# MULTIPLY

# **Multiply Group PJSC**

**Directors Report and Financial Information** 

For the three months and nine months period ended 30 September 2024



#### Dear Shareholders,

On behalf of the Board of Directors ("the Board"), I am pleased to present our interim condensed consolidated financial statements of Multiply Group PJSC (the "Company") and its subsidiaries (together referred to as the "Group") as at 30 September 2024.

#### Financial performance in 9M 2024

Multiply Group reported revenue of AED 1,351 million for the first nine months of 2024 (9M 2023: AED 897 million). This translates into an increase of 51% year-on-year reflecting the strength of our vertical building dual strategy of organic growth and acquisitions. 9M 2024 Gross profit of AED 619 million (9M 2023: AED 457 million) imply healthy blended margin of 46%.

Reported Group net loss stood at AED 2.5 billion (9M 2023 profit: AED 0.5 billion). Net profit excluding unrealized fair value changes in investment portfolio increased 13% year-on-year to AED 920 million (9M 2023: AED 811 million) largely driven by strong vertical performance and higher investment income.

In 9M 2024, we reported AED 3.4 billion unrealized fair value losses triggered by Q1 market volatility backdrop (9M 2023: AED 265 million fair value losses).

The Group's consolidated statement of financial position remains robust with total assets of AED 40.3 billion (2023: AED 42.2 billion). Cash balance stands at AED 1.88 billion (2023: AED 1.56 billion) after realizing net operating cash flow of AED 958 million during the first nine months of 2024 (9M 2023: AED 539 million).

#### Changes to the Board

Effective 10 July 2024, the board of directors appointed Syed Basar Shueb as the new Chairman while extending their gratitude to the departing Chairman, Andre G. Sayegh who resigned for personal reasons and professional commitments. Syed Basar Shueb currently serves as CEO, Managing Director and Board Member at International Holding Company (IHC) and is an accomplished and respected senior executive, he has substantial and diversified experience across various industries, and was listed in the Top 10 Middle East's CEOs by Forbes in 2023. Basar is known to be a decisive and pragmatic leader, and for his skill in creating and nurturing cohesive and focused business units that grow profitable bottom lines. He has played an integral part in IHC continually being in the top performers of the Abu Dhabi Bourse's listed companies.

#### Going concern basis

The Board of Directors has reasonable expectation that the Group has adequate resources and support to continue its operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the reviewed interim condensed consolidated financial statements for the first nine months ended 30 September 2024.



#### **Transactions with related parties**

The interim condensed consolidated financial statements disclose related party transactions and balances in note 12. All transactions are carried out as part of our normal course of business and in compliance with applicable laws and regulations.

#### Disclaimer

To the best of our knowledge, the financial information fairly presents in all material respects, the financial condition, results of its operations and cash flows of the Group for the years presented in this report.

#### **Auditors**

Ernst & Young are the external auditors for the Group for the year ending 31 December 2024.

#### On behalf of the Board of Directors

Docusigned by:
Samia Bouazza

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Samia Bouazza Chief Executive Officer 29 October 2024 —os Mz

# INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PERIOD ENDED 30 SEPTEMBER 2024



Ernst & Young Middle East (Abu Dhabi Branch) P.O. Box 136 Nation Towers, Tower 2, Floor 27 Corniche Road West Emirate of Abu Dhabi United Arab Emirates Tel: +971 2 417 4400 +971 2 627 7522 Fax: +971 2 627 3383 abudhabi@ae.ey.com ey.com

CL No. 1001276

### REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF

#### MULITPLY GROUP PJSC

#### Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Multiply Group PJSC (the "Company") and its subsidiaries (together referred to as the "Group") as at 30 September 2024, comprising of the interim consolidated statement of financial position as at 30 September 2024, and the related interim consolidated statement of profit or loss and interim consolidated statement of comprehensive income for the three month and nine month periods then ended and the related interim consolidated statements of changes in equity and cash flows for the nine month period then ended and explanatory notes. Management is responsible for the preparation and fair presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

#### Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects in accordance with IAS 34, "Interim Financial Reporting".

For Ernst & Young

Ahmad Al Dali Registration No 5548

29 October 2024

Abu Dhabi, United Arab Emirates

### INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION At 30 September 2024

	Notes	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED 000
ASSETS			
Non-current assets Property, plant and equipment Investment property Intangible assets and goodwill	4	1,668,103 117,558 1,886,331	1,456,955 121,410 800,314
Right-of-use assets	5	630,295	128,929
Investment in a joint venture Trade and other receivables	8	2,442,286 839,851	2,065,268 1,236,517
Loan to a related party Deferred tax asset	12	96,747	616,505 3,842
Investments carried at fair value through profit or loss	6	10,491,803	17,213,115
Investments carried at fair value through other comprehensive income	7	420,853	446.986
through other complehensive income	,		
		<u>18,593,827</u>	<u>24.089,841</u>
Current assets Inventories		39,569	32,727
Loan to a related party	12	39,985	.000
Investments carried at fair value through profit or loss Trade and other receivables	6 8	18,930,869 829,662	15,763,589 664,862
Due from related parties	12	35,474	54,195
Cash and bank balances	9	<u>1,878,547</u>	<u> 1,557,277</u>
		21,754,106	18,072,650
TOTAL ASSETS		40.347,933	42,162,491
EQUITY AND LIABILITIES			
Equity	11	2,800,000	2,800,000
Share capital Share premium	***	6,703,610	6,703,610
Statutory reserve		1,400,000 6,598	1,400,000 (1,372)
Hedging reserve Cumulative changes on revaluation of investments		24,103	12,875
Merger, acquisition and other reserves		383,553 <u>14,946,595</u>	383,553 <u>17,610,165</u>
Retained earnings			
Equify attributable to owners of the Company Non-controlling interests		26,264,459 <u>1,487,799</u>	28,908,831 _1.277,745
Total equity		<u>27,752,258</u>	<u>30,186,576</u>
Non-current llabilities		73.505	52.220
Employees' end of service benefit Borrowings	14	72,585 5,101,086	53,220 8,208,999
Deferred tax liabilities	12	89,036	46,745
Loan from related parties Lease liabilities	12	21,707 548,536	20,497 99,376
Trade and other payables	13	911,290	1,149,959
		6,744,240	9.578,796
Current liabilities			
Loan from related parties Borrowings	12 14	17,258 4,576,766	17,965 1,381,143
Lease liabilities	14	145,167	34,861
Due to related parties	12 13	125,607	145,802 817,348
Trade and other payable	13	<u>986,637</u>	
		5,851,435	2,397,119
Total liabilities		<u>12,595,675</u>	11.975.915
TOTAL EQUITY AND LIABILITIES		40,347,933	42,162,491
Docusigned by: Samia Bouanya		Uka	
CHAIRMAN CHIEF EXECUTIVE OFFICE	R	GROUP FINANC	E DIRECTOR

#### INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS (UNAUDITED)

For the three month and nine month periods ended 30 September 2024

		Three months ended 30 September (Unaudited)		Nine months ended 30 September (Unaudited)	
	Notes	2024 AED '000	2023 AED '000	2024 AED '000	2023 AED '000
Revenue Cost of revenue	15	517,505 ( <u>290,735</u> )	351,790 ( <u>175,563</u> )	1,350,881 (732,056)	897,295 ( <u>440,102</u> )
GROSS PROFIT		226,770	176,227	618,825	457,193
Investment and other income Unrealised fair value gain (loss) on	16	221,368	218,893	800,397	741,878
investments in financial assets		536,951	(185,076)	(3,427,931)	(265,332)
Share of profit from investment in a joint venture		25,287 (107,243)	157,558 (82,801)	90,585 (285,661)	140,993 (196,186)
General and administrative expenses Finance costs	14	(130,928)	( <u>107,961</u> )	(370,662)	( <u>301,638</u> )
PROFIT (LOSS) FOR THE PERIOD BEFORE TAX		772,205	176,840	(2,574,447)	576,908
Income tax (expense) credit	17	(28,054)	(31,067)	66,193	(31,067)
PROFIT (LOSS) FOR THE PERIOD AFTER TAX		<u>744,151</u>	<u>145,773</u>	( <u>2,508,254</u> )	545,841
Attributable to: Owners of the Company Non-controlling interests		688,714 _55,437	84,842 60,931	(2,658,985) <u>150,731</u>	410,128 135,713
		<u>744,151</u>	<u>145,773</u>	( <u>2,508,254</u> )	545,841
Basic earnings (loss) per share (AED)	18	0.06	0.008	(0.24)	0.04

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

#### INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the three and nine month periods ended 30 September 2024

		30 Se	onths ended ptember udited)	30 S	onths ended eptember audited)
	Notes	2024 AED '000	2023 AED '000	2024 AED '000	2023 AED '000
Profit (loss) for the period after tax		744,151	145,773	(2,508,254)	545,841
Other comprehensive income: Items that may be reclassified subsequently to the consolidated statement of profit or loss: Share of other comprehensive (loss) income of a joint venture  Items that will not be reclassified subsequently to the consolidated statement of profit or loss:	5	(287)	8	9,963	<b>2</b> 8
Change in the fair value of financial assets carried a fair value through other comprehensive income	7	<u>1,952</u>	5,675	2,437	6,108
Total other comprehensive income		<u>1,665</u>	<u>5,675</u>	12,400	6,108
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD		<u>745,816</u>	<u>151,448</u>	(2,495,854)	<u>551,949</u>
Attributable to: Owners of the Company Non-controlling interests		690,436 _55,380	90,517 60,931	(2,644,372) 148,518	416,010 135,939
		<u>745,816</u>	151,448	( <u>2,495,854</u> )	<u>551,949</u>

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

Multiply Group PJSC

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the nine month period ended 30 September 2024

	Total equity AED'000	29,380,707 545,841 6,108	551,949 89,345	4,874 184,609 (46,682)	30,164,802	30,186,576 (2,508,254) 12,400	(2,495,854) 122,667 55,271 (116,402)	27,752,258
	Non controlling- interests AED'000	853,219 135,713 226	135,939 89,345	- 184,609 (46,682)	1,216,430	1,277,745 150,731 (2,213)	148,518 122,667 55,271 (116,402)	1,487,799
	Total AED'000	28,527,488 410,128 5,882	416,010	4,874	28,948,372	28,908,831 (2,658,985) 14,613	(2,644,372)	26,264,459
	Retained earnings AED '000	17,266,690 410,128	410,128	5,675	17,687,367	17,610,165 (2,658,985)	(2,658,985)	14,946,595
the Company	Merger and acquisition reserve AED '000	378,679	3 <b>6</b> 6 16		378,679	383,553	* * * * * ]	383,553
Attributable to equity holders of the Company	Hedging reserve AED'000	5000 V: V	N#02 #0	* ** * T		(1,372)	7,970	6,598
Attributable to e	Cumulative changes on revaluation of investments AED '000	(21,491)	5,882	(5,675)	(21,284)	12,875	6,643	24,103
	Statutory r reserve AED'000	1,400,000	ē i	3 6 5 3	1,400,000	1,400,000	(4), W (4) (4)( 1	1,400,000
	Share premium AED'000	6,703,610	•		6,703,610	6,703,610		6,703,610
	Share capital AED'000	2,800,000	<b>9</b> 0 <b>9</b> 0		2,800,000	2,800,000	0 0 0 0 0	2,800,000
		Balance at 1 January 2023 (audited) Profit for the period Other comprehensive income for the period	Total comprehensive income for the period Acquisition of subsidiaries	Disposat of investments carried at fair value through other comprehensive income Disposal of partial interest in subsidiary Capital injected by non-controlling interest (note 12) Dividends to non-controlling interest (note 19)	Balance at 30 September 2023 (unaudited)	Balance at 1 January 2024 (audited) Profit (loss) for the period Other comprehensive income (loss) for the period	Total comprehensive income (loss) for the period Acquisition of subsidiary (note 10) Capital injected by non-controlling interest (note 12) Disposal of an investment Dividends to non-controlling interest (note 19)	Balance at 30 September 2024 (unaudited)

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

# INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) For the nine month period ended 30 September 2024

		Nine months ended 30 September (Unaudite	
	Notes	2024 AED'000	2023 AED'000
OPERATING ACTIVITIES (Loss) profit before tax for the period		(2,574,447)	576,908
(Loss) profit before the for the period		, , ,	
Adjustments for:	4	74,519	55,711
Depreciation of property, plant and equipment	7	76,869	28,574
Depreciation of right-of-use assets Depreciation of investment properties		3,852	3,852
Amortisation of intangible assets		49,451	21,541
Share of profit from investment in joint venture	5	(90,585)	(140,993)
Change in fair value of investments carried at			
fair value through profit or loss	6	3,427,931	265,332
Loss (gain) on disposal of property, plant and equipment	16	330	(158)
Provision for employees' end of service benefit		10,707	9,818 301,638
Finance costs	16	370,662 (399,302)	(486,510)
Interest and dividend income	16	(93,587)	(114,141)
Unwinding of discount on non-current receivable  Amortization of deferred income	16	(290,561)	(289,500)
Loss on reassessment of non-current receivable	16	(220,202)	169,616
Reversal of allowance for slow moving inventories		(589)	(553)
Provision (reversal of) for expected credit losses	8	5,430	<u>(11,569</u> )
Operating cash flows before working capital changes		570,680	389,566
Working capital changes:			
Inventories		3,198	(8,339)
Due from related parties		29,958	18,454
Trade and other receivables		440,228	340,245
Due to related parties		20,276	75,323
Trade and other payables		<u>(32,£ ¥ ¶</u> )	(39,566)
Cash generated from operations		1,031,861	775,683
Finance cost paid		(69,320)	(232,498)
Employees' end of service benefit paid		<u>(5,008</u> )	(4,387)
Net cash from operating activities		957,533	538,798
INVESTING ACTIVITIES			
Purchase of property, plant and equipment		(118,677)	(91,447)
Purchase of intangible assets		(7,913)	(1,062)
Proceeds from sale of property, plant and equipment		532	583
Write off of intangible assets		68	(15.007)
Purchase of investments carried at fair value through profit or loss	6	(10,339)	(15,007)
Purchase of investment carried at fair value	7		(374,700)
through other comprehensive income	7	-	(374,700)
Proceeds from disposal of investments carried at fair value through other comprehensive income	7	28,570	-
Proceeds from disposal of investment carried at	,	20,2.0	
fair value through profit or loss		136,440	400,818
Term deposits with original maturities of more than three months		(325,045)	(150,000)
Payment due on acquisition of investment in a joint venture		=	(921,203)
Loan to a related party		301,571	(368,646)
Interest and dividends received		389,586	470,687
Finance costs paid Cash used in acquisition of subsidiaries	10	(224,848) _(908,600)	<u>(153,439</u> )
Cash used in acquisition of subsidiaries	•		
Net cash used in investing activities		<u>(738,655</u> )	(1,203,416)

# INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) continued For the nine month period ended 30 September 2024

		Nine moni 30 Septembe	ths ended r (Unaudited)			
	Notes	2024 AED'000	2023 AED'000			
FINANCING ACTIVITIES  Net proceeds from borrowings  Capital contribution by non-controlling interest  Repayment of lease liabilities  Dividend paid for non-controlling interest  Net cash (used in) from financing activities	19	10,202 (131,253) (101,602) (222,653)	1,024,978 184,609 (33,270) (46,682) 1,129,635			
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS DURING THE PERIOD		(3,775)	465,017			
Cash and cash equivalents at beginning of the period		<u>1,115,953</u>	833,141			
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	9	<u>1,112,178</u>	<u>1,298,158</u>			
Significant non-cash transactions excluded from the statement of cash flows is as follows:						
Due to related parties contributed by the non-controlling interest		<u> 55,271</u>				

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

#### 1 GENERAL INFORMATION

Multiply Group PJSC (the "Company") is public joint stock company under the UAE Federal Law No.(32) of 2021. The registered office of the Company is P.O Box 34491, Abu Dhabi, United Arab Emirates.

International Holding Company PJSC is the Parent and Royal Group Holding LLC is the Ultimate Parent of the Company.

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

- Advertisement design and production;
- Economic feasibility consultancy and studies;
- Exhibition organisation and management;
- Public relationship consultancy;
- Organisation and event management and newspaper advertisement;
- Management and development of motor vehicles driving training;
- Manage investments properties;
- Installation of district cooling and air conditioning;
- Repair of district cooling;
- Investment in infrastructure projects;
- Wholesale of cosmetics and make-up trading;
- Women and men personal care and other grooming related services;
- Physiotherapy center; and
- Physical medicine and rehabilitation center.

The interim condensed consolidated financial statements were approved by the Board of Directors and authorised for issue on 29 October 2024.

#### 2 BASIS OF PREPARATION

#### 2.1 Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting.

The interim condensed consolidated financial statements do not include all information and disclosures required in the annual consolidated financial statements prepared in accordance with International Financial Reporting Standards and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2023. In addition, results for the period ended 30 September 2024 are not necessarily indicative of the results that may be expected for the year ending 31 December 2024.

These interim condensed consolidated financial statements have been prepared on historical cost basis, except for investments carried at fair value through other comprehensive income and investments carried at fair value through profit or loss which are stated at fair value.

The interim condensed consolidated financial statements are presented in United Arab Emirates Dirham (AED), which is the presentation currency of the Group and the functional currency of the Company. All the values are rounded to the nearest thousand (AED'000), except when otherwise indicated.

#### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 September 2024 (Unaudited)

#### 2 BASIS OF PREPARATION continued

#### 2.2 Basis for consolidation

The interim condensed 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, and
- The ability to use its power over the investee to affect its return.

When the Group has less than a majority of the voting or similar right 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; and
- The Group's voting rights and potential voting rights

The Group re-assesses 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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the interim condensed consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Non-controlling interest represent the portion of profit or loss and net assets of subsidiaries not owned directly or indirectly by the Parent Company. Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent 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 interim condensed consolidated financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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

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

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.

#### 2 BASIS OF PREPARATION continued

#### 2.2 Basis for consolidation continued

Details of subsidiaries as at 30 September 2024 and 31 December 2023 were as follows:

	Place of Incorporation	131 December 2023 were as follows:  Principal activities	ownersh and voti	rtion of ip interest ng power eld
Name of subsidiary	Theor portation	17 mesper activities	2024	2023
Multiply Companies Management	United Arab Emirates	Management services of companies and private institutions	100%	100%
Sole proprietorship LLC MG Communications Holding LLC	United Arab Emirates	Establishing, investing and managing technology projects	100%	100%
MG Wellness Holding LLC	United Arab Emirates	Investment, institute and management of health services enterprises	100%	100%
MG Digital Holding LLC	United Arab Emirates	Establishing, investing and managing technology projects	100%	100%
MG Utilities Holding LLC	United Arab Emirates	Establishing, investing and managing infrastructure projects	100%	100%
MG Ventures Holding LLC	United Arab Emirates	Establishing, investing and managing commercial projects	100%	100%
MG Entertainment Holding LLC	United Arab Emirates	Entertainment enterprises investment, institution and management	100%	100%
Multiply Group International Limited	United Arab Emirates	Holding company	100%	100%
Spranza Commercial Investment – Sole Proprietorship LLC	United Arab Emirates	Establishing, investing and managing commercial projects.	100%	100%
Emirates Driving Company PJSC*	United Arab Emirates	Drivers training and road safety education	48.01%	48.01%
Below are the subsidiaries of MG Con		Communication, marketing, media and events	100%	100%
Viola Communications LLC	United Arab Emirates	Investment holding company	60%	60%
24 7 Media Holding LLC	United Arab Emirates United Arab Emirates	Outdoor media solution provider	100%	-
BackLite Media LLC (i)	The second second second second	Outdoor media solution provides		
Below are the subsidiaries of Viola	Communication LLC:	Commercial publication printing	100%	100%
Purple Printing LLC	United Arab Emirates	Commercial publication printing	100%	100%
Purple Exhibition LLC	United Arab Emirates	Commercial publication printing	100,0	10070
Below are the subsidiaries of 24 7 M	ledia Holding LLC:		1000/	100%
24 7 Media LLC	United Arab Emirates	Advertising billboards contracting	100% 100%	100%
Media 20-4 Seven DMCC	United Arab Emirates	Public relation management, media studies, consultancies advertising, consultancies services and events management	10076	10076
Below are the subsidiaries of BackL	ite Media LLC:		100%	
BackLite Media FZ LLC	United Arab Emirates	Outdoor media solution provider	100%	
BackLite Digital billboards – Sole proprietorship LLC	United Arab Emirates	Outdoor media solution provider	10076	
Below are the subsidiaries of MG Wel	Iness Holding LLC:	177 1	51%	51%
Omorfia Group LLC	United Arab Emirates	Women and men personal care and other grooming related services, including procuring beauty products and	5170	J170
LVL Technology Holding (formerly "Switch Technology Holding")*	Cayman Islands	equipment Operation of a wellbeing streaming service and marketplace via an online platform and in physical studios	49.38%	49.38%

#### 2 BASIS OF PREPARATION continued

#### 2.2 Basis for consolidation continued

Name of subsidiary	Place of Incorporation	Principal activities		on of interest power
Name of substatury	meorporation		2024	2023
Below are the subsidiaries of Omorfia G				1000/
Bedashing Holding Company LLC	United Arab Emirates	Wholesale cosmetic and make-up trading women personal care and other grooming related services	100%	100%
Tips & Toes Beauty and Spa Centre L.L.C	United Arab Emirates	Ladies' cosmetic and personal care centre, women salon, ladies oriental bath and ladies spa club	100%	100%
Jazz Lounge Spa LLC	United Arab Emirates	Men oriental bath, gents cosmetic and personal care centre, hair fixing centre, perfumes and cosmetic trading, gents haircutting and hairdressing salon	100%	100%
Ben Suhail Distribution L.L.C	United Arab Emirates	Perfurnes and cosmetic trading, beauty and personal care equipment trading, imitation jewellery trading, soap and hair care products trading	100%	100%
Omorfia Institute of Beauty and Wellness Women Beauty Saloon Works Training - Sole Proprietorship LLC (formerly Nippers & Scissors training Centre – Sole Proprietorship LLC)	United Arab Emirates	Wholesale cosmetics and make-up trading, women personal care and other grooming related services	100%	100%
Bedashing Beauty Lounge – Sole proprietorship LLC	United Arab Emirates	Wholesale cosmetics and make-up trading, women personal care and other grooming related services	100%	100%
Bedashing Beauty Lounge International Limited	United Arab Emirates	Wholesale cosmetics and make-up trading, women personal care and other grooming related services	100%	100%
Fisio Therapy and Rehabilitation LLC	United Arab Emirates	Physical medicine and rehabilitation center and physiotherapy center	100%	100%
Juice Lounge SPA and	United Arab Emirates	Woman salon, ladies oriental bath, ladies health club, ladies massage & relaxation center	100%	100%
Beauty Center LLC Juice SPA Salon	United Arab Emirates	Ladies health club, ladies oriental bath, ladies cosmetic & personal care center	100%	100%
Jamm Salon Supplies	United Arab Emirates	Ladies cosmetic & personal care center, women salon, hair fixing center, and henna saloon	100%	100%
The Juice Beauty Salon LLC	United Arab Emirates	Perfumes & cosmetics trading, ladies oriental bath, ladies health club, women salon, soap & hair care products trading, ladies massage & relaxation center	100%	100%
Acumen International Ltd.	United Arab Emirates	Gents cosmetic & personal care, gents haircutting & hairdressing salon, ladies cosmetic & personal care, ladies haircutting & hair dressing, ladies spa club	100%	100%
Atelier Hommage Mens Salon LLC	United Arab Emirates	Men oriental bath, gents haircutting & hairdressing salon, gents health club, gents massage & relaxation center	100%	100%
TGC Holding Company (i)	Jersey	Holding company	100%	30

#### 2 BASIS OF PREPARATION continued

#### 2.2 Basis for consolidation continued

Name of subsidiary	Place of ame of subsidiary Incorporation Principal activities		Proportio ownership iv and voting p held	
		·	2024	2023
Below are the subsidiaries of TGC Ho	lding Company:		100%	
The Grooming Company International Investments Ltd	British Virgin Islands	Global franchise operations	10076	-
Nextar Investments LLC	United Arab Emirates	Investment in industrial enterprises & management, investment in commercial enterprises & management, women's salon	100%	3
TGC Project Management Services LLC	United Arab Emirates	Project management services	100%	5
Sisters Beauty Lounge LLC	United Arab Emirates	Henna saloon, ladies cosmetic & personal care center, ladies oriental bath	100%	0.00
Global Beauty Center LLC	United Arab Emirates	Women oriental bath, women personal care and beauty, women hair cutting and hair dressing, wholesale of cosmetics and trading	100%	9
The Grooming Company LLC	United Arab Emirates	Investment in agricultural enterprises & management, investment in industrial enterprises & management, investment in commercial enterprises & management, henna saloon, women salon, ladies Oriental bath, ladies health club, gents massage and relaxation centre, gents hair cutting & hair dressing salon, men oriental bath, gents cosmetics & personal care	100%	<u> </u>
Wellbe Trading	United Arab Emirates	center, ladies cosmetic & personal care center, gents health club Beauty and personal care requisites trading, readymade garments trading, handbag & leather products trading, blankets towels and linens trading, imitation jewellery trading, shoe trading, textile trading, perfumes and cosmetics trading, suitcases and travel requisites trading, gift trading	100%	(2)
Beauty Grooming Franchise UK Limited	United Kingdom	Franchise operations	100%	30
Below are the subsidiaries of LVL Tec	huolom Holding (formark	"Switch Technology Holding"):		
Healthier U Wellness Services L.L.C	United Arab Emirates	Health enterprise investment, institution and management,	100%	100%
Switch Lifestyle ME FZ LLC	United Arab Emirates	Activities related to corporate wellness	100%	100%
Fuze Fitness Studio LLC	United Arab Emirates	Activities related to corporate wellness	100%	100%
Switch Lifestyle PTE. LTD.	Singapore	Activities related to corporate wellness	100%	100%
Switch Technology HK Limited	Hong Kong	Activities related to corporate wellness	100%	100%
LVL Wellbeing USA INC	United States of	Activities related to corporate wellness	100%	100%
LVL Technology North America LTD	America Canada	Activities related to corporate wellness	100%	100%
Below is the subsidiary of MG Digital PAL Cooling Holding LLC	Holding LLC: United Arab Emirates	Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects	100%	100%

#### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

30 September 2024 (Unaudited)

#### BASIS OF PREPARATION continued 2

#### 2.2 Basis for consolidation continued

Name of subsidiary	Place of Incorporation	Principal activities	ownersh and voti	rtion of ip interest ng power eld
Tranc of Substitute y			2024	2023
Below are the subsidiaries of PAL Cooli	ino Holdino LLC:			
PAL Cooling Services LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district	100%	100%
PAL First Cooling LLC	United Arab Emirates	cooling and investment in infrastructure projects Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects	100%	100%
PAL Danat Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district	100%	100%
PAL Saraya Cooling LLC	United Arab Emirates	cooling and investment in infrastructure projects Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects	100%	100%
PAL Shams Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district	100%	100%
PAL Najmat Cooling LLC	United Arab Emirates	cooling and investment in infrastructure projects Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects	100%	100%
PAL 4 Reem Cooling LLC	United Arab Emirates	Installation of district cooling and air conditioning, repair district	100%	100%
PAL 4 Shams Cooling LLC	United Arab Emirates	cooling and investments in infrastructure projects Installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects	100%	100%
Below is the subsidiary of MG Utilities I PAL 4 Solar Energy LLC Below are the subsidiaries of PAL 4 Solar	United Arab Emirates	Installation and maintenance of alternative energy equipment.	80%	80%
International Energy Holding LLC	United Arab Emirates	Commercial enterprises, investment, institution and management, power enterprise investment and industrial enterprise investment.	100%	100%
Below are the subsidiaries of MG Ven Norm Commercial Investment – Sole Proprietorship LLC	tures Holding LLC: United Arab Emirates	Investing company	100%	100%
Below are the subsidiaries of Emirates I Tabieah Property Investments –	Driving Company PJSC: United Arab Emirates	Manage Investment Properties	100%	100%
Sole Proprietorship LLC Emirates Mobility Company (ii) Excellence Premier Investment LLC (i)	United Arab Emirates United Arab Emirates	Investment company Investment in commercial, industrial, agriculture enterprises and management	100% 51%	æ
Below are the subsidiaries of Excellence Excellence Driving Centre LLC Excellence Couriers Delivery Services	Premier Investment LLC: United Arab Emirates United Arab Emirates	Automobile driving school and optical center Order management and delivery services	100% 100%	520 140
LLC Excellence Premium Limousine	United Arab Emirates	Passenger transport by luxury motor vehicles	100%	
Services LLC Excellence Premier Auto Repair LLC	United Arab Emirates	Maintenance and general repairs of vehicles, car wash and cleaning	100%	<b></b>

Subsidiaries acquired during the period Subsidiaries incorporated during the period (i) (ii)

<sup>\*</sup> Subsidiaries consolidated based on de facto control/ contractual arrangement.

#### 3 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

#### 3.1 New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those applied by the Group in the preparation of the consolidated financial statements as at and for the year ended 31 December 2023, except for the adoption of the following new standards and amendments effective as of 1 January 2024. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

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

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

#### 3.2 Significant accounting estimates and judgements

The preparation of the interim condensed consolidated financial statements in conformity with the International Financial Reporting Standards requires management to make judgment, estimates and assumptions that affect the application of accounting policies and reported amounts of financial assets and liabilities and the disclosure of contingent liabilities. These judgments, estimates and assumptions also affect the revenue, expenses, and provisions as well as fair value changes. Actual results may differ from these estimates.

These judgments, estimates and assumptions may affect the reported amounts in subsequent financial years. Estimates and judgments are currently evaluated and are based on historical experience and other factors.

In preparing these interim condensed consolidated financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those applied in the consolidated financial statements as at and for the year ended 31 December 2023.

#### 4 PROPERTY, PLANT AND EQUIPMENT

During the period, additions to property, plant and equipment amounted to AED 121,893 thousand (nine month period ended 30 September 2023: AED 96,177 thousand), excluding those acquired through business combinations, depreciation charge of AED 74,519 thousand (nine month period ended 30 September 2023: AED 55,711 thousand) and disposals of AED 862 thousand (nine months period ended 30 September 2023: AED 425 thousand). Property, plant and equipment acquired through business combinations amounted to AED 164,636 thousand (note 10) (nine month period ended 30 September 2023: AED 3,659 thousand).

During the period, the Group capitalized finance cost of AED 3,216 thousand related to its borrowing (30 September 2023: AED 4,730 thousand).

#### 5 INVESTMENT IN JOINT VENTURE

Details of the Group's joint venture are as follows:

Name of entity	Principal activities	Place of incorporation and operation	Ownership interest	
Tiumo of circula			2024	2023
Joint venture: Kalyon Enerji Yatirmiliari A.S ("Kalyon")	Clean and renewable energy company	Turkey	50%	50%
Movement in investment in joint vent	ture is as follows:			
		(Unaudited)	(	Audited
		30 September	31 D	ecembe
		2024		202.
		AED'000	1	4ED'000
At the beginning of the period / year		2,065,268	1	,838,42
Additional capital contribution*		276,470		
Share of profit during the period / year	nr	90,585		228,558
Share of other comprehensive income		9,963	_	(1,71
At the end of the period / year		2,442,286	_2	,065,268

<sup>\*</sup> An amount of AED 276,470 thousand was provided as additional capital contribution through the conversion of loan provided by the Group to Kalyon (note 12). The same amount was also contributed by the remaining shareholder which resulted in the shareholding percentage to remain at 50%.

#### 6 INVESTMENTS CARRIED AT FAIR VALUE THROUGH PROFIT OR LOSS

	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Quoted Unquoted	29,339,486 83,186	32,893,112 83,592
	<u>29,422,672</u>	32,976,704
Investments carried at fair value through profit or loss are analysed as follows	s:	
i)	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED '000
Non-current Current	10,491,803 18,930,869	17,213,115 15,763,589
Curcii	<u>29,422,672</u>	32,976,704

#### 6 INVESTMENTS CARRIED AT FAIR VALUE THROUGH PROFIT OR LOSS continued

The geographical distribution of investments is as follows:

	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Inside the UAE Outside the UAE	29,228,746 	32,740,517 <u>236,187</u>
	<u> 29,422,672</u>	32,976,704

The investments are recorded at fair value using valuation techniques disclosed in note 21. Movement in investment in financial assets carried at fair value through profit or loss is as follows:

	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
At the beginning of the period / year Additions during the period / year Change in fair value during the period / year Disposal during the period / year	32,976,704 10,339 (3,427,931) (136,440)	33,932,571 57,603 (561,587) (451,883)
At the end of the period / year	<u>29,422,672</u>	32,976,704

### 7 INVESTMENTS CARRIED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Quoted Unquoted	420,853	36,659 410,327
The geographical distribution of investments is as follows:	<u>420,853</u>	446,986
	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Inside the UAE Outside the UAE	420,853	36,659 410,327
	<u>420,853</u>	446,986

At the beginning of the period / year Acquired in business combinations

At the end of the period / year

Charge (reversal) for the period / year (net)

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 September 2024 (Unaudited)

### 7 INVESTMENTS CARRIED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME continued

The investments are recorded at fair value using valuation techniques disclosed in note 21. Movement in investment in financial assets carried at fair value through other comprehensive income is as follows:

	(Unaudited)	(Audited)
	30 September	31 December
	2024	2023
	AED'000	AED'000
At the beginning of the period / year	446,986	45,045
Additions during period / year	320	374,700
Transferred to investment in subsidiaries	***	(13,025)
Change in fair value during the period / year	2,437	40,266
Disposals during the period / year	(28,570)	<u> </u>
At the end of the period / year	420,853	446,986
8 TRADE AND OTHER RECEIVABLES		
	(Unaudited)	(Audited)
	30 September	31 December
	2024	2023
	AED'000	AED'000
Trade receivables	278,456	207,214
Less: allowance for expected credit losses	<u>(25,943</u> )	(20,510)
	252,513	186,704
Advances to suppliers	62,436	33,229
Prepayments	58,934	37,324
Receivable under share purchase agreement*	1,211,503	1,585,949
Other receivables	<u>84,127</u>	<u>58,173</u>
	1,669,513	1,901,379
Less: non-current portion	(839,851)	( <u>1,236,517</u> )
8.	<u>829,662</u>	<u>_664,862</u>
Movement in allowance for expected credit losses against trade receivables du	ring the period / year	was as follows:
	(Unaudited)	(Audited)
	30 September	31 December
	2024	2023
	AED'000	AED '000
At the beginning of the period / year	20,510	35,922

5,430

25,943

(15,412)

20,510

<sup>\*</sup> During 2022, the Group entered into an agreement to acquire shares of a listed company. Under the provisions of the agreement, the Group is entitled to receive a guaranteed return over a period of 5 years, which shall be reduced by any dividends that may be declared and paid by the investee over the 5-year period. Accordingly, the Group recognised a non-current receivable of AED 1,935,301 thousand on the transaction date, using a discount rate of 8%, with a corresponding deferred income. During the period, unwinding of non-current receivable amounting to AED 93,587 thousand (nine month period ended 30 September 2023: AED 114,141 thousand) (note 16) and amortisation of deferred income amounting to AED 290,561 thousand (nine month period ended 30 September 2023: AED 289,500 thousand) (note 16) were recorded in the interim consolidated statement of profit or loss.

#### 9 CASH AND BANK BALANCES

	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Cash on hand Cash at banks Term deposits Less: allowance for expected credit losses	2,234 943,949 932,369 (5)	2,539 716,275 838,468 (5)
Cash and bank balances Less: term deposits with an original maturity of more than three months	1,878,547 <u>(766,369)</u>	1,557,277 _(441,324)
Cash and cash equivalents	<u>1,112,178</u>	<u>1,115,953</u>

Term deposits are placed with commercial banks in UAE, which carry interest ranging from 3.10% to 5.90% per annum (31 December 2023: 5.15% to 5.95%).

#### 10 BUSINESS COMBINATIONS

#### Acquisitions during the period

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

#### BackLite Media LLC

Effective 1 March 2024, the Group acquired a 100% equity interest in BackLite Media LLC ("BackLite") for a consideration amounting to AED 470,707 thousand. BackLite is based in the Emirate of Dubai and is a specialized outdoor media solution provided in the United Arab Emirates. From the date of acquisition, BackLite contributed revenue and profit to the Group amounting to AED 124,259 thousand and AED 26,695 thousand respectively. If the acquisition had taken place at the beginning of the year, BackLite would have contributed revenue and profit to the Group amounting to AED 158,084 and AED 34,346 thousand respectively.

#### **TGC Holding Limited**

Effective 12 June 2024, Omorfia Group LLC ("Omorfia"), a subsidiary, acquired a 100% equity interest in TGC Holding Limited ("TGCH") for a cash consideration of AED 379,423 thousand. TGCH is incorporated in Jersey, and operates in physical medicine, rehabilitation and physiotherapy centers around the UAE, Qatar, Saudi Arabia, Canada and the UK. From the date of acquisition, TGCH contributed revenue and profit to the Group amounting to AED 61,877 thousand and AED 4,410 thousand respectively. If the acquisition had taken place at the beginning of the year, TGCH would have contributed revenue and profit to the Group amounting to AED 143,265 thousand and AED 16,915 thousand respectively.

#### **Excellence Premier Investment LLC**

Effective 19 July 2024, Emirates Driving Company PJSC ("Drive"), a subsidiary, acquired a 51% equity interest in Excellence Premier Investment LLC ("EPI") for a cash consideration of AED 153,000 thousand and a contingent consideration of AED 41,371 thousand. Excellence Premier Investment LLC is based in the Emirate of Dubai and is a specialized driving training, courier services, premier auto repairs and limousine services provided in the United Arab Emirates. From the date of acquisition, EPI contributed revenue and profit to the Group amounting to AED 50,195 thousand and AED 4,568 thousand respectively. If the acquisition had taken place at the beginning of the year, EPI would have contributed revenue and profit to the Group amounting to AED 170,530 thousand and AED 14,523 thousand respectively.

#### 10 BUSINESS COMBINATIONS continued

#### Assets acquired and liabilities assumed

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

	EPI AED'000	BackLite AED'000	TGCH AED'000	Total AED'000
Assets				
Property, plant and equipment	71,933	62,198	30,505	164,636
Intangible assets and goodwill	220,586	214,147	82,449	517,182
Right of use assets	41,302	399,747	39,359	480,408
Trade and other receivables	10, ٧٥٦	89,031	10,702	110,489
Inventories	13 <b>=</b> 1		9,451	9,451
Due from related parties	3 <u>#</u>		330	330
Cash and bank balance	<u>33,541</u>	<u>52,333</u>	<u>6,677</u>	92,551
Total assets	378,118	817,456	<u>179,473</u>	1,375,047
Liabilities				
Bank borrowings	() <del>=</del> 2	>₩)	20,455	20,455
Trade and other payables	50,026	90,731	16,647	157,404
Employees' end of service benefit	2,404	2,608	8,654	13,666
Due to a related party	10,055	74	<u>=</u>	10,055
Income tax payable	920	( <b>=</b> ?	-	920
Deferred tax liability	19,598	19,273	7,134	46,005
Lease liabilities	<u>44,775</u>	487,288	<u>38,675</u>	<u>570,738</u>
Total liabilities	127,778	599,900	91,565	819,243
Total identifiable net assets at fair value	<u>250,340</u>	<u>217,556</u>	87,908	_555,804
Proportionate share of identifiable net assets acquired	127,673	217,556	87,908	433,137
Goodwill arising on acquisition	66,698	<u>253,151</u>	<u>291,515</u>	611,364
Total purchase consideration	<u>194,371</u>	<u>470,707</u>	<u>379,423</u>	<u>1,044,501</u>
Non-controlling interests on acquisition	<u>122,667</u>			<u>122,667</u>

The net assets recognised are based on a provisional assessment of the fair value of identifiable assets and liabilities as at the acquisition date. The Group will finalise the purchase price allocation before the completion of 12 months from the acquisition date.

Intangible assets of AED 514,171 thousand have been recognised as a result of aforementioned acquisitions, which comprise largely of brand name, customer relationships, customer contracts, trademarks, and license. Goodwill of AED 611,364 thousand arising from the acquisitions comprises largely the value of expected synergies arising from the acquisitions, which are not separately recognised.

Details of purchase consideration on acquisition is as follows:

	<u>194,371</u>	<u>470,707</u>	<u>379,423</u>	<u>1,044,501</u>
Contingent consideration	41,371	-		41,371
Consideration payable	34	1,979	1. Tab	1,979
Cash paid for the acquisition	153,000	468,728	379,423	1,001,151
	EPI* AED'000	BackLite AED'000	TGCH AED'000	Total AED'000

#### 10 BUSINESS COMBINATIONS continued

#### Analysis of cashflows on acquisition is as follows:

	EPI AED'000	BackLite AED'000	TGCH AED'000	Total AED'000
Cash paid for the acquisition Cash acquired on business combination	153,000 (33,541)	468,728 (52,333)	379,423 (6,677)	1,001,151 (92,551)
Cash paid on acquisitions – net of cash acquired (included in cash flows used in investing activities) Transaction costs of the acquisition	119,459	416,395	372,746	908,600
(included in cash flows used in operating activities)	966	58	5,145	6,169
Net cash paid on acquisition	<u>120,425</u>	<u>416,453</u>	<u>377,891</u>	<u>914,769</u>
11 SHARE CAPITAL				
		,	naudited) eptember 2024	(Audited) 31 December 2023

#### Authorised issued and fully paid

11,200,000,000 shares of AED 0.25 each

(31 December 2023: 11,200,000,000 shares of AED 0.25 each) 2,800,000 2,800,000

AED'000

AED'000

#### 12 RELATED PARTY BALANCES AND TRANSACTIONS

The Group enters into transactions with companies and entities that fall within the definition of a related party as defined in the International Accounting Standard (IAS) 24 Related Party Disclosures.

Related parties include the Group's major shareholders, directors and businesses controlled by them and their families over which they exercise significant influence in financial and operating decisions making as well as key management personnel.

<sup>\*</sup> Purchase consideration includes a contingent consideration of AED 51,000 thousand payable on 31 December 2026 if Excellence Premier Investment LLC achieves the maximum normalized EBITDA for the years ending 31 December 2025 and 31 December 2026 of AED 51,000 thousand and AED 57,000 thousand, respectively. The fair value of the contingent consideration amounted to AED 41,371 thousand as at 30 September 2024.

#### 12 RELATED PARTY BALANCES AND TRANSACTIONS continued

Balances with related parties included in the interim consolidated statement of financial position are as follows:

Name	Nature of relationship	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Due from related parties:	Entity under common control	7,548	6,342
Aldar Properties PJSC	Entity under common control	5,424	4,783
TSL Properties LLC	Entity under common control	4,592	371
Bunya Enterprises LLC	Entity under common control	4,463	
Radiant Enterprises	Parent Company	4,066	3,810
International Holding Company PJSC	Entity under common control	3,866	2,458
Oriontek Innovation LLC ICP	Entity under common control	2,843	398
Reem Developers Sole Proprietorship LLC	Joint venture	1,352	31,038
Kalyon Enerji Yatirimlari A.S.	Entity under common control	576	391
Al Qudra Holding LLC	Entity under common control	498	642
International Securities LLC ATGC Transport & GC LLC National Marine Dredging Company	Entity under common control	-	1,420
	Entity under common control	_	1,268
PJSC (NMDC) Others	Entities under common control/		-,
Others	other related parties	<u>1,690</u>	3,191
		36,918	56,112
Less: allowance for expected credit losses		_(1,444)	_(1,917)
		<u>35,474</u>	_54,195
Due to related parties:			
Alpha Dhabi Holding PJSC	Entity under common control	68,298	123,263
IMEDIA 247 LLC	Entity under common control	15,821	2,857
Tamouh Investments Company LLC	Entity under common control	14,754	5,150
Reem from energy Investment		0.416	1 700
Services LLC	Other related party	8,416	1,788
Rafiq Abdulrahim Rafiq Abu Hijleh	Other related party	4,722	2,517
RG Procurement RSC LTD	Entity under common control	4,224	3,905
ADNEC Exhibitions & conferences LLC	Other related party	3,148	0.51
National Health Insurance Company PJSC	Other related party	1,592	951
IMEDIA 24-7 LLC – Sharjah	Entity under common control	754	1,872
International Holding Company PJSC	Parent Company Entities under common control/	464	1,474
Others	other related parties	3,414	
		<u>125,607</u>	145,802

#### RELATED PARTY BALANCES AND TRANSACTIONS continued 12

Loan to a related party:
International Energy Holding LLC, a subsidiary, signed an agreement with Kalyon Enerjij Yatirimlari A.S ("Kalyon"), a joint venture of the Group, to provide loans amounting to USD 128 million and EUR 36 million to fund 50% of the joint venture's working capital requirements. The loans carry interest at 8.25% - 10.5% per annum on outstanding principal amounts, which is payable on quarterly basis starting from 31 December 2023. The principal amounts are repayable at the end of maturity of the loan.

	Currency	Interest rates	Maturity	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Related party loan 1* Related party loan 2 Related party loan 3 Related party loan 4* Related party loan 5*	USD EUR EUR USD USD	10.5% 10.5% 10.5% 8.25% 10.5%	June 2025 June 2025 June 2025 September 2031 September 2031	10,457 29,528	213,150 116,884 29,221 196,613 _60,637
				<u>39,985</u>	616,505

<sup>\*</sup> During the period ended 30 September 2024, an amount of AED 276,470 thousand was converted to equity in Kalyon through the partial conversion of loan number 1 for an amount of AED 19,220 thousand and the full conversion of loans number 4 and 5 for an amount of AED 196,613 thousand and AED 60,637 thousand respectively adding up to a total equity conversion of AED 276,470 thousand (note 5). The remaining balance of loan number 1 was repaid during the period.

Disclosed in the interim consolidated statement of financial position as follows:

				(Unaudited) 30 September 2024 AED '000	(Audited) 31 December 2023 AED'000
Non-current portion Current portion				39,985	616,505
				<u>39,985</u>	616,505
Loan from related pa Following are the deta	arties: ils of loans from	related parties:			
				(Unaudited) 30 September	(Audited) 31 December
				30 September 2024	2023
	Security	Interest rates	Maturity	AED'000	AED'000
Related party loan 1	Secured	5%	December 2026	32,995	31,785
Related party loan 2	Unsecured	Interest free	On demand	5,015	5,015 1,662
Related party loan 3	Unsecured	13%	April 2024	955	1,002
Related party loan 4	Unsecured	13%	September 2025		-
				<u>38,965</u>	38,462
Disclosed in the interior	m consolidated st	atement of financi	al position as follows	S:	
				(Unaudited)	(Audited)
				30 September	31 December 2023
				2024 AED'000	AED'000
				AED 000	ALD 000
Non-current portion				21,707	20,497
Current portion				<u>17,258</u>	17,965
				<u>38,965</u>	38,462

#### 12 RELATED PARTY BALANCES AND TRANSACTIONS continued

During the period, the Group entered into the following transactions with related parties:

	Three months ended 30 September		Nine months ended 30 September	
	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000
Revenue (entities under common control)	<u>40,562</u>	<u>16,246</u>	<u>61,520</u>	<u>36,616</u>
Cost of revenue (entities under common control)	<u>13,597</u>	8,030	<u>42,462</u>	12,774
General and administrative expenses (entities under common control)	<u>4,281</u>	<u>2,715</u>	<u>_8,756</u>	6,846
Investment and other income (entities under common control/other related parties)	328	<u>9,204</u>	<u>30,570</u>	<u>15,628</u>
Key management remuneration: Salaries and employee benefits Employees end of service benefits	5,017 <u>375</u>	4,522 	16,257 <u>912</u>	14,306 611
	<u>5,392</u>	<u>4,734</u>	<u>17,169</u>	<u>14,917</u>
Transactions with a financial institution (other rel	lated party):			
		30 S	naudited) 'eptember 2024 AED'000	(Audited) 31 December 2023 AED'000
Balances with a financial institution		=	655,444	740,241
Borrowings		<u> </u>	<u>3,119,181</u>	9,421,428
Interest expense for the period		=	282,928	<u>389,563</u>
Drawdowns of borrowings		:=		1,500,000
Repayment of borrowings		1	<u>1,586,395</u>	792,764
Investments in financial assets (Entities under comme	on control)	â	2,629,608	3,554,153

#### Capital injection by a related party (under common control)

During the period, a related party under common control holding a non-controlling interest in one of the subsidiaries of the Group, made a capital contribution of AED 55 million in the subsidiary pursuant to an agreement related to the loan converted to equity in Kalyon Eneriji (30 September 2023: AED 184 million in the subsidiary pursuant to an agreement related to the acquisition of investment in a joint venture).

#### 13 TRADE AND OTHER PAYABLES

	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Trade payables Advances from customers Unearned revenue Deferred income Accruals and other payables Security deposits VAT payable, net Retention payable	102,912 116,993 153,907 1,141,033 333,777 26,821 4,846 17,638	92,309 65,573 82,273 1,431,593 252,543 25,641 2,150 15,225
Less: non-current portion	1,897,927 (911,290) _986,637	1,967,307 (1,149,959) _817,348
Non-current portion consists of the following:	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Unearned revenue Deferred consideration Deferred income Advances from customers Security deposits	48,533 41,371 753,973 40,592 26,821 911,290	47,968 1,043,473 32,877 25,641 1,149,959

#### 14 BORROWINGS

				(Unaudited) 30 September	(Audited) 31 December
				2024	2023
Borrowings:	Security	Interest rates	Maturity	AED'000	AED'000
Term loan 1	Secured	EIBOR + 1.85%	December 2024		74,880
Term loan 2	Secured	EIBOR + 1.85%	September 2030	74,611	84,094
Term loan 3	Secured	EIBOR + 1.85%	December 2027	117,029	130,064
Term loan 4	Secured	EIBOR + 1.85%	November 2029	33,248	33,254
Term loan 5	Secured	3.88%	July 2027	6,040,539	6,099,730
Term loan 6	Secured	3.88%	August 2025	501,907	1,003,814
Term loan 7	Secured	4.2%	August 2027	498,027	498,033
Term loan 8	Secured	EIBOR + 0.85%	September 2025	166,936	339,064
Term loan 9	Secured	EIBOR + 0.85%	March 2026	501,337	847,902
Term loan 10	Secured	EIBOR + 0.85%	June 2026	129,206	159,005
Term loan 11	Secured	EIBOR + 0.85%	September 2026	206,619	314,906
Term loan 12	Unsecured	20%	January 2026	14,690	5,396
Term loan 13	Secured	EIBOR + 1.15%	February 2029	900,679	: **
Term loan 14	Secured	EIBOR + 1.15%	March 2029	75,272	
Term loan 15	Secured	3MEIBOR + 1.4%	March 2032	227,672	
Term loan 16	Secured	1M EIBOR + 4%	August 2025	2,446	(5)
Term loan 17	Secured	1M EIBOR + 4.25%	June 2027	1,517	92
Term loan 18	Secured	6M EIBOR + 4.75%	May 2025	2,097	8.5
Term loan 19	Secured	1M EIBOR + 4.25%	July 2027	6,446	120
Term loan 20	Secured	1M EIBOR + 4.25%	March 2029	3,600	(€)
Term loan 21	Secured	3M EIBOR + 1.1%	July 2032	120,975	(a)
Term loan 22	Secured	3M EIBOR + 1.1%	September 2034	<u>52,999</u>	
				<u>9,677,852</u>	9,590,142
Disclosed in the in	terim consolidat	ed statement of financial	position as follows	:	
				(Unaudited)	(Audited)
				30 September	31 December
				2024	2023
				AED'000	AED'000
Non-current portio Current portion	n			5,101,086 4,576,766	8,208,999 1,381,143
1				9,677,852	9,590,142
				<u> </u>	
Movement in bank	borrowings dur	ing the period / year is as	s follows:		
				(III distant)	(Audited)
				(Unaudited)	
				30 September	31 December
				2024	2023
				AED'000	AED'000
At the beginning o	f the period / yes	ar		9,590,142	8,463,338
Acquired in busine				20,455	#
Drawdowns				1,383,707	1,543,685
Transaction cost, n	et			(4,226)	398
Finance cost				337,867	399,267
				(1,650,093)	(816,546)
Repayments					
At the end of the p	eriod / year			<u>9,677,852</u>	9,590,142

#### 14 BORROWINGS continued

Finance costs in the interim consolidated statement of profit or loss consist of the following:

		onths ended September	Nine months ended 30 September			
	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000		
Interest on bank borrowings Interest on lease liabilities Bank charges Amortization of transaction cost Interest on loans from related parties	115,838 9,187 4,769 727 407	104,353 1,847 862 376 523	334,653 20,811 12,069 1,871 	287,988 5,768 5,274 1,054 1,554 301,638		
15 REVENUE						
		onths ended September	Nine months ended 30 September			
	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000		
Type of goods or services  Revenue from media and marketing services  Revenue from sale of cosmetics and	113,407	75,586	399,186	128,625		
rendering of related personal care services Revenue from consultancy, training and coaching services	142,102 161,690	94,096 93,122	366,925 337,493 240,744	274,915 264,117 223,277		
Revenue from district cooling services Revenue from rentals	98,071 	2,154 351,790	6,533 1,350,881	6,361 897,295		
Timing of revenue recognition Revenue at a point in time	248,175	135,510	675,056	399,620 497,675		
Revenue over time	269,330 517,505	216,280 351,790	675,825 1,350,881	<u>897,295</u>		
Geographical markets United Arab Emirates Kingdom of Saudi Arabia	514,310 3,195	350,167 1,623	1,342,195 8,686	892,362 4,933		
	<u>517,505</u>	<u>351,790</u>	<u>1,350,881</u>	<u>897,295</u>		

#### 16 INVESTMENT AND OTHER INCOME

		onths ended September	Nine months ended 30 September		
	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	
Dividend income Amortization of deferred income (note 8) Unwinding of discount on non-current receivable (note 8) Interest income Gain on disposal of property, plant and equipment	66,777 97,561 30,514 15,647	59,288 97,560 37,523 26,492 158	326,547 290,561 93,587 72,755 (330)	431,700 289,500 114,141 54,810 158	
Loss on reassessment of non-current receivable Others	10,855 221,368	(2,128) 218,893		(169,616) <u>21,185</u> <u>741,878</u>	

#### 17 INCOME TAX

		onths ended September	Nine months ended 30 September		
	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	
Current income tax expense	(7,431)	-	(30,911)	-1	
Deferred income tax relating to origination and reversal of temporary differences	(20,623)	(31,067)	97,104	(31,067)	
Income tax (charge) credit recognized in the interim consolidated statement of profit or loss	(28,054)	<u>(31,067</u> )	66,193	(31,067)	

#### 18 BASIC EARNINGS (LOSS) PER SHARE

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

	Three months ended 30 September		Nine months ended 30 September		
	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	(Unaudited) 2024 AED '000	(Unaudited) 2023 AED '000	
Profit (loss) attributable to the owners of the Company (AED'000)	<u>688,714</u>	84,842	(2,658,985)	410,128	
Weighted average number of shares (shares in '000)	<u>11,200,000</u>	11,200,000	11,200,000	11,200,000	
Basic earnings (loss) per share for the period (AED)	0.06	0.008	(0.24)	0.04	

There are no dilutive securities therefore diluted EPS is the same as basic EPS.

#### 19 DIVIDENDS

Dividends attributable to non-controlling interest amounting to AED 116,402 thousand were declared during the period (30 September 2023: AED 46,682 thousand), of which AED 101,602 thousand was paid.

#### 20 CONTINGENT LIABILITIES AND COMMITMENTS

	(Unaudited) 30 September 2024 AED'000	(Audited) 31 December 2023 AED'000
Letters of guarantee	<u>358,065</u>	204,712
Letters of credit	100	642
Commitment of capital expenditure	<u>242,482</u>	<u>316,442</u>

The above bank guarantees were issued in the normal course of business.

#### 21 FAIR VALUE MEASUREMENTS

#### Fair value of the Group's assets that are measured at fair value on recurring basis

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

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

	Fair ve	alue as at		
Financial assets	30 September 2024 (Unaudited) AED'000	31 December 2023 (Audited) AED'000	Fair value hierarchy	Valuation techniques
Quoted equity investments - investment in financial assets	29,339,486	32,929,771	Level 1	Quoted bid prices in an active market
Unquoted equity investments – investment in financial assets	504,039	493,919	Level 3	Market approach and latest transaction prices

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

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 September 2024 (Unaudited)

#### 22 SEGMENT REPORTING

For operating purposes, the Group is organised into business segments as follows:

Communications includes advertisement designing, production and commercial publication printing services.

Utilities includes the installation of district cooling and air conditioning, repair district cooling and investment in infrastructure projects.

Driving training includes management and development of motor vehicles driving training.

Wellness includes health, wholesale cosmetics and make-up trading, women personal care and other grooming related services.

Investment activities includes investments in quoted and unquoted equity instruments.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 September 2024 (Unaudited)

# 22 SEGMENTAL ANALYSIS continued

For the nine months period ended:

Interim consolidated statement of profit or loss

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 September 2024 (Unaudited)

# 22 SEGMENTAL ANALYSIS continued

For the three months period ended:

Interim consolidated statement of profit or loss

,	30 September 2022 AED'000	351,790 (175,563)	176,227	218,893	(185,076)	000	(107.961)	(82,801)	176,840	(31,067)	145,773
Total	30 September 2023 AED'000	517,505 (290,735)	226,770	221,368	536,951	100	(130.928)	(107,243)	772,205	(28,054)	744,151
Investment activities	30 September 2022 AED '000	9.3		198,886	(186,298)		(100.407)	(13,063)	(100,881)	(31,678)	(132,559)
Investme	30 September 2023 AED'000	1	Ŕ	204,546	530,083		(106.011)	(11,306)	617,312	(15,328)	601,984
iness	30 September 2022 AED'000	86,831 (61,525)	25,306	2,340	(*)		(1.147)	(21,831)	4,668	1	4,668
Wellness	30 September 2023 AED'000	142,104	44,616	1,271	90		(9.130)	(29,953)	6,804	(1,083)	5,721
Driving training	30 September 2022 AED '000	96,251 (1 <u>8,862)</u>	77,389	9,778	1,222		(1.168)	(19,631)	67,589		62,589
Drivin	30 September 2023 AED'000	163,923 (53,857)	110,066	10,360	898'9		(2.335)	(29,495)	95,464	(9,460)	85,998
ties	30 September 2022 AED '000	93,122 (50,070)	43,052	7,264	*		157,558	(5,978)	196,868		196,868
Utilities	30 September 2023 AED'000	98,071 (53,222)	44,849	4,720	26		25,287	(10,605)	57,611	(3,119)	54,492
Communications	30 September 2022 AED '000	75,586 (45,10 <u>6)</u>	30,480	625	ñ <b>e</b>		110	(22,296)	8,598	611	9,209
Сот	30 September 2023 AED'000	113,407 (86,168)	27,239	471	no (		(6.817)	(25,884)	(4,986)	942	(4,044)
	,	Revenue Cost of revenue	Gross profit	Investment and other income	Unrealised fair value gain (loss) on Investment in financial assets	Share of profit from investment in	joint venture	General and administrative expenses	Profit (loss) for the period	Tax expense	Profit (loss) after tax

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 30 September 2024 (Unaudited)

#### 23 COMPARATIVE FIGURES

Where necessary, comparative information have been reclassified to conform with changes in presentation in the current period. These changes did not affect the previously reported results and have been made to improve the quality of information presented.