



Reports and Consolidated Financial Statements

For the year ended 31 December 2023

Tecom Group PJSC and its subsidiaries

TECOM GROUP PJSC AND ITS SUBSIDIARIES



CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

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BOARD OF DIRECTORS' REPORT

Dear Shareholders and Readers

The Board of Directors of TECOM Group PJSC (the "Company") has the pleasure in submitting their report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2023.

Board of Directors

The Board of Directors comprised of:

Chairman	Mr. Malek Sultan Rashed Almalek
Vice Chairman	Mr. Ahmed Al Qassim
Members	Mr. Amit Kaushal
	Mr. Omar Karim
	Ms. Fatma Hussain
	Ms. Aisha Abdulla Miran
	Mr. Aref Abdulrahman Ahli

Principal activities

The principal activities of the Group are property leasing, development, facilities management and services.

Financial highlights

2023 was a successful year for the Group where exemplary growth in our top line revenue and net profit validated the strength of our strategy, building the Company's confidence and driving momentum. The Group emerged stronger, leaner and better equipped to advance its growth agenda.

Net Profit for the year increased by 49% to AED 1,078 million, compared to AED 726 million in 2022. This is mainly driven by solid revenue growth of 10% as Revenue in 2023 stood at a record high level of AED 2,169 million compared to AED 1,973 million achieved in 2022. This revenue growth was achieved across the board and was evident in all business segments and products.

In accordance with the Articles of Association of the Company and applicable UAE Federal Law, an apportionment of AED 22 million is made to legal reserve from the profits of the subsidiaries of the Group.

On 30 January 2024, the Board of Directors has recommended cash dividend of AED 400 million (AED 0.08 per share), which is subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company. The balance of the distributable profit after considering appropriation to legal reserve and proposed dividend will be transferred to retained earnings.

As at 31 December 2023, total equity attributable to owners of the Company amount to AED 6,329 million

(2022: AED 5,968 million), total liabilities of AED 8,485 million (2022: AED 8,587 million), Cash and bank balances of AED 1,535 million (2022: AED 1,261 million) and total assets of AED 14,814 million (2022: AED 14,555 million). Investment properties of the Group were fair valued at AED 22,935 million (2022: AED 21,289 million).

Transactions with related parties

The audited consolidated financial statements disclose related party transactions and balances in note 10. All transactions are carried out in compliance with applicable laws and regulations.

Implementation of Governance Framework

During 2023, the Group has adopted Committee of Sponsoring Organization (COSO) framework to further strengthen the Group's ability to implement a strong internal control environment over financial reporting.

Outlook 2024

Over the past 12 months, the real estate market in UAE has shown a bullish trend and has demonstrated great growth potential. We believe that we are well-positioned and have the right infrastructure, resources and technical know-how to continue capturing these growth opportunities.

As part of our growth strategy, we will be looking to enhance our commercial offerings by a combination of strategic acquisitions and new developments. Further we will be looking to expand our land bank to cater high demand especially in Industrial leasing sector.

As we move forward, we remain dedicated to sustaining this positive momentum and delivering remarkable growth underpinned by strong business sentiment.

Auditors

The consolidated financial statements for the year ended 31 December 2023 have been audited by Deloitte & Touche (M.E.).

For the Board of Directors

Malek Sultan Rashed Almalek Chairman

Dubai, United Arab Emirates 30 January 2024



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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of TECOM Group PJSC

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of TECOM Group PJSC (the "Company") and its Subsidiaries (together, the "Group"), which comprise the consolidated balance sheet as at 31 December 2023, and the consolidated statement of income, statement of other comprehensive income, statement of changes in equity and 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 2023, and their consolidated financial performance and their consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS Accounting Standards).

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters:

Impairment assessment of investment properties Key audit matter How the matter was addressed in our audit The Group's investment properties portfolio is carried We assessed the controls in the process over the at AED 11,865 million in the consolidated balance determination of the valuation of investment property sheet. Investment properties are carried at cost less to determine if they had been appropriately designed accumulated depreciation and accumulated and implemented. impairment, if any. We assessed the valuer's competence, capabilities, independence and objectivity and read their terms of The Group undertakes a review of indicators of impairment and, wherever indicators of impairment engagement with the Group to determine that the scope of their work was sufficient for audit purposes. exist, an impairment assessment is performed by determining if the recoverable amount based on We tested the data provided to the valuer by the qualitative and quantitative factors, exceeds or is Group, on a sample basis by agreeing the data to the equal to its carrying amount. Group's accounting records.

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INDEPENDENT AUDITOR'S REPORT

to the Shareholders of TECOM Group PJSC (continued)

Key audit matters (continued)

Impairment assessment of investment properties

Key audit matter

Ascertaining the value of these properties is a significant judgement area and is underpinned by a number of assumptions. The determination of the recoverable amount of these investment properties is based on external valuations using the income approach and sales comparable approach for its assets.

The Group's income approach requires valuers to make significant estimates and assumptions related to future occupancy levels, growth rates, rental rates, and discount rates. The sales comparable approach requires the valuers to examine and analyse market transaction/data and requires adjustments to be made for the data to account for individual characteristics. Further, the Group allocates common infrastructure costs (including cost to complete) on properties in the portfolio on a systematic basis. Accordingly, the allocation of estimated infrastructure cost and valuation of its underlying assets is a significant judgement area based on a number of assumptions. The existence of significant estimation uncertainty warrants specific audit focus in this area as any bias or error in determining the cost base of investment properties and its recoverable amount could lead to a material misstatement in the consolidated financial statements.

We considered the valuation of investment properties as a key audit matter because of the quantitative materiality of the balance and the significant judgements applied and estimates made in determining the fair value.

Refer to notes 4 (d), 4 (e) and 6 for more information regarding the impairment assessment of investment property.

How the matter was addressed in our audit

We involved our internal real estate valuation specialist to review selected properties and assessed whether the valuation of the properties was performed in accordance with IFRS Accounting Standards.

We assessed and challenged the underlying key assumptions used in the recoverable amount assessment and estimation of cost to complete infrastructure work.

We performed sensitivity analyses on the significant assumptions to evaluate the extent of their impact on the determination of fair values.

We reperformed the arithmetical accuracy of the determination of infrastructure cost allocations and recoverable amounts.

We assessed the disclosures made relating to this matter to determine if they were in accordance with IFRS Accounting Standards.

Other information

Management is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated financial statements and our auditor's report thereon. We obtained the Board of Directors' Report, at the date of our auditors' report, and we expect to obtain the remaining sections of the Annual report after the date of the auditors' report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



INDEPENDENT AUDITOR'S REPORT

to the Shareholders of TECOM Group PJSC (continued)

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business
 activities within the Group to express an opinion on the consolidated financial statements. We are
 responsible for the direction, supervision and performance of the Group audit. We remain solely responsible
 for our audit opinion.

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



INDEPENDENT AUDITOR'S REPORT

to the Shareholders of TECOM Group PJSC (continued)

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

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

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

Report on other legal and regulatory requirements

As required by the UAE Federal Decree Law No. (32) of 2021, we report that for the year ended 31 December 2023:

- we have obtained all the information we considered necessary for the purposes of our audit;
- the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree Law No. (32) of 2021;
- the Group has maintained proper books of account;
- the financial information included in the Board of Directors report is consistent with the books of account of the Group;
- the Group has not purchased or invested in any shares during the financial year ended 31 December 2023;
- note 10 to the consolidated financial statements discloses material related party transactions, and the terms under which they were conducted;
- note 26 to the consolidated financial statements discloses social contributions made during the year; and
- based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Group has contravened during the year ended 31 December 2023, any of the applicable provisions of the UAE Federal Decree Law No. (32) of 2021 or in respect of the Company, its Articles of Association which would materially affect its activities or its financial position as at 31 December 2023.

Deloitte & Touche (M.E.)

Firas Anabtawi Registration No.: 5482 30 January 2024

Dubai

United Arab Emirates





CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2023

		2023	2022
	Notes	AED'000	AED'000
ASSETS			
Non-current assets			
Property and equipment	5	93,459	96,995
Intangible assets		20,427	18,944
Investment property	6	11,864,542	11,873,927
Derivative financial instruments	7	221,995	315,519
Other receivables	8	14,215	17,024
Unbilled receivables	9	802,057	726,421
		13,016,695	13,048,830
Current assets			
Other receivables	8	124,803	65,575
Trade receivables	9	102,159	150,515
Due from related parties	10	35,425	29,899
Cash and bank balances	11	1,535,183	1,260,514
		1,797,570	1,506,503
Total assets		14,814,265	14,555,333



CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2023 (CONTINUED)

	Notes	2023 AED'000	2022 AED'000
EQUITY AND LIABILITIES			
Equity attributable to owners of the company			
Share capital	12	500,000	500,000
Legal reserve	13	458,410	436,321
Hedge reserve		218,995	336,647
Retained earnings		5,151,602	4,695,416
Total equity		6,329,007	5,968,384
LIABILITIES			
Non-current liabilities			
Trade and other payables	14	3,304	2
Borrowings	15	4,351,767	4,341,982
Advances from customers	16	623,533	645,326
Project liabilities	17	829,445	869,271
Derivative financial instruments	7	3,000	2,817
Employees' end of service benefits	18	43,912	43,909
Provision for other liabilities and charges	19	902,807	881,124
		6,757,768	6,784,429
Current liabilities			
Trade and other payables	14	348,523	410,036
Advances from customers	16	836,605	767,207
Project liabilities	17	460,533	401,047
Due to related parties	10	60,244	203,691
Provisions for other liabilities and charges	19	21,585	20,539
		1,727,490	1,802,520
Total liabilities		8,485,258	8,586,949
Total equity and liabilities		14,814,265	14,555,333

These consolidated financial statements were approved by the Board of Directors on 30 January 2024 and were signed on its behalf by:

Malek Sultan Rashed Almalek Chairman

Abdulla Belhoul Chief Executive Officer Michael Wunderbaldinger Chief Financial Officer





CONSOLIDATED STATEMENT OF INCOME FOR THE YEAR ENDED 31 DECEMBER 2023

		2023	2022
	Notes	AED'000	AED'000
Revenue	21	2,169,197	1,973,368
Direct costs	22	(760,382)	(767,854)
Gross profit		1,408,815	1,205,514
Other operating income	23	47,162	41,986
		1,455,977	1,247,500
Expenses			
General and administrative	24	(154,104)	(245,363)
Marketing and selling	26	(42,823)	(41,547)
		(196,927)	(286,910)
Operating profit		1,259,050	960,590
Finance income	27	81,592	77,213
Finance costs	27	(262,367)	(312,185)
Finance costs - net		(180,775)	(234,972)
Profit for the year		1,078,275	725,618
Earnings per share attributable to the			
owners of the Company			
Basic and diluted (AED)	28	0.22	0.19





CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2023

	Notes	2023 AED'000	2022 AED'000
Profit for the year		1,078,275	725,618
Items that may be subsequently reclassified to consolidated statement of income			
Fair value (loss)/gain on cash flow hedges		(93,707)	373,214
Less: Cumulative gain arising on cash flow hedges			
reclassified to profit and loss	7	(23,945)	(44,008)
Other comprehensive (loss)/income for the year		(117,652)	329,206
Total comprehensive income for the year		960,623	1,054,824



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2023

			Attributable	to owners of the co	ompany	
	_				Retained	
		Share capital	Legal reserve	Hedge reserve	earnings	Total equity
	Notes	AED'000	AED'000	AED'000	AED'000	AED'000
At 1 January 2022		300	171,518	7,441	5,434,003	5,613,262
Profit for the year		-	-	-	725,618	725,618
Other comprehensive income for the year		-	-	329,206	-	329,206
Total comprehensive income for the year		-	-	329,206	725,618	1,054,824
Transactions with owners:						
Increase in share capital		499,700	-	-	(499,700)	-
Capital contribution	10(d)	-	-	-	404,293	404,293
Dividends declared	20	-	-	-	(1,103,995)	(1,103,995)
Transfer to legal reserve	13	-	264,803	-	(264,803)	-
		499,700	264,803	-	(1,464,205)	(699,702)
At 31 December 2022		500,000	436,321	336,647	4,695,416	5,968,384
At 1 January 2023		500,000	436,321	336,647	4,695,416	5,968,384
Profit for the year		-	-	-	1,078,275	1,078,275
Other comprehensive loss for the year		-	-	(117,652)	-	(117,652)
Total comprehensive income for the year		-	-	(117,652)	1,078,275	960,623
Transactions with owners:						
Dividends declared	20	-	-	-	(600,000)	(600,000)
Transfer to legal reserve	13	-	22,089	-	(22,089)	-
		-	22,089	-	(622,089)	(600,000)
At 31 December 2023		500,000	458,410	218,995	5,151,602	6,329,007





CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2023

		2023	2022
	Notes	AED'000	AED'000
Cash flows from operating activities			
Cash generated from operations	29	1,634,959	1,507,386
Payment of employees' end of service benefits	18	(4,174)	(3,684)
Net cash generated from operating activities	10	1,630,785	1,503,702
Cash flows from investing activities			
Purchase of property and equipment	5	(7,711)	(9,271)
Purchase of intangible assets	-	(13,977)	(4,743)
Payments for investment property, net of advances to contractors,		,	,
project liabilities and related provisions		(411,227)	(592,612)
Due to related party		(150,000)	-
Movement in fixed deposits with maturities			
greater than three months		58,547	(445,632)
Interest received		47,568	9,622
Net cash used in investing activities		(476,800)	(1,042,636)
Cash flows from financing activities			
Interest paid		(166,973)	(209,060)
Issuance cost paid		(53,796)	-
Net proceeds from borrowings		-	371,279
Repayment of borrowings		-	(64,215)
Dividends paid		(600,000)	(1,050,000)
Restricted cash against borrowing facility	11	60,000	(60,000)
Exit from cash flow hedges		-	59,413
Net cash used in financing activities		(760,769)	(952,583)
Net increase/(decrease) in cash and cash equivalents		393,216	(491,517)
Cash and cash equivalents, beginning of the year	11	276,666	768,183
Cash and cash equivalents, end of the year	11	669,882	276,666
-		-	
Significant non-cash transactions:			
Retained earnings capitalised into share capital of the company		-	499,700
Capital contribution adjusted against due to related parties	10(d)	-	404,293
Settlement of dividend against due from the parent company	10(c)	-	53,995



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. LEGAL STATUS AND ACTIVITIES

TECOM Group PJSC (the "Company") is a public joint stock with trade license number 577858 issued by the Department of Economy and Tourism in Dubai.

The Company was initially established as a limited liability company on 14 February 2006. The legal status of the Company has been converted to a public joint stock company on 30 June 2022 by virtue of Company's shareholders resolution.

On 5 July 2022, the Company listed its 12.5% ordinary shares on the Dubai Financial Market ("DFM" or the "Exchange") through an Initial Public Offering ("IPO").

The Company is domiciled in the United Arab Emirates (UAE) and its registered head office address is P.O. Box 66000, Umm Suqeim, Dubai, United Arab Emirates.

The principal activities of the Group are property leasing, development, facilities management and services.

The parent company is DHAM LLC (the "Parent Company"), which is a fully owned subsidiary of Dubai Holding Commercial Operations Group LLC (the "Intermediate Parent Company"), The Intermediate Parent Company is a fully owned subsidiary of Dubai Holding LLC (the "Ultimate Parent Company"). The "Ultimate Shareholder" of the Company was His Highness Sheikh Mohammed Bin Rashid Al Maktoum till 8 January 2023. On 8 January 2023, the Ultimate Shareholder and Ruler of Dubai issued Law No. 1 of 2023, transferring his direct ownership in the Ultimate Parent Company to the Government of Dubai. The Company and its subsidiaries are collectively referred to as the Group (the "Group").

The Group consolidates investments in the following principal subsidiaries:

Name of the entity	Nature of business	Ownership %		
Name of the entity	Nature of business	2023	2022	
TECOM Investments FZ LLC	Develop and lease properties	100	100	
Dubai Industrial City LLC*	Develop and lease properties	100	100	
Dubai Design District FZ LLC	Develop and lease properties	100	100	
Tamdeen LLC*	Project management engineering and feasibility studies	100	100	
Dubai Design District Hospitality FZ LLC	Develop and lease properties and real estate services	100	100	
AXS FZ LLC	Incorporation and visa related services	100	100	
DMC Butterfly Building FZ LLC	Real estate services	100	100	
Innovation Hub FZ-LLC	Real estate services	100	100	
IN5 FZ LLC	Regional headquarters for real estate services	100	100	
DIC 1 FZ LLC	Develop properties and real estate services	100	100	
DIC 2 FZ LLC	Develop properties and real estate services	100	100	
DKV 1 FZ LLC	Develop properties and real estate services	100	100	
Innovation Hub Phase 1 FZ-LLC	Real Estate services	100	100	
Master Project 1 FZ-LLC	Real Estate services	100	100	
Dquarters FZ LLC	Regional headquarters for real estate services	100	100	

^{*}The ownership percentage represents the beneficial ownership of the Group in these subsidiaries.

The Group only operates in the UAE and has no subsidiaries in foreign jurisdictions.

The Group has not purchased or invested in any shares during the financial year ended 31 December 2023.



1. **LEGAL STATUS AND ACTIVITIES** (CONTINUED)

On 3 October 2022, the UAE Ministry of Finance ("MoF") issued Federal Decree-Law No 47 of 2022 on the Taxation of Corporations and Businesses, Corporate Tax Law ("CT Law") to implement a new CT regime in the UAE. The new CT regime is applicable for accounting periods beginning on or after 1 June 2023.

The entities within the Group will be subject to a corporate tax rate ranging from 0% to 9% on taxable income above a threshold of AED 375,000 for periods beginning on or after 1 June 2023.

The CT Law is considered enacted for reporting purposes and the management has concluded that there is no deferred tax impact on the reporting date.

The Group has not identified any material risks or uncertainties in the structure from a corporate perspective and will continuously monitor further developments that could impact the tax profile.

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRS Accounting Standards") issued by the International Accounting Standards Board (IASB) and applicable requirements of the law of the UAE.

2.2 Basis of preparation

The consolidated financial statements are presented in United Arab Emirates (AED) which is the Company's functional currency and the Group's presentation currency. All amounts have been rounded to the nearest AED thousands ('000s), unless stated otherwise.

The consolidated financial statements have been prepared on the historical cost basis, except for the revaluation of financial instruments that are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The preparation of consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying IFRS Accounting Standards. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

Certain comparative information have been reclassified to conform with the current year's presentation.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.3 Application of new and revised IFRS Accounting Standards

(a) New and revised IFRS Accounting Standards applied with no material effect on the consolidated financial statements

The following new and revised IFRS Accounting Standards, which became effective for annual periods beginning on or after 1 January 2023, have been adopted in these consolidated financial statements. The application of these revised IFRS Accounting Standards has not had any material impact on the amounts reported for the current and prior years but may affect the accounting for future transactions or arrangements.

- Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors –
 Definition of Accounting Estimates
- Amendment to IFRS 17 Insurance contracts
- Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2
 Making Materiality Judgments Disclosure of Accounting Policies
- Amendments to IAS 12 Income Taxes relating to deferred tax related to assets and liabilities arising from a single transaction
- Amendments to IAS 12 Income Taxes International Tax Reform Pillar Two Model Rules

(b) New and revised IFRS Accounting Standards in issue but not yet effective

The Group has not early adopted the following new and revised standards that have been issued but are not yet effective. The management is in the process of assessing the impact of the new requirements.

New and revised IFRS Accounting Standards	Effective for annual periods beginning on or after
Amendments to IFRS 16 Leases – Lease Liability in as Sale and Leaseback	1 January 2024
Amendments to IAS 1 Presentation of Financial Statements relating to classification of liabilities as current or non-current	1 January 2024
Amendments to IAS 1 <i>Presentation of Financial Statements</i> - Non-current Liabilities with Covenants	1 January 2024
Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures - Supplier Finance Arrangements	1 January 2024
Amendment to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures relating to treatment of sale or contribution of assets from investors	Effective deferred indefinitely.

Management anticipates that these new standards, interpretations and amendments will be adopted in the Group's consolidated financial statements for the period of initial application and adoption of these new standards, interpretations and amendments may have no material impact on the consolidated financial statements of the Group in the period of initial application.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.4 Principles of consolidation

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement and fair value of any pre-existing equity interest in the subsidiary. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of income.

Business combinations involving entities under common control do not fall under the scope of IFRS 3 "Business Combinations". Transfer of businesses under common control is accounted for under the uniting of interest method. Under the uniting of interest method, there is no requirement to fair value the assets and liabilities of the transferred entities and hence no goodwill is created as the balances remain at book value. The results and cash flows of the entities/businesses under common control are consolidated prospectively from the date of transfer without restatement of the consolidated income statement and the consolidated balance sheet comparatives.

Where settlement of any part of the net identifiable assets acquired is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which similar borrowings could be obtained from independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently re-measured to fair value with changes in fair value recognised in the consolidated statement of income.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in the consolidated statement of income.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.4 Principles of consolidation (continued)

(b) Eliminations on consolidation

Intercompany transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(c) Changes in ownership interests in subsidiaries without change in control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(d) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in the consolidated statement of income. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to consolidated statement of income.

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in United Arab Emirates Dirhams ("AED"), which is the Company's functional and Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of income, except when deferred in other comprehensive income and accumulated in equity as qualifying cash flow hedges and qualifying net investment hedges.

Balances and transactions denominated in US dollars ("USD") have been translated into the presentation currency at a fixed rate as the exchange rate of AED to USD has been pegged since 1981.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.5 Foreign currency translation (continued)

(b) Transactions and balances (continued)

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of income within 'Finance income/costs'. All other foreign exchange gains and losses are presented in the consolidated statement of income within 'Other operating income'. Changes in the fair value of monetary securities denominated in foreign currency classified as fair value through other comprehensive income are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in the consolidated statement of income, and other changes in carrying amount are recognised in other comprehensive income. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in the consolidated statement of income as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as fair value through other comprehensive income are included in other comprehensive income.

2.6 Earnings per share

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic earnings per share is calculated by dividing the consolidated profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share is determined by adjusting the consolidated profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

2.7 Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment, if any. The cost of property and equipment is its purchase cost together with any incidental costs of acquisition. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is de-recognised. All other repairs and maintenance costs are charged to the consolidated statement of income during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using straight-line method, at rates calculated to reduce the cost of assets to their estimated residual value over their expected useful lives, as follows:

Type of assets	Years
Buildings	20 - 50
Building interior improvements, furniture and fixtures	3 - 10
Computer hardware	3 - 5
Motor vehicles	5
Other assets	3 - 5

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are recognised within 'Other operating income' in the consolidated statement of income.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.8 Investment property

Investment property comprises property held for capital appreciation, rental yields or both, and is carried at cost less accumulated depreciation and impairment losses, if any. Investment property also includes related infrastructure and property that is being constructed or developed for future use as investment property. In addition, land held for undetermined use is classified as investment property and is not depreciated. The Group engages professionally qualified external valuers at least once every three years to determine the fair values for disclosure purposes. The fair values for all other years are updated by management by using models and bases similar to the external valuers.

When the development of investment property commences, it is classified under capital work in progress until development is complete, at which time it is transferred to the respective category, and depreciated on the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Type of assets	Years
Buildings and infrastructure	20 - 50

Any expenditure that results in the maintenance of property to an acceptable standard or specification is treated as repairs and maintenance and is expensed in the period in which it is incurred.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale or becomes owner-occupied, the property is transferred to property held for development sale or property and equipment respectively.

When investment property is sold, gains and losses on disposal are determined by reference to its carrying amount and are recognized in the consolidated statement of income.

Capital work in progress are properties or assets in the course of construction for production, supply or administrative purposes, are carried at cost, less any recognised impairment loss. Cost includes all direct costs attributable to the acquisition of the property including related staff costs, and for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. When the assets are ready for intended use, the capital work in progress is transferred to the appropriate investment property category and is accounted in accordance with the Group's policies.

2.9 Intangible assets

(a) Computer software

The Group's computer software comprises software acquired or software developed by the Group entities. Acquired computer software licenses are capitalised on the basis of the costs incurred to bring to use the specific software. Costs associated with maintaining computer software programs are recognised as an expense as incurred.

Computer software are carried at cost less accumulated amortisation and impairment losses, if any.

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- i) it is technically feasible to complete the software product so that it will be available for use;
- ii) management intends to complete the software product and use or sell it;



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.9 Intangible assets (continued)

(a) Computer software (continued)

- iii) there is an ability to use or sell the software product;
- iv) it can be demonstrated how the software product will generate probable future economic benefits;
- v) adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- vi) the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads. These costs are amortised over their estimated useful lives of 3 years. Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Intangible assets which are in the course of development, are carried at cost, less any recognised impairment losses, if any. When the assets are ready for intended use, the capital work in progress is transferred to the appropriate intangible asset category and is accounted in accordance with the Group's policies.

(b) Licenses

Separately acquired software licenses are shown at historical cost. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses, if any.

(c) Masterplans

The costs of developing the Group's masterplans are capitalised and are subject to amortisation. These are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount and is included in the consolidated statement of income within 'Other operating income'. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash generating units").

2.10 Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its property and equipment, investment property and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.10 Impairment of non-financial assets (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in the consolidated statement of income. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the consolidated statement of income to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years.

2.11 Investments and other financial assets

2.11.1 Classification

The Group classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- Those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the consolidated statement of income or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Group reclassifies debt instruments only when its business model for managing those assets changes.

2.11.2 Recognition and derecognition

Purchases and sales of financial assets are recognised on the date on which the Group commits to purchase or sell the asset. The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the consolidated statement of income.

2.11.3 Measurement

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 income.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.11 Investments and other financial assets (continued)

2.11.3 Measurement (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the consolidated statement of income and presented in 'Other operating income'.

Impairment losses are presented under 'General and administrative expenses' in the consolidated statement of income.

Fair value through other comprehensive income

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income.

Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in the consolidated statement of income.

When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the consolidated statement of income and recognised in 'Other operating income'. Interest income from these financial assets is included in 'Finance income' using the effective interest rate method. Exchange gains and losses are presented in 'Other operating income' and impairment losses are presented under 'General and administrative expenses' in the consolidated statement of income.

Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in the consolidated statement of income within 'Other operating income' in the year they arise.

Equity instruments

The Group subsequently measures all equity investments at fair value. The Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in the consolidated statement of income under other operating income when the Group's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in 'Other operating income' in the consolidated statement of income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.11 Investments and other financial assets (continued)

2.11.4 Impairment of financial assets

IFRS 9 requires the Group to record an allowance for expected credit losses (ECLs) for all trade and unbilled receivables, contract assets, loans and other debt financial assets not held at fair value through profit or loss (FVTPL). 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. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

For trade and unbilled receivables and other receivables, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtor's general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting day, including time value of money where appropriate.

(i) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor.
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(ii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- · Significant financial difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event (see (ii) above)
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation
- The disappearance of an active market for that financial asset because of financial difficulties

(iii) Write-off policy

The Group writes off a financial asset considering various factors which includes but not limited to the information indicating debtor's severe financial difficulty and no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the consolidated statement of income.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.11 Investments and other financial assets (continued)

2.11.4 Impairment of financial assets (continued)

(iv) Measurement and recognition of expected credit losses

The measurement of ECLs is a function of the probability of default, loss given default (i.e., the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount of guaranteed debt that has been drawn down as at the reporting date, together with any additional guaranteed amounts expected to be drawn down by the borrower in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the ECLs is consistent with the cash flows used in measuring the lease receivable in accordance with IFRS 16.

The Group recognises an impairment gain or loss in the consolidated statement of income for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve and does not reduce the carrying amount of the financial asset in the consolidated balance sheet.

2.12 Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

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



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.12 Financial liabilities and equity (continued)

Financial liabilities

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in the consolidated statement of income to the extent that they are not part of a designated hedging relationship (see Hedge accounting policy). The net gain or loss recognised in the consolidated statement of income incorporates any interest paid on the financial liability and is included in the 'Finance costs' line item in the consolidated statement of income.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for- trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the consolidated statement of income.

2.13 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.14 Trade receivables

Trade receivables are amounts due from customers for properties leased or services performed in the ordinary course of business. Trade receivables are recognised initially in line with IFRS 15 and 16 and subsequently measured at amortised cost using the effective interest method, less loss allowance.

2.15 Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances in current accounts, call accounts and term deposits with original maturity of three months or less with no withdrawal restrictions and which are subject to an insignificant risk of changes in value and cash pledged against guarantees.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.16 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less from the balance sheet date (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Contract advances include instalments received from customers for lease and services. These are subsequently released to the consolidated statement of income once the revenue recognition criteria are met (Note 2.21).

2.17 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are expensed. Borrowings are classified as payable within 12 months unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and risks specific to the obligation. Increases in provisions due to the passage of time are recognised as interest expense. Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.19 Employee benefits

(a) End of service benefits to non-UAE nationals

Provision is made for the end of service benefits due to employees in accordance with the UAE Labour Law for their periods of service up to the balance sheet date.

(b) Pension and social security policy within the UAE

The Group is a member of the pension scheme operated by the Federal Pension General and Social Security Authority. Contributions for eligible UAE National employees are made and charged to the consolidated statement of income, in accordance with the provisions of Federal Law No. 7 of 1999 relating to Pension and Social Security Law. The Group has no further payment obligations once the contributions have been paid.

2.20 Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

The Group designates certain derivatives as either hedges of the fair value of recognised assets or liabilities (fair value hedge) or hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge).

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions. Derivatives are only used by the Group for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedging criteria under IFRS Accounting Standards, they are classified as 'held for trading' for accounting purposes only. The fair values of various derivative instruments used for hedging are disclosed in Note 3.3. Movements in the hedging reserve is disclosed in the consolidated statement of changes in equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months. Trading derivatives are classified as a current asset or liability when the remaining maturity when expected to be settled within 12 months; otherwise, they are classified as non-current.

The Group uses interest rate swaps for hedging, which are commitments to exchange one set of cash flows for another. Swaps result in an economic exchange of interest rates (for example, fixed rate for floating rate). No exchange of principal takes place. The Group's credit risk represents the potential cost to replace the interest rate swap contracts if counterparties fail to perform their obligation. This risk is monitored on an ongoing basis with reference to the current fair value, a proportion of the notional amount of the contracts and the liquidity of the market.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.20 Derivative financial instruments and hedging activities (continued)

(a) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the consolidated statement of income within 'Finance income/costs'.

Amounts accumulated in equity are recycled in the consolidated statement of income in the periods when the hedged item affects profit or loss (for instance when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the consolidated statement of income within 'Finance income/costs'. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example inventory or fixed assets), the gains and losses previously recorded in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in direct costs.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss and deferred costs of hedging existing in equity at that time remains in equity until the forecast transaction occurs, resulting in the recognition of a non-financial asset (such as inventory) and is recognised when the forecast transaction is ultimately recognised in the consolidated statement of income. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the consolidated statement of income within 'Finance income/costs'.

(b) Derivatives that do not qualify for hedge accounting

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any of these derivative instruments are recognised immediately in the consolidated statement of income within 'Finance income/costs'.

2.21 Revenue recognition

The Group recognises revenue from contracts with customer based on five step model as outlined under IFRS 15:

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



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.21 Revenue recognition (continued)

The Group recognises revenue over time if any one of the following criteria is met:

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

For performance obligations where none of the above conditions are met, revenue is recognised at the point in time at which the performance obligation is satisfied. When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract-based asset on the amount of consideration earned by the performance - unbilled receivables. Where the amount of consideration received from a customer exceeds the amount of revenue recognised this gives rise to a contract liability – advances from customers.

Revenue is measured at the fair value of consideration received or receivable, taking into account the contractually agreed terms of payment excluding taxes and duties. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or an agent and has concluded that it is acting as a principal in all of its revenue arrangements.

Revenue is recognised in the consolidated financial statements to the extent that it is probable that the economic benefits will flow to the Group and the revenue and costs, if and when applicable, can be measured reliably.

(a) Service charges

For investment property held primarily to earn operating lease income, the Group enters as a lessor into lease agreements that fall within the scope of IFRS 16. Certain lease agreements include certain services offered to tenants (i.e., customers) including common area services (such as security, cleaning, maintenance, utilities) as well as other support services (e.g., customer service and management). The consideration charged to tenants for these services includes fees charged based on a percentage of the operating lease income and reimbursement of certain expenses incurred. These services are specified in the lease agreements and separately invoiced.

The Group has determined that these services constitute distinct non-lease components (transferred separately from the right to use the underlying asset) and are within the scope of IFRS 15. The contracts of the Group specifically highlight stand-alone price for the services. In respect of the revenue component, these services represent a series of daily services that are individually satisfied over time because the tenants simultaneously receive and consume the benefits provided by the Group. The Group applies the time elapsed method to measure progress.

Income arising from cost recharged to tenants is recognised in the period in which the cost can be contractually recovered. The Group arranges for third parties to provide some of these services to its tenants. The Group concluded that it acts as a principal in relation to these services as it controls the specified services before transferring them to the customer. Therefore, the Group records revenue on a gross basis.

(b) Service income

Services revenue relates to outsourcing services provided to a government authority in relation to incorporation, government and other related services. The revenue is recognised at a point in time when the services are rendered.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.22 Leases

(a) The Group as Lessee

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for the Group for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
 - the Group has the right to operate the asset; or
 - the Group designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, where the contract is not separable into lease and non-lease component then the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.22 Leases (continued)

(a) The Group as a Lessee (continued)

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the consolidated statement of income if the carrying amount of the right-of-use asset has been reduced to zero.

Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

Discounting of lease payments

The lease payments are discounted using the Group's incremental borrowing rate ("IBR"). For calculation of IBR, the Group has taken appropriate benchmarks after adjusting for Group's specific risk, term risk and underlying asset risk.

(b) The Group as a Lessor

The Group enters into lease arrangements as a lessor with respect to its investment property. Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Operating lease income

The Group earns revenue from acting as a lessor in operating leases which do not transfer substantially all the risks and rewards incidental to ownership of an investment property. In addition, the Group subleases investment property acquired under head leases with lease terms exceeding 12 months at commencement. Subleases are classified as a finance lease or an operating lease by reference to the right-of-use asset arising from the head lease, rather than by reference to the underlying investment property. All the Group's subleases are classified as operating leases.

Operating lease income arising from operating leases on investment property is accounted for on a straight-line basis over the lease term and is included in revenue in the consolidated statement of income due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying value of the underlying asset and recognised as an expense over the lease term on the same basis as the lease income.

Lease incentives that are paid or payable to the lessee are deducted from lease payments. Accordingly, tenant lease incentives are recognised as a reduction of rental revenue on a straight-line basis over the term of the lease. The lease term is the non-cancellable period of the lease together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the Group is reasonably certain that the tenant will exercise that option. Amounts received from tenants to terminate leases or to compensate for dilapidations are recognised in the consolidated statement of income when the right to receive them arises.



2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.22 Leases (continued)

Finance leases

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying assets. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

Lease payments are payments made by a lessee to a lessor relating to the right to use an underlying asset during the lease term, comprising the fixed payments, less any lease incentives; variable lease payments; the exercise price for a purchase option if the lessee is reasonably certain to exercise that option; and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. When the Group is an intermediate lessor, it accounts for its interest in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right of use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

Amounts from leases under finance lease are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases. When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component.

2.23 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholder.

2.24 Segment reporting

Reportable segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the reportable segments, has been identified as the Group's Chief Executive Officer that makes strategic decisions.

2.25 Interest income

Interest income is recognised in the consolidated statement of income on a time proportion basis using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivable is recognised using the original effective interest rate.

2.26 Dividend income

Dividend income is recognised when the right to receive the dividend is established.



3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities potentially expose it to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

i) Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the functional currency of the particular Group entity. The Group has no significant exposure to foreign exchange risk as majority of its transactions are in the respective functional currencies of the Group companies.

ii) Cash flow and interest rate risk

The Group is exposed to interest rate risk on its interest-bearing assets and liabilities. Borrowings at variable rates expose the Group to cash flow interest rate risk.

Based on the various scenarios, the Group manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings from floating to fixed rates. In the case of long-term borrowings from banks and financial institutions, the Group generally borrows funds at floating rates and swaps them into fixed rates. Under the interest rate swaps, the Group agrees with other parties to exchange, at specified intervals, the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional amounts.

At 31 December 2023, if interest rates on interest bearing financial assets had been 200 basis points (2022: 200 basis points) higher/lower with all other variables held constant, post-tax profit for the year would have been AED 19,306,000 (2022: AED 18,477,000) higher/lower, mainly as a result of higher/lower interest income. In addition, at 31 December 2023 had the Group not entered in any interest rate swap agreements, if interest rates on borrowings had been 200 basis points (2022: 200 basis points) higher/lower with all other variables held constant, post-tax profit for the year would have been AED 87,035,000 (2022: AED 86,840,000) lower/higher, mainly as a result of higher/lower interest expense.

(b) Credit risk

The Group is exposed to credit risk in relation to its monetary assets, mainly trade receivables, lease receivables, derivatives, due from related parties, unbilled receivables and cash and bank balances.

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. When such an event happens, it is considered as a default event. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Management has established policies under which each new customer is analysed for creditworthiness before Group's standard payment and service delivery terms and conditions are offered.

The credit review can include customer reputation, customer segmentation, business plans, bank references and external credit worthiness databases when available. Derivative financial instruments and bank deposits are limited to high-credit-quality financial institutions. The Group has policies that limit the amount of credit exposure to any financial institution.



3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

The credit quality of cash and bank balances at the balance sheet date can be assessed by reference to external credit ratings as illustrated in the table below:

	2023	2022
	AED'000	AED'000
A1	374,749	159,575
A2	329,610	320,345
A3	358,033	406,503
Aa3	6	8
Ba1	100,017	31
Baa1	372,070	373,402
	1,534,485	1,259,864

The rest of the consolidated balance sheet item, 'cash and bank balances' is cash on hand. The Group's exposure to credit risk arising from trade and unbilled receivables is disclosed in Note 9.

With respect to the credit risk arising from other financial assets of the Group, which comprise due from related parties, other receivables and deposits and financial assets at fair value through other comprehensive income, the Group's exposure to credit risk arises from default of the counterparty, with maximum exposure equal to the carrying amount of these assets.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines available. Management reviews cash flows at regular intervals.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the consolidated balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant:

	Between				
		Less than	3 months and	Between	More than
		3 months	1 year	1 and 5 years	5 years
	Notes	AED'000	AED'000	AED'000	AED'000
31 December 2023					
		20.007	404.070	4 000 400	
Borrowings		38,867	121,970	4,963,400	-
Trade payables and other					
liabilities		-	1,037,643	420,152	821,785
Derivative financial instruments	7	-	-	3,000	-
Due to related parties	10	60,244	-	· -	-
·		99,111	1,159,613	5,386,552	821,785
04.5					
31 December 2022					
Borrowings		45,505	134,155	5,070,111	-
Trade payables and other					
liabilities		-	1,020,914	415,865	924,508
Derivative financial instruments	7	-	-	-	2,817
Due to related parties	10	203,691	-	-	-
		249,196	1,155,069	5,485,976	927,325

Trade payables and other liabilities exclude operating lease advances and contract advances.



3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management

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

The capital structure of the Group consists of gross debt (borrowings of the Group disclosed in Note 15) and total equity of the Group.

The Group has a target to keep its gearing ratio below 65%, which is determined as a proportion of gross debt to total capital (equity plus gross debt).

The gearing ratios at 31 December 2023 and 2022 were as follows:

	Notes	2023 AED'000	2022 AED'000
	4.5	4.054.707	4.044.000
Total borrowings Total equity	15	4,351,767 6,329,007	4,341,982 5,968,384
Total capital		10,680,774	10,310,366
Debt to total capital/ gearing ratio		40.74%	42.11%

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The fair value of financial instruments traded in active markets is based on quoted market prices at the consolidated balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

The fair value of financial instruments that are not traded in an active market is based on valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, these instruments are included in level 2. All derivative financial instruments held by the Group have been categorised as level 2 as shown below, where the fair valuation of such instruments has been determined based on discounting future cash flows using observable discount factors. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties. There is no change in the valuation technique in comparison to prior years.

If one or more of the significant inputs is not based on observable market data, these instruments are included in level 3.



3. FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (continued)

The following table presents the Group's assets and liabilities that are measured at fair value at 31 December 2023 and 2022:

	Level 2
	AED'000
2023	
Assets	
Derivatives designated as cash flow hedges	221,995
Liabilities	
Derivatives designated as cash flow hedges	3,000
	Level 2
	AED'000
2022	
Assets	
Derivatives designated as cash flow hedges	315,519
Liabilities	
Derivatives designated as cash flow hedges	2,817

There were no transfers between the levels for recurring fair value measured during the year.

The carrying value of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. Other receivables and payables approximate their fair values.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Key sources of estimation uncertainty

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

(a) Provision for infrastructure costs

The Group recognises provisions for infrastructure based on assessments by third party specialists. This requires the use of significant estimates and judgements to determine the quantum of infrastructure required, the costs and time related to the construction, and the expected share of costs that may be recharged to the master developer. Infrastructure developed or under development by third parties or government authorities will be recharged to the master developer and subsequently to the Group based on its share of such costs. The significant components of infrastructure include construction of roadworks and power stations to service the master planned communities.



4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Key sources of estimation uncertainty (continued)

(a) Provision for infrastructure costs (continued)

The provision for infrastructure costs are based on management's best estimate of the future costs of construction of the related infrastructure facilities and the total costs to be actually incurred will be determined based on inputs from the relevant authorities and cost structures prevalent at each such future date. Hence, the Group's actual cost of infrastructure may be materially different to the current estimates as advised by third party specialists.

Change in accounting estimate

In 2022, the Group's periodical assessment of the infrastructure cost estimates using third party specialists resulted in a reduction in the carrying value of investment property and provision for infrastructure cost by AED 1,262,622,000.

Provisions are recorded at the present value of the expected cash outflows required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the obligation.

Revisions to key assumptions and inputs have contributed to the change in estimates. The expected timing of incurring the infrastructure cost is one such key variable which has been revised. In this regard, management estimates the present value of cost to be incurred over a period of up to 15 years in a phased manner and would be non-interest bearing. For roadworks related infrastructure estimates, key variables used are information from traffic impact studies performed by third party specialists. For power stations related infrastructure estimates, the key variables used are the historical costs of constructing similar infrastructure assets and the stage of development of the master planned communities to which the infrastructure costs relate.

(b) Calculation of loss allowance

The Group assesses the impairment of its financial assets based on the ECL model. Under the ECL model, the Group accounts for ECLs and changes in those ECLs at the end of each reporting period to reflect changes in credit risk since initial recognition of the financial assets. The Group measures the loss allowance at an amount equal to lifetime ECL for its financial instruments.

When measuring ECL, the Group uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements. Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions. There has been no change in the estimation techniques or significant assumptions in assessing the ECL during the current year.



4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Key sources of estimation uncertainty (continued)

(c) Useful lives of investment property

Management reviews the residual values and estimated useful lives of investment property at the end of each annual reporting period in accordance with IAS 40. Management determined that current year expectations do not differ from previous estimates based on its review.

(d) Valuation of investment property

The fair value of investment property is determined by an independent registered valuer or the internal valuation performed by the Group's finance department.

The fair values have been determined by taking into consideration market comparable and/or the discounted cash flows where the Group has on-going lease arrangements and operations. In this regard, the Group's current lease arrangements, which are entered into on an arm's length basis and which are comparable to those for similar properties in the same location, have been taken into account.

In case where the Group does not have any on-going lease arrangements, fair values have been determined, where relevant, having regard to recent market transactions for similar properties in the same location as the Group's investment property. These values are adjusted for differences in key attributes such as property size.

The key assumptions on which management has based its cash flow projections when determining the fair value of the assets are as follows:

- Discount rate based on the Group's weighted average cost of capital with a risk premium reflecting the relative risks in the markets in which the businesses operate.
- Growth rate based on long-term rate of growth.

Management of the Group has reviewed the assumption and methodology used by the independent registered valuer and/or internal specialist and in their opinion these assumptions and methodology seems reasonable as at the reporting date considering the current economic and real estate outlook in UAE.

(e) Impairment of non-financial assets

Asset recoverability is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the recoverable amount, which is the higher of the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate ("value in use"), and the assets' fair value less costs to sell.

No impairment charge has been recognised against property and equipment, investment property and intangible assets.



4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that the management have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) Identification of a cash generating unit

A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The Group determines the recoverable amount of the cash-generating unit ('CGU') to which the asset belongs (the asset's cash-generating unit). Where a reasonable and consistent basis of allocation can be identified, corporate assets (infrastructure costs) are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

In identifying whether cash inflows from an asset (or group of assets) are largely independent of the cash inflows from other assets (or groups of assets), the Group considers various factors including how management monitors the Group's operations or how management makes decisions about continuing or disposing of the Group's assets and operations.

Certain assets developed to enhance the ecosystem of master planned communities do not generate cash inflows that are largely independent and generate incidental revenue only. Because these assets do not generate largely independent cash inflows, the recoverable amount of these assets cannot be determined. As a consequence, if there is an indication that these assets may be impaired, recoverable amount is determined for the cash-generating unit or group of cash-generating units to which these assets belong, and is compared with the carrying amount of this cash-generating unit or group of cash-generating units.



5. PROPERTY AND EQUIPMENT

	Natas	Buildings	Building interior improvements, furniture and fixtures	Computer hardware	Motor vehicles	Other assets	Capital work in progress	Total
2023	Notes	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Cost								
At 1 January 2023		137,840	124,873	45,415	1,364	14,137	390	324,019
Additions		137,040	1,778	839	1,304	4,940	154	7,711
Transfers from investment property - net	6	_	1,664	-	_	4,340	(390)	1,274
Transfers to related parties	O	_	1,004	(18)	_	_	(330)	(18)
Disposal		_	_	(55)	_	_	_	(55)
At 31 December 2023		137,840	128,315	46,181	1,364	19,077	154	332,931
				10,101	- 1,001	10,011		
Accumulated depreciation		50.445	440.044	40.007	450	44.045		007.004
At 1 January 2023		52,115	118,611	43,997	456	11,845	-	227,024
Depreciation charge for the year	0	3,496	2,920	838	530	3,060	-	10,844
Transfers from investment property	6	-	1,664	- (5)	-	-	-	1,664
Transfers to related parties		-	-	(5)	-	-	-	(5)
Disposal		- - -	400 405	(55)	-	44.005	-	(55)
At 31 December 2023		55,611	123,195	44,775	986	14,905	-	239,472
Net book value at 31 December 2023		82,229	5,120	1,406	378	4,172	154	93,459
2022								
Cost								
At 1 January 2022		135,056	127,705	44,625	1,379	10,824	5,926	325,515
Additions		-	3,169	938	-	7	5,157	9,271
Transfers to investment property	6	-	(74)	-	-	-	(10,693)	(10,767)
Reclassifications		2,784	(5,927)	(148)	(15)	3,306	-	-
At 31 December 2022		137,840	124,873	45,415	1,364	14,137	390	324,019
Accumulated depreciation								
At 1 January 2022		46,631	119,764	41,834	469	8,521	_	217,219
Depreciation charge for the year		2,700	4,774	2,311	2	18	-	9,805
Reclassifications		2,784	(5,927)	(148)	(15)	3,306	-	-
At 31 December 2022		52,115	118,611	43,997	456	11,845	-	227,024
Net book value at 31 December 2022		85,725	6,262	1,418	908	2,292	390	96,995
			<u> </u>	<u> </u>		<u> </u>		<u> </u>



5. **PROPERTY AND EQUIPMENT** (CONTINUED)

The depreciation charge for the year is recognised under general and administrative expenses amounting to AED 10,844,000 (2022: AED 9,805,000).

6. INVESTMENT PROPERTY

					Capital work in	
		Land	Buildings	Infrastructure	progress	Total
	Notes	AED'000	AED'000	AED'000	AED'000	AED'000
2023						
Cost						
At 1 January 2023		3,687,468	10,355,799	3,244,663	3,405,743	20,693,673
Additions		-	-	-	382,041	382,041
Transfers to related parties	10	-	-	-	(20,421)	(20,421)
Transfers to property and equipment - net	5	-	(1,664)	-	390	(1,274)
Transfers within other captions of investment property		-	167,856	-	(167,856)	-
At 31 December 2023		3,687,468	10,521,991	3,244,663	3,599,897	21,054,019
Accumulated depreciation and impairment						
At 1 January 2023		1,946,344	4,303,841	1,043,833	1,525,728	8,819,746
Depreciation charge for the year	22	-	312,260	59,135	-	371,395
Transfers to property and equipment	5	-	(1,664)	-	-	(1,664)
At 31 December 2023		1,946,344	4,614,437	1,102,968	1,525,728	9,189,477
Net book value at 31 December 2023		1,741,124	5,907,554	2,141,695	2,074,169	11,864,542



6. INVESTMENT PROPERTY (CONTINUED)

					Capital work in	
		Land	Buildings	Infrastructure	progress	Total
	Notes	AED'000	AED'000	AED'000	AED'000	AED'000
2022						
Cost						
At 1 January 2022		3,941,421	9,635,273	4,686,963	4,365,430	22,629,087
Additions		-	287,371	1,174	210,345	498,890
Transfers to related parties	10	(253,953)	(112)	(1,923,437)	995,053	(1,182,449)
Transfers from property and equipment	5	-	74	-	10,693	10,767
Transfers within other captions of investment property		-	433,193	479,963	(913,156)	-
Cost adjustments*		-	-	-	(1,262,622)	(1,262,622)
At 31 December 2022		3,687,468	10,355,799	3,244,663	3,405,743	20,693,673
Accumulated depreciation and impairment						
At 1 January 2022		1,946,344	4,006,242	1,321,753	1,986,588	9,260,927
Depreciation charge for the year	22	-	297,599	60,277	-	357,876
Transfers to related parties	10	-	-	(338,197)	(460,860)	(799,057)
At 31 December 2022		1,946,344	4,303,841	1,043,833	1,525,728	8,819,746
Net book value at 31 December 2022		1,741,124	6,051,958	2,200,830	1,880,015	11,873,927

^{*}Effective from 1 January 2022, the Group revised its estimated provision for infrastructure cost measured at the present value of the expected cash outflows [Note 4(a)]. The change in estimate decreased the carrying value of investment property by AED 1,262,622,000.

The capital work in progress includes buildings under construction, land and infrastructure under construction for investment property.

The depreciation charge for the year is recognised under direct costs amounting to AED 371,395,000 (2022: AED 357,876,000).



6. INVESTMENT PROPERTY (CONTINUED)

As at 31 December 2023, no investment property have been pledged as security against loan facilities obtained by the Group (2022: certain investment property having a net book value of AED 993,208,000 was pledged as security against the previous loan facilities of the Group) [Note 15].

The following amounts have been recognised in the consolidated statement of income in respect of investment property:

21	1,929,534	1,751,663
	669 422	662,210
•	1	1 1,929,534 668,423

Valuation techniques underlying management's estimation of fair value

The Income capitalisation and residual price methods have been applied for the fair valuation of income generating properties.

The sales comparison and income capitalisation methods have been applied for the valuation of land held by the Group.

Income capitalisation method is a growth implicit valuation technique. The term (current/passing) income is based on the gross income generated from the contracted lease agreement(s) in place (including any anticipated changes at future rent reviews) and the reversionary income stream is based on the estimated market rent of the property at the valuation date. The hypothetical purchaser's operating costs associated with ownership of the property (including current and future anticipated void periods) are deducted to arrive at the term and reversionary net operating income streams ("NOI"). The NOI streams are then capitalised over the term of the lease agreement(s) in place or in perpetuity respectively using a market related yield. The significant unobservable inputs used in the fair value measurement categorised within level 3 of the fair value hierarchy using income capitalisation method are stabilised average monthly market rent and capitalisation rate.

Sales comparison method involves determination of the value of the investment property with reference to comparable market transactions for properties in close proximity. These values are adjusted for differences in key attributes such as size, gross floor area and location. The valuation method adopted for these properties fall under level 3. The significant unobservable input used in the fair value measurement categorised within level 3 of the fair value hierarchy using sales comparison method is sales rate per Gross Floor Area ("GFA").

Residual price method involves determination of the estimated selling price of a project development on the respective plots of land; reduced by the estimated construction and other costs to completion that would be incurred by a market participant and an estimated profit margin that a market participant would require to hold and develop the plots to completion. The significant inputs into this valuation approach are the estimated selling prices, costs to complete and developers' margins. The significant inputs into this valuation approach are the estimated selling prices, costs to complete and developers' margins. The valuation method adopted for these land plots fall under level 3.

There were no changes to the valuation techniques during the years presented.

For all investment properties, their current use approximately equates to the highest and best use.

As at 31 December 2023, the estimated fair value of the Group's investment property is AED 22,934,827,000 (2022: AED 21,288,814,000).



7. DERIVATIVE FINANCIAL INSTRUMENTS

	Notional amount	Assets	Liabilities
	AED'000	AED'000	AED'000
At 31 December 2023			
Designated as cash flow hedges			
Interest rate swap contracts	3,990,747	221,995	3,000
Total	3,990,747	221,995	3,000
At 31 December 2022			
Designated as cash flow hedges			
Interest rate swap contracts	4,907,871	315,519	2,817
Total	4,907,871	315,519	2,817

The Group uses derivatives only for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedging criteria under IFRS, they are classified as 'held for trading' for accounting purposes as required by IFRS. In particular, the Group uses interest rate swaps to minimise the effect of interest rate fluctuations on its borrowings. The contracts entered into by the Group are principally denominated in AED. The fair values of these contracts are recorded in the consolidated balance sheet and is determined by reference to valuations by reputable external financial institutions.

Interest rate swaps are commitments to exchange one set of cash flows for another. The swaps result in an economic exchange of interest rates, no exchange of principal takes place. These swap transactions entitle the Group to receive or pay amounts derived from interest rate differentials between an agreed fixed interest rate and the applicable floating rate prevailing at the beginning of each interest period.

At 31 December 2023, the fixed interest rates vary from 1.52% to 4.37% per annum (2022: 1.52% to 4.37% per annum). The floating rates are linked to Emirates Interbank Offered Rate ("EIBOR").

Changes in the fair market values of interest rate swaps that are considered effective and designated as cash flow hedges are recognised in the hedge reserve in other comprehensive income. Amounts are reclassified to the consolidated statement of income when the associated hedged transaction affects the consolidated statement of income. There was no ineffectiveness to be recorded from the cash flow hedges. The change in fair values of interest rate swaps designated as cash flow hedges for the year ended 31 December 2023 amounted to a loss of AED 93,707,000 (2022: gain of AED 373,214,000).

During the year, certain derivatives designated as hedging instruments were settled, and therefore hedge accounting is discontinued prospectively on these items. The amount of AED 23,945,000 (2022: AED 44,008,000) that had been accumulated in the hedge reserve has been recycled through the consolidated statement of income.

8. OTHER RECEIVABLES

	2023	2022
	AED'000	AED'000
Advances to contractors and suppliers	71,778	25,730
Finance lease receivables	18,336	21,146
Prepayments	19,902	22,837
Other receivables	29,002	12,886
	139,018	82,599
Less: non-current	(14,215)	(17,024)
Current	124,803	65,575



8. OTHER RECEIVABLES (CONTINUED)

Finance lease receivables relate to property leases with a lease term of up to 50 years. The lease term generally provides an option to lessees to buy the properties after initial period (usually 10 years). The leases carry interest rate linked to LIBOR.

A summary of the gross repayment schedule for the finance lease receivable is presented below:

	2023	2022
	AED'000	AED'000
Within one year	4,121	4,121
After one year but not more than five years	14,475	17,335
	18,596	21,456
Unearned future finance income on finance leases	(260)	(310)
Net investment in finance leases	18,336	21,146

Fair value of long-term finance receivables has been estimated by discounting the gross value of finance lease receivables using a borrowing rate of 6% (2022: 6%).

9. TRADE AND UNBILLED RECEIVABLES

	2023	2022
	AED'000	AED'000
Trade receivables	193,814	270,298
Less: loss allowance	(91,655)	(119,783)
	102,159	150,515
Less: non-current	-	-
Current	102,159	150,515
Unbilled receivables - operating leases	958,987	893,186
Less: loss allowance	(156,930)	(166,765)
	802,057	726,421
Less: non-current	(802,057)	(726,421)
Current	-	-
Trade and unbilled receivables		
Current	102,159	150,515
Non-current	802,057	726,421
	904,216	876,936

The fair values of trade and unbilled receivables approximate their carrying amounts.

Unbilled receivables arise on revenue recognition based on straight lining which is mainly driven by rent free periods and rent escalation as per the contracts.



9. TRADE AND UNBILLED RECEIVABLES (CONTINUED)

The Group has a broad base of customers with no concentration of credit risk within trade receivables at 31 December 2023 and 2022. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable.

	2023	2022
	AED'000	AED'000
Trade receivables and unbilled receivables		
Not past due	958,987	898,438
Up to 3 months	59,244	89,392
3 to 6 months	9,877	42,378
Over 6 months	124,693	133,276
	1,152,801	1,163,484
	2023	2022
	AED'000	AED'000
Loss allowance against trade receivables and unbilled receivables		
Not past due	156,930	166,931
Up to 3 months	8,129	19,259
3 to 6 months	7,392	14,434
Over 6 months	76,134	85,924
	248,585	286,548

The provision against not past due receivables reflects loss allowance against specific customers considered having a higher probability of default. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash. The majority of the Group's trade and unbilled receivables are denominated in AED.

The movement in the Group's loss allowance on trade receivables is as follows:

	2023 AED'000	2022 AED'000
At 1 January	119,783	153,353
(Reversal)/loss allowance	(28,128)	5,760
Transfer to the Parent Company	· · · · · · · · · · · · · · · · · · ·	(39,330)
At 31 December	91,655	119,783



9. TRADE AND UNBILLED RECEIVABLES (CONTINUED)

The movement in the Group's loss allowance on unbilled receivables is as follows:

	2023	2022
	AED'000	AED'000
At 1 January	166,765	261,805
Loss allowance	1,747	51,874
Receivables written off	(11,582)	-
Transfer to the Parent Company	-	(146,914)
At 31 December	156,930	166,765

There has been no change in the estimation techniques or significant assumptions made in assessing the ECL during the current year.

10. BALANCES AND TRANSACTIONS WITH RELATED PARTIES

Related parties comprise shareholders, ultimate parent company, parent company and key management personnel and businesses which are controlled directly, by the shareholders or key management personnel. Related parties also includes entities over which the ultimate parent company has control or significant influence.

(a) Due from related parties

	2023 AED'000	2022 AED'000
Intermediate Parent Company	49	-
Parent Company	1,691	-
Other subsidiaries of the Parent Company	14,774	925
Other related parties	18,911	28,974
·	35,425	29,899

The amount due from related parties as at 31 December 2023 and 2022 are classified as current in the consolidated balance sheet. The receivables are unsecured in nature and bear no interest. The maximum exposure to credit risk at the reporting date is the fair value of each of the amount receivable from related parties.

The fair values of due from related parties approximate their carrying amounts and are fully performing at 31 December 2023 and 2022.

Due from and due to related party balances are offset and the net amount is reported in the consolidated balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the due from and due to balances simultaneously.



10. BALANCES AND TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

(b) Due to related parties

	2023 AED'000	2022 AED'000
Ultimate Parent Company	9,111	7,358
Parent Company	-	149,368
Other subsidiaries of the Parent Company	11,520	11,108
Other related parties	39,613	35,857
	60,244	203,691

The payables to related parties arise mainly from purchase transactions and are non-interest bearing, and payable on demand.

(c) Related party transactions

Break up of other significant transactions with related parties in the normal course of the business is as follows:

	2023 AED'000	2022 AED'000
Transactions between related parties:	ALD 000	ALD 000
Dividends declared to the Parent Company	525,000	1,078,995
Transfer of intangible assets to Parent Company	227	1,593
Transfer of investment property to Parent Company	20,421	383,392
Capital contribution	-	404,293
Transfer of end of service benefits	-	37,513
Transfer of trade receivable from customers		
(net of provisions)	-	30,940
Services provided to related parties included in revenue:		
Operating lease income from fellow subsidiaries		
and other related parties	29,303	22,338
Cost recovery income	18,242	19,614
Services income from the Parent Company	5.004	0.000
and fellow subsidiaries	5,291	2,930
Services provided by related parties included in expenses:		
Direct costs - operation and maintenance costs		
- Entities under common control	99,488	100,303
- Ultimate Parent Company	-	6,200
- Parent Company	2,615	-
- Other related parties	52,160	52,054
General and administrative expenses – cost recharged		
- Ultimate Parent Company	1,752	22,256
- Parent Company	45,360	17,974
- Other related parties	3,795	-

In 2022, a dividend of AED 53,995,000 had been adjusted against the balance receivable from the Parent Company.



10. BALANCES AND TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

(d) Capital contribution

In 2022, capital contribution amounting to AED 404,293,000 represented dividends declared from entities previously under the Group but were transferred out for the purpose of the IPO and was adjusted against balance payable to the related parties.

(e) Remuneration of key management personnel

The compensation to key management personnel for employee services is shown below:

	2023 AED'000	2022 AED'000
Salaries and other short-term employee benefits	18,170	15,702
End of service, termination and other post-employment	732	2,971
Board of Directors' remuneration	1,926	5,000
	20,828	23,673

Board of Directors' remuneration for the year ended 31 December 2023 is recorded in Accrued expenses under 'Trade and other payables' in the consolidated financial statements and will be approved in the next Annual General Meeting.

11. CASH AND BANK BALANCES

	2023 AED'000	2022 AED'000
Cash on hand	698	650
Cash at banks	300	000
- Current account	569,184	336,016
- Fixed deposits	965,301	923,848
	1,535,183	1,260,514

Cash and cash equivalents include the following for the purposes of the consolidated statement of cashflows:

	2023 AED'000	2022 AED'000
Cash and bank balances	1,535,183	1,260,514
Fixed deposits with maturities greater than 3 months	(865,301)	(923,848)
Restricted cash against a bank facility	-	(60,000)
	669,882	276,666

Bank accounts are held with locally incorporated banks and branches of international banks. Fixed deposits carry interest in the range of 3.11% to 5.75% (2022: 0.85% to 5.25%) per annum.

12. SHARE CAPITAL

The total authorised and issued share capital of the Company comprises 5,000,000,000 shares (2022: 5,000,000,000 shares) of AED 0.10 each. All shares were fully paid-up.



13. LEGAL RESERVE

In accordance with the UAE Federal Decree Law No. (32) of 2021 and Articles of Association, 10% of the profit for the year of the public joint stock company and 5% of the profit for the year of each UAE limited liability registered company are transferred to a legal reserve, which is not distributable. Transfers to this reserve are required to be made until such time as it equals at least 50% of the paidup share capital of the respective companies. Transfers to the legal reserve have accordingly been made by the individual entities within the Group.

As at 31 December 2023, legal reserve of the Company amounted to AED 250,000,000 (2022: AED 250,000,000). The remaining amount pertains to the subsidiaries of the Group.

14. TRADE AND OTHER PAYABLES

	2023	2022
	AED'000	AED'000
Accrued expenses	222,589	252,389
Trade payables	72,489	94,309
Other payables	56,749	63,338
	351,827	410,036
Less: non-current	(3,304)	-
	348,523	410,036

15. BORROWINGS

	2023 AED'000	2022 AED'000
Bank borrowings	4,400,000	4,400,000
Unamortised transaction costs	(48,233)	(58,018)
Carrying amount	4,351,767	4,341,982
Less: non-current	(4,351,767)	(4,341,982)
Current	-	-

On 14 June 2023, the Group refinanced its existing bank facilities through a new facility aggregating to AED 7,600,000,000 with multiple tranches from consortium of banks, in exchange of settlement of existing obligation. On account of the settlement, the Group has derecognised the existing liability which has resulted in the release of unamortised issue costs of AED 52,183,000 in finance costs. The issue cost incurred on the new facility amounted to AED 53,796,000, of which the unamortised portion as at 31 December 2023 is AED 48,233,000.

The purpose of the new loan facility is to repay existing facilities and for general corporate purposes of the Group. The new facility is repayable in a single bullet payment in 2028.

As at 31 December 2023, the Group has undrawn floating rate borrowing amounting to AED 3,200,000,0000 from the above facility (2022: AED 3,200,000,000).

The Group has sufficient headroom to enable it to conform to covenants on its existing borrowings and sufficient working capital and undrawn financing facilities to service its operating activities and ongoing investments as at 31 December 2023 and 2022.



15. BORROWINGS (CONTINUED)

Below are major financial covenants as required by the terms of the facility:

- i) Leverage for each period not to exceed certain ratios as specified in the facility agreement.
- ii) Debt Service Cover Ratio not to be less than 1.20:1.
- iii) Minimum Net Worth in respect of any relevant period not to be less than AED 3,673,000,000 (or its equivalent in any other currency).

The Group has complied with all covenants in line with the borrowing facility agreements at each reporting period. The Group has not had any defaults of principal, interest or redemption amounts during the periods on its borrowed funds. Interest rate on the above bank borrowings ranged from 6.12% to 6.39% (2022: ranged from 2.74% to 6.39%) per annum.

Total borrowings of AED 4,400,000,000 (2022: AED 4,400,000,000) are subject to re-pricing within three months of the consolidated balance sheet date.

The maturity profile of the borrowings is as follows:

	2023 AED'000	2022 AED'000
Within one year	-	
After one year but not more than five years	4,400,000	4,400,000
More than five years	-	-
	4,400,000	4,400,000

The Group's borrowings are denominated in AED.

16. ADVANCES FROM CUSTOMERS

	2023 AED'000	2022 AED'000
Operating lease advances	1,187,616	1,159,525
Contract advances	42,144	35,809
Refundable deposits	230,378	217,199
	1,460,138	1,412,533
Less: non-current	(623,533)	(645,326)
Current	836,605	767,207

Operating lease advances and contract advances represents amounts collected from customers in advance which are subsequently released to the consolidated statement of income once the revenue recognition criteria are met.

The movement of contract advances is as follows:

	2023	2022
	AED'000	AED'000
At 1 January	35,809	40,823
Amount billed	146,668	132,945
Revenue recognised	(140,333)	(137,959)
At 31 December	42,144	35,809



17. PROJECT LIABILITIES

	2023	2022
	AED'000	AED'000
Project payables	1,158,574	1,159,426
Retentions payable	131,404	110,892
	1,289,978	1,270,318
Less: non-current	(829,445)	(869,271)
Current	460,533	401,047

Project payables include amount contracted with a government authority to pay its share of costs of roadworks serving the Group's developments with present value of AED 923,675,000 (2022: AED 968,099,000). These costs are paid based on agreed annual fixed installments and are recorded at the present value of the expected cash outflows required to settle the obligation.

18. EMPLOYEES' END OF SERVICE BENEFITS

	2023	2022	
	AED'000	AED'000	
At 1 January	43,909	71,990	
Charge for the year	4,177	13,116	
Payments	(4,174)	(3,684)	
Transfers	-	(37,513)	
At 31 December	43,912	43,909	

19. PROVISIONS FOR OTHER LIABILITIES AND CHARGES

	Notes	2023 AED'000	2022 AED'000
Provision for infrastructure cost	4(a)	902,807	881,124
Provision for terminations and legal claims	(-7	21,585	20,539
		924,392	901,663
Less: non-current		(902,807)	(881,124)
Current		21,585	20,539

20. DIVIDENDS

On 14 June 2022, the shareholders approved to distribute dividends of AED 903,995,000.

At the general assembly meeting held on 14 November 2022, the shareholders approved the recommendation of the Board of Directors to distribute dividends of AED 200,000,000 (AED 0.04 per share).

At the Annual General Meeting held on 14 March 2023, the shareholders approved the recommendation of the Board of Directors to distribute dividends of AED 200,000,000 (AED 0.04 per share).

On 1 August 2023, the shareholders approved the recommendation of the Board of Directors to distribute interim dividends of AED 400,000,000 (AED 0.08 per share).



20. **DIVIDENDS** (CONTINUED)

On 30 January 2024, the Board of Directors has recommended cash dividend of AED 400,000,000 (AED 0.08 per share), which is subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.

21. REVENUE

	Notes	2023 AED'000	2022 AED'000
Operating lease income	6	1,929,534	1,757,003
Service income		239,663	216,365
		2,169,197	1,973,368

The payments for service income are received in advance and have no significant financing component.

The aggregate amount of sale price allocated to performance obligations that are unsatisfied/partially satisfied as at 31 December 2023 amounted to AED 42,144,000 (2022: AED 35,809,000). The Group expects to recognise revenue from these unsatisfied performance obligations over a period of 2 years.

22. DIRECT COSTS

		2023	2022
	Notes	AED'000	AED'000
Depreciation	6	371,395	357,876
Operation and maintenance costs		338,015	354,749
Payroll and related costs	25	50,972	55,229
		760,382	767,854

23. OTHER OPERATING INCOME

	2023 AED'000	2022 AED'000	
Cost recovery	18,242	19,614	
Lease termination and other penalties	15,039	11,539	
Liabilities written back	12,589	8,138	
Others	1,292	2,695	
	47,162	41,986	

Cost recovery income relates to expenses recharged based on a cost sharing agreement with related parties.



24. GENERAL AND ADMINISTRATIVE EXPENSES

		2023	2022
	Notes	AED'000	AED'000
Payroll and related costs	25	71,279	92,161
Management fees and consultancy		60,950	48,369
(Reversal)/loss allowance on trade and unbilled			
receivables	9	(26,381)	57,634
Depreciation and amortisation		23,111	28,328
Professional memberships		3,877	7,442
Communication		3,825	5,431
Others		17,443	5,998
		154,104	245,363

25. PAYROLL AND RELATED COSTS

	2023	2022
	AED'000	AED'000
Salaries and allowances	121,178	133,459
End of service benefits and pension	6,908	20,475
	128,086	153,934

Payroll and related costs are split as follows:

		2023	2022
	Notes	AED'000	AED'000
Direct costs	22	50,972	55,229
General and administrative expenses	24	71,279	92,161
Marketing and selling expenses	26	5,835	6,544
		128,086	153,934

26. MARKETING AND SELLING EXPENSES

		2023	2022
	Notes	AED'000	AED'000
Promotions		31,546	30,817
Payroll and related costs	25	5,835	6,544
Advertising		5,442	4,186
		42,823	41,547

Promotions include social contributions amounting to AED 358,000 (2022: AED 311,000).



27. FINANCE COSTS - NET

	2023 AED'000	2022 AED'000
	ALD 000	ALD 000
Interest (expense)/income on:		
Bank borrowings	(292,953)	(180,454)
Derivative financial instruments	127,772	(30,473)
Amortisation of transaction costs	(64,323)	(69,726)
Unwinding of discount on non-current liabilities	(32,863)	(31,532)
	(262,367)	(312,185)
Interest earned on:		
Bank fixed deposits	27,090	4,933
Islamic deposits	14,888	4,090
Current accounts	14,367	7,881
Gains on derivatives	23,945	59,413
Other finance income	1,302	896
	81,592	77,213
	(180,775)	(234,972)

28. EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing consolidated profit for the year attributable to ordinary equity holders of the company by the weighted average number of ordinary shares outstanding during the year.

As there are no dilutive instruments outstanding, basic and diluted earnings per share are identical. The calculation of basic and diluted earnings per share attributable to the owners of the company is based on the following data:

	2023	2022
Earnings		
Earnings for the purpose of basic and diluted earnings per share		
(consolidated profit for the year attributable to owners of the company)		
rounded to the nearest AED'000	1,078,275	725,618
Weighted average number of shares		
Weighted average number of ordinary shares for the purpose of basic		
and diluted earnings per share	5,000,000,000	3,780,821,991
Basic and diluted earnings per share attributable to owners of the		
company rounded to the nearest Fil	0.22	0.19



29. CASH GENERATED FROM OPERATIONS

		2023	2022
	Notes	AED'000	AED'000
Profit for the year		1,078,275	725,618
Adjustments for:			
Depreciation and amortisation		394,506	386,204
(Reversal)/loss allowance on trade and unbilled receivables	9	(26,381)	57,634
Provisions for end of service benefits and other liabilities			
and charges		5,223	11,442
Liabilities written back	23	(12,589)	(8,138)
Finance income	27	(81,592)	(77,213)
Finance costs	27	262,367	312,185
		1,619,809	1,407,732
Changes in operating assets and liabilities:			
Trade and other receivables, before provision and write offs		(9,552)	(33,146)
Trade payables and other liabilities, excluding project liabilities		3,014	59,482
Due from related parties		15,135	560,365
Due to related parties		6,553	(487,047)
Cash generated from operations		1,634,959	1,507,386

30. FINANCIAL INSTRUMENTS BY CATEGORY

The accounting policies for financial instruments have been applied to the following line items:

	Financial assets			
		Financial	at fair value	
		assets	through other	
		at amortised	comprehensive	
		cost	income	Total
	Notes	AED'000	AED'000	AED'000
Assets				
31 December 2023				
Derivative financial instruments	7	-	221,995	221,995
Trade and other receivables		942,070	· -	942,070
Due from related parties	10	35,425	-	35,425
Cash and bank balances	11	1,535,183	-	1,535,183
		2,512,678	221,995	2,734,673
31 December 2022				
Derivative financial instruments	7	-	315,519	315,519
Trade and other receivables		907,473	-	907,473
Due from related parties	10	29,899	_	29,899
Cash and bank balances	11	1,260,514	-	1,260,514
		2,197,886	315,519	2,513,405

Trade and other receivables exclude advances to contractors and suppliers, prepayments and other receivables.



30. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

	Notes	Derivatives used for hedging AED'000	Other financial liabilities AED'000	Total AED'000
Liabilities				
31 December 2023				
Trade payables and other liabilities		=	1,872,183	1,872,183
Derivative financial instruments	7	3,000	-	3,000
Due to related parties	10	-	60,244	60,244
Borrowings	15	-	4,351,767	4,351,767
		3,000	6,284,194	6,287,194
31 December 2022				
Trade payables and other liabilities		-	1,897,553	1,897,553
Derivative financial instruments	7	2,817	· · ·	2,817
Due to related parties	10	· -	203,691	203,691
Borrowings	15	-	4,341,982	4,341,982
		2,817	6,443,226	6,446,043

Trade payables and other liabilities exclude operating lease advances and contract advances.

31. NET DEBT RECONCILIATION

	Notes	2023 AED'000	2022 AED'000
Cash and bank balances	11	1,535,183	1,260,514
Borrowings - repayable after one year	15	(4,351,767)	(4,341,982)
		(2,816,584)	(3,081,468)

	Cash and bank*	Borrowing due within 1 year	Borrowing due after 1 year	Total
	AED'000	AED'000	AED'000	AED'000
Net debt as at 1 January 2023	1,260,514	_	(4,341,982)	(3,081,468)
Cash flows	274,669	-	53,796	328,465
Other non-cash movement	· -	-	(63,581)	(63,581)
Net debt as at 31 December 2023	1,535,183	-	(4,351,767)	(2,816,584)
Net debt as at 1 January 2022	1,246,399	(302,015)	(3,663,105)	(2,718,721)
Cash flows	14,115	64,215	(371,279)	(292,949)
Other non-cash movement	-	237,800	(307,598)	(69,798)
Net debt as at 31 December 2022	1,260,514	-	(4,341,982)	(3,081,468)

^{*}The presentation of cash and bank balances within the net debt reconciliation is a voluntary inclusion in addition to the reconciliation of liabilities arising from financing activities as disclosed in the consolidated statement of cashflows.



32. COMMITMENTS

(a) Capital commitments

	2023 AED'000	2022 AED'000
Property and equipment	4,679	2,094
Intangible assets	5,606	6,377
Investment property	612,463	289,554

(b) Operating lease arrangements - the Group as lessor

Operating non-cancellable leases relate to the investment property owned by the Group with lease terms of between 1 to 5 years for building leases and between 20 to 50 years for land leases.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

	2023 AED'000	2022 AED'000
Later than 5 years	12,157,819	11,767,418
Later than 1 year and not later than 5 years	2,818,047	2,930,035
Not later than 1 year	798,861	858,220
	15,774,727	15,555,673

(c) Letter of credit

Letters of credit of AED 96,602,000 (2022: AED 20,295,000) issued for construction of certain infrastructure costs.



33. SEGMENT REPORTING

Information regarding the Group's reportable segments is set out below in accordance with IFRS 8 Operating Segments. IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Group's Chief Executive Officer, as 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 Executive Officer for the purpose of resource allocation and assessment of segment performance focuses on the financial performance of each business segments only. No information that includes the segments' assets and liabilities are reported to the Group's Chief Executive Officer.

The Group is organised into four reportable segments: (i) commercial leasing, (ii) industrial leasing, (iii) land leasing and (iv) services and others. The following describes the types of properties, products or services that fall within each of our financial segments:

- Commercial leasing consists of built-to-lease and built-to-suit properties. Built to lease properties are our commercial properties which are typically developed for multiple tenants and are leased out to customers, and include office, retail space and business centres (built to lease). Built to suit properties typically represent our commercial properties where we were able to identify customers in advance of developing the property in order to build a single-tenant customised property that meet a customer's specifications, which are then leased out to them upon completion or similar properties (built to suit).
- Industrial leasing consists of warehouses and staff accommodation (housing for businesses to use to accommodate their workers).
- Land leasing consists of land leases. Our land leases represent land available within our business districts that already has or is expected to develop the necessary infrastructure (such as connecting roads, water, electricity and sewage) that allows us to lease the land. We have intentionally retained such land in order to be able to lease it to customers to suit their specific needs, such as manufacturing, commercial, retail, residential or academic purposes.
- Services consist of fees from the services that we provide, including those generated from our AXS platform, venue management services, property management and leasing agreements and our in5 platform.
- Other segments include businesses that individually do not meet the criteria of a reportable segment. These segments include operations and support functions.

The Group operates primarily in United Arab Emirates and accordingly no further geographical analysis of revenue and profit are given. Segment revenue reported represents revenue generated from customers and there were no intersegment sales.

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represents the profit earned by each segment before interest, depreciation and amortisation. This is the measure reported to the Group's Chief Executive Officer for the purpose of resource allocation and assessment of segment performance.



33. **SEGMENT REPORTING (CONTINUED)**

Information regarding these segments are as follows:

	Commercial	Land	Industrial	Services	
	leasing	leasing	leasing	and others	Total
	AED'000	AED'000	AED'000	AED'000	AED'000
	ALD 000	ALD 000	ALD 000	ALD 000	ALD 000
31 December 2023					
Revenue	1,123,536	501,716	304,282	239,663	2,169,197
Direct cost	(231,551)	(3,772)	(66,629)	(36,063)	(338,015)
Other operating income	46,426	· -	630	106	47,162
Other expenses	(166,246)	(16,774)	(17,854)	(23,914)	(224,788)
Segment results before interest and					
depreciation and amortisation	772,165	481,170	220,429	179,792	1,653,556
Depreciation and amortisation	(323,748)	-	(65,000)	(5,758)	(394,506)
Unallocated net finance cost	-	-	-	-	(180,775)
Profit for the year	448,417	481,170	155,429	174,034	1,078,275
31 December 2022					
Revenue	1,047,422	435,877	273,704	216,365	1,973,368
Direct cost	(244,036)	(18)	(56,678)	(54,017)	(354,749)
Other operating income	38,062	-	814	3,110	41,986
Other expenses	(184,911)	(68,923)	(47,642)	(12,335)	(313,811)
Segment results before interest and					
depreciation and amortisation	656,537	366,936	170,198	153,123	1,346,794
Depreciation and amortisation	(316,178)	_	(65,045)	(4,981)	(386,204)
Unallocated net finance cost	-	-	-	-	(234,972)
Profit for the year	340,359	366,936	105,153	148,142	725,618
	,				

Management primarily relies on net finance cost, not the gross finance income and finance cost in managing all segments and does not allocate to segments. Therefore, unallocated net finance cost is disclosed.

No single customer contributed 10% or more to the Group's revenue.