626**	-
Others	**1,671,902**	39,099
	20,776,877	12,313,488

7 FINANCE INCOME

	2024	*2023*
	AED	*AED*
Interest from related parties (note 17)	**91,195,728**	-
Interest from customers	**39,704,293**	39,148,326
Interest on short term deposits	**14,175,826**	13,297,669
	145,075,847	52,445,995

8 SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	2024 ***AED***	*2023* *AED*
Staff salaries and benefits	**39,960,385**	40,219,109
Consultancy expenses	**16,210,930**	23,348,992
Legal and professional fees	**7,789,958**	1,816,303
Office expenses	**4,374,906**	1,597,607
Foreign exchange loss, net	**3,255,502**	11,023,478
Depreciation of property and equipment (note 10)	**2,538,426**	1,313,845
IT expenses	**1,542,784**	730,100
Depreciation on right-of-use assets (note 13)	**906,771**	233,452
Impairment of property and equipment (note 10)	**728,923**	-
Amortisation of intangible assets (note 11)	**1,893,620**	435,445
Allowance for expected credit loss for trade receivables (note 15)	**-**	9,071,713
Provision for impairment of advance to suppliers (note 16)	**-**	4,688,683
Other expenses	**6,109,951**	4,795,146
	85,312,156	99,273,873

Other expenses primarily include, travel expenses, marketing charges, utilities expenses, recruitment charges etc.

9 FINANCE COSTS

	2024 ***AED***	*2023* *AED*
Interest on bank borrowings	**111,438,741**	85,217,290
Interest charged by suppliers	**3,029,969**	10,172,978
Interest on loan from a related party (note 17)	**2,279,661**	-
Interest on lease liabilities (note 13)	**1,085,391**	463,359
Other finance costs (mainly bank and facility charges)	**10,619,396**	8,810,254
	128,453,158	104,663,881

10 PROPERTY AND EQUIPMENT

	Land, building & building improvements AED	*Furniture, fixtures and office equipment AED*	*Vehicles AED*	*Warehouses AED*	*Capital work-in-progress AED*	*Total AED*
Cost:						
At 1 January 2024	17,568,115	3,894,020	992,832	-	9,998,400	32,453,367
Common control transfer of a subsidiary (Note 4)	39,231,419	3,811,554	1,290,708	100,641,525	-	144,975,206
Additions	775,116	1,529,144	1,815,444	-	2,275,060	6,394,764
Transfer from right of use assets (note 13)	32,797,414	5,816,479	-	5,874,627	-	44,488,520
Reclassifications and transfers	326,299	(342,999)	-		-	(16,700)
Exchange differences on translation	(1,599,247)	(206,959)	(36,672)	(2,757,262)	-	(4,600,140)
Disposals	-	(115)	(711,816)	-	-	(711,931)
At 31 December 2024	**89,099,116**	**14,501,124**	**3,350,496**	**103,758,890**	**12,273,460**	**222,983,086**
Accumulated depreciation and impairment:						
At 1 January 2024	576,316	817,509	558,680	-	2,735,311	4,687,816
Common control transfer of a subsidiary (Note 4)	-	2,228,165	677,693	53,356,901	-	56,262,759
Depreciation for the year (note 8)	600,142	1,186,316	224,071	527,897	-	2,538,426
Impairment (note 8)	-	-	-	-	728,923	728,923
Reclassifications and transfers	75,564	(92,264)	-	-	-	(16,700)
Exchange differences on translation	-	(60,985)	(18,268)	(1,418,015)	-	(1,497,268)
Disposals	-	(25)	(124,626)	-	-	(124,651)
At 31 December 2024	**1,252,022**	**4,078,716**	**1,317,550**	**52,466,783**	**3,464,234**	**62,579,305**
Net carrying amount:						
At 31 December 2024	**87,847,094**	**10,422,408**	**2,032,946**	**51,292,107**	**8,809,226**	**160,403,781**

10 PROPERTY AND EQUIPMENT (continued)

	Building & building improvements AED	*Furniture, fixtures and office equipment AED*	*Vehicles AED*	*Capital work-in-progress AED*	*Total AED*
Cost:					
At 1 January 2023	-	337,107	493,721	7,885,306	8,716,134
Additions	17,568,115	3,558,987	499,111	2,113,094	23,739,307
Disposals	-	(2,074)	-	-	(2,074)
At 31 December 2023	17,568,115	3,894,020	992,832	9,998,400	32,453,367
Accumulated depreciation and impairment:					
At 1 January 2023	-	180,981	457,852	2,735,311	3,374,144
Depreciation for the year (note 8)	576,316	636,701	100,828	-	1,313,845
Disposals	-	(173)	-	-	(173)
At 31 December 2023	576,316	817,509	558,680	2,735,311	4,687,816
Net carrying amount:					
At 31 December 2023	16,991,799	3,076,511	434,152	7,263,089	27,765,551

Capital work-in-progress include amounts incurred towards the acquisition and upgrade of a vessel Firefly intended to be used for the Group's operations amounting to AED 8,549,800 (2023: AED 6,912,729). The vessel is currently under dry docking. During 2024, AED 728,923 (2023: AED nil) represented the provision for impairment against the carrying amount of the cost of vessel to reflect its recoverable amount. This was recognised in the consolidated statement of profit or loss and other comprehensive income (note 8).

The land, building and warehouses of AED 29,665,781 (2023: AED 16,991,799) are pledged as security against bank borrowings (note 22).

Land and building includes land of AED 70,895,178 (2023: Nil).

11 INTANGIBLE ASSETS AND GOODWILL

	Software AED	*Goodwill AED*	*Customer relationship AED*	*Total AED*
Cost:				
At 1 January 2023	1,965,577	-	-	1,965,577
Additions	140,400	-	-	140,400
At 31 December 2023	2,105,977	-	-	2,105,977
Additions	530,861	-		530,861
Common control transfer of a subsidiary (Note 4)	976,652	88,182,093	43,299,008	132,457,753
Transfer from property and equipment	16,700	-	-	16,700
Exchanges differences on translation	(25,792)	(2,328,758)	(1,143,462)	(3,498,012)
At 31 December 2024	**3,604,398**	**85,853,335**	**42,155,546**	**131,613,279**
Amortization and impairment:				
At 1 January 2023	684,318	-	-	684,318
Amortization	435,445	-	-	435,445
At 31 December 2023	1,119,763	-	-	1,119,763
Amortization	779,812	-	1,113,808	1,893,620
Common control transfer of a subsidiary (Note 4)	880,888	-	-	880,888
Transfer from property and equipment	16,700	-	-	16,700
Exchanges differences on translation	(23,263)	-	(18,859)	(42,122)
At 31 December 2024	**2,773,900**	**-**	**1,094,949**	**3,868,849**
Net carrying amount:				
At 31 December 2024	**830,498**	**85,853,335**	**41,060,597**	**127,744,430**
At 31 December 2023	986,214	-	-	986,214

Customer relationships
These represent long term and non-contractual relationships which meet the criteria for recognition as intangible assets under IAS 38. This was transferred to the Company by the Parent as part of the common control transaction (Note 4).

Goodwill
The Goodwill was recognized as a result of acquisition of Graderco SA by the Parent for the expected synergies as a result of the vertical integration of the operations. This was transferred to the Company on business combination as part of the common control transaction (Note 4). Goodwill is allocated to the Agri Commodities Wholesale Trading & Local Distribution in Morocco.

During the year ended 31 December 2024, the Group performed its impairment assessments of goodwill using a multiple of EBITDA and taking into consideration the future cash flows. The Group has assessed that the recoverable amounts of the cash generating unit exceed their carrying values and accordingly concluded there is no impairment against goodwill at the reporting date.

12 INVESTMENTS

a) INVESTMENTS IN AN ASSOCIATE

On 18 November 2022, the Group made an investment of AED 4,900,000 which represents a 49% shareholding in Safeen Invictus Ltd, a free zone limited liability company, in Abu Dhabi, UAE. The principal activity of the associate is providing ship chartering and management services.

The Group exercises significant influence over Safeen Invictus Ltd, by virtue of the representation in the Board of Directors and accordingly the investment has been classified as an associate.

The associate commenced commercial operations during the year 2023. The summarised financial information of the Group's investment in Safeen Invictus Ltd is as below:

	2024 AED	*2023 AED*
Non-current assets	**1,390,372**	300,580
Current assets	**92,460,476**	88,199,587
Non-current liabilities	**(258,966)**	(122,659)
Current liabilities	**(80,730,654)**	(80,630,483)
Equity	**12,861,228**	7,747,025
Group's share in equity – 49%	**6,302,002**	3,796,042
Group's carrying amount of the investment	**6,302,002**	3,796,042

The summarised financial information of the Group's investment in Safeen Invictus Ltd is as below:

	2024 AED	*2023 AED*
Revenue	**288,991,877**	372,422,543
Direct costs	**(276,656,159)**	(368,802,366)
	12,335,718	3,620,177
Selling, general and administration expenses	**(6,562,401)**	(5,804,541)
Finance costs	**(85,170)**	(68,611)
Profit/(loss) for the year	**5,688,147**	(2,252,975)
Corporate income tax	**(573,945)**	-
Total comprehensive profit/ (loss) for the year	**5,114,202**	(2,252,975)
Group's share of profit/(loss) for the year- 49%	**2,505,959**	(1,103,958)

The associate had no significant commitments and contingencies as at 31 December 2024 (2023: AED 2,973,014).

13 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group has lease contracts for the land on which the office building and warehouse exists and motor vehicles, used in its operations. Generally, the Group is restricted from assigning and subleasing the leased assets.

Below are the carrying amounts of right-of-use assets recognised and the movements during the year:

2024	***Land AED***	***Warehouse AED***	***Building AED***	***Motor vehicles AED***	***Total AED***
As at 1 January 2024	7,130,833	-	-	-	**7,130,833**
Common control transfer of a subsidiary (note 4)	49,045,221	26,409,816	978,281	1,494,455	**77,927,773**
Transfer to property and equipment (note 10)	(32,797,414)	(11,691,106)	-	-	**(44,488,520)**
Depreciation (note 8)	(345,212)	(386,604)	(92,272)	(82,683)	**(906,771)**
Translation differences	(1,295,211)	(699,007)	(24,273)	(39,466)	**(2,057,957)**
As at 31 December 2024	**21,738,217**	**13,633,099**	**861,736**	**1,372,306**	**37,605,358**

2023	*Land AED*	*Warehouse AED*	*Building AED*	*Motor vehicle AED*	*Total AED*
As at 1 January 2023	7,364,285	-	-	-	7,364,285
Depreciation (note 8)	(233,452)	-	-	-	(233,452)
As at 31 December 2023	7,130,833	-	-	-	7,130,833

Below are the carrying amounts of lease liabilities and the movements during the year:

	2024 AED	*2023 AED*
As at 1 January	**7,372,326**	-
Common control transfer of a subsidiary (note 4)	**50,635,382**	-
Additions	**-**	7,364,285
Accretion of interest (note 9)	**1,085,391**	463,359
Payments	**(27,085,104)**	(455,318)
Exchange differences on translation	**615,421**	-
As at 31 December	**32,623,416**	7,372,326

	2024 AED	*2023 AED*
Current	**3,611,039**	471,531
Non-current	**29,012,377**	6,900,795
	32,623,416	7,372,326

13 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The following are the amounts recognised in consolidated statement of profit or loss and other comprehensive income:

	2024 AED	*2023 AED*
Interest expense on lease liabilities (note 9)	**1,085,391**	463,359
Depreciation expense on right-of-use assets (note 8)	**906,771**	233,452
Rental expenses for short term and low value leases	**94,590**	-

The maturity analysis of lease liabilities are disclosed in note 30.

The Group has lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgment in determining whether these extension and termination options are reasonably certain to be exercised.

14 INVENTORIES

	2024 AED	*2023 AED*
Goods held for sale	**446,956,597**	431,155,361
Goods in transit	**315,183,759**	182,806,240
	762,140,356	613,961,601
Provision for slow moving inventories	**(4,499,032)**	(3,784,917)
Lower of cost or net realisable value	**757,641,324**	610,176,684

Movement in the provision for slow moving inventories are as follows:

	2024 AED	*2023 AED*
At 1 January	**3,784,917**	103,410
Provision during the year	**714,115**	3,681,507
At 31 December	**4,499,032**	3,784,917

During 2024, AED 8,015,777,104 (2023: AED 7,442,691,738) was recognised as an expense and recognised under direct costs in the consolidated statement of comprehensive income.

At 31 December 2024, inventories, including those in transit, amounting to AED 222,347,565 (2023: AED 293,391,390) are held at, and in transit, to Sudan

As at 31 December 2024, inventories amounting to AED 550,488,358 are pledged as security against bank borrowings (note 22) (2023: 558,146,263).

15 TRADE RECEIVABLES AND CONTRACT ASSETS

	2024 ***AED***	*2023* *AED*
Trade receivables (not provisional priced)	**2,074,107,580**	1,481,268,818
Less: allowance for expected credit losses (ECL)	**(29,451,064)**	(9,468,861)
	2,044,656,516	1,471,799,957
Trade receivables (subject to provisional pricing)	**162,211,820**	71,575,406
Contract assets	**6,829,342**	-
	2,213,697,678	1,543,375,363

As at 31 December, the unimpaired trade receivables (not provisional priced) comprise of the following:

	2024 ***AED***	*2023* *AED*
Corporate and other customers	**721,994,600**	520,206,964
Related party receivables:		
Affiliates / Entities under common control of Ultimate Beneficiaries	**1,322,661,916**	951,592,993
	2,044,656,516	1,471,799,957

At 31 December 2024, trade receivables amounting to AED 1,063,126,642 (2023: AED 902,069,532) pertain to customers based in Sudan.

Trade receivables (corporate and other customers) are generally on 60– 120 days credit terms and predominantly non-interest bearing unless otherwise agreed with the customers [31 December 2023: 60 days]. Certain customers with whom the Group has stock management agreement are charged commercial rate of interest as per the underlying contractual terms.

Related party receivables (trade in nature) are generally on 180 – 270 days credit terms (31 December 2023:120-180 days). During the year ended 31 December 2024, the Group amended its terms with its related parties in Sudan to extend the underlying credit terms and charge them with commercial rate of interest for past due balances.

Unimpaired trade receivables are expected, on the basis of past experience, to be fully recoverable.

Related party receivables include the following balances:

	2024 ***AED***	*2023* *AED*
Sayga Food Industries Complex	**996,240,136**	850,872,829
Ezentus FZE	**143,643,443**	9,990,764
Renatus SARL	**67,142,871**	37,519,226
Aimequip Trading FZE	**39,120,762**	-
DAL Motors Company	**34,233,735**	-
DAL Food Industries	**21,335,781**	42,646,274
Celebrus Trading FZE	**13,120,117**	889,334
DAL Engineering Co. Ltd	**7,715,182**	-
Sudanese Tractor Company	**1,806,900**	-
Others	**2,340,305**	18,355,562
	1,326,699,232	960,273,989
Less: allowance for expected credit losses (ECL)	**(4,037,316)**	(8,680,996)
	1,322,661,916	951,592,993

15 TRADE RECEIVABLES AND CONTRACT ASSETS (continued)

Movement in the allowance for ECL for trade receivables (not provisional priced) is as follows:

	2024 AED	*2023 AED*
At 1 January	**9,468,861**	816,493
Acquired in business combination (note 4)	**22,639,222**	-
Allowance for expected credit losses for the year (note 8)	-	9,071,713
Provision written off during the year (note 6)	**(2,299,916)**	-
Written off during the year	**(357,103)**	(419,345)
At 31 December	**29,451,064**	9,468,861

The Group does not hold any collateral against trade receivables.

As at 31 December 2024, receivables amounting to AED 2,044,656,516 are assigned as security against bank borrowings (note 22) (2023: 902,069,532).

The ageing analysis of unimpaired trade receivables (not provisional priced) is as follows:

			Past due but not impaired			
	Total AED	*Neither past due nor impaired AED*	*1-90 days AED*	*91-180 days AED*	*181-360 days AED*	*>360 days AED*
2024	**2,044,656,516**	**1,727,698,982**	**297,302,303**	**14,857,215**	**1,733,339**	**3,064,677**
2023	1,471,799,957	1,123,753,146	306,302,136	38,712,437	1,377,688	1,654,550

Refer note 30 on credit risk of trade receivables which explains how the Group manages and measures the credit quality of trade receivables.

16 PREPAYMENTS AND OTHER RECEIVABLES

	2024 AED	*2023 AED*
Advance to suppliers, net	**118,722,555**	43,755,896
Accrued interest	**14,517,445**	18,374,224
VAT receivables	**21,295,398**	5,157,109
Deposits	**1,647,613**	1,025,079
Prepayments	**1,841,125**	534,005
Subsidy receivable*	**79,034,522**	-
Other receivables	**20,834,285**	3,009,156
	257,892,943	71,855,469

* These relate to subsidies receivable from the Government agency of Morocco for subsidised agricultural input of agricultural products. There are no unfulfilled conditions or contingencies attached to these subsidies. Certain receivables are pledged against factoring facilities on a recourse basis as disclosed under bank borrowings (note 22) (2023: Nil).

16 PREPAYMENTS AND OTHER RECEIVABLES (continued)

Movement in the allowance for impairment for advances to suppliers is as follows:

	2024	*2023*
	AED	*AED*
At 1 January	**5,064,695**	376,012
Allowance for impairment for the year (note 8)	**-**	4,688,683
Written back during the year (note 6)	**(1,881,626)**	-
At 31 December	**3,183,069**	5,064,695

17 RELATED PARTIES TRANSACTIONS AND BALANCES

The Group enters into transactions with entities that fall within the definition of a related party as contained in International Accounting Standard 24. The Group considers such transactions to be in the normal course of business and are at prices determined and approved by the management.

Related parties represent the Ultimate Beneficiaries, Parent, major shareholders, directors, key management personnel and entities controlled, jointly controlled or significantly influenced by such parties.

(a) Significant transactions with related parties are as follows:

	2024	*2023*
	AED	*AED*
Affiliates /Entities under common control of Ultimate Beneficiaries		
Income		
Revenue from sale of goods – at a point in time	**2,130,932,762**	2,209,162,142
Revenue from services – over time	**25,895,860**	26,576,743
Finance income (note 7)	**91,195,728**	-

	2024	*2023*
	AED	*AED*
Expenses		
Purchases	**233,493,374**	396,134,320
Freight and shipping costs	**167,062,444**	306,461,215
Recharge of staff salaries and benefits	**3,492,448**	17,894,709
Interest on loan from a related party (note 9) (note 23)	**2,279,661**	-

During the year ended 31 December 2023, property and equipment of AED 15,300,000 was purchased from a related party (note 10).

During the year ended 31 December 2024, employees' end of service benefits of AED 36,795 was transferred from a related party (2023: AED 513, 889 transferred to a related party) (note 21).

The Group has provided cross corporate guarantees for certain loans obtained by related parties (note 21).

17 RELATED PARTIES TRANSACTIONS AND BALANCES (continued)

(b) Balances with related parties under included in the consolidated statement of financial position other than those disclosed in note 15 and note 24 are as follows:

	2024		*2023*	
	Amounts due from related parties AED	***Amounts due to related parties AED***	*Amounts due from related parties AED*	*Amounts due to related parties AED*
Parent Company				
Invictus Holding Limited	**59,229**	**283,005**	8,440	2,613
Affiliates /Entities under common control of the Ultimate Beneficiaries				
Dal Group Co. Ltd	**-**	**16,178,977**	-	17,734,933
Sayga Food Industries	-	-	2,966,005	-
Zalar Holding	**127,157**	-	-	-
Other related parties	-	**644,592**	300,442	180,796
	186,386	**17,106,574**	3,274,887	17,918,342

Outstanding balances at the year-end arise in the normal course of business, are unsecured and settlement occurs generally in cash. The balances are predominantly non-interest bearing unless otherwise agreed with the related parties.

The Ultimate Beneficiaries have confirmed in writing to bear losses, if any, that arises on recoverability of the amounts due from certain related parties under the common control of the ultimate beneficiaries (including trade related receivables as disclosed in Note 15).

Certain investments are held by the Group for the beneficial interest of the Ultimate Beneficiaries.

(c) Compensation of key management personnel

Staff salaries and benefits include AED 18,138,137 towards the compensation of key managerial personnel of the Group (2023: AED 11,085,869 (recharged by a related party)).

(d) Share capital

As at 31 December 2024, the shareholding includes 1,368,644 of shares in the Company held by the Board of Directors amounting to AED 342,161 comprising 0.1222% shares with a nominal value of AED 0.25 each issued at AED 2.7 per share (2023: 0.0001%, AED 2,684 comprising 994 shares with a nominal value of AED 0.25 each issued at AED 2.7 per share).

18 OTHER FINANCIAL ASSETS AND FINANCIAL LIABILITIES

A. Other non-current financial assets and liabilities

During the year, the Group provided guarantees to related parties, to secure loan facilities from financial institutions. The guarantees were issued at a fee and is payable based on the outstanding loan amounts. The guarantee amounts as at 31 December 2024 have been disclosed under Note 28.

The Group has computed the present value of the corporate guarantee fee receivable using the discounted cashflow method with the cost of debt used to discount the cashflows. The receivable has been booked as a non-current asset in the books with a corresponding liability booked of the same value.

18 OTHER FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

B. Other current financial assets and liabilities

1. Current financial assets

	2024 AED	*2023 AED*
Derivatives not designated as hedging instruments		
Foreign exchange forward contracts (i)	**2,160,360**	-
Commodity futures (ii)	**-**	23,014,845
Other financial assets		
Margin deposits (iv)	**110,304,562**	22,093,128
	112,464,922	45,107,973

2. Current financial liabilities

	2024 AED	*2023 AED*
Derivatives not designated as hedging instruments		
Commodity futures (ii)	**7,092,290**	-
Options (ii)	**1,589,463**	-
Derivatives designated as hedging instruments		
Commodity futures (iii)	**453,989**	-
	9,135,742	-

i) The derivatives not designated as hedging instruments reflect the positive change in fair value of those foreign exchange forward contracts that are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of foreign currency risk for expected sales and purchases.

ii) During the year, the Group entered into commodity futures and options contracts with financial institutions. These contracts were expected to reduce the price volatility attributable to price fluctuation of certain commodities. Derivatives financial instruments not designated as hedging instruments are carried at fair value.

iii) During the year, the Group adopted hedge accounting for commodity futures with financial institutions which were expected to reduce the price volatility attributable to price fluctuation of certain commodities. Hedging the price volatility of certain commodities is in accordance with the risk management strategy outlined by the Board of Directors. There is an economic relationship between the hedged items and the hedging instruments as the terms of the commodity forward contracts match the terms of the forecast transactions.

The contracts mature between January 2025 and March 2025.

The following table details the notional principal amounts and fair value of derivative contracts outstanding at the reporting date:

	Notional amount AED	***Fair value asset AED***
2024		
Foreign exchange forward contracts not designated as hedging instruments	**63,284,525**	**2,160,360**
Commodity futures not designated as hedging instruments	**299,446,623**	**7,092,290**
Options not designated as hedging instruments	**1,589,463**	**1,589,463**
Commodity futures designated as hedging instruments	**6,731,030**	**453,989**

18 OTHER FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

B. Other current financial assets and liabilities (continued)

	Notional amount AED	*Fair value asset AED*
2023		
Commodity futures not designated as hedging instruments	284,422,806	23,014,845

(iv) Margin deposits represent balances held by other parties for the group. As at 31 December 2024, AED 82,593,778 (2023: AED 7,346,000) are pledged as security against bank borrowings (note 22).

19 BANK BALANCES AND CASH

	2024 AED	*2023 AED*
Bank balances	**1,006,732,926**	48,656,924
Short-term deposits	**6,000,000**	320,997,518
Cash in hand	**53,368**	10,740
Bank balances and cash	**1,012,786,294**	369,665,182
Less: Bank overdraft (Note 22)	**(165,255,105)**	-
Cash and cash equivalents	**847,531,189**	369,665,182

Short-term deposits are made for varying periods between one month and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

20 SHARE CAPITAL AND SHARE PREMIUM

	2024 AED	*2023 AED*
Share capital		
Authorised, issued, subscribed and fully paid up		
1,120,000,000 share of AED 0.25 each	**280,000,000**	280,000,000

Share premium
The shareholders had issued 120,000,000 shares with a nominal value of AED 0.25 each at AED 2.70 per share in prior period. The excess consideration over the nominal value amounting to AED 294,000,000 was recorded as share premium.

21 EMPLOYEES' END OF SERVICE BENEFITS

	2024 AED	*2023 AED*
At 1 January	**615,252**	-
Provision for the year	**1,063,487**	1,182,754
Transfer from/(to) a related party (note 17)	**36,795**	(513,889)
Paid during the year	**(172,237)**	(53,613)
At 31 December	**1,543,297**	615,252

22 BANK BORROWINGS

Movement in borrowings during the year is as follows:

	2024 *AED*	*2023* *AED*
At 1 January	**1,084,631,524**	734,484,852
Common control transfer of a subsidiary (note 4)	**340,506,945**	-
Drawdowns during the year	**6,958,441,194**	4,677,403,029
Repayments during the year	**(5,968,828,968)**	(4,327,256,357)
At 31 December	**2,414,750,695**	1,084,631,524
Less: unamortised transaction costs	**(2,456,295)**	-
	2,412,294,400	1,084,631,524

Bank borrowings consists of:

	2024 *AED*	*2023* *AED*
Current		
Trust receipts (i)	**1,278,412,960**	900,981,524
Bank overdrafts (ii)	**165,255,105**	-
Refinancing debt (iii)	**223,233,834**	-
Spot credit (iii)	**21,795,198**	-
Borrowing against bill of exchange (iii)	**61,441,684**	-
Factoring (iv)	**44,680,155**	-
Term loan I (v)	**183,650,000**	183,650,000
Term loan II (vi)	**2,867,759**	-
	1,981,336,695	1,084,631,524
Non-current		
Term loan III (vii)	**365,500,980**	-
Term loan IV (viii)	**65,456,725**	-
	430,957,705	-

(i) Trust receipts were obtained from commercial banks in UAE and are denominated in AED and USD. This was obtained primarily to finance the Group's working capital requirements and carry interest at commercial rates. Such borrowings are short term in nature. As at 31 December 2023, the Group had pledged margin deposits of AED 7,346,000 against the bank facilities (note 22). There are no margins deposits against the facilities as at 31 December 2024.

(ii) Bank overdraft facility is obtained from commercial banks in Morocco and is denominated in MAD. This was obtained primarily to finance the Group's working capital requirements and carries interest at commercial rates. Such borrowings are short term in nature.

(iii) Refinancing, bill of exchange discounting and spot credits were obtained from commercial banks in Morocco and are denominated in MAD. This was obtained primarily to finance the Group's working capital requirements and carry interest at commercial rates. Such borrowings are short term in nature.

(iv) Factoring credit facility is a recourse arrangement obtained from commercial banks in Morocco and are denominated in MAD. This was obtained primarily to finance against receivables (Note 16) and carry interest at commercial rates. Such borrowings are short term in nature.

22 BANK BORROWINGS (continued)

(v) Term loan I was obtained primarily towards the Group's working capital requirements. The loan is denominated in USD and carries interest at commercial rates. The loan is repayable in equal monthly instalments commencing four months prior to the third year coinciding with the maturity of the loan. Under the terms of the borrowing facility agreements, the Group is required to comply with certain financial covenants which are tested on quarterly, semi-annually and annual basis.

- In respect of the covenants stipulated in the Term loan I facility agreement with a development finance institution in the United Kingdom:

a. the Group's management is yet to assess the compliance on the Group leverage ratio covenant which pertains to the guarantor's (i.e. entities in Sudan and UAE which are under the common control of the ultimate beneficiaries) financial results and position as at 31 December 2024, and the due date for filing such compliance certificate with the financial institution is on or before 30 April 2025. There was no non-compliance based on the test performed as at 30 June 2024 (i.e. last test date).
b. The Group has obtained a waiver before 31 December 2024 to submit certain legal and financial documents on or before 14 December 2025.

As of the date of authorisation of the consolidated financial statements, the lender did not request accelerated repayment of the borrowings and the terms of the loan were not changed.

(vi) Term loan II consists of loan for MAD 20 million and MAD 30 million and is obtained from a commercial bank in Morocco. They were taken to finance the construction of warehouse facilities and carry interest at commercial rates. The loan is repayable in monthly instalments for 7 years commencing from the date of draw down.

(vii) Term loan III is obtained from a commercial bank in UAE and is denominated in USD. This was obtained primarily to finance the Group's strategic investments and carry interest at commercial rates. The loan is repayable in fourteen quarterly equal instalments commencing from the date of drawn down date.

(viii) Term loan IV is obtained from a commercial bank in Mauritius and is denominated in USD. This was obtained to finance the Group's strategic investments and carry interest at commercial rates. The loan is repayable in twenty-four quarterly instalments commencing from first quarter of 2026.

The above borrowings are mainly secured by the following:

a. Irrevocable corporate guarantee from various related parties (under the common control of the ultimate beneficiaries) registered in Sudan and UAE
b. Registered mortgage over office building located in plot no. W34, Dubai Airport Free Zone, Dubai, UAE
c. First-ranking floating charge on all present and future assets of the borrower, including inventory and receivables.
d. Registered mortgage / floating charges over property, plant and equipment located in Sudan in favour of bank with aggregate mortgage value, covering the entire facilities of the bank
e. Assignment of insurance policy over all assets mortgaged/pledged in favour of bank
f. Promissory note endorsed in favour of the banks, receivables and inventories pledged in favour of banks (notes 14,15)
g. Undertaking from one of the majority shareholder of the Company to hold at least 20% shareholding during the loan tenor.
h. Unconditional assignment on the dividends from the subsidiaries and delegation of dividends agreement, requiring dividends from subsidiaries to be directed towards loan repayment.
i. Pledge over designated collection accounts and Debt Service Reserve Account (DSRA).
j. Pledge over shares of the subsidiary, Delta Africa Holding Company Limited.
k. Irrevocable corporate guarantee from non-controlling interest amounting to AED 3.16 million (equivalent MAD 8.7 million)
l. Registered mortgage over land, warehouses located in Morocco in favour of bank amounting to AED 7.27million (equivalent MAD 20 million)

23 LOAN FROM A RELATED PARTY

	2024	*2023*
	AED	*AED*
Unsecured loan	**236,357,550**	-

In November 2024, the Company obtained a loan from DAL Group, a related party, to fund strategic investments. The loan is unsecured and is denominated in USD and carries interest at commercial rates. The loan is repayable in eight years in semi-annual installments starting from December 2026.

24 TRADE AND OTHER PAYABLES

	2024	*2023*
	AED	*AED*
Trade payables	**527,995,791**	398,437,888
Accruals	**119,402,190**	66,434,610
Contract liabilities (Advance from customers)	**63,967,028**	40,472,135
Corporate tax payable	**7,418,638**	-
VAT Payable	**2,632,695**	-
Other tax payables	**1,958,329**	-
Deferred grants	**939,615**	-
Other payables	**7,832,638**	-
	732,146,924	505,344,633

Included in trade payables an amount of AED 19,481,507 due to related parties (2023: AED 10,396,581).

Trade and other payables are due for settlement within one year from the reporting date. Refer note 30 for details on Group's risk management process. Trade payables are predominantly non-interest bearing unless otherwise agreed with the suppliers.

25 DIVIDEND PAYABLE

	2024	*2023*
	AED	*AED*
At 1 January	**-**	19,061,553
Dividends declared during the year	**45,000,000**	175,000,000
Dividends paid during the year	**(45,000,000)**	(194,061,553)
At 31 December	**-**	-

On 9 February 2024, the Board of Directors declared a dividend pay-out of 21.061004% of reported net profit for the year ended 31 December 2023, equivalent of AED 45,000,000 (dividends of AED 0.04018 per share) (2023: AED 175,000,000 (dividends of AED 0.15625 per share). The dividend was approved on 19 April 2024 and paid during the year ended 31 December 2024.

On 25 March 2025, the Board of Directors declared a dividend of AED 33,000,000 (AED 0.02946 per share). This is subject to shareholders' approvals in the Annual General Assembly Meeting (AGM).

26 EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit for the year by the weighted average number of shares outstanding during the year.

	2024	*2023*
Profit for the year (in AED)	**168,380,730**	213,665,403
Weighted average number of shares	**1,120,000,000**	1,120,000,000
Basic and diluted earnings per share (in AED)	**0.15**	0.19

The Group has not issued any instruments which would have a dilutive impact on earnings per share when exercised.

27 SEGMENTAL REPORTING

The CEO is the Chief Operating Decision Maker (CODM) and monitors the operating results of the segment for the purpose of making decisions about performance assessment. With the transfer of a subsidiary as part of the common control transfer by the Parent, the Group operates two reportable segments – International Trading Business and Agri Commodities Wholesale Trading & Local Distribution in Morocco during the year ended 31 December 2024. The segments are strategic business units that offer almost similar products but different services. These are the two segments that the CODM uses to make decisions on resource allocation and assessment of business performance.

27 SEGMENTAL REPORTING (continued)

Information required by IFRS 8, "Segment reporting", is disclosed below:

Year ended 31 December 2024

	International Trading Business AED	*Agri Commodities Wholesale Trading & Local Distribution AED*	*Total segments AED*	*Corporate office AED*	*Adjustments and eliminations AED*	*Consolidated AED*
Revenue						
External customers	6,637,269,001	154,043,868	6,791,312,869	-	-	6,791,312,869
Related parties	2,096,831,826	45,912,143	2,142,743,969	-	(11,811,207)	2,130,932,762
Total Revenue	**8,734,100,827**	**199,956,011**	**8,934,056,838**	**-**	**(11,811,207)**	**8,922,245,631**
Direct costs	(8,530,837,045)	(188,805,425)	(8,719,642,470)	-	11,811,207	(8,707,831,263)
GROSS PROFIT	**203,263,782**	**11,150,586**	**214,414,368**	**-**	**-**	**214,414,368**
Other Operating Income	-	2,922,914	2,922,914	-	-	2,922,914
Other Income	15,660,774	5,116,103	20,776,877	-	-	20,776,877
Share of profit of an associate	-	-	-	2,505,959	-	2,505,959
Finance Income	133,563,845	673,451	134,237,296	10,838,551	-	145,075,847
Selling, general and administration expenses	(52,551,389)	(10,811,061)	(63,362,450)	(21,188,401)	(761,305)	(85,312,156)
Finance costs	(118,146,010)	(7,836,133)	(125,982,143)	(2,471,015)	-	(128,453,158)
Profit for the year before tax	**181,791,002**	**1,215,860**	**183,006,862**	**(10,314,906)**	**(761,305)**	**171,930,651**
Income tax expenses	-	(5,897,521)	(5,897,521)	-	284,021	(5,613,500)
Profit for the year after tax	**181,791,002**	**(4,681,661)**	**177,109,341**	**(10,314,906)**	**(477,284)**	**166,317,151**
Total assets	**2,889,064,789**	**819,571,166**	**3,708,635,955**	**1,078,871,054**	**(81,573,521)**	**4,705,933,488**
Total liabilities	**2,197,256,163**	**713,685,109**	**2,910,941,272**	**577,405,451**	**(13,049,260)**	**3,475,297,463**

27 SEGMENTAL REPORTING (continued)

Major customers
During the year ended 31 December 2024, there were two customers of the Group within the International Trading Business segment, with revenues of AED 2,340,025,679 and AED 1,549,802,851, representing 45% of the total revenue of the Group (year ended 31 December 2023: two customer).

At 31 December 2023:
The Group operated a single reporting segment of trading of agricultural commodities, food products, non-manufactured precious metals and other general commodities. The freight services are incidental to the Group's operations and were not a separate reporting segment. All the relevant information relating to the operating segment was disclosed in the consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and notes to the consolidated financial statements. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. The entity wide disclosures as required by IFRS 8 on information about products, geographical areas and major customers is reflected in note 5 of these consolidated financial statements.

28 COMMITMENTS AND CONTINGENCIES

Contingencies

	2024	*2023*
	AED	*AED*
Cross corporate guarantee for loans obtained by related parties (note 17)	**668,089,222**	201,490,328
Bank guarantees	**119,040,624**	29,962,682
At 31 December	**787,129,846**	231,453,010

Commitments

	2024	*2023*
	AED	*AED*
Share of associate's commitment	**18,007,500**	19,464,277

29 FAIR VALUE MEASUREMENT

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of bank balances, trade receivables (not provisional priced), deposits, other receivables, amounts due from related parties and other financial assets. Financial liabilities consist of bank borrowings, trade payables, accruals, amounts due to related parties and dividend payable.

Management has assessed that the non-current position of financial assets and financial liabilities are not significantly different to its carrying amount either based on the underlying terms (eg. interest) which gets repriced at regular intervals or using a discounted cash flow approach. The fair value of the other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

29 FAIR VALUE MEASUREMENT (continued)

Fair value hierarchy of financial assets

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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); and
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).

	Notional value AED	Fair value Level 1 AED	Fair value Level 2 AED	Fair value Level 3 AED
At 31 December 2024				
Financial assets:				
Trade receivables (provisional price)	**162,211,820**	**-**	**-**	**162,211,820**
Foreign exchange forward contracts	**63,284,525**	**-**	**2,160,360**	**-**
Financial liabilities:				
Options	**1,589,463**	**-**	**1,589,463**	**-**
Commodity futures	**306,177,653**	**-**	**7,546,279**	**-**

	Notional value AED	*Fair value Level 1 AED*	*Fair value Level 2 AED*	*Fair value Level 3 AED*
At 31 December 2023				
Financial assets:				
Trade receivables (provisional price)	71,575,406	-	-	71,575,406
Commodity futures	284,422,806	-	23,014,845	-

30 FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES

The Board of Directors of the Group have overall responsibility and oversight of the risk management framework, and for developing and monitoring the Group’s risk management policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The main risks arising from the Group’s financial instruments are:

- Interest rate risk;
- Credit risk;
- Liquidity risk; and
- Currency risk.

30 FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (continued)

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is primarily exposed to interest rate risk on its interest-bearing liabilities (bank borrowings). The Group's interest-bearing financial liabilities expose them to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on their financial position and cash flows.

The sensitivity analysis below has been determined based on the exposure to interest rates for bank borrowings at the reporting date. The analysis is prepared assuming that these amounts outstanding at the reporting date were outstanding throughout the year. A 10-basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of a reasonably possible change in interest rates.

	Increase/ decrease in basis points	*Effect on profit*	
		2024	*2023*
AED	**+10%**	**(6,606,148)**	(4,722,793)
AED	**- 10%**	**6,606,148**	4,722,793

There is no direct impact on the Group's equity other than the impact resulting from the effect on the profit for the year.

Credit risk
Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk exposure is primarily related to the following financial assets:

	2024 AED	*2023 AED*
Trade receivables (not provisional priced)	**2,044,656,516**	1,471,799,957
Bank balances	**1,012,786,294**	369,665,182
Other financial assets	**112,464,922**	45,107,973
Other receivables, including deposits	**36,999,343**	22,408,459
Due from related parties	**186,386**	3,274,887
	3,207,093,461	1,912,256,458

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy customers.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

30 FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (continued)

Credit risk (continued)
At the reporting date, the concentration of credit risk is disclosed separately below.

To manage and monitor the credit risk, the Group categorises its customers on the basis of the credit risk characteristics inherent to each such category, as explained below:

(a) Net receivables from related parties (trade) under the common control of the Ultimate Beneficiaries amounting to AED 1,322,661,916 (2023: AED 951,592,993) and amounts due from related parties (non-trade) of AED 186,386 (2023: AED 3,274,887):

This category includes receivable from affiliates/ entities under common control of the Ultimate Beneficiaries.

The following table provides information about the exposure to credit risk and expected credit losses for receivables from related parties as at the reporting date. As at the reporting date, the Group measures expected credit losses by taking into consideration the historical default rates, current market conditions and forward-looking assumptions about the economic conditions. Further, the Group considers specific instances of default by customers.

			Past due but not impaired			
	Total AED	***Neither past due nor impaired AED***	***1-90 days AED***	***91-180 days AED***	***181-360 days AED***	***>360 days AED***
2024						
Expected credit loss rate		**0.18%**	**0.25%**	**3.43%**	**3.34%**	**48.98%**
Estimated gross carrying amount at default	**1,326,699,232**	**1,198,990,656**	**112,588,064**	**12,133,878**	**667,228**	**2,319,406**
Expected credit loss	**2,936,331**	**2,175,536**	**287,073**	**416,298**	**22,312**	**35,112**
Specific provisions	**1,100,985**	**-**	**-**	**-**	**-**	**1,100,985**

			Past due but not impaired			
	Total AED	*Neither past due nor impaired AED*	*1-90 days AED*	*91-180 days AED*	*181-360 days AED*	*>360 days AED*
2023						
Expected credit loss rate		0.77%	0.77%	4.03%	4.03%	3.91%
Estimated gross carrying amount at default	960,273,989	614,753,543	306,918,247	37,719,572	662,297	220,330
Expected credit loss	8,680,996	4,747,985	2,377,261	1,520,617	26,893	8,240

30 FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

(b) Net receivables (not provisional priced) from corporate and other customers of AED 721,994,600 (2023: AED 520,206,964):

The Group's relationship with the customers are long standing and credit risk is monitored on an ongoing basis as per the Group's policy. The Group assesses credit risk by categorising customers with similar credit characteristics (i.e. by customer types, products sold etc.). As at the reporting date, the Group measures expected credit losses by taking into consideration the historical default rates, current market conditions and forward-looking assumptions about the economic conditions. Further, the Group considers specific instances of default by customers.

The Group uses an allowance matrix to measure the expected credit losses of trade receivables, which comprise a large number of customers.

The following table provides information about the exposure to credit risk and expected credit losses for trade receivables from corporate and other customers as at the reporting date.

			Past due but not impaired			
	Total AED	***Neither past due nor impaired AED***	***1-90 days AED***	***91-180 days AED***	***181-360 days AED***	***>360 days AED***
2024						
Expected credit loss rate		**0.10%**	**0.15%**	**80.06%**	**2.11%**	**90.88%**
Estimated gross carrying amount at default	**747,408,348**	**531,402,197**	**185,280,523**	**7,244,816**	**2,843,774**	**20,637,038**
Expected credit loss	**897,929**	**518,334**	**279,211**	**5,088**	**60,006**	**35,290**
Specific provisions	**24,515,819**	**-**	**-**	**5,795,439**	**-**	**18,720,380**

			Past due but not impaired			
	Total AED	*Neither past due nor impaired AED*	*1-90 days AED*	*91-180 days AED*	*181-360 days AED*	*>360 days AED*
2023						
Expected credit loss rate		0.11%	2.56%	3.58%	3.58%	3.58%
Estimated gross carrying amount at default	520,994,829	514,311,503	1,807,345	2,606,917	772,979	1,496,085
Expected credit loss	787,865	566,905	46,196	93,437	27,705	53,622

Bank balances
Credit risk on bank balances are assessed to be minimal as these balances are callable on demand and held with reputable financial institutions with high credit rating.

Deposits and other receivables (including margin deposits)
With respect to credit risk arising from other receivables, including deposits, the Group's exposure to credit arises from default of the counter party with maximum exposure equal to the carrying amount of these assets.

30 FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (continued)

Liquidity risk
Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and financial liabilities.

Prudent liquidity risk management implies maintaining sufficient cash and bank balances, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Refer disclosures in Note 3 on going concern for details of liquidity risk management.

The table below summarises the maturities of the Group's undiscounted financial liabilities at 31 December, based on contractual payment dates and current market interest rates.

	At 31 December 2024			
	Less than 1 year AED	***Less than 1 -5 year AED***	***Above 5 years AED***	***Total AED***
Bank borrowings	**1,828,810,816**	**694,577,284**	**35,524,062**	**2,558,912,162**
Trade and other payables	**668,179,896**	**-**	**-**	**668,179,896**
Due to related parties	**17,106,574**	**-**	**-**	**17,106,574**
Loan from a related party	**-**	**264,396,205**	**77,729,863**	**342,126,068**
Lease liabilities	**3,527,844**	**20,571,583**	**31,103,660**	**55,203,087**
Other financial liabilities	**9,135,742**	**9,431,795**	**-**	**18,567,537**
	2,526,760,872	**988,976,867**	**144,357,585**	**3,660,095,324**

	At 31 December 2023			
	Less than 1 year AED	*Less than 1 -5 year AED*	*Above 5 years AED*	*Total AED*
Bank borrowings	1,148,550,976	-	-	1,148,550,976
Trade and other payables	464,872,498	-	-	464,872,498
Due to related parties	17,918,342	-	-	17,918,342
Lease liabilities	496,694	2,841,104	19,417,199	22,754,997
	1,631,838,510	2,841,104	19,417,199	1,654,096,813

Changes in liabilities arising from financing activities is disclosed in the consolidated statement of cash flows.

Currency risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Currency risks mainly arise from sales or purchase by operating unit in foreign currencies other than the unit's functional currency. The Group's transactions are principally undertaken in United Arab Emirates Dirhams (AED) and United States Dollar (USD). The Company does not have any significant foreign currency exposure as currently AED is pegged to USD. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's trade receivables from related parties, due from related parties, trade receivables, trade payables and due to related parties.

30 FINANCIAL RISK MANAGEMENT, OBJECTIVES AND POLICIES (continued)

Currency risk (continued)
The table below indicates the Group's foreign currency exposure at 31 December, as a result of its monetary assets and liabilities.

	Liabilities		***Assets***	
	2024 AED	*2023 AED*	***2024 AED***	*2023 AED*
Euro	**(14,994,909)**	(5,650,845)	**99,905,238**	2,646,887
Great Britain Pound	**-**	(5,000)	**65,750**	98,763
Swiss Francs	**(4,909)**	(32,268)	**-**	37
South African Rand	**(1,937,848)**	-	**1,543,722**	-
United States Dollars	**(226,984,162)**	-	**19,554,054**	-
	(243,921,828)	(5,688,113)	**121,068,764**	2,745,687

The Group is mainly exposed on the above foreign currencies. At 31 December 2024, if the exchange rate of these currencies had fluctuated by 5% against AED, with all other variables held constant, the Group's profit for the year and equity as at the reporting date (net impact) would have changed by AED 2,163,647 (2023: AED 147,121).

31 CAPITAL MANAGEMENT

The primary objective of the Group 's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in business conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 31 December 2023, respectively. Equity comprises share capital, retained earnings, foreign currency translation reserve, cashflow hedge reserve and share premium and is measured at AED 1,184,817,068 (2023: AED 1,067,252,121).

32 CORPORATE TAX

Current income tax and deferred tax
The Group is subject to corporate tax in relation to its operations mainly in United Arab Emirates and Morocco.

The major components of income tax expense in the consolidated statement of comprehensive income are:

	31 December 2024 AED
Current income tax	
Current income tax expenses	**2,427,528**
Deferred tax	
Relating to origination and reversal of temporary differences (net)	**3,185,973**
Tax expense	**5,613,501**

32 CORPORATE TAX (continued)

Current income tax and deferred tax (continued)
Following is the reconciliation of income tax expense and accounting profit:

	31 December 2024 AED
Accounting profit for the period before tax	**172,691,956**
Less income not subject to tax	**(171,476,096)**
Accounting profit for the period subject to tax	**1,215,860**
At the Morocco statutory tax rate of 25.5%	**310,044**
Adjustments	
Temporary differences	**8,040,633**
Permanent differences	**(2,737,177)**
At the effective income tax rate	**5,613,500**

The tax computed relates to subsidiaries in Morocco.

Reconciliation of tax payable

	31 December 2024 AED	*31 December 2023 AED*
As of 1 January	**-**	-
Tax payable transferred as part of the common control transaction (Note 4)	**6,713,434**	-
Tax expense during the period recognised in profit or loss	**2,427,528**	-
Payments made in the period	**(1,529,833)**	-
Translation difference	**(192,491)**	-
As at 31 December	**7,418,638**	-

The deferred tax liabilities comprise of the following temporary differences:

	31 December 2024 AED
Adjustments:	
Expected credit losses of financial assets	**3,352,705**
Lease liabilities	**(5,367,168)**
Revaluation of assets to fair value	**(18,591,706)**
Other Tax Risks	**2,785,883**
Intercompany sales	**2,994,686**
Forex adjustments	**(365,334)**
Cancellation of non-capitalized costs	**761,485**
Accrued bonus	**528,910**
Customer relationship	**(10,757,226)**
As at 31 December 2024	**(24,657,765)**

32 CORPORATE TAX (continued)

Reconciliation of deferred tax liabilities

	2024	*2023*
	AED	*AED*
As of 1 January	**-**	-
Deferred taxes transferred as part of the common control transaction (Note 4)	**(27,835,039)**	-
Tax expense during the period recognised in profit or loss	**2,775,967**	-
Translation difference	**401,307**	-
As at 31 December	**(24,657,765)**	-

Reconciliation of deferred tax assets

	2024	*2023*
	AED	*AED*
As of 1 January	**-**	-
Deferred taxes transferred as part of the common control transaction (Note 4)	**13,818,350**	-
Tax expense during the period recognised in profit or loss	**(5,961,940)**	-
Translation difference	**(263,976)**	-
As at 31 December	**7,592,434**	-

The deferred tax assets relate to tax losses for a subsidiary based in Morocco can be utilized for a maximum of 4 years from the date when they arise.

For the purpose of determining income tax expense for the period, the accounting profit has been adjusted for tax purposes. Adjustments for tax purposes include items relating to both income and expense. The adjustments are based on the current understanding of the existing tax laws, regulations and practices. The Group has not identified any material risks or uncertainties in the structure from a corporate tax perspective and will continuously monitor further developments that could impact the tax profile of the Group for its UAE operations.

33 GLOBAL MINIMUM TAX

In December 2021, the Organization for Economic Co-operation and Development (OECD) released a draft legislative framework, followed by detailed commentary and implementation guidance released between March 2022 and December 2024 for the Pillar Two Global Anti-Base Erosion Rules (GloBE rules or Pillar Two rules). The UAE published Federal Decree-Law No. 60 of 2023, amending specific provisions of Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses. Additionally in December 2024, the UAE Ministry of Finance has announced that a Domestic Minimum Top-up Tax will be effective in the UAE for financial years starting on or after 1 January 2025. This means that the current tax rate of 9% will go up to 15% from 1 January 2025 onwards subject to substance based carveouts and other reliefs under the new regime, details of which are not known at present.

34 SUBSEQUENT EVENTS

Subsequent to year end, the group has acquired a 100% shareholding of Stratton Africa Holdings Limited, the holding company of the largest flour milling company based in Mozambique. The transaction was valued at USD 190 million.

The acquisition aligns with the Group's strategic objectives of vertical integration along the agro-commodity trading and distribution value chain.

Fair value of assets acquired and liabilities assumed on a provisional basis
The provisionally determined fair value of the identifiable assets and liabilities of the acquired business as at the date of the acquisition 31 January 2025 were as follows:

	AED
ASSETS	
Non-current assets	
Property and equipment	448,900,180
Intangible assets	735,593
Right-of-use assets	4,781,036
Insurance claims	8,404,218
	462,821,027
Current assets	
Inventories	227,181,131
Trade and other receivables	27,253,939
Other current assets	60,337,983
Other financial assets	9,184,997
Bank balances and cash	44,893,069
	368,851,119
TOTAL ASSETS (A)	**831,672,146**
LIABILITIES	
Non-current liabilities	
Bank borrowings	68,760,682
Provisions	44,566
Deferred tax liabilities	395,000
	69,200,248
Current liabilities	
Bank borrowings	13,131,562
Trade and other payables	272,983,408
Due to related parties	29,880,506
Lease liabilities	70,071,048
	386,066,524
Total liabilities (B)	**455,266,772**
Net assets (C) = (A) – (B)	**376,405,374**
Consideration (D)	**698,250,000**
Identifiable intangible assets (E) = (D) – (C)	**698,250,000**

Fair value of assets acquired and liabilities assumed on a provisional basis
The Group will finalize the purchase price allocation exercise of the acquisition within one year from the date of acquisition.

35 COMPARATIVE INFORMATION

Certain comparatives have been reclassified in order to conform to the presentation and classification for the current year. Such reclassification does not affect previously reported equity.