

**AGILITY GLOBAL PLC AND SUBSIDIARIES**

**CONSOLIDATED FINANCIAL STATEMENTS**

**31 DECEMBER 2025**



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## **INDEPENDENT AUDITOR’S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC**

### **Report on the Audit of Consolidated Financial Statements**

#### ***Opinion***

We have audited the consolidated financial statements of Agility Global PLC (the “Parent Company”) and its subsidiaries (collectively the “Group”), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

#### ***Basis for Opinion***

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

#### ***Key Audit Matters***

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

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



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## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC (continued)**

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

#### ***Key Audit Matters (continued)***

##### *a) Impairment assessment of goodwill*

As of 31 December 2025, the carrying value of goodwill amounted to USD 1,003,669 thousand representing 7.5% of the Group's total assets, as disclosed in Note 10, of which USD 920,221 thousand relates to the cash generating unit, Aviation services. IFRS Accounting Standards requires management to assess goodwill for impairment at each reporting date with any impairment loss to be charged to profit or loss. Management engaged their internal experts to assist them in performing the impairment assessment of goodwill. The impairment assessment of goodwill is significant to our audit because the assessment of the recoverable amount of goodwill, based on the value-in-use (VIU), is complex and requires management to apply significant judgements. Estimates of future cash flows used in VIU includes estimates such as management's view of the growth in the sectors in which cash generating units operate and economic conditions, for example economic growth and expected inflation rates and yield rates. Therefore, we have considered the impairment assessment of goodwill relating to the cash generating unit, Aviation services as a key audit matter.

As part of our audit procedures, where management applied the VIU basis to determine the recoverable amount, we have obtained management's impairment calculations and assessed the key assumptions, including profit forecasts, growth rates and discount rates. We have evaluated whether the internal experts appointed by management have the necessary competency, capabilities and objectivity, to determine whether it was sufficient for audit purposes. We have also involved our valuation specialists and challenged management to substantiate the assumptions, including the comparison of relevant assumptions to industry benchmarks and economic forecasts. We have reperformed the mathematical accuracy of the calculations and corroborated certain information with third party sources. We have agreed the underlying cash flows to approved budgets and assessed growth rates and discount rates by comparison with third party information, the Group's cost of capital and relevant risk factors.

We have further evaluated management's sensitivity analysis to ascertain the impact of reasonably possible changes to key assumptions. We have agreed the results and inputs into the calculations to the amounts disclosed in the consolidated financial statements. We have also assessed the controls over the impairment process to determine if they had been appropriately designed and implemented. We have also assessed the adequacy of the Group's disclosures regarding those assumptions, which are disclosed in Note 10 to the consolidated financial statements, against the requirements of IFRS Accounting Standards.



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## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC (continued)

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

#### *Key Audit Matters (continued)*

##### *b) Fair value measurement of investment properties*

As of 31 December 2025, the carrying value of investment properties amounted to USD 1,085,252 thousand representing 8.1% of the Group's total assets, as disclosed in Note 8, of which USD 869,215 thousand relates to properties located in the Kingdom of Saudi Arabia (KSA). The fair values of these investment properties have been determined by external real estate appraisers. The determination of the fair value of these investment properties is dependent on key inputs, such as rental value, occupancy rate, discount rate, yield rate, price per square meter and market knowledge and historical transactions. The disclosures relating to the inputs are relevant, given the estimation uncertainty involved in these valuations. The methodology applied in determining the valuations is set out in Note 8 to the consolidated financial statements.

Given the size and complexity of the valuation of these investment properties, we have considered this as a key audit matter.

We have considered the methodology and the appropriateness of the valuation models and inputs used to value the investment properties. We have tested the inputs and assumptions made by management of the Group and the appropriateness of the properties' related data supporting the external appraisers' valuations. We performed procedures for areas of risk and estimation involved in the valuations and involved our internal specialists to assist us in the review of the key assumptions and challenging the valuations of the KSA investment properties on a sample basis. Further, we have considered the objectivity, independence and expertise of the external real estate appraisers.

We also assessed the appropriateness of the disclosures relating to the investment properties of the Group in Note 8 to the consolidated financial statements.

#### ***Other information***

Other information consists of the information included in the Board of Directors' report and the annual report other than the consolidated financial statements and our auditor's report thereon. We obtained the Board of Directors' report prior to the date of our auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of our auditor's report. Management is responsible for the other information.

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



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## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC (continued)**

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

#### ***Other information (continued)***

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

#### ***Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by IASB, in compliance with the applicable provisions of the articles of association of the Company and the Companies Regulations 2020 of Abu Dhabi Global Market ("ADGM"), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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 judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those 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.



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## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC (continued)

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

#### *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)*

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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, actions taken to eliminate threats or safeguards applied.

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.



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**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF  
AGILITY GLOBAL PLC (continued)**

**Report on Other Legal and Regulatory Requirements**

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

- i) The consolidated financial statements include, in all material respects, the applicable requirements of the Companies Regulations 2020 of ADGM; and
- ii) the financial information included in the report of the Board of Directors is consistent with the books of account and records of the Group.

For and on behalf of Ernst & Young – Middle East (ADGM Branch)

A handwritten signature in blue ink that reads 'Gaurav Dokania'.

Gaurav Dokania

12 March 2026  
Abu Dhabi, United Arab Emirates

# Agility Global PLC and Subsidiaries

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	2025 USD 000's	2024 USD 000's (Restated)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	5	894,877	898,937
Projects in progress	6	49,034	63,357
Right-of-use assets	7	664,144	711,549
Investment properties	8	1,085,252	785,059
Intangible assets	9	358,714	281,397
Goodwill	10	1,003,669	857,707
Investment in associates and joint ventures	11	419,054	452,049
Financial assets at fair value through profit or loss	12	70,827	66,867
Financial assets at fair value through other comprehensive income	13	4,997,545	4,198,724
Other non-current assets		158,212	166,383
Loans to related parties	33	1,101,784	1,271,291
<b>Total non-current assets</b>		<b>10,803,112</b>	<b>9,753,320</b>
<b>Current assets</b>			
Inventories	14	222,825	230,052
Trade receivables	15	792,389	602,248
	33	16,761	14,785
Amount due from related parties	16	402,703	321,910
Other current assets	33	139,401	-
Loans to related parties			
Bank balances, cash and deposits	17	1,032,671	855,423
<b>Total current assets</b>		<b>2,606,750</b>	<b>2,024,418</b>
<b>TOTAL ASSETS</b>		<b>13,409,862</b>	<b>11,777,738</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Share capital	18	625,063	625,063
Treasury Shares	20	(204,290)	-
Own shares held by liquidity provider	21	(81,210)	-
Foreign currency translation reserve	22 (a)	60,016	(9,772)
Hedging reserve	22 (b)	(509,140)	(117,037)
Investment revaluation reserve	22 (c)	(216,933)	(987,583)
Other reserves	22 (d)	23,649	16,109
Retained earnings		6,156,257	6,076,508
<b>Equity attributable to equity holders of the Parent Company</b>		<b>5,853,412</b>	<b>5,603,288</b>
Non-controlling interests		447,452	414,660
<b>Total equity</b>		<b>6,300,864</b>	<b>6,017,948</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Provision for employees' end of service benefits	23	80,896	88,252
Interest bearing loans	24	4,152,066	2,979,830
Lease liabilities	7	480,695	589,488
Other non-current liabilities	25	169,051	241,845
<b>Total non-current liabilities</b>		<b>4,882,708</b>	<b>3,899,415</b>
<b>Current liabilities</b>			
Interest bearing loans	24	695,161	434,040
Lease liabilities	7	267,419	199,544
Trade and other payables	26	1,252,906	1,203,344
Amount due to related parties	33	10,804	23,447
<b>Total current liabilities</b>		<b>2,226,290</b>	<b>1,860,375</b>
<b>Total liabilities</b>		<b>7,108,998</b>	<b>5,759,790</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>13,409,862</b>	<b>11,777,738</b>

  
Tarek Abdulaziz Sultan AlEssa  
Chairman

12 March 2026

The attached notes 1 to 40 form part of these consolidated financial statements.

# Agility Global PLC and Subsidiaries

## CONSOLIDATED STATEMENT OF INCOME

For the year ended 31 December 2025

	<i>Notes</i>	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
Revenue from contract with customers	27	<b>5,072,928</b>	4,507,309
Direct expenses		<b>(1,885,326)</b>	(1,742,948)
Other operating expenses	28	<b>(2,562,064)</b>	(2,180,949)
Change in fair value of investment properties	8	<b>195,789</b>	29,833
Share of results of associates and joint ventures	11	<b>23,748</b>	33,233
Unrealised gain on financial assets at fair value through profit or loss		<b>20,590</b>	25,461
Dividend income		<b>16,041</b>	10,349
Gain on sale of property plant and equipment		<b>22,609</b>	8,175
Gain on disposal of a subsidiary		<b>4,000</b>	13,029
Transaction costs on acquisition of a subsidiary		<b>(5,997)</b>	-
Miscellaneous (expense) income, net		<b>(1,083)</b>	2,292
<b>Profit before interest, taxation, depreciation and amortisation (EBITDA)</b>		<b>901,235</b>	705,784
Depreciation	5 & 7	<b>(311,217)</b>	(275,613)
Amortisation	9	<b>(33,359)</b>	(26,299)
<b>Profit before interest and taxation (EBIT)</b>		<b>556,659</b>	403,872
Interest income		<b>56,010</b>	20,594
Finance costs		<b>(240,682)</b>	(188,057)
<b>Profit before taxation</b>		<b>371,987</b>	236,409
Taxation		<b>(67,334)</b>	(52,329)
<b>PROFIT FOR THE YEAR</b>		<b>304,653</b>	184,080
<b>Attributable to:</b>			
Equity holders of the Parent Company		<b>239,915</b>	127,499
Non-controlling interests		<b>64,738</b>	56,581
		<b>304,653</b>	184,080
<b>BASIC AND DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY</b>	30	<b>2.45 cents</b>	1.25 cents

The attached notes 1 to 40 form part of these consolidated financial statements.

# Agility Global PLC and Subsidiaries

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	2025 <i>USD 000's</i>	2024 <i>USD 000's</i>
<b>Profit for the year</b>	<b>304,653</b>	184,080
<b>Other comprehensive income:</b>		
<i>Items that are or may be reclassified to the consolidated statement of income in subsequent periods:</i>		
Foreign currency translation adjustments	<b>66,972</b>	(14,674)
Share of other comprehensive loss of associates and joint venture (Note 11)	<b>17,329</b>	(12,106)
Loss on cash flow hedges	-	(141)
Loss on hedge of net investment	<b>(78,063)</b>	-
<b>Net other comprehensive loss that are or may be reclassified to consolidated statement of income in subsequent periods</b>	<b>6,238</b>	(26,921)
<i>Items that will not be reclassified to the consolidated statement of income</i>		
Changes in fair value of equity instruments at fair value through other comprehensive income	<b>770,633</b>	701,497
Re-measurement loss on defined benefit plans (Note 23)	<b>(34)</b>	(51,628)
loss on fair value hedges	<b>(313,314)</b>	(244,058)
<b>Net other comprehensive income that will not be reclassified to consolidated statement of income</b>	<b>457,285</b>	405,811
<b>Total other comprehensive income</b>	<b>463,523</b>	378,890
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>768,176</b>	562,970
<b>Attributable to:</b>		
Equity holders of the Parent Company	<b>695,117</b>	508,743
Non-controlling interests	<b>73,059</b>	54,227
	<b>768,176</b>	562,970

The attached notes 1 to 40 form part of these consolidated financial statements.

# Agility Global PLC and Subsidiaries

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	Notes	2025 USD 000's	2024 USD 000's
<b>OPERATING ACTIVITIES</b>			
Profit before taxation		371,987	236,409
Adjustments for:			
Expected credit losses on trade receivables	15	2,781	10,078
Change in fair value of investment properties	8	(195,789)	(29,833)
Provision for employees' end of service benefits	23	11,908	9,306
Foreign currency exchange gain		(3,699)	(8,064)
Share of results of associates and joint ventures	11	(23,748)	(33,233)
Unrealised gain on financial assets at fair value through profit or loss		(20,590)	(25,461)
Dividend income		(16,041)	(10,349)
Gain on disposal of a subsidiary		(4,000)	(13,029)
Gain on sale of property plant and equipment		(22,609)	(8,175)
Depreciation	5 & 7	311,217	275,613
Amortisation	9	33,359	26,299
Interest income		(56,010)	(20,594)
Finance costs		240,682	188,057
Operating profit before changes in working capital		629,448	597,024
Inventories		9,596	(38,344)
Trade receivables		(46,347)	8,721
Other current assets		(42,265)	(6,503)
Trade and other payables		(75,142)	122,398
		475,290	683,296
Taxation paid		(45,995)	(34,739)
Employees' end of service benefits paid	23	(26,026)	(21,023)
Net cash flows from operating activities		403,269	627,534
<b>INVESTING ACTIVITIES</b>			
Net movement in financial assets at fair value through profit or loss		3,430	(17,046)
Net movement in financial assets at fair value through other comprehensive income		(24,413)	(22,673)
Additions to property, plant and equipment	5	(133,715)	(129,095)
Proceeds from disposal of property, plant and equipment		79,459	54,994
Net movements in loans to related parties		(151,944)	(508,620)
Additions to projects in progress	6	(105,619)	(38,807)
Net movements in investments in associates and joint ventures		(6,400)	(4,000)
Dividends received		41,684	43,540
Acquisition of additional interest in subsidiaries		(7,598)	(6,925)
Acquisition of subsidiaries net of cash acquired		(192,900)	(491)
Disposal of a subsidiary, net of cash		(7,600)	19,472
Deferred consideration related to acquisitions of prior years		(11,099)	(2,800)
Net cash flows used in investing activities		(516,715)	(612,451)
<b>FINANCING ACTIVITIES</b>			
Received from related parties		-	119,185
Payments to related parties		-	(150,429)
Former Ultimate Parent Company investment received		-	22,400
Proceeds from issue of shares		-	416,709
Proceeds from interest bearing loans		1,356,919	366,042
Repayment of interest bearing loans		(595,831)	(77,433)
Payment of lease obligations	7	(233,271)	(203,678)
Finance costs paid		(250,158)	(90,670)
Dividends paid		(126,622)	(130,469)
Dividends paid to non-controlling interests		(31,103)	(27,780)
Advance for purchase of own shares by liquidity provider		(81,047)	-
Net cash flows from financing activities		38,887	243,877
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>		(74,559)	258,960
Net foreign exchange translation differences		23,766	(12,302)
Cash and cash equivalents at 1 January		640,481	393,823
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>	17	589,688	640,481

The attached notes 1 to 40 form part of these consolidated financial statements.

# Agility Global PLC and Subsidiaries

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	<i>Attributable to equity holders of the Parent Company</i>										
	<i>Share capital</i> USD 000's	<i>Treasury shares</i> USD 000's	<i>Own shares held by liquidity provider</i> USD 000's	<i>Foreign currency translation reserve</i> USD 000's	<i>Hedging reserve</i> USD 000's	<i>Investment revaluation reserve</i> USD 000's	<i>Other reserves</i> USD 000's	<i>Retained earnings</i> USD 000's	<i>Sub total</i> USD 000's	<i>Non-controlling interests</i> USD 000's	<i>Total equity</i> USD 000's
As at 1 January 2025 (as previously reported)	625,063	-	-	(9,772)	(117,037)	(987,583)	16,109	6,076,508	5,603,288	421,156	6,024,444
PPA fair value adjustment (Note 29)	-	-	-	-	-	-	-	-	-	(6,496)	(6,496)
As at 1 January 2025 (restated)	625,063	-	-	(9,772)	(117,037)	(987,583)	16,109	6,076,508	5,603,288	414,660	6,017,948
Profit for the year	-	-	-	-	-	-	-	239,915	239,915	64,738	304,653
Other comprehensive income (loss)	-	-	-	69,788	(392,103)	770,650	6,867	-	455,202	8,321	463,523
Total comprehensive income (loss) for the year	-	-	-	69,788	(392,103)	770,650	6,867	239,915	695,117	73,059	768,176
Purchase of treasury shares (Note 20)	-	(204,290)	-	-	-	-	-	-	(204,290)	-	(204,290)
Purchase of own shares by liquidity provider (Note 21)	-	-	(81,210)	-	-	-	-	-	(81,210)	-	(81,210)
Acquisition of additional interest in a subsidiary	-	-	-	-	-	-	6,490	-	6,490	(13,921)	(7,431)
Effect of transaction with shareholders (Note 19 (b))	-	-	-	-	-	-	-	(34,374)	(34,374)	-	(34,374)
Disposal of a subsidiary	-	-	-	-	-	-	-	-	-	(3,650)	(3,650)
Increase in non-controlling interests	-	-	-	-	-	-	(5,817)	-	(5,817)	8,407	2,590
Dividends (Note 19 (a))	-	-	-	-	-	-	-	(126,622)	(126,622)	-	(126,622)
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	-	(31,103)	(31,103)
Share based payments	-	-	-	-	-	-	-	830	830	-	830
<b>As at 31 December 2025</b>	<b>625,063</b>	<b>(204,290)</b>	<b>(81,210)</b>	<b>60,016</b>	<b>(509,140)</b>	<b>(216,933)</b>	<b>23,649</b>	<b>6,156,257</b>	<b>5,853,412</b>	<b>447,452</b>	<b>6,300,864</b>

The attached notes 1 to 40 form part of these consolidated financial statements.

# Agility Global PLC and Subsidiaries

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	<i>Attributable to equity holders of the Parent Company</i>									
	<i>Share capital</i> USD 000's	<i>Former Ultimate Parent Company investment</i> USD 000's	<i>Foreign currency translation reserve</i> USD 000's	<i>Hedging reserve</i> USD 000's	<i>Investment revaluation reserve</i> USD 000's	<i>Other reserves</i> USD 000's	<i>Retained earnings</i> USD 000's	<i>Sub total</i> USD 000's	<i>Non-controlling interests</i> USD 000's	<i>Total equity</i> USD 000's
As at 1 January 2024	10	3,144,479	12,612	127,966	(1,689,416)	69,805	443,063	2,108,519	406,897	2,515,416
Profit for the year	-	-	-	-	-	-	127,499	127,499	56,581	184,080
Other comprehensive income (loss)	-	-	(22,384)	(245,003)	701,833	(53,202)	-	381,244	(2,354)	378,890
Total comprehensive income (loss) for the year	-	-	(22,384)	(245,003)	701,833	(53,202)	127,499	508,743	54,227	562,970
Restructure/ capitalisation during the year	5,047,539	(3,144,479)	-	-	-	-	797,215	2,700,275	-	2,700,275
Issue of capital	416,709	-	-	-	-	-	-	416,709	-	416,709
Capital reduction (Note 18)	(4,839,195)	-	-	-	-	-	4,839,195	-	-	-
Acquisition of additional interest in subsidiaries	-	-	-	-	-	(1,334)	-	(1,334)	459	(875)
Disposal of a subsidiary	-	-	-	-	-	840	(840)	-	(8,156)	(8,156)
Dividends (Note 19 (a))	-	-	-	-	-	-	(130,469)	(130,469)	-	(130,469)
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	(27,780)	(27,780)
Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	16,120	16,120
Acquisition of entities as part of business combination	-	-	-	-	-	-	-	-	(27,107)	(27,107)
Share based payments	-	-	-	-	-	-	845	845	-	845
As at 31 December 2024	<u>625,063</u>	<u>-</u>	<u>(9,772)</u>	<u>(117,037)</u>	<u>(987,583)</u>	<u>16,109</u>	<u>6,076,508</u>	<u>5,603,288</u>	<u>414,660</u>	<u>6,017,948</u>

The attached notes 1 to 40 form part of these consolidated financial statements.

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 1 BACKGROUND AND CORPORATE INFORMATION

Agility Global PLC (the “Parent Company”) was incorporated on 17 February 2023 and is registered with Abu Dhabi Global Market (“ADGM”). The registered address of the Parent Company is B-055, 1<sup>st</sup> Floor, Reem Mall, Najmat Abu Dhabi, Al Reem Island, Abu Dhabi, United Arab Emirates. The Parent Company and its subsidiaries are referred to herein as the “Group”.

The Group is engaged in aviation services, fuel logistics, industrial real estate, investing surplus funds in emerging markets/sectors and other related services and is a global operator with presence in over 100 countries.

On 17 June 2025, the Board of Directors of Agility Public Warehousing company K.S.C.P. (“Agility K.S.C.P”) (“former Ultimate Parent Company”), approved the distribution of in-kind dividends representing 20.09% of its shares in the Parent Company which was executed on 14 July 2025. Following this distribution, the Parent Company ceased to be subsidiary of Agility K.S.C.P.

The principal subsidiaries and their activities are explained in Note 4.

The consolidated financial statement of the Parent Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2025 were authorised for issue in accordance with a resolution of the Board of Directors on 12 March 2026 and are issued subject to the approval of the Annual General Assembly of the shareholders of the Parent Company. The Annual General Assembly of the shareholders has the power to amend these consolidated financial statements after issuance.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

#### 2.1 BASIS OF PREPARATION

The consolidated financial statement have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and the applicable provisions of the Companies Regulations 2020 of Abu Dhabi Global Market (“ADGM”).

The consolidated financial statement are prepared on a historical cost basis, except for investment properties, financial assets carried at fair value through profit or loss, financial assets at fair value through other comprehensive income, loan to a related party and derivative financial instruments that are measured at fair value.

The consolidated financial statement are presented in United States Dollar (USD). However, entities forming part of the Group have different functional currencies and the USD is the presentation currency. All values are rounded to the nearest thousand (USD 000's) except where otherwise stated.

The consolidated financial statement provide comparative information in respect of the previous year. Certain comparative information has been reclassified and re-presented to conform to the classification in the current year. Such reclassification has been made to improve the quality of information presented. The reclassifications had no impact on the consolidated statement of income, consolidated statement of comprehensive income and consolidated statement of changes in equity as previously reported.

#### 2.2 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries (investees which are controlled by the Group) including special purpose entities as at 31 December 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

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

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.2 BASIS OF CONSOLIDATION (continued)

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Parent Company of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

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

The results of the subsidiaries acquired or disposed during the year are included in the consolidated statement of income from the date of acquisition or up to the date of disposal, as appropriate.

#### 2.3 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES

##### **New and amended standards and interpretations**

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2025 (unless otherwise stated). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

##### **Lack of exchangeability – Amendments to IAS 21**

For annual reporting periods beginning on or after 1 January 2025, *Lack of Exchangeability – Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates* specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments did not have a material impact on the Group's consolidated financial statements.

#### 2.4 STANDARDS ISSUED BUT NOT YET EFFECTIVE

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

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.4 STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)**

**IFRS 18 *Presentation and Disclosure in Financial Statements***

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 *Presentation of Financial Statements*. IFRS 18 introduces new requirements for presentation within the statement of income, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of income into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

The standard requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and it also includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to IAS 7 *Statement of Cash Flows*, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, are effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently working to identify all impacts the amendments will have on the primary consolidated financial statements and notes to the consolidated financial statements. The initial expected material impacts on Group's consolidated financial statements are, as follows:

- Unrealised gain on financial assets at fair value through profit or loss, dividend income, and share of result of associate and joint venture will be classified in the investing category within the statement of income.
- Foreign exchange difference will be classified in the category where the related income and expense form the item giving rise to the foreign exchange difference.
- New disclosure will be added: (a) management-defined performance measures; (b) a reconciliation between management defined performance measures and appropriate sub-total in the statement of income.

**IFRS 19 *Subsidiaries without Public Accountability: Disclosures***

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.

IFRS 19 will become effective for reporting periods beginning on or after 1 January 2027, with early application permitted.

As the Group's equity instruments are publicly traded, it is not eligible to elect to apply IFRS 19.

***Amendments to the Classification and Measurement of Financial Instruments—Amendments to IFRS 9 and IFRS 7***

In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7, *Amendments to the Classification and Measurement of Financial Instruments* (the Amendments). The Amendments include:

- A clarification that a financial liability is derecognised on the 'settlement date' and the introduction of an accounting policy choice (if specific conditions are met) to derecognise financial liabilities settled using an electronic payment system before the settlement date
- Additional guidance on how the contractual cash flows for financial assets with environmental, social and corporate governance (ESG) and similar features should be assessed
- Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments
- The introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments classified at fair value through other comprehensive income (OCI)

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.4 STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)**

***Amendments to the Classification and Measurement of Financial Instruments—Amendments to IFRS 9 and IFRS 7 (continued)***

The Amendments are effective for annual periods starting on or after 1 January 2026 with early adoption permitted for classification of financial assets and related disclosures only. The Group does not anticipate that the amendments will have a material effect on the Group's consolidated financial statements.

***Annual Improvements to IFRS Accounting Standards - Volume 11***

In July 2024, the IASB issued nine narrow scope amendments as part of its periodic maintenance of IFRS accounting standards. The amendments include clarifications, simplifications, corrections or changes to improve consistency in IFRS 1 *First-time Adoption of International Financial Reporting Standards*, IFRS 7 *Financial instruments: Disclosure and its accompanying Guidance on implementing IFRS 7*, IFRS 9 *Financial Instruments*, IFRS 10 *Consolidated Financial Statements* and IAS 7 *Statements of Cash Flows*.

The amendments will be effective for reporting periods beginning on or after 1 January 2026. Earlier application is permitted and must be disclosed.

The amendments are not expected to have a material impact on the Group's consolidated financial statements.

***Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7***

In December 2024, the IASB issued Amendments to IFRS 9 and IFRS 7 - *Contracts Referencing Nature dependent Electricity*. The amendments apply only to contracts that reference nature-dependent electricity; the amendments:

- Clarify the application of the 'own-use' requirements for in-scope contracts
- Amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts
- Add new disclosure requirements to enable investors to understand the effect of these contracts on a Group's financial performance and cash flows

The amendments will take effect for annual reporting periods starting on or after 1 January 2026. Early adoption is allowed, but it must be disclosed. The amendments concerning the own-use exception are to be applied retrospectively, while the hedge accounting amendments should be applied prospectively to new hedging relationships designated from the initial application date. Additionally, the IFRS 7 disclosure amendments must be implemented alongside the IFRS 9 amendments. If an entity does not restate comparative information, it cannot present comparative disclosures.

The Group does not expect that the amendments will have a material impact on its consolidated financial statements.

**2.5 MATERIAL ACCOUNTING POLICY INFORMATION**

**Business combinations and goodwill**

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

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

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### **Business combinations and goodwill (continued)**

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

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

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

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed in this circumstance is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

##### **Current versus non-current classification**

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

- ▶ Expected to be realised or intended to be sold or consumed in normal operating cycle; or
- ▶ Held primarily for the purpose of trading; or
- ▶ Expected to be realised within twelve months after the reporting period, or
- ▶ Bank balances, cash and deposits unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

##### **Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. The initial cost of property, plant and equipment comprises their cost and any directly attributable costs of bringing an item of property, plant and equipment to its working condition and location. Expenditure incurred after the property, plant and equipment has been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the consolidated statement of income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditure is capitalised as an additional cost of property, plant and equipment. Land is not depreciated.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

**Property, plant and equipment (continued)**

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives as follows:

Buildings and improvements	5 to 30 years
Tools, machinery and equipment	2 to 10 years
Vehicles and ships	2 to 25 years
Furniture and office equipment	2 to 8 years

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair values less costs to sell and their value in use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of income in the period the asset is derecognised. The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively if appropriate.

**Leases**

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

***The Group as a lessee***

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

*i. Right-of-use assets*

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

Land, buildings and improvements	2 to 44 years
Tools, machinery and equipment	2 to 8 years
Vehicles and ships	2 to 25 years
Furniture and office equipment	2 to 7 years

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

The right-of-use assets are also subject to impairment in accordance with the Group's impairment of non-financial assets policy.

*ii. Lease liabilities*

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentive receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

**Leases (continued)**

***The Group as a lessee (continued)***

*ii. Lease liabilities (continued)*

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

*iii. Short-term leases and leases of low-value assets*

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

A property interest that is held by the Group under an operating lease may be classified and accounted for as an investment property when the property otherwise meets the definition of an investment property, evaluated property by property, and based on management's intention. The initial cost of a property interest held under a lease and classified as an investment property is determined at the lower of the fair value of the property and the present value of the minimum lease payments. An equivalent amount is recognised as a liability.

***The Group as a lessor***

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental revenues arising is accounted for on a straight-line basis over the lease terms 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 amount of the leased asset and recognised over the lease term on the same basis as rental revenues. Contingent rents are recognised as revenue in the period in which they are earned.

**Projects in progress**

Projects in progress are carried at cost less impairment, if any. Costs are those expenses incurred by the Group that are directly attributable to the construction of assets. Once completed, the assets are transferred to either investment properties or to property, plant and equipment, depending on the management's intended use of the asset.

**Investment properties**

Investment properties comprise completed properties held to earn rentals or for capital appreciation or both. Property held under a lease is classified as investment property when the definition of an investment property is met. Investment properties are initially recorded at cost being the fair value of the consideration given and including acquisition charges associated with the investment property.

After initial recognition, the properties are re-measured to fair value annually on an individual basis with any gain or loss arising from a change in fair value being included in the consolidated statement of income in the period in which it arises.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the consolidated statement of income in the period of retirement or disposal. The amount of consideration to be included in the gain or loss arising from the derecognition of the investment property is determined in accordance with the requirements for the determining the transaction price in IFRS 15.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### **Investment properties (continued)**

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

The Group has classified certain assets held under long term operating leases as investment properties.

##### **Intangible assets**

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

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

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of income.

Intangible assets with indefinite useful lives are not amortised but are tested for impairment annually or more frequently if events or change in circumstances indicate the carrying value may be impaired, either individually or at the cash generating unit level. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

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

##### *Build-own-transfer (“BOT”) projects and concessions*

BOT projects and concessions are amortised over the duration of the individual contracts in the range of 4 to 20 years.

##### *Customer lists*

Customer lists are amortised over a period of 15 years, which is determined to be the expected period of benefit from holding these lists.

##### *Brand*

The brand is amortised over a period of 15 years, which is determined to be the expected period of benefit from holding it.

##### *Goodwill*

Accounting policy relating to goodwill is documented in the accounting policy “Business combinations and goodwill”.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### **Investment in associates and joint ventures**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

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

##### *Equity method*

Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The consolidated statement of income reflects the Group's share of the results of operations of the associate or joint venture. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture. The aggregate of the Group's share of result of an associate and a joint venture is shown on the face of the consolidated statement of income and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those followed by the Group. After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognises the loss in the consolidated statement of income.

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

##### **Financial instruments**

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

##### *Date of recognition*

Financial assets and liabilities are initially recognised on the trade date, i.e., the date that the entities forming part of the Group becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

##### *Initial measurement of financial instruments*

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments. Financial instruments are initially measured at their fair value and, except in the case of financial assets and financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from this amount. Trade receivables are measured at the transaction price.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### Financial instruments (continued)

###### *Measurement categories of financial assets and liabilities*

The Group classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

- ▶ Amortised cost
- ▶ Fair value through other comprehensive income (FVOCI)
- ▶ Fair value through profit or loss (FVTPL)

Financial liabilities, other than commitments and guarantees, are measured at amortised cost or at FVTPL when they are held for trading and derivative instruments, or when the fair value designation is applied.

##### i) Financial assets

The Group determines the classification of financial assets based on the business model it uses to manage the financial assets and the contractual cash flow characteristics of the financial assets.

###### *Business model assessment*

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'Sell' business model and measured at FVTPL. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- ▶ How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- ▶ The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed;
- ▶ How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- ▶ The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

###### *Assessment of whether contractual cash flows are solely payments of principal and interest (SPPI test)*

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments' cash flows represent Solely Payments of Principal and Interest (the 'SPPI test').

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition that may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Group applies judgement and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

**Financial instruments (continued)**

**i) Financial assets (continued)**

*Assessment of whether contractual cash flows are solely payments of principal and interest (SPPI test) (continued)*

The Group reclassifies when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the year.

The Group classifies its financial assets upon initial recognition into the following categories:

*Debt instruments at amortised cost*

A financial asset which is a debt instrument, is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

Bank balances and short-term deposits and trade receivables and certain other assets are classified as debt instruments at amortised cost.

Debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest method adjusted for impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in the consolidated statement of income. Any gain or loss on derecognition is recognised in the consolidated statement of income.

*Debt instruments at FVTPL*

Debt instruments at FVTPL includes debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell.

Loan to a related party is classified as debt instrument at FVTPL.

FVTPL debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value along with interest income and foreign exchange gains and losses recognised in consolidated statement of income.

*Equity instruments at FVOCI*

Upon initial recognition, the Group may elect to classify irrevocably some of its equity investments as equity instruments at FVOCI when they meet the definition of Equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Equity investments at FVOCI are subsequently measured at fair value. Changes in fair values including foreign exchange component are recognised in other comprehensive income and presented in the cumulative changes in fair values as part of equity. Cumulative gains and losses previously recognised in other comprehensive income are transferred to retained earnings on derecognition and are not recognised in the consolidated statement of income. Dividends are recognised in statement of income when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity investments at FVOCI are not subject to impairment assessment.

*Equity instruments at FVTPL*

The Group classifies equity instruments at fair value through profit and loss when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking. Held-for-trading assets are recorded and measured in the statement of financial position at fair value. In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

**Financial instruments (continued)**

**i) Financial assets (continued)**

*Equity instruments at FVTPL (continued)*

Changes in fair values and dividends are recorded in consolidated statement of income when the right to payment has been established.

Included in this classification are certain equity securities and funds.

The Group has determined the classification and measurement of its financial assets as follows:

*a. Financial assets at fair value through profit or loss*

The Group's financial assets at fair value through profit or loss consists of certain investment in funds and quoted equity securities.

*b. Convertible loan to a related party*

Convertible loan to a related party is a non-derivative financial asset with fixed or determinable payments which is not quoted in an active market. After initial measurement, it is subsequently measured at FVTPL.

*c. Trade receivables*

Trade receivables are measured at transaction price, as disclosed in the Group's accounting policy regarding revenue from contracts with customers, less expected credit losses and are stated at amortised cost.

Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are initially measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, at the transaction price.

*d. Bank balances, cash and deposits*

Bank balances, cash and deposits in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less. These are stated at amortised cost using effective interest rate.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above.

*e. Other current assets*

Other current assets are carried at their carrying value, less impairment, if any.

*Reclassification of financial assets*

The Group does not reclassify its financial assets subsequent to their initial recognition except under circumstances in which the Group changes the business model for managing financial assets.

*Derivative financial instruments and hedge accounting*

The Group uses derivative financial instruments such as forward currency contracts, interest rate swaps, equity collars and forward rate agreements to hedge its foreign currency risks and interest rate risks respectively. Derivatives equity collars are recorded at fair value. Derivatives with positive fair values (unrealised gains) are included in other assets and derivatives with negative fair values (unrealised losses) are included in other liabilities in the consolidated statement of financial position. For hedges, which do not qualify for hedge accounting and for held for trading derivatives, any gains or losses arising from changes in the fair value of the derivative are taken directly to the consolidated statement of income.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### Financial instruments (continued)

##### i) Financial assets (continued)

###### *Derivative financial instruments and hedge accounting (continued)*

An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided that, in the case of a non-financial variable, it is not specific to a party to the contract. A derivative that is attached to a financial instrument, but is contractually transferable independently of that instrument, or has a different counterparty from that instrument, is not an embedded derivative, but a separate financial instrument. A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in consolidated statement of income. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

At inception of the hedge relationship, the Group formally documents the relationship between the hedged item and the hedging instrument, including the nature of the risk, the objective and strategy for undertaking the hedge and the method that will be used to assess the effectiveness of the hedging relationship. Also, at the inception of the hedge relationship, a formal assessment is undertaken to ensure the hedging instrument is expected to be highly effective in offsetting the designated risk in the hedged item. Hedges are formally assessed each quarter. A hedge is regarded as highly effective if the changes in fair value or cash flows attributable to the hedged risk during the period for which the hedge is designated are expected to be offset in a range of 80% to 125%. For situations where that hedged item is a forecast transaction, the Group assesses whether the transaction is highly probable and presents an exposure to variations in cash flows that could ultimately affect the consolidated statement of income.

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

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

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

##### a) *Fair value hedges*

The change in the fair value of a hedging derivative is recognised in the consolidated statement of income. The change in the fair value of the hedged item attributable to the risk hedged is recorded as a part of the carrying value of the hedged item and is also recognised in the consolidated statement of income.

For fair value hedges relating to items carried at amortised cost, the adjustment to carrying value is amortised through the consolidated statement of income over the remaining term to maturity. Amortisation may begin as soon as an adjustment exists and shall end no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in the consolidated statement of income.

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

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### Financial instruments (continued)

##### i) Financial assets (continued)

###### *Derivative financial instruments and hedge accounting (continued)*

###### *a) Fair value hedges (continued)*

For a hedging instrument that hedges an equity instrument for which the Group has elected to present changes in fair value in other comprehensive income, the changes in the fair value of the hedging instrument are recognised in other comprehensive income.

###### *b) Cash flow hedges*

The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income, while any ineffective portion is recognised immediately in the consolidated statement of income. Amounts taken to other comprehensive income are transferred to consolidated statement of income when the hedged transaction affects the consolidated statement of income, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. Where the hedged item is the cost of a non-financial asset or non-financial liability, the amounts taken to other comprehensive income are transferred to the initial carrying amount of the non-financial asset or liability. If the forecast transaction or firm commitment is no longer expected to occur, amounts previously recognised in other comprehensive income are transferred to the consolidated statement of income. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, amounts previously recognised in other comprehensive income remain in other comprehensive income until the forecast transaction or firm commitment occurs.

###### *c) Hedges of a net investment*

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised in other comprehensive income while any gains or losses relating to the ineffective portion are recognised in the consolidated statement of income. On disposal of the foreign operation, the cumulative value of any such gains or losses recognised in other comprehensive income is transferred to consolidated statement of income.

The Group uses interest bearing loans to hedge its exposure to foreign exchange risk on its investments in overseas subsidiaries.

###### *Derecognition of financial assets*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

**Financial instruments (continued)**

**ii) Financial liabilities**

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

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

The Group's financial liabilities include trade and other payables, interest bearing loans, lease liabilities and derivative financial instruments.

The Group has determined the classification and measurement of its financial liabilities as follows:

*a. Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of income.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, only if the criteria in IFRS 9 are satisfied.

*b. Interest bearing loans*

After initial recognition, interest bearing loans are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of income when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of income.

Installments due within one year are shown as current liabilities. Interest is charged as an expense as it accrues in the consolidated statement of income, with unpaid amounts included in accrued expenses under 'trade and other payables'.

*c. Trade and other payables*

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

*Derecognition of financial liabilities*

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

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

**Financial instruments (continued)**

**iii) Offsetting of financial instruments**

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

**Impairment of financial assets**

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

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

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

Debt instruments and financial assets at FVTPL are not subject to ECL.

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

**Fair values**

The Group measures certain financial instruments (including derivatives) and non-financial assets such as investment properties, at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible to the Group.

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

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

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

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### **Fair values (continued)**

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

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

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

The Group's management determines the policies and procedures for both recurring fair value measurement, such as investment properties and unquoted financial assets, and for non-recurring measurement, such as assets held for distribution in discontinued operation.

External valuers are involved for the valuation of the Group's investment properties. Involvement of external valuers is decided upon annually by the management. Selection criteria include regulatory requirements, market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

For unquoted financial instruments fair value is determined by reference to the market value of a similar investment, discounted cash flows, other appropriate valuation models or brokers' quotes.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Group's external valuers where applicable, also compares changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

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

##### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs are those expenses incurred in bringing each product to its present location and condition and are determined on the weighted average basis. Net realisable value is based on estimated selling price in the ordinary course of the business, less any further costs expected to be incurred on completion and disposal.

##### **Impairment of non-financial assets**

The carrying amounts of the Group's non-financial assets, other than, investment property and inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### **Impairment of non-financial assets (continued)**

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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 the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the “cash-generating unit”).

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group’s cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Each unit or group of units to which the goodwill is so allocated:

- ▶ represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- ▶ is not larger than a segment based on the Group’s segment information reporting format determined in accordance with *IFRS 8: Operating Segment*.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in the consolidated statement of income. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro-rata basis.

##### **Foreign currency translation**

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange prevailing at reporting date. All differences are taken to the consolidated statement of income with the exception of differences on foreign currency borrowings accounted for as a hedge of a net investment in foreign operations.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. In case of non-monetary assets whose change in fair values are recognized directly in other comprehensive income, foreign exchange differences are recognized directly in other comprehensive income and for non-monetary assets whose change in fair value are recognized directly in the consolidated income statement, foreign exchange differences are recognized in the consolidated statement of income.

Assets (including goodwill) and liabilities, both monetary and non-monetary, of foreign operations are translated at the Parent Company’s presentation currency USD at the exchange rates prevailing at the reporting date. Operating results of such operations are translated at average rates of exchange for the foreign operation’s period of operations. The resulting foreign currencies translation differences are accumulated in a separate section of equity (foreign currency translation reserve) until the disposal of the foreign operation. On disposal of a foreign operation, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the consolidated statement of income.

### 2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

#### 2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)

##### Provisions

A provision is recognised when, and only when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be incurred to settle the obligation.

##### Own shares

Own equity instruments that are reacquired (own shares) are recognised at cost and deducted from equity. No gain or loss is recognised in consolidated statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in the share premium. Such own shares may be acquired and held by the entity or by the other members of the consolidated group. Consideration paid or received shall be recognised directly in equity.

##### Treasury shares

Treasury shares consist of the Parent Company's own issued shares that have been, subsequently reacquired by the Group and not yet reissued or cancelled. The treasury shares are accounted for using the cost method. Under this method, the cost of the shares acquired is charged to treasury shares account in equity. When the treasury shares are reissued, gains are credited to a separate account in equity, the treasury shares reserve, which is not distributable. Any realised losses are charged to the same account to the extent of the credit balance on that account. Any excess losses are charged to retained earnings then to the statutory reserve. Gains realised subsequently on the sale of treasury shares are first used to offset any provisional recorded losses in order of reserves, retained earnings and treasury share reserve account. No cash dividends are paid on these shares. The issue of bonus shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

##### Employees' end of service benefits

The Group has a number of defined benefit pension and contribution plans that cover a substantial number of employees across multiple countries. Retirement benefits are provided based on compensation as defined by local labour laws or employee contracts.

In respect of defined contribution plans, the contributions made are charged to the consolidated statement of income.

For the defined benefit plans, the Group's policy is to fund some of these plans in accordance with local practice and contributions are made in accordance with the terms of the plan. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling excluding net interest and the return on plan assets (excluding net interest), are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to 'other reserve' through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to consolidated statement of income in subsequent periods.

Past service costs are recognised in consolidated statement of income on the earlier of:

- ▶ The date of the plan amendment or curtailment, and
- ▶ The date that the Group recognises restructuring-related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under 'salaries and employee benefits' in consolidated statement of income:

- ▶ Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- ▶ Net interest expense or income

**2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**

**2.5 MATERIAL ACCOUNTING POLICY INFORMATION (continued)**

**Revenue from contracts with customers**

The Group is primarily engaged in providing the following services:

*Logistics revenue*

Logistics revenue primarily comprises inventory management, order fulfilment, transportation and warehousing services. Logistics revenues are recognised at the point in time when the services are rendered to the customer except for transportation (including chartering of vessels) and warehousing services that are recognised over time, using an input method to measure progress towards complete satisfaction of the service.

*Ground handling and airport services*

Revenue from ground handling and airport services which includes revenue from ramp, passengers, into-plane fuelling, and other aviation related services is recognized at the time the service is provided, in accordance with the terms of the related contract.

*Rental services*

Rental income arising on investment properties is recognised over time, using an input method to measure progress towards complete satisfaction of the service.

*Interest income*

Interest income is recognised as interest accrues using the effective interest method (“EIR”) that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

*Dividend income*

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

The significant accounting judgements related to the revenue from contracts with customers is detailed in Note 3.

**Taxation**

*Current tax*

Certain of the entities forming part of the Group are subject to taxes on income in various foreign jurisdictions. Taxes payable are provided on taxable profits at the current rate in accordance with the fiscal regulations in the country where the subsidiary is located.

*Deferred tax*

Deferred tax assets are recognised for deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent it is probable that future taxable profits will be available to utilise this. Deferred tax liabilities are recognised for taxable temporary differences. Deferred tax assets and liabilities are measured using tax rates and applicable legislation at the reporting date.

**Events after the reporting period**

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its consolidated financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its consolidated financial statements, but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Management is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The judgments, estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant, including expectations of future events that are believed to be reasonable under the circumstances. However, the resulting accounting estimates will, by definition, seldom equal the related actual results. Uncertainty about these assumptions and estimates have a significant risk of causing a material adjustment to the carrying amount of assets and/or liabilities in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimates are revised and in any future period affected.

#### Judgements

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

##### *Revenue from contracts with customers*

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

##### a. Identifying performance obligations in a bundled contract

The Group provides certain freight forwarding and project forwarding services to its customers as part of a single arrangement and these arrangements may include various performance obligations that represents performing a contractually agreed-upon task(s) for a customer. The Group determined that each of these performance obligations are capable of being distinct as these services are separately identifiable from other obligations in the contract and the customer can benefit from each service on its own.

Furthermore, the Group also determined that the promises of such services are distinct within the context of each contract, the transaction price is determined separately based on each obligation and these services are not highly interdependent or highly interrelated.

The transaction price is allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, the Group estimates separate transaction price for each performance obligation based on expected cost plus margin.

##### b. Determine transaction price

The transaction price is the amount of consideration that is enforceable and to which the Group expects to be entitled in exchange for services promised to the customer. The Group determines the transaction price by considering the terms of the contract and business practices that are customary.

##### c. Determining the timing of satisfaction of services

##### i. Logistics revenue

The Group concluded that revenue from logistics services (excluding warehousing services) to its customers is to be recognised at the point in time when the services are rendered to the customer.

##### ii. Rental and warehousing services

The Group concluded that revenue from warehousing services and rental services to its customers is to be recognised over time because the customer simultaneously receives and consumes the benefits provided by the Group. The fact that another entity would not need to re-perform such services that the Group has provided to date demonstrates that the customer simultaneously receives and consumes the benefits of the Group's performance as it performs. The Group has a right to payment for the performance completed to date as, under each contractual agreement with a customer, the Group is entitled to an amount that at least compensates the Group for its performance completed to date in the event that the customer terminates the contract for reasons other than the Group's failure to perform as promised. Furthermore, the Group's performance does not create an asset with an alternative use to the entity.

**3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS  
(continued)**

**Judgements (continued)**

*Revenue from contracts with customers (continued)*

c. Determining the timing of satisfaction of services

ii. Rental and warehousing services

The Group has determined to utilise the input method for measuring progress of such services because there is a direct relationship between the Group's effort and the transfer of service to the customer. In respect to warehousing services and rental services, the Group recognises revenue on a straight-line basis as the Group's efforts being evenly expended throughout the performance period.

iii. Ground handling and airport services

The Group concluded that revenue from Ground handling and airport services to its customers is to be recognised at the point in time when the services are rendered to the customer.

d. Principal versus agent considerations

During the performance of freight forwarding and project forwarding services to its customer, the Group involves certain third parties in providing certain services. The Group has concluded that it is a principal in such arrangements as the Group retains the right to a service to be performed by the other party, which gives the Group the ability to direct that party to provide the service to the customer on the Group's behalf and the Group is primarily held responsible for fulfilling each obligation to the customer.

e. Consideration of significant financing component in a contract

The Group does not expect to have any contracts where the period between the transfer of promised services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

*Classification of financial assets*

The Group determines the classification of financial assets based on the assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

*Determining the lease term of contracts with renewal and termination options – the Group as lessee*

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

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

*Identification of non-lease components*

In addition to containing a lease, the Group's services arrangement may involve additional services, including personnel cost, maintenance, production related activities and other items. These are considered to be non-lease components and the Group has decided to separate these from the lease components. Judgement is required to identify these. The consideration in the contract is then allocated between the lease and non-lease components on a relative stand-alone price basis. This requires the Group to estimate stand-alone prices for each lease and non-lease component.

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

#### Judgements (continued)

##### *Operating lease commitments – the Group as lessor*

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

##### *Taxes*

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

##### *Assessment of contingencies and claims*

The Group is subject to claims and actions for which in some cases, no provisions have been recognized, based on the facts and circumstances relating to the particular cases, which are evaluated regularly in determining whether a provision relating to a specific litigation should be recognized or revised. Contingent assets and liabilities are not recognised in the consolidated financial statements, but are disclosed unless the possibility of inflow or outflow respectively of resources embodying economic benefits is remote, which requires significant judgement. Accordingly, significant management judgement relating to provisions and contingent liabilities is required, since the outcome of litigation is difficult to predict.

#### **Estimates and assumptions**

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

##### *Impairment of property, plant and equipment, right of use assets and intangible assets (including goodwill)*

The Group determines whether property, plant and equipment, right of use assets and intangible assets are impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the respective asset is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

##### *Valuation of investment properties*

The Group carries its investment properties at fair value, with change in fair values being recognised in the consolidated statement of income. Fair value is determined based on comparative analysis based on the assessment made by an independent real estate appraiser using values of actual deals transacted recently by other parties for properties in a similar location and condition, discounted cash flow and based on the knowledge and experience of the real estate appraiser.

##### *Fair value measurements of financial instruments*

When the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (“DCF”) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 36 for further disclosures.

##### *Provision for expected credit losses of trade receivables*

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

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

#### Estimates and assumptions (continued)

##### *Provision for expected credit losses of trade receivables (continued)*

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The policy about the ECLs on the Group's trade receivables is disclosed in 2.6 Financial instruments.

##### *Impairment of inventories*

Inventories are held at the lower of cost and net realisable value. When inventories become old or obsolete, an estimate is made of their net realisable value. For individually significant amounts this estimation is performed on an individual basis. Amounts which are not individually significant, but which are old or obsolete, are assessed collectively and a provision applied according to the inventory type and the degree of ageing or obsolescence, based on anticipated selling prices.

##### *Leases - Estimating the incremental borrowing rate*

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

##### *Pension and other post-employment benefits*

The cost of the defined benefit pension plan and other post-employment medical benefits and the present value of the pension obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of corporate bonds in currencies consistent with the currencies of the post-employment benefit obligation with at least an 'AA' rating or above, as set by an internationally acknowledged rating agency, and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries.

Further details about defined benefit obligations are given in Note 23.

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

#### Estimates and assumptions (continued)

##### *Impairment of financial assets at amortised cost*

The Group assesses on a forward-looking basis the expected credit losses (ECL) associated with its debt instruments carried at amortised cost. For trade receivables and contract assets, the Group applies a simplified approach in calculating ECL. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECL at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Actual results may differ from these estimates.

### 4 GROUP INFORMATION

Principal subsidiaries of the Group are as follows:

<i>Name of the entity</i>	<i>Group's effective Ownership % as at 31 December</i>		<i>Country of incorporation</i>	<i>Principal activities of underlying subsidiaries</i>
	<i>2025</i>	<i>2024</i>		
Horizon Parent Holdings Limited	<b>100</b>	100	U.A.E.	Holding Investments
Horizon International Holdings Limited	<b>100</b>	100	U.A.E.	Holding Investments
Menzies Holdings Limited	<b>100</b>	100	U.A.E.	Holding investments
Tristar Holdings Limited (“Tristar”)	<b>65.12</b>	65.12	U.A.E.	Holding investments
Agility DistriParks FZE	<b>100</b>	100	U.A.E.	Holding investments
Reem Investment Holding Limited	<b>100</b>	100	U.A.E.	Holding investments
Agility Venture Capital Holdings Limited	<b>100</b>	100	U.A.E.	Holding investments
Agility Strategies Holding I Limited	<b>100</b>	100	U.A.E.	Holding investments
Agility Strategies Holding II Limited	<b>100</b>	100	U.A.E.	Holding investments
Logistics Parks Development Holding Limited	<b>100</b>	100	U.A.E.	Holding investments
Shipa Delivery Services LLC	<b>100</b>	100	U.A.E.	Last mile delivery
Agility Logistics Parks SPC	<b>100</b>	100	Saudi Arabia	Development and leasing of logistics parks
Homoola Trucks for Communication and Information Technology SPC	<b>100</b>	100	Saudi Arabia	Last mile delivery
Shipa for Shipping Co. SPC	<b>100</b>	100	Saudi Arabia	Last mile delivery
NAS Holding for Company Business Management (Holding Co) WLL	<b>100</b>	100	Kuwait	Holding investments
Catering Logistics for General Trading and Contracting Co WLL	<b>100</b>	100	Kuwait	Catering, camps and construction
Agility DGS Logistics Services Co KSCC	<b>100</b>	100	Kuwait	Logistics services to Government entities
Shipa for Sending, receiving, distributing mailings, postal parcels and courier letter by air Co. WLL	<b>100</b>	100	Kuwait	Last mile delivery
PWC Technology for Computers Co WLL	<b>100</b>	100	Kuwait	Customs solutions
PWC Aviation Services Co KSCC	<b>100</b>	100	Kuwait	Commercial Real Estate
United Projects For Aviation Services Company K.S.C.P	<b>96.56</b>	96.56	Kuwait	Commercial Real Estate
Elaf National for General Trading and Contracting Co WLL	<b>100</b>	100	Kuwait	Holding investments
Agility Alternative Energy Solutions Co KSCC	<b>100</b>	100	Kuwait	Holding investments
Aquarius Energy	<b>33.21</b>	33.21	Jersey	Fuel Storage and Logistics
Agility E-Services Private Ltd	<b>100</b>	100	India	IT services
Tristar Terminals Guam Inc	<b>82.56</b>	82.56	Guam	Fuel Logistics
John Menzies Limited	<b>100</b>	100	United Kingdom	Ground handling and aviation services

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 4 GROUP INFORMATION (continued)

#### Material partly-owned entity in the Group

Tristar is the only entity with non-controlling interests that is material to the Group. Summarised financial information of Tristar is provided below. This information is based on amounts before inter-company eliminations.

	2025 USD 000's	2024 USD 000's
<i>Summarised statement of income:</i>		
Revenues	1,402,165	1,225,322
Profit for the year	82,134	94,664
Allocated to non-controlling interests	(39,595)	(50,653)
<i>Summarised statement of financial position:</i>		
Total assets	1,729,323	1,847,708
Total liabilities	(922,504)	(1,083,963)
Total equity	806,819	763,745
Accumulated balances of non-controlling interests	399,934	395,570
<i>Summarised cash flow information:</i>		
Operating	105,478	290,228
Investing	(14,272)	(8,898)
Financing	(161,361)	(87,206)
Net (decrease) increase in cash and cash equivalents	(70,155)	194,124

### 5 PROPERTY, PLANT AND EQUIPMENT

	<i>Land, buildings and improvements USD 000's</i>	<i>Tools, machinery and equipment USD 000's</i>	<i>Vehicles and ships USD 000's</i>	<i>Furniture and office equipment USD 000's</i>	<i>Total USD 000's</i>
<b>Cost:</b>					
As at 1 January 2025	258,244	299,696	812,659	127,533	1,498,132
Transfer from projects in progress	11,544	1,096	-	830	13,470
Additions	6,746	26,728	64,126	36,115	133,715
Arising on acquisition of subsidiaries	-	5,878	177	8,952	15,007
Disposals	(15,141)	(26,446)	(120,705)	(12,478)	(174,770)
Exchange differences	(1,898)	1,655	801	4,856	5,414
<b>As at 31 December 2025</b>	<b>259,495</b>	<b>308,607</b>	<b>757,058</b>	<b>165,808</b>	<b>1,490,968</b>
<b>Depreciation:</b>					
As at 1 January 2025	(89,515)	(143,717)	(281,496)	(84,467)	(599,195)
Charge for the year	(14,393)	(39,312)	(38,686)	(22,560)	(114,951)
Disposals	15,141	26,446	65,692	10,433	117,712
Exchange differences	421	(38)	(12)	(28)	343
<b>As at 31 December 2025</b>	<b>(88,346)</b>	<b>(156,621)</b>	<b>(254,502)</b>	<b>(96,622)</b>	<b>(596,091)</b>
<b>Net book value:</b>					
<b>As at 31 December 2025</b>	<b>171,149</b>	<b>151,986</b>	<b>502,556</b>	<b>69,186</b>	<b>894,877</b>

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 5 PROPERTY, PLANT AND EQUIPMENT (continued)

	<i>Land, buildings and improvements USD 000's</i>	<i>Tools, machinery and equipment USD 000's</i>	<i>Vehicles and ships USD 000's</i>	<i>Furniture and office equipment USD 000's</i>	<i>Total USD 000's</i>
Cost:					
As at 1 January 2024	253,499	328,331	805,064	113,555	1,500,449
Transfer from projects in progress	3,135	-	-	471	3,606
Additions	24,421	17,871	53,692	33,111	129,095
Arising on acquisition of subsidiaries	72	5,953	-	203	6,228
Disposal of subsidiary	(604)	(233)	(63)	(6)	(906)
Disposals	(6,118)	(17,412)	(54,706)	(29,424)	(107,660)
Exchange differences	(16,161)	(34,814)	8,672	9,623	(32,680)
As at 31 December 2024	<u>258,244</u>	<u>299,696</u>	<u>812,659</u>	<u>127,533</u>	<u>1,498,132</u>
Depreciation:					
As at 1 January 2024	(87,805)	(130,641)	(274,126)	(74,369)	(566,941)
Charge for the year	(22,686)	(30,884)	(43,166)	(13,324)	(110,060)
Disposal of subsidiary	365	227	63	5	660
Disposals	6,118	8,281	37,233	9,546	61,178
Exchange differences	14,493	9,300	(1,500)	(6,325)	15,968
As at 31 December 2024	<u>(89,515)</u>	<u>(143,717)</u>	<u>(281,496)</u>	<u>(84,467)</u>	<u>(599,195)</u>
Net book value:					
As at 31 December 2024	<u><u>168,729</u></u>	<u><u>155,979</u></u>	<u><u>531,163</u></u>	<u><u>43,066</u></u>	<u><u>898,937</u></u>

### 6 PROJECTS IN PROGRESS

Projects in progress comprise the cost of assets acquired and under construction that are not available for use at the reporting date. These assets, once completed, will be used for the Group's operations.

	<i>2025 USD 000's</i>	<i>2024 USD 000's</i>
As at 1 January	<b>63,357</b>	59,340
Additions	<b>96,077</b>	38,807
Transfer to property, plant and equipment (Note 5)	<b>(13,470)</b>	(3,606)
Transfer to investment properties (Note 8)	<b>(107,196)</b>	(32,400)
Exchange differences	<b>10,266</b>	1,216
As at 31 December	<u><u><b>49,034</b></u></u>	<u><u>63,357</u></u>

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 7 LEASES

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

	<i>Right-of-use assets</i>				<i>Lease liabilities</i> USD 000's
	<i>Land, buildings and improvements</i> USD 000's	<i>Tools, machinery and equipment</i> USD 000's	<i>Vehicles and ships</i> USD 000's	<i>Total</i> USD 000's	
At 1 January 2025	279,428	214,331	217,790	711,549	715,329
Arising on business acquisition (Note 29)	5,334	-	-	5,334	4,708
Additions	40,541	54,892	19,512	114,945	114,945
Depreciation	(62,869)	(65,210)	(68,187)	(196,266)	-
Finance cost	-	-	-	-	45,276
Lease payments	-	-	-	-	(233,271)
Others (including exchange differences)	7,807	19,917	858	28,582	29,442
<b>At 31 December 2025</b>	<b>270,241</b>	<b>223,930</b>	<b>169,973</b>	<b>664,144</b>	<b>676,429</b>
Current portion					267,419
Non-current portion					409,010
					<b>676,429</b>

	<i>Right-of-use assets</i>				<i>Lease liabilities</i> USD 000's
	<i>Land, buildings and improvements</i> USD 000's	<i>Tools, machinery and equipment</i> USD 000's	<i>Vehicles and ships</i> USD 000's	<i>Total</i> USD 000's	
At 1 January 2024	175,467	99,224	200,150	474,841	469,821
Reclassification	9,849	-	(9,849)	-	-
Additions	181,929	177,818	65,200	424,947	424,947
Depreciation	(75,106)	(53,299)	(37,148)	(165,553)	-
Finance cost	-	-	-	-	47,368
Lease payments	-	-	-	-	(203,678)
Others (including exchange differences)	(12,711)	(9,412)	(563)	(22,686)	(23,129)
<b>At 31 December 2024</b>	<b>279,428</b>	<b>214,331</b>	<b>217,790</b>	<b>711,549</b>	<b>715,329</b>
Current portion					199,544
Non-current portion					515,785
					<b>715,329</b>

The lease liabilities reported in the consolidated statement of financial position includes liabilities amounting to USD 71,685 thousand (2024: USD 73,703 thousand) related to investment properties and service concession arrangements recognised as intangible assets.

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 7 LEASES (continued)

Set out below, are the amounts recognised in the consolidated statement of income related to leases:

	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
Depreciation expense of right-of-use assets	<b>(196,266)</b>	(170,525)
Finance cost on lease liabilities (included in finance costs)	<b>(45,276)</b>	(47,368)
Expense relating to short-term leases and low-value assets (included in other operating expenses)	<b>(100,830)</b>	(55,271)
	<u><b>(342,372)</b></u>	<u>(273,164)</u>

For the year ended 31 December 2025, the Group has reported total cash outflows for leases of USD 237,317 thousand (2024: USD 203,678 thousand). Additionally, during the year, the Group has reported non-cash additions to right-of-use assets and lease liabilities of USD 114,945 thousand and USD 114,945 thousand respectively (2024: USD 424,947 thousand and USD 424,947 thousand respectively).

### 8 INVESTMENT PROPERTIES

	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
As at 1 January	<b>785,059</b>	725,345
Transfer from projects in progress (Note 6)	<b>107,196</b>	32,400
Change in fair value	<b>195,789</b>	29,833
Exchange differences	<b>(2,792)</b>	(2,519)
As at 31 December	<u><b>1,085,252</b></u>	<u>785,059</u>

The fair values of investment properties as at 31 December 2025 and 31 December 2024 were determined by independent valuers who have appropriate qualifications and recent experience in the valuation of properties in the relevant locations. The fair values were determined based on a combination of market and income approaches as appropriate. In estimating the fair values of the properties, the highest and the best use of the properties is their current use. There has been no change to the valuation techniques during the year. The fair value of investment properties is measured under the Level 3 fair value hierarchy.

The significant assumptions used in the determination of fair value are market price (per sqm), exit rate and the discount rate.

Under market approach, fair value is estimated based on comparable transactions. The market approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. The unit of comparison applied by the Group is the price per square metre ('sqm').

Under the income approach, fair value is estimated by discounting the projected cash flows for the following five years and capitalizing the cash flow for the fifth year using an exit rate.

Significant increases (decreases) in estimated rental value and rent growth per annum in isolation would result in a significantly higher (lower) fair value of the properties. Significant increases (decreases) in the exit rate and discount rate in isolation would result in a significantly lower (higher) fair value.

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 9 INTANGIBLE ASSETS

	<i>BOT Projects, license and concessions USD 000's</i>	<i>Customer lists and contracts USD 000's</i>	<i>Brand USD 000's</i>	<i>Total USD 000's</i>
<b>Cost:</b>				
As at 1 January 2025	161,151	212,032	77,550	450,733
Arising on business combination	-	106,910	-	106,910
Exchange differences	(3,021)	(1,325)	(1,727)	(6,073)
<b>As at 31 December 2025</b>	<b>158,130</b>	<b>317,617</b>	<b>75,823</b>	<b>551,570</b>
<b>Amortisation:</b>				
As at 1 January 2025	(120,954)	(35,880)	(12,502)	(169,336)
Charge for the year	(2,371)	(24,843)	(6,145)	(33,359)
Exchange differences	5,917	2,800	1,122	9,839
<b>As at 31 December 2025</b>	<b>(117,408)</b>	<b>(57,923)</b>	<b>(17,525)</b>	<b>(192,856)</b>
<b>Net book value:</b>				
<b>As at 31 December 2025</b>	<b>40,722</b>	<b>259,694</b>	<b>58,298</b>	<b>358,714</b>
	<i>BOT Projects, license and concessions USD 000's</i>	<i>Customer lists and contracts USD 000's</i>	<i>Brand USD 000's</i>	<i>Total USD 000's</i>
<b>Cost:</b>				
As at 1 January 2024	163,881	215,465	70,583	449,929
Addition	-	-	10,420	10,420
Exchange differences	(2,730)	(3,433)	(3,453)	(9,616)
<b>As at 31 December 2024</b>	<b>161,151</b>	<b>212,032</b>	<b>77,550</b>	<b>450,733</b>
<b>Amortisation:</b>				
As at 1 January 2024	(123,554)	(19,472)	(6,980)	(150,006)
Charge for the year	(2,401)	(17,883)	(6,015)	(26,299)
Exchange differences	5,001	1,475	493	6,969
<b>As at 31 December 2024</b>	<b>(120,954)</b>	<b>(35,880)</b>	<b>(12,502)</b>	<b>(169,336)</b>
<b>Net book value:</b>				
<b>As at 31 December 2024</b>	<b>40,197</b>	<b>176,152</b>	<b>65,048</b>	<b>281,397</b>

Brand, customer lists, contracts and licenses were acquired through business combinations in previous years. BOT projects represent costs incurred on the construction of the car park and commercial complex of Kuwait International Airport and Sheikh Saa'd Terminal. Concessions represents fee incurred for providing Ground handling services in Cote d' Ivoire and Uganda.

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 10 GOODWILL

	2025 USD 000's	2024 USD 000's
As at 1 January	857,707	832,388
Arising on business combination	146,676	31,068
Exchange differences	(714)	(5,749)
As at 31 December	<u>1,003,669</u>	<u>857,707</u>

The goodwill acquired through business combinations has been allocated to the cash generating units as follows:

	<i>Carrying amount of goodwill</i>	
	2025 USD 000's	2024 USD 000's
<i>Cash generating units:</i>		
Aviation services	920,221	774,381
Fuel logistics	20,309	20,290
Others	63,139	63,036
<b>Total</b>	<u>1,003,669</u>	<u>857,707</u>

Management has performed an impairment exercise for the goodwill that is allocated to the primary activity of the cash generating units. The recoverable amounts of the cash generating units have been determined based on a value in use calculation using cash flow projections based on financial budgets approved by the management for 2025 and forecasts for the 4 year period thereafter based on growth rates for the sectors in which the cash generating units operate. As a result of the exercise, the management has concluded that no impairment provision is considered necessary in the consolidated statement of income.

#### *Aviation services*

The goodwill in respect of aviation operations is allocated to a single CGU - Menzies Holdings Limited - which consists of identifiable net assets including intangible assets of aviation operations. The recoverable amount as at 31 December 2025, has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by the management for 2025 and assuming an average annual growth rate of 4% (2024: 4.7%) for the five year period thereafter, which is in the range of the current short term growth rates for sectors in which the cash generating units operate. The average pre-tax discount rate applied to cash flow projections is 11.47% (2024: 11%) and cash flows beyond the 5-year period are extrapolated using a growth rate of 3% (2024: 3%). As a result of the exercise, the management has concluded that no impairment provision is considered necessary in the consolidated statement of income.

#### *Fuel logistics*

The goodwill in respect of fuel logistics operations is allocated to two CGUs namely Tristar Holding Limited and HG Storage International Limited which consists of identifiable net assets including intangible assets of fuel logistics operations. The recoverable amount as at 31 December 2025, has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by the management for 2025 and assuming an average annual growth rate of 11% (2024: 6%) for the four year period thereafter, which is in the range of the current short term growth rates for sectors in which the cash generating units operate. The pre-tax discount rate applied to cash flow projections is 11.7 % (2024: 11.6%) and cash flows beyond the 5 year period are extrapolated using a growth rate of 3.25% (2024: 3%). As a result of the exercise, the management has concluded that no impairment provision is considered necessary in the consolidated statement of income.

#### **Key assumptions used in value in use calculations**

The calculation of value in use is sensitive to the following assumptions:

- ▶ Revenue;
- ▶ Earnings Before Interest, Tax, Depreciation and Amortisation (“EBITDA”);
- ▶ Discount rates; and
- ▶ Growth rate used to extrapolate cash flows beyond the 5 year period.

**10 GOODWILL (continued)**

**Key assumptions used in value in use calculations (continued)**

Revenue – Revenue is projected based on the budgets and internal forecasts prepared by the management based on business plans. Internal factors include things like your sales history, product mix and marketing strategy. Management used existing data and metrics to predict your business's future revenue. In the revenue estimation processes, management also uses historical performance data, predictive modeling, and qualitative insights. Customer behavior, seasonality, conversion rates, churn rates, and other factors may affect revenue projections.

Earnings Before Interest, Tax, Depreciation and Amortisation (“EBITDA”) – EBITDA is projected based on the budgets and internal forecasts prepared by the management based on business plans.

Discount rates – Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Growth rate – Growth rates are estimated based on industry sectors in which the cash generating units operate, growth rates specific to the country and sales and marketing data available. Management recognises that the speed of technological change and the possibility of new entrants can have a significant impact on growth rate assumptions.

Climate-related matters – The Group constantly monitors climate-related risks, including physical risks and transition risks, when measuring the recoverable amount. While the Group does not believe its operations are currently significantly exposed to physical risk, the value-in-use may be impacted in several different ways by transition risk, such as climate-related legislation, climate-related regulations and changes in demand for the Group’s products.

**Sensitivity to changes in assumptions**

With regard to the assessment of value in use of the cash generating units, the management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the CGUs to materially exceed its recoverable amount.

**11 INVESTMENT IN ASSOCIATES AND JOINT VENTURES**

The movement in carrying value of investment in associates and joint ventures during the year is as follows:

	<i>2025</i> <i>USD 000’s</i>	<i>2024</i> <i>USD 000’s</i>
As at 1 January	<b>452,049</b>	456,747
Additions	<b>4,965</b>	7,019
Share of results	<b>23,748</b>	33,233
Share of other comprehensive income (loss)	<b>17,329</b>	(12,106)
Impairment	<b>(5,537)</b>	-
Effect of transaction with shareholders (Note 19 (b))	<b>(34,374)</b>	-
Disposal	<b>(1,705)</b>	(118)
Dividends	<b>(34,720)</b>	(31,397)
Foreign currency translation adjustments	<b>(2,701)</b>	(1,329)
As at 31 December	<b>419,054</b>	452,049

## Agility Global PLC and Subsidiaries

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#### 11 INVESTMENT IN ASSOCIATES AND JOINT VENTURES (continued)

The Group determined that Gulf Warehousing Company Q.P.S.C. (“GWC”), GPS Chemoil LLC FZC and Sea-Tank 510 NV are the material associates / joint ventures of the Group and the following table provides summarised financial information of these entities:

	GWC		GPS Chemoil LLC FZC		Sea-Tank 510 NV	
	2025 USD '000s	2024 USD '000s	2025 USD '000s	2024 USD 000's	2025 USD '000s	2024 USD 000's
<b>Summarised statement of financial position:</b>						
Current assets	257,473	234,029	16,413	20,062	70,225	45,510
Non-current assets	1,146,088	1,147,875	109,439	111,240	146,210	154,854
Current liabilities	(167,026)	(285,262)	(11,525)	(8,588)	(5,455)	(4,034)
Non-current liabilities	(538,118)	(419,399)	(3,445)	(4,169)	(33,524)	(59,070)
Equity	698,417	677,243	110,882	118,545	177,456	137,260
Proportion of the Group's ownership	20.57%	20.57%	40%	40%	49%	49%
Group's share in the equity	143,664	139,309	44,353	47,418	86,953	67,257
Goodwill	67,227	67,227	-	-	-	-
Carrying value of investments	210,891	206,536	44,353	47,418	86,953	67,257
<b>Summarised statement of income:</b>						
Revenue	379,202	434,851	53,423	53,423	49,145	49,145
Profit	34,717	47,946	38,257	37,172	15,426	15,563
Contingent liabilities	50,883	47,839	-	-	-	-

Other associates of the Group amount to USD 76,857 thousand (31 December 2024: USD 130,838 thousand).

As at 31 December 2025, the fair market value of the Group's interest in GWC, which is listed on the Qatar Stock Exchange, is USD 73,950 thousand (2024: USD 106,075 thousand)

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 12 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2025 USD 000's	2024 USD 000's
Quoted equity securities	10,003	14,137
Treasury bills	42,071	31,679
Investment in funds	7,414	5,264
Bond and promissory notes	11,339	15,787
	<u>70,827</u>	<u>66,867</u>

### 13 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2025 USD 000's	2024 USD 000's
Quoted equity securities	4,914,051	4,128,054
Treasury bills	-	2,317
Unquoted equity securities	83,494	68,353
	<u>4,997,545</u>	<u>4,198,724</u>

Quoted equity securities include investment in a listed entity in Europe having a carrying value of USD 4,913,437 thousand (2024: USD 4,125,991 thousand) of which to the extent of securities having a carrying value of USD 3,054,298 thousand (2024: USD 2,922,272 thousand), the Group has entered into a funded equity collar arrangement ("collars") in order to hedge the fair value movements in these securities. The collars and the debt have been designated as a fair value hedge and accordingly the fair value loss during the year, amounting to USD 313,314 thousand (2024: loss of USD 244,058 thousand) has been recognised in the consolidated statement of other comprehensive income. During the year, loans amounting to USD 1,039,049 thousand were prepaid and collars arrangements associated with these loans were terminated. Further, new collars amounting to USD 557,740 thousand were executed and added to the interest-bearing loans during the year (Note 24).

### 14 INVENTORIES

	2025 USD 000's	2024 USD 000's
Goods for resale	224,988	231,915
Provision for obsolete and slow-moving inventories	(2,163)	(1,863)
	<u>222,825</u>	<u>230,052</u>

Inventories mainly include items held in stock for delivery to logistics clients as part of logistics supply contracts.

### 15 TRADE RECEIVABLES

	2025 USD 000's	2024 USD 000's
Gross trade receivables	887,569	696,760
Allowance for expected credit losses	(95,180)	(94,512)
	<u>792,389</u>	<u>602,248</u>

Movement in the allowance for expected credit losses of trade receivables is as follows:

	2025 USD 000's	2024 USD 000's
As at 1 January	94,512	84,897
Charge for the year	2,781	10,078
Others (including exchange differences)	(2,113)	(463)
As at 31 December	<u>95,180</u>	<u>94,512</u>

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 16 OTHER CURRENT ASSETS

	2025 USD 000's	2024 USD 000's
Prepaid expenses	58,221	35,170
Prepaid interest (Note 24)	66,340	74,525
VAT receivables	65,557	51,313
Advances to suppliers	102,275	55,197
Cash held by liquidity provider (Note 21)	16,178	-
Deposits	30,204	28,092
Jobs in progress	4,222	3,540
Other claims receivable	18,289	11,075
Staff receivables	1,458	2,363
Others	39,959	60,635
	<u>402,703</u>	<u>321,910</u>

### 17 BANK BALANCES, CASH AND DEPOSITS

	2025 USD 000's	2024 USD 000's
Cash at banks and on hand	906,202	639,723
Short term deposits	126,469	215,700
<b>Total cash and bank balances</b>	<u>1,032,671</u>	<u>855,423</u>
Bank overdraft (Note 24)	(442,983)	(214,942)
<b>Total cash and cash equivalents</b>	<u>589,688</u>	<u>640,481</u>

Short term deposits are placed for varying periods (less than 3 months), depending on the immediate cash requirements of the entities included in the Group and earn interest at the respective short term deposit rates.

### 18 SHARE CAPITAL

The Parent Company was incorporated with 10,000 Shares with a nominal value of USD 1. On 14 February 2024, a subdivision occurred resulting in the number of shares changing from 10,000 to 500,000 shares with a nominal value of USD 0.02 per share. On the same date, the Parent Company undertook a capital increase, which resulted in the current number of 10,417,724,408 shares. On 25 March 2024, the capital was further increased resulting in the nominal value per share changing from USD 0.02 per share to the USD 0.06 per share.

On 15 February 2024 and 25 March 2024, the Parent Company obtained approvals from ADGM to reduce its capital, without a reduction in the number of shares. The amounts so reduced were transferred to the Group's retained earnings.

As at 31 December 2025, the Parent Company had an issued and paid up capital of 10,417,724,408 shares with a nominal value of USD 0.06 per share.

### 19 DIVIDENDS AND COMMON CONTROL TRANSACTION

#### 19 (a) Dividend

The shareholders at the Annual General Meeting ("AGM") held on 28 April 2025 approved the distribution of cash dividends of USD 0.0062 per share (AED 0.023 per share).

On 10 November 2025, the Board of Directors of the Parent Company, in accordance with the Article of Association and the ADGM companies Regulations approved distribution of interim cash dividend amounting to USD 0.0062 per share (AED 0.023 per share).

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 19 DIVIDENDS AND COMMON CONTROL TRANSACTION (continued)

#### 19 (a) Dividend (continued)

On 12 March 2026, the Board of Directors of the Parent Company recommended distribution of cash dividend amounting to USD 75,000 thousand for the year ended 31 December 2025 (approximately USD 0.008 per share or AED 0.03 per share). This proposal is subject to the approval by the shareholders at the Annual General Assembly of the Parent Company.

#### 19 (b) Common control transaction

During the year, the Group has recorded an adjustment in equity amounting to USD 34,374 thousand as a common control transaction, representing its share of the loss recorded by an associate which is also a major shareholder in the former Ultimate Parent Company. Since this loss is recorded by the former Ultimate Parent Company due to the remeasurement of its investment in the Parent Company, it is treated as a common control transaction due to the cross holding among the Parent Company, associate and the former Ultimate Parent Company and hence recorded directly in the equity.

### 20 TREASURY SHARES

	2025	2024
Number of treasury shares	615,000,000	-
Percentage of issued shares	5.90%	-
Market value in USD 000's	204,290	-

### 21 OWN SHARES HELD BY LIQUIDITY PROVIDER

During the year, the Group engaged a third-party licensed Liquidity Provider on the Abu Dhabi Securities Exchange to facilitate the selling and buying of Parent Company's own shares in the market, in accordance with the Market Maker regulations. The Group monitors the transactions undertaken by the Liquidity Provider on a daily basis. The Group has provided the funding to the Liquidity Provider to trade the Parent Company's own shares and it carries all risks and rewards associated with the arrangement. Given the nature and substance of the arrangement, the shares have been classified as "Own Shares held by Liquidity Provider" in Equity.

At 31 December 2025, the Liquidity Provider held on behalf of the Group 255,537 thousand shares of the Parent Company's own shares.

The Group paid USD 97,229 thousand to the liquidity provider to facilitate the shares trading process, out of which USD 16,178 thousand were outstanding as of 31 December 2025, recorded under other current assets.

### 22 RESERVES

#### 22 (a) Foreign currency translation reserve

The translation reserve comprises foreign currency differences arising from the translation of the consolidated financial statements of foreign operations into the Group's presentation currency.

#### 22 (b) Hedging reserve

The hedging reserve represents the cumulative effective portion of gains and losses on remeasurement to fair value of derivative and non-derivative instruments designated as hedging instruments in fair value and net-investment hedges.

For fair value hedges relating to financial assets measured at fair value through other comprehensive income, changes in the fair value of the hedging instrument are also recognised in consolidated statement of other comprehensive income. For net investment hedges, amounts are recognised in other comprehensive income and reclassified to statement of income when the hedged item affects earnings. The reserve reflects movements arising from these hedging relationships.

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 22 RESERVES (continued)

#### 22 (c) Investment revaluation reserve

The investment revaluation reserve comprises cumulative changes in the fair value of financial instruments designated at fair value through other comprehensive income (FVOCI). These changes are recognised in other comprehensive income and are not recycled to statement of income on disposal. Instead, the cumulative gain or loss is transferred within equity.

#### 22 (d) Other reserve

Other reserve primarily represents actuarial reserve. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions on defined benefit plans are recognised in the period in which they occur, directly in other comprehensive income. They are included in the other reserve in the consolidated statement of changes in equity and in the consolidated statement of financial position.

### 23 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS

	2025 USD 000's	2024 USD 000's
Defined benefit plans	24,700	38,361
Others	56,196	49,891
As at 31 December	<u>80,896</u>	<u>88,252</u>

The following table summarises the movement in the provision for employees' end of service benefits recognised in the consolidated statement of financial position:

	2025 USD 000's	2024 USD 000's
As at 1 January	88,252	44,185
Provided during the year	11,908	9,306
Transferred from the former Ultimate Parent Company	-	6,089
Paid during the year	(26,026)	(21,023)
Actuarial gain in respect of defined benefit plans (Note 22 (d))	34	51,628
Others (including exchange differences)	6,728	(1,933)
As at 31 December	<u>80,896</u>	<u>88,252</u>

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23 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS (continued)

The Group assumed responsibility for defined benefit plans for the employees of the entities acquired during prior years. The plans are governed by the employment laws of the respective countries. The principal defined benefit pension scheme is the Menzies pension fund in the UK. The fund was closed to future accrual in March 2017. The fund valuation was assessed in accordance with independent actuarial advice.

Changes in defined benefit obligation and fair value of plan assets relating to the Menzies pension fund are as follows:

	<i>Pension cost charged to consolidated statement of income</i>					<i>Re-measurement gain (loss) recognised in other comprehensive income</i>							<i>31 December 2025</i>	
	<i>1 January 2025</i>	<i>Service cost</i>	<i>Net interest</i>	<i>Past service (cost)/benefit</i>	<i>Sub-total</i>	<i>Benefits paid and expenses</i>	<i>Return on plan assets*</i>	<i>Actuarial changes on demographic assumptions</i>	<i>Actuarial changes on financial assumptions</i>	<i>Experience adjustments</i>	<i>Sub-total</i>	<i>Contributions by employer</i>		<i>Others (including exchange differences)</i>
	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>
Defined benefit obligation	(282,858)	-	(16,197)	-	(16,197)	17,277	-	(3,104)	3,509	(1,350)	(945)	-	(20,696)	(303,419)
Fair value of plan assets	244,497	-	14,442	-	14,442	(17,277)	911	-	-	-	911	18,221	17,925	278,719
Net benefit obligation	<u>(38,361)</u>	<u>-</u>	<u>(1,755)</u>	<u>-</u>	<u>(1,755)</u>	<u>-</u>	<u>911</u>	<u>(3,104)</u>	<u>3,509</u>	<u>(1,350)</u>	<u>(34)</u>	<u>18,221</u>	<u>(2,771)</u>	<u>(24,700)</u>

\* excluding amount included in net interest

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

23 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS (continued)

	<i>Pension cost charged to consolidated statement of income</i>					<i>Re-measurement gain (loss) recognised in other comprehensive income</i>						<i>Others (including exchange differences)</i>	<i>31 December 2024</i>	
	<i>1 January 2024</i>	<i>Service cost</i>	<i>Net interest</i>	<i>Past service (cost)/benefit</i>	<i>Sub-total</i>	<i>Benefits paid</i>	<i>Return on plan assets*</i>	<i>Actuarial changes on demographic assumptions</i>	<i>Actuarial changes on financial assumptions</i>	<i>Experience adjustments</i>	<i>Sub-total</i>			<i>Contributions By employer</i>
	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>
Defined benefit obligation	(308,674)	-	(13,206)	(252)	(13,458)	16,602	-	4,654	35,342	(18,991)	21,005	-	1,668	(282,857)
Fair value of plan assets	308,412	-	13,583	-	13,583	(16,602)	(72,616)	-	-	-	(72,616)	15,721	(4,002)	244,496
Net benefit obligation	<u>(262)</u>	<u>-</u>	<u>377</u>	<u>(252)</u>	<u>125</u>	<u>-</u>	<u>(72,616)</u>	<u>4,654</u>	<u>35,342</u>	<u>(18,991)</u>	<u>(51,611)</u>	<u>15,721</u>	<u>(2,334)</u>	<u>(38,361)</u>

\* excluding amount included in net interest

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**23 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS (continued)**

The major categories of the total plan assets relating to the Menzies pension fund at fair value are, as follows:

	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
Quoted investments:		
- Investments Funds	3,644	3,144
- Others	945	755
Unquoted investments:		
- Annuity contracts	274,130	240,597
	<u>278,719</u>	<u>244,496</u>

The principal actuarial assumptions used for the plan referred to above, which forms the most significant component of the provision for employees' end of service benefits, are as follows:

	<i>2025</i>	<i>2024</i>
Discount rate at 31 December	5.45%	5.50%
Future pension increase	3.50%	3.60%
Life expectation for pensioners at the age of 65 (years)	22.95	22.65
Duration of defined benefit obligation (in years)	11.5	11.5

A quantitative sensitivity analysis for significant assumption as at 31 December 2025 is as shown below. The sensitivity analysis below have been determined based on a method that extrapolates the impact on net defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
0.5% decrease in discount rate	15,418	16,224
0.5% decrease in future pension	(7,297)	(7,420)
One year increase in life expectancies	8,592	9,936

The average duration of the defined benefit plan obligation at the end of the reporting period is 11.5 years (2024: 11.5 years).

**24 INTEREST BEARING LOANS**

	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
Term loans repayable between 2028 and 2029	151,843	263,838
Revolving credit facilities repayable in 2026- 2028	287,329	147,402
Murabaha facility repayable in 2029	92,274	118,593
Multiyear funded equity collars maturing in 2027 and 2028	2,081,198	2,285,433
Bank overdraft	442,983	214,942
Committed multicurrency revolving loan facility obtained from a Group of banks - maturing in 2028 and 2029	1,720,595	290,741
Other loans	71,005	92,921
	<u>4,847,227</u>	<u>3,413,870</u>

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As at 31 December 2025

**24 INTEREST BEARING LOANS (continued)**

Interest bearing loans include financing facilities amounting to USD 2,081,198 thousand (2024: USD 2,285,433 thousand) dominated in Euro availed during the previous year in relation to the funded equity collar arrangement (“collars”). These loans carry fixed interest in line with market rates and are secured against the quoted equity securities to the extent hedged. Current and non-current portions of the interest prepaid for this facility, amounts to USD 66,340 thousand and USD 62,087 thousand respectively (2024: USD 79,045 thousand and USD 79,439 thousand respectively), and is reported under other current assets (Note 16) and other non-current assets respectively. These loans have also been designated as fair value hedge to hedge the fair value movements of a quoted equity security carried at fair value through other comprehensive income. Accordingly foreign currency movements on retranslation of the loan have been recognised in the consolidated statement of other comprehensive income (Note 13).

Other interest bearing loans carry margins ranging from 1% to 4.5 % per annum (2024: 0.8% to 4.3% per annum) over the benchmark rates.

The following table shows the current and non-current portions (analysed by currency) of the Group’s loan obligations:

	<i>Current portion USD 000’s</i>	<i>Non-current portion USD 000’s</i>	<i>Total USD 000’s</i>
EUR	-	2,868,762	2,868,762
USD	667,803	1,216,661	1,884,464
AED	598	320	918
SAR	26,473	65,801	92,274
Others	287	522	809
<b>At 31 December 2025</b>	<b>695,161</b>	<b>4,152,066</b>	<b>4,847,227</b>
At 31 December 2024	434,040	2,979,830	3,413,870

Interest bearing loans amounting to USD 885,075 thousand (2024: USD 556,459 thousand) are secured by trade receivables, investment properties and certain other assets that are provided as collateral against these loans.

**25 OTHER NON-CURRENT LIABILITIES**

	<i>2025 USD 000’s</i>	<i>2024 USD 000’s</i>
Amounts due to related parties (Note 33)	25,108	15,517
Provision for insurance claims	55,630	52,625
Deferred tax liability	2,343	7,196
Derivative liabilities (Note 31)	44,817	136,181
Other liabilities	41,153	30,326
	<b>169,051</b>	<b>241,845</b>

**26 TRADE AND OTHER PAYABLES**

	<i>2025 USD 000’s</i>	<i>2024 USD 000’s</i>
Trade payables	382,440	436,911
Accrued expenses	481,098	417,209
Taxation	119,653	95,648
Amounts due to related parties (Note 33)	40,703	39,682
Deposits and retentions	45,918	46,478
Unearned revenue	90,587	88,766
Other liabilities	92,507	78,650
	<b>1,252,906</b>	<b>1,203,344</b>

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 26 TRADE AND OTHER PAYABLES (continued)

The entire trade payables are of short-term nature, non-interest bearing and normally settled on 30 to 60 days terms. The fair values of these liabilities are not materially different from their carrying values largely due to the short-term maturities of these liabilities.

### 27 REVENUE FROM CONTRACTS WITH CUSTOMERS

The following presents the disaggregation of the revenue from contracts with customers:

	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
Ground handling and airport services	<b>3,020,923</b>	2,603,630
Logistics services	<b>1,073,981</b>	1,017,297
Rent	<b>66,423</b>	75,578
Others	<b>911,601</b>	810,804
	<b>5,072,928</b>	4,507,309
<b>Timing of revenue recognition:</b>		
Goods and services transferred at a point in time	<b>4,792,624</b>	4,203,966
Goods and services transferred over time	<b>280,304</b>	303,343
	<b>5,072,928</b>	4,507,309
<b>Geographical markets:</b>		
Middle East and Africa	<b>1,968,934</b>	1,929,644
Europe	<b>1,271,954</b>	1,091,056
America	<b>1,037,839</b>	855,020
Asia	<b>794,201</b>	631,589
	<b>5,072,928</b>	4,507,309

### 28 OTHER OPERATING EXPENSES

	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
Salaries and employee benefits	<b>1,984,468</b>	1,670,338
Professional fees	<b>70,943</b>	50,277
Rent (Note 7)	<b>100,830</b>	55,271
Insurance expenses	<b>36,312</b>	31,277
Repairs and maintenance	<b>131,013</b>	114,065
Office, equipment and supplies	<b>16,684</b>	15,935
Expected credit losses on trade receivables (Note 15)	<b>2,781</b>	10,078
Facilities management	<b>69,418</b>	70,955
Communication	<b>17,639</b>	17,619
Expenses allocated by the former Ultimate Parent Company (Note 33)	-	28,000
Integration costs on acquisition of a subsidiary	<b>10,166</b>	-
Other expenses	<b>121,810</b>	117,134
	<b>2,562,064</b>	2,180,949

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

**29 BUSINESS COMBINATION**

(a) Acquisition during the year

*Acquisition of G2 Secure Staff:*

On 26 August 2025, the Group acquired 100% equity in G2 Secure Staff (“G2”), a US based aviation services provider for a consideration of USD 196 million plus a contingent consideration of USD 10 million payable in 2026 and subject to achieving certain agreed upon performance metrics. The Group incurred transaction costs amounting to USD 5,997 thousand relating to the acquisition which has been expensed in the consolidated statement of income.

The acquisition of G2 Secure Staff has been accounted based on provisional fair values of the identifiable assets and liabilities on the acquisition date and the management is in the process of finalising the fair values of the assets and liabilities acquired. The consideration paid, provisional fair values of the assets and liabilities recognised at the date of acquisition, are summarised as follows:

	<i>Provisional value previously reported USD'000</i>	<i>PPA fair value adjustments USD'000</i>	<i>Fair value recognised on acquisition date USD'000</i>
<b>Assets</b>			
Property, plant and equipment	27,643	(14,710)	12,933
Right-of-use assets	5,334	-	5,334
Intangible assets	-	102,800	102,800
Inventories	3,250	(2,759)	491
Trade receivables	120,651	(11,717)	108,934
Other current assets	4,718	109	4,827
Bank balances, cash and deposits	5,145	733	5,878
	<u>166,741</u>	<u>74,456</u>	<u>241,197</u>
<b>Liabilities</b>			
Interest bearing loans	110,208	-	110,208
Lease liabilities	4,708	-	4,708
Trade and other payables	43,249	19,371	62,620
	<u>158,165</u>	<u>19,371</u>	<u>177,536</u>
<b>Total identifiable net assets at fair values</b>	<u>8,576</u>	<u>55,085</u>	<u>63,661</u>
Cash purchase consideration	196,613	-	196,613
Contingent consideration	10,000	-	10,000
Purchase consideration	206,613	-	206,613
Less: net assets acquired	(8,576)	(55,085)	(63,661)
<b>Goodwill on acquisition</b>	<u>198,037</u>	<u>(55,085)</u>	<u>142,952</u>
Consideration settled in cash	196,613	-	196,613
Cash and cash equivalents in subsidiary acquired	(5,145)	(733)	(5,878)
<b>Net cash outflow on acquisition</b>	<u>191,468</u>	<u>(733)</u>	<u>190,735</u>

The provisional goodwill includes the fair value of expected synergies arising from acquisition

From the date of acquisition, G2 Secure Staff contributed USD 193,673 thousand of revenue and USD 11,248 thousand to profit before interest and taxation of the Group. If the combination had taken place at the beginning of the year, revenue would have been USD 594,633 thousand and profit before interest and taxation would have been USD 28,758 thousand.

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 29 BUSINESS COMBINATION (continued)

(b) Acquisition during prior year

#### *Acquisition of Groundforce Portugal:*

On 3 June 2024, the Group acquired 50.1% equity interest in Serviços de Carga, Unipessoal, Lda., (Groundforce Portugal). Groundforce Portugal is a company registered and incorporated in Portugal and is engaged in the provision of ramp, passenger, and cargo handling services to several international airlines.

The acquisition of Groundforce Portugal has been accounted based on fair values of the identifiable assets and liabilities on the acquisition date. The Group has made certain adjustments based on finalisation of the purchase price allocation (PPA) exercise during the year, and accordingly the comparative information relating to the year ended 31 December 2024 was restated to reflect the PPA adjustments to the provisional values that were earlier reported. The consideration paid, fair values of the assets and liabilities recognised at the date of acquisition, are summarised as follows:

	<i>Provisional value previously reported USD'000</i>	<i>PPA fair value adjustments USD'000</i>	<i>Fair value recognized on acquisition date USD'000</i>
<b>Assets</b>			
Property, plant and equipment	6,228	-	6,228
Right-of-use assets	77	-	77
Inventories	1,446	-	1,446
Trade receivables	18,804	-	18,804
Other current assets	3,808	2,715	6,523
Bank balances, cash and deposits	3,660	-	3,660
	<u>34,023</u>	<u>2,715</u>	<u>36,738</u>
<b>Liabilities</b>			
Other non-current liabilities	1,210	10,345	11,555
Trade and other payables	74,122	5,387	79,509
	<u>75,332</u>	<u>15,732</u>	<u>91,064</u>
<b>Total identifiable net assets at fair values</b>	<u>(41,309)</u>	<u>(13,017)</u>	<u>(54,326)</u>
Purchase consideration	3,851	-	3,851
Add: carrying value on non-controlling interest	(20,613)	(6,496)	(27,109)
Less: net assets acquired	41,309	13,017	54,326
<b>Goodwill on acquisition</b>	<u>24,547</u>	<u>6,521</u>	<u>31,068</u>
Consideration settled in cash	3,851	-	3,851
Cash and cash equivalents in subsidiary acquired	(3,660)	-	(3,660)
Net cash outflow on acquisition	<u>191</u>	<u>-</u>	<u>191</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

**30 BASIC AND DILUTED EARNINGS PER SHARE**

Basic and diluted earnings per share amounts are calculated by dividing profit for the year attributable to equity holders of the Parent Company by the weighted average number of shares outstanding (after elimination of reciprocal interest held through an associate) during the year as follows:

	2025	2024
Profit for the year attributable to equity holders of the Parent Company (USD 000's)	<u>239,915</u>	<u>127,499</u>
Total shares issued	<b>10,417,724,408</b>	10,417,724,408
Adjustments for reciprocal holding with an associate	<b>(304,972,603)</b>	(252,528,827)
Weighted average number of treasury shares	<b>(329,972,462)</b>	-
Weighted average number of outstanding shares	<u><b>9,782,779,343</b></u>	<u>10,165,195,581</u>
Basic and diluted earnings per share attributable to equity holders of the Parent Company	<u><b>2.45 cents</b></u>	<u>1.25 cents</u>

As there are no outstanding dilutive instruments, the basic and diluted earnings per share are identical.

**31 DERIVATIVE FINANCIAL INSTRUMENTS**

Derivatives are financial instruments that derive their value with reference to the underlying interest rate, foreign exchange rate or other indices. Notional principal amounts merely represent amounts to which a rate or price is applied to determine the amounts of cash flows to be exchanged and do not represent the potential gain or loss associated with the market or credit risk of such instruments.

Derivative financial instruments are carried at fair value in the consolidated statement of financial position. Positive fair value represents the cost of replacing all transactions with a fair value in the Group's favour had the rights and obligations arising from that instrument been closed in an orderly market transaction at the reporting date. Credit risk in respect of derivative financial instruments is limited to the positive fair value of the instruments.

The Group deals in equity collars to hedge against volatility in the market value of certain quoted equity securities. Similarly the Group deals in forward foreign exchange contracts to manage its foreign currency positions and cash flows.

*Equity Collars:*

Equity collars consist of call and put options to hedge the fair value movements of quoted equity securities carried at fair value.

*Forward foreign exchange contracts:*

Forward foreign exchange contracts are agreements to buy or sell currencies at a specified rate and at a future date to manage the foreign currency positions.

The table below shows the fair values of derivative financial instruments, recorded as assets or liabilities, together with their notional amounts analysed by the terms of maturity. The notional amount, recorded gross, is the amount of a derivative's underlying amount and is the basis upon which changes in the value of derivatives are measured. The notional amounts indicate the volume of transactions outstanding at the year end and are indicative of neither the market risk nor the credit risk.

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

### 31 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

	<i>Positive fair value USD 000's</i>	<i>Negative fair value USD 000's</i>	<i>Notional amount USD 000's</i>	<i>Notional amounts by term to maturity</i>		
				<i>Within one year USD 000's</i>	<i>1 – 5 years USD 000's</i>	<i>&gt; 5 years USD 000's</i>
<b>2025</b>						
Equity collars (held as fair flow hedge)	-	(40,537)	3,054,298	-	3,054,298	-
Forward foreign exchange contracts	-	(4,280)	1,987,585	184,688	1,802,897	-
	<u>-</u>	<u>(44,817)</u>	<u>5,041,883</u>	<u>184,688</u>	<u>4,857,195</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>(44,817)</u></u>	<u><u>5,041,883</u></u>	<u><u>184,688</u></u>	<u><u>4,857,195</u></u>	<u><u>-</u></u>
				<i>Notional amounts by term to maturity</i>		
	<i>Positive fair value USD 000's</i>	<i>Negative fair value USD 000's</i>	<i>Notional amount USD 000's</i>	<i>Within one year USD 000's</i>	<i>1 – 5 years USD 000's</i>	<i>&gt; 5 years USD 000's</i>
<b>2024</b>						
Equity collars (held as fair flow hedge)	-	(136,181)	3,020,303	-	3,020,303	-
	<u>-</u>	<u>(136,181)</u>	<u>3,020,303</u>	<u>-</u>	<u>3,020,303</u>	<u>-</u>
	<u><u>-</u></u>	<u><u>(136,181)</u></u>	<u><u>3,020,303</u></u>	<u><u>-</u></u>	<u><u>3,020,303</u></u>	<u><u>-</u></u>

Positive fair value is included in other non-current assets and negative fair values is included in other non-current liabilities (Note 25).

### 32 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

	<b>2025</b> <i>USD 000's</i>	<b>2024</b> <i>USD 000's</i>
Letters of guarantee	<b>373,303</b>	332,099
Operating lease commitments	<b>2,801</b>	5,267
Capital commitments	<b>54,361</b>	61,965
Corporate guarantees*	<b>206,049</b>	320,299
	<u><b>636,514</b></u>	<u>719,630</u>

\* The Group and a related party are part of an arrangement to construct and develop a commercial mall in UAE (“project”). The group has an equity interest of 19.87% (2024: 19.87%) and has also extended interest bearing loan facilities to the project (Note 33). Further, the Parent Company has provided corporate guarantees amounting to USD 205,000 thousand (2024: USD 319,372 thousand) to external financial institutions that have provided finance facilities to the project (Note 33).

**32 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS (continued)**

**Legal claims**

*NAS Afghanistan vs Afghanistan Civil Aviation Authority, Afghanistan Ministry of Transportation and Civil Aviation and Ariana Afghan Airlines Co. Ltd. (ICC Case No. 2580/AYZ/ELU1):*

National Aviation Services, Afghanistan (NAS), a subsidiary of the Parent Company filed a Notice of Arbitration in the above matter in November 2020. The claims involve the Respondents': (i) failure to enforce NAS' exclusive right to render ground handling services at Afghan airports; (ii) unlawful termination of the subject concession agreement; (iii) seizure and expropriation of the NAS' equipment and operations; and (iv) illegal encashment of a performance guarantee. An arbitral tribunal was constituted comprising Professor Dr. Mohamed S. Abdel Wahab, Laurence Shore and Caline Mouawad (President). Following a hearing on the merits the Tribunal issued its Award dated 16 December 2022 in NAS' favour and awarding NAS damages, inclusive of attorneys' fees and arbitration costs, of approximately USD 27.7 million plus post-Award interest accruing annually at a rate of LIBOR + 2%.

NAS is actively pursuing a global enforcement strategy to maximize recovery. Current updates include:

- **United Kingdom:** In November 2023, the English High Court granted an ex parte enforcement order. Ariana Afghan Airlines was formally served on 12 June 2024. As the order was not contested, the award is now final and enforceable in the UK as a domestic judgment.
- **United States:** NAS has instructed U.S. counsel and U.S. counsel has initiated recognition proceedings in the U.S. to preserve enforceability and interrupt the three-year prescription period under the New York Convention.
- **United Arab Emirates:** While enforcement was initially refused by the Court of Appeal, the Group is evaluating further legal recourse, including a potential appeal to the Court of Cassation.

NAS continues to evaluate all available enforcement options and asset-tracing opportunities across multiple jurisdictions to determine the most effective path to recovery. Pending the final outcome of these proceedings and the uncertainties regarding the timing and determination of the amount of recovery, the Group's management has not considered any adjustment in the consolidated financial statements.

Pending final outcome of the enforcement proceedings and the uncertainties on the timing and determination of the amount of recovery, the Group's management has not considered any adjustment in the consolidated financial statements.

*ICS Claims Against Argentina:*

On July 21, 2014, ICS Inspection and Control Services Limited, a subsidiary of the Parent Company, filed a notice of arbitration against the Argentine Republic ("the Respondent") regarding the Respondent's breach of its obligations under Article 2 of the bilateral treaty between the United Kingdom and Argentina in connection to an agreement entered into between the Claimant and Argentina's Ministry of Economy and Public Finances, formerly known as the Ministry of Economy and Public Works and Services ("MECON") on March 11, 1998. This agreement concerned services provided by ICS as part of a government-supervised program under which goods intended for import into Argentina would be inspected before being shipped to Argentina. ICS thereby sought compensation for the losses incurred due to the alleged breaches of the bilateral investment treaty.

On 29 April 2024, the tribunal awarded compensation to ICS for an amount of USD 165.9 million, being USD 9.7 million as principal award in addition to interest. Consequently, the Group will pursue enforcement of the award against the Respondent.

On 29 May 2024, Argentina filed an application to correct a computation error in the Final Award under Article 38 of the 2010 UNCITRAL Rules. The computation error results in the principal amount due to ICS being reduced by USD 46 thousand. With the interest, the correction reduces the amount of compensation due to ICS as at the date of the Award by USD 723.8 thousand to USD 165.1 million. ICS did not object to the correction of the computation error.

On 12 July 2024, the Tribunal issued its Decision confirming the correction of the computation filed by Argentina.

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**32 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS (continued)**

**Legal claims (continued)**

*ICS Claims Against Argentina: (continued)*

On 4 December 2024, Argentina initiated proceedings against ICS in the Dutch courts, seeking annulment of the Award under applicable Dutch arbitration law. ICS is contesting Argentina's annulment application. Judgment of the Dutch District Court is expected in mid-2026. The judgment may be subject to further appeal to the Dutch Court of Appeal and Supreme Court.

Pending final outcome of the enforcement proceedings and the uncertainties on the timing and determination of the amount of recovery, the Group's management has not considered any adjustment in the consolidated financial statements.

In addition to the above, the Group is involved in various incidental claims and legal proceedings. The legal counsel of the Group believes that these matters will not have a material adverse effect on the consolidated financial statements.

**33 RELATED PARTY TRANSACTIONS**

Related parties represent major shareholders, directors and key management personnel of the Group, and entities which they control or over which they exert significant influence. Pricing policies and terms of these transactions are approved by the Group's management.

Transactions and balances with related parties are as follows:

<b>2025</b>	<i>Major Shareholders USD 000's</i>	<i>Other related parties USD 000's</i>	<i>Total USD 000's</i>
<b><i>Consolidated statement of income:</i></b>			
Revenues	3,375	204,333	207,708
Direct expenses	(1,532)	(307,081)	(308,613)
Other operating expenses	-	(3,596)	(3,596)
Share of results of associates and joint ventures	-	23,748	23,748
Interest income	19,962	14,539	34,501
Miscellaneous income	-	4,137	4,137
<b><i>Consolidated statement of financial position:</i></b>			
Investment in associates and joint ventures (Note 11)	-	419,054	419,054
Financial assets at fair value through other comprehensive income	-	25,925	25,925
Financial assets at fair value through profit or loss	-	5,945	5,945
Trade receivables	-	40,859	40,859
Amounts due from related parties	805	15,956	16,761
Loans to related parties - Non current	328,344	773,440	1,101,784
Loans to related parties - Current	-	139,401	139,401
Amounts due to related parties	9,620	1,184	10,804
Other non-current liabilities (Note 25)	-	25,108	25,108
Trade and other payables (Note 26)	-	40,703	40,703

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As at 31 December 2025

**33 RELATED PARTY TRANSACTIONS (continued)**

	<i>Major Shareholders USD 000's</i>	<i>Other related parties USD 000's</i>	<i>Total USD 000's</i>
<i>2024</i>			
<i>Consolidated statement of income:</i>			
Revenues	2,921	89,689	92,610
Direct expenses	(1,532)	(192,898)	(194,430)
Other operating expenses	(35,942)	(2,684)	(38,626)
Share of results of associates and joint ventures	-	33,233	33,233
Interest income	1,400	2,453	3,853
Miscellaneous income	-	354	354
<i>Consolidated statement of financial position:</i>			
Investment in associates and joint ventures (Note 11)	-	452,049	452,049
Financial assets at fair value through other comprehensive income	-	19,617	19,617
Financial assets at fair value through profit or loss	-	4,801	4,801
Trade receivables	-	34,758	34,758
Amounts due from related parties	2,290	12,495	14,785
Loans to related parties – Non current	423,815	847,476	1,271,291
Amounts due to related parties	22,062	1,385	23,447
Other non-current liabilities (Note 25)	-	15,517	15,517
Trade and other payables (Note 26)	-	39,682	39,682

Loans to related parties include the following:

- (a) USD 721,572 thousand (2024: USD 806,490 thousand) provided to a joint venture and represents amounts advanced by a subsidiary of the Group towards the construction and development of a Commercial Mall in UAE (“Project”). This amount bears compounded annual interest rates and can be converted to equity in the project on completion of construction subject to the project achieving certain operational targets and upon the discretion of the Group.
- (b) USD 328,344 thousand (2024: USD 423,815 thousand) provided to the former Ultimate Parent Company representing an interest-bearing term loan with an initial term of 5 years with an option to extend based on mutual agreement of the parties. During the year, the Parent Company funded an additional amount of USD 110,000 thousand under this facility agreement and also received an amount of USD 204,290 thousand as a partial settlement of the loan through transfer of shares held in the Parent Company by the former Ultimate Parent Company.
- (c) USD 139,401 thousand (2024: Nil) representing an interest bearing short term loan provided to a joint venture and advanced by a subsidiary of the Group.

Further, the Parent Company has provided corporate guarantees amounting to USD 205,000 thousand (2024: USD 319,372 thousand) to external financial institutions that have provided finance facilities to the Project.

**Compensation of key management personnel**

The remuneration of board of directors and other members of key management (executives) during the year were as follows:

	<i>2025 USD 000's</i>	<i>2024 USD 000's</i>
Short-term benefits	<b>5,449</b>	8,783
Accrual for remuneration to board of directors	<b>250</b>	250
Accrual for committee services to board of directors	<b>350</b>	350
	<b>6,049</b>	9,383

# Agility Global PLC and Subsidiaries

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 34 OPERATING SEGMENT INFORMATION

The following entities are considered as its major operating segments in the Group:-

**Aviation Services:** This represents services provided in the airports including ground handling, air cargo services, into-plane fuelling, fuel farm management and cargo forwarding.

**Fuel Logistics:** This includes logistics services relating to fuel comprising turnkey fuel contracts, fuel trading, distribution, tanker owning, chartering, coastal operations, Road transport, warehousing, fuel farm management and bulk fuel storage

**Industrial real estate:** consists of developing warehousing and light industrial facilities to business looking to manager their own warehousing operations.

**Investments:** comprises of business units that hold non-controlling interest in various sectors. These investments comprises of both quoted and unquoted equity securities and convertible loans.

**Others:** Consists of all business units other than the above.

<i>2025</i>	<i>Aviation Services USD 000's</i>	<i>Fuel Logistics USD 000's</i>	<i>Industrial Real Estate USD 000's</i>	<i>Investments USD 000's</i>	<i>Others including eliminations USD 000's</i>	<i>Total USD 000's</i>
<b>Revenues</b>	<b>3,017,403</b>	<b>1,402,165</b>	<b>58,776</b>	<b>-</b>	<b>594,584</b>	<b>5,072,928</b>
<b>Results</b>						
Profit before interest, taxation, depreciation and amortisation (EBITDA)	<b>405,653</b>	<b>256,622</b>	<b>238,702</b>	<b>5,676</b>	<b>(5,418)</b>	<b>901,235</b>
Depreciation	<b>(177,663)</b>	<b>(117,085)</b>	<b>(212)</b>	<b>-</b>	<b>(16,257)</b>	<b>(311,217)</b>
Amortisation	<b>(24,778)</b>	<b>(7,639)</b>	<b>-</b>	<b>-</b>	<b>(942)</b>	<b>(33,359)</b>
Profit before interest and taxation (EBIT)	<b>203,212</b>	<b>131,898</b>	<b>238,490</b>	<b>5,676</b>	<b>(22,617)</b>	<b>556,659</b>
Interest income						<b>56,010</b>
Finance costs						<b>(240,682)</b>
Profit before taxation						<b>371,987</b>
Taxation						<b>(67,334)</b>
<b>Profit for the year</b>						<b>304,653</b>
<b>Total assets</b>	<b>3,342,400</b>	<b>1,729,323</b>	<b>1,144,192</b>	<b>6,117,333</b>	<b>1,076,614</b>	<b>13,409,862</b>
<b>Total liabilities</b>	<b>2,507,638</b>	<b>922,504</b>	<b>549,098</b>	<b>4,089,990</b>	<b>(960,232)</b>	<b>7,108,998</b>
<b>Other disclosures:</b>						
Goodwill (Note 10)	<b>920,221</b>	<b>20,309</b>	<b>-</b>	<b>-</b>	<b>63,139</b>	<b>1,003,669</b>
Intangible assets (Note 9)	<b>295,074</b>	<b>63,640</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>358,714</b>
Capital expenditure	<b>(59,529)</b>	<b>(86,852)</b>	<b>(85,165)</b>	<b>-</b>	<b>(7,788)</b>	<b>(239,334)</b>
Change in fair value of investment properties (Note 8)	<b>-</b>	<b>-</b>	<b>195,789</b>	<b>-</b>	<b>-</b>	<b>195,789</b>

## Agility Global PLC and Subsidiaries

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

#### 34 OPERATING SEGMENT INFORMATION (continued)

2024	Aviation Services USD 000's	Fuel Logistics USD 000's	Industrial Real Estate USD 000's	Investments USD 000's	Others including eliminations USD 000's	Total USD 000's
Revenues	2,599,731	1,225,322	52,062	-	630,194	4,507,309
Results						
Profit before interest, taxation, depreciation and amortisation (EBITDA)	376,628	254,613	67,058	12,771	(5,286)	705,784
Depreciation	(170,000)	(94,774)	(165)	-	(10,674)	(275,613)
Amortisation	(18,612)	(7,418)	-	-	(269)	(26,299)
Profit before interest and taxation (EBIT)	188,016	152,421	66,893	12,771	(16,229)	403,872
Interest income						20,594
Finance costs						(188,057)
Profit before taxation						236,409
Taxation						(52,329)
Profit for the year						184,080
Total assets	2,586,813	1,847,708	841,601	5,522,098	979,518	11,777,738
Total liabilities	2,524,524	1,083,963	449,040	5,003,900	(3,301,637)	5,759,790
Other disclosures:						
Goodwill (Note 10)	774,381	20,290	-	-	63,036	857,707
Intangible assets (Note 9)	209,251	71,779	-	-	367	281,397
Capital expenditure	(68,334)	(66,727)	(27,179)	-	(5,662)	(167,902)
Change in fair value of investment properties (Note 8)	-	-	29,833	-	-	29,833

Inter-segment transactions and balances are eliminated upon consolidation and included in the "others" column. The Group's financing (including finance costs and finance income) is managed on an overall combined basis and are not allocated to operating segments.

Capital expenditure consists of additions to property, plant and equipment, projects in progress and investment properties.

#### Other geographic information

The following presents information regarding the Group's non-current assets based on its geographical segments:

Non-current assets	2025 USD 000's	2024 USD 000's
Middle east and Africa	3,250,424	3,240,620
Asia	222,453	218,288
Europe	1,204,706	1,185,296
America	638,103	391,476
	<b>5,315,686</b>	<b>5,035,680</b>

Non-current assets for this purpose consists of property, plant and equipment, projects in progress, right-of-use assets, investment properties, intangible assets, goodwill, other non-current assets and loan to related parties.

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**35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The exposure to risks from its use of financial instruments and these risks are managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the continuing profitability. The principal financial liabilities, other than derivatives, comprise interest bearing loans, due to related parties, trade and other payables. The main purpose of these financial liabilities is to raise finance for the operations. The financial assets comprise trade and other receivables, cash and short-term deposits, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income and loan to related parties.

The senior management reviews and agrees policies for managing risks and provides assurance to the Board of Directors that the financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with policies and risk appetite. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Parent company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The major risks to which the Group is exposed in conducting its business and operations, and the means and organisational structure it employs in seeking to manage them strategically are outlined below.

**Risk mitigation**

As part of its overall risk management, and as considered appropriate, derivatives and other instruments are used to manage exposures resulting from changes in interest rates, foreign currencies, equity risks, credit risks, and exposures arising from forecast transactions.

**Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the earnings to developments affecting a particular industry or geographical location.

In order to avoid excessive concentrations and the risk arising there from, management monitors them on an ongoing basis. Identified concentrations of credit risks are controlled and managed accordingly. There are no significant concentrations of credit risk identified.

The main risks arising from the financial instruments are credit risk, liquidity risk and market risk with the latter subdivided into interest rate risk, foreign currency risk and equity price risk.

**35.1 Credit risk**

Credit risk is the risk that counter will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. the Group is exposed to credit risk from its operating activities (primarily for trade receivables and other receivables), investing activities (loans to related parties) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

*Gross maximum exposure to credit risk*

The table below shows the gross maximum exposure to credit risk across financial assets before credit risk mitigation:

	<i>2025</i> <i>USD 000's</i>	<i>2024</i> <i>USD 000's</i>
Bank balances	<b>1,032,671</b>	855,423
Trade receivables	<b>887,569</b>	696,760
Loans to related parties	<b>1,241,185</b>	1,271,291
Other assets ( <i>excluding advances to suppliers and prepaid expenses</i> )	<b>175,867</b>	157,018
	<b><u>3,337,292</u></b>	<u>2,980,492</u>

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As at 31 December 2025

**35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

**35.1 Credit risk (continued)**

*Trade receivables*

The exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

Customer credit risk is managed by each business unit subject to the established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and any services/shipments to major customers are generally covered by security deposits, letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions.

The management performs an impairment analysis at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value as disclosed in Note 15.

The table below provides information about the credit risk exposure on the trade receivables using a provision matrix:

<i>31 December 2025</i>	<i>Trade receivables</i>						<i>Total USD 000's</i>
	<i>Current USD 000's</i>	<i>Days past due</i>					
		<i>1 to 30 days USD 000's</i>	<i>31 to 60 days USD 000's</i>	<i>61 to 90 days USD 000's</i>	<i>91 to 120 days USD 000's</i>	<i>&gt; 120 days USD 000's</i>	
Estimated total gross carrying amount at default	<b>252,579</b>	<b>371,310</b>	<b>123,106</b>	<b>20,795</b>	<b>69,847</b>	<b>49,932</b>	<b>887,569</b>
Provision for estimated credit loss							<b>95,180</b>
Expected credit loss rate							<b>11%</b>

  

<i>31 December 2024</i>	<i>Trade receivables</i>						<i>Total USD 000's</i>
	<i>Current USD 000's</i>	<i>Days past due</i>					
		<i>1 to 30 days USD 000's</i>	<i>31 to 60 days USD 000's</i>	<i>61 to 90 days USD 000's</i>	<i>91 to 120 days USD 000's</i>	<i>&gt; 120 days USD 000's</i>	
Estimated total gross carrying amount at default	148,280	264,470	96,845	37,387	52,029	97,749	696,760
Provision for estimated credit loss							94,512
Expected credit loss rate							14%

*Cash and cash equivalents*

Credit risk from balances with banks and financial institutions is managed by the Parent Company's treasury in accordance with the policy. Investments of surplus funds are made only with approved counterparties to minimise the concentration of risks and therefore mitigate financial loss through potential counterparty failure. The maximum exposure to credit risk for the components of the consolidated statement of financial position as at 31 December 2025 and 31 December 2024 is the carrying amounts at the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

**35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

**35.1 Credit risk (continued)**

*Cash and cash equivalents (continued)*

Exposure to credit risk is managed by placing funds only with counterparties with appropriate credit ratings. Given these credit ratings, management does not expect any counterparty to fail to meet its obligations.

**35.2 Liquidity risk**

Liquidity risk is the risk that entities forming part of the Group will be unable to meet its liabilities when they fall due. To limit this risk, management has arranged diversified funding sources, manages assets with liquidity in mind, and monitors liquidity on a periodic basis.

The table below summarises the maturity profile of the financial liabilities based on contractual undiscounted repayment obligations:

	<i>Less than 1 month USD 000's</i>	<i>1 to 3 months USD 000's</i>	<i>3 to 12 months USD 000's</i>	<i>More than 1 year USD 000's</i>	<i>Total USD 000's</i>
<b>2025</b>					
Interest bearing loans	13,855	201,674	646,587	4,982,722	5,844,838
Lease liabilities	23,949	47,897	215,538	954,085	1,241,469
Trade and other payables	104,409	313,227	835,270	-	1,252,906
Due to related parties	-	10,804	-	-	10,804
Other non-current liabilities*	-	-	-	124,234	124,234
	<u>142,213</u>	<u>573,602</u>	<u>1,697,395</u>	<u>6,061,041</u>	<u>8,474,251</u>
	<i>Less than 1 month USD 000's</i>	<i>1 to 3 months USD 000's</i>	<i>3 to 12 months USD 000's</i>	<i>More than 1 year USD 000's</i>	<i>Total USD 000's</i>
<b>2024</b>					
Interest bearing loans	5,932	120,374	378,917	3,335,744	3,840,967
Lease liabilities	19,280	38,560	173,524	886,199	1,117,563
Trade and other payables	100,279	300,837	802,228	-	1,203,344
Due to related parties	-	23,447	-	-	23,447
Other non-current liabilities*	-	-	-	105,664	105,664
	<u>125,491</u>	<u>483,218</u>	<u>1,354,669</u>	<u>4,327,607</u>	<u>6,290,985</u>

\*excluding derivative liability

**35.3 Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: interest rate risk, currency risk, and other price risks, such as equity risk. Financial instruments affected by market risk include bank balances and trade receivables in foreign currencies, deposits, financial assets at fair value and related party, interest bearing loans, trade payables in foreign currencies and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at 31 December 2025 and 31 December 2024.

Market risk is managed on the basis of pre-determined asset allocations across various asset categories, diversification of assets in terms of geographical distribution and industry concentration, a continuous appraisal of market conditions and trends and management's estimate of long and short term changes in fair value.

**35.3.1 Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

**35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

**35.3 Market risk (continued)**

**35.3.1 Interest rate risk (continued)**

Interest rate risk is managed by having a balanced portfolio of fixed and variable rate loans and borrowings and by entering into interest rate swaps, in which the management agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

*Interest rate sensitivity*

Based on the financial assets and liabilities held at the year end, an assumed 50 basis points movement in interest rate, with all other variables held constant, would equally impact the profit before taxation as follows.

<i>50 basis points movement</i>	
<i>Effect on consolidated statement of income</i>	
<i>2025</i>	<i>2024</i>
<i>USD 000's</i>	<i>USD 000's</i>
<b>±9,736</b>	<b>±4,806</b>

**35.3.2 Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The exposure to the risk of changes in foreign exchange rates relates primarily to the operating and financing activities (when revenues, expenses and borrowings are denominated in a currency other than US Dollars) and financial assets at fair value denominated in foreign currency.

Foreign currency risk is managed by use of derivative financial instruments where appropriate and the net exposure is kept to an acceptable level.

*Foreign currency sensitivity*

The following table demonstrates the sensitivity to a reasonably possible change in the EURO / US Dollars exchange rate, with all other variables held constant, of the profit before taxation (due to changes in the fair value of monetary assets and liabilities) and equity (due to changes in the fair value of financial assets at fair value through other comprehensive income). The exposure to foreign currency for all other currencies is not material.

	<i>Change in currency rate by 1 %</i>			
	<i>Effect on other comprehensive income</i>		<i>Effect on consolidated statement of income</i>	
	<i>2025</i>	<i>2024</i>	<i>2025</i>	<i>2024</i>
	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>
EURO	<b>± 2,300</b>	<b>±16,701</b>	-	-

**35.3.3 Equity price risk**

Equity price risk is the risk that fair values of equities change as the result of changes in level of equity indices and the value of individual stocks.

*Quoted Securities:*

The effect (as a result of a change in the fair value of financial assets at fair value through profit or loss and other comprehensive income) due to a reasonably possible change in market indices, with all other variables held constant on the results is as follows:

	<i>2025</i>			<i>2024</i>		
	<i>Change in equity price</i>	<i>Effect on equity</i>	<i>Effect on profit</i>	<i>Change in equity price</i>	<i>Effect on equity</i>	<i>Effect on profit</i>
	<i>% (+/-)</i>	<i>(+/-)</i>	<i>(+/-)</i>	<i>% (+/-)</i>	<i>(+/-)</i>	<i>(+/-)</i>
	<i>USD 000's</i>	<i>USD 000's</i>		<i>USD 000's</i>	<i>USD 000's</i>	
	<b>5</b>	<b>245,703</b>	<b>500</b>	<b>5</b>	<b>206,403</b>	<b>707</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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**35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

**35.3 Market risk (continued)**

**35.3.3 Equity price risk (continued)**

*Unquoted securities:*

Sensitivity analysis relating to unquoted securities (financial assets measured at fair value through other comprehensive income and financial assets at fair value through profit or loss) is included in Note 36.

**36 FAIR VALUES OF FINANCIAL INSTRUMENTS**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in orderly transactions between market participants at the measurement date.

**Determination of fair value and fair value hierarchy:**

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: quoted (unadjusted) prices in an active market for identical assets and liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and

Level 3: other techniques which use inputs which have a significant effect on the recorded fair value are not based on observable market data.

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

2025	<i>Level 1</i> USD'000	<i>Level 2</i> USD'000	<i>Level 3</i> USD'000	<i>Total fair value</i> USD'000
<b><i>Financial assets measured at fair value through profit or loss</i></b>				
Quoted equity securities	10,003	-	-	10,003
Treasury bills	-	-	42,071	42,071
Bonds & promissory Notes	-	-	11,339	11,339
Investment in funds	-	7,414	-	7,414
Loan to a related party	-	-	721,572	721,572
	<u>10,003</u>	<u>7,414</u>	<u>774,982</u>	<u>792,399</u>
<b><i>Financial assets measured at fair value through other comprehensive income</i></b>				
Quoted equity securities	4,914,051	-	-	4,914,051
Unquoted equity securities	-	-	83,494	83,494
	<u>4,914,051</u>	<u>-</u>	<u>83,494</u>	<u>4,997,545</u>
<b><i>Derivative liabilities:</i></b>				
Equity collars (included under other non-current liabilities)	-	(40,537)	-	(40,537)
Forward foreign exchange contracts (included under other non-current liabilities)	-	(4,280)	-	(4,280)
	<u>-</u>	<u>(44,817)</u>	<u>-</u>	<u>(44,817)</u>
	<u>4,924,054</u>	<u>(37,403)</u>	<u>858,476</u>	<u>5,745,127</u>

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### 36 FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

2024	Level 1 USD'000	Level 2 USD'000	Level 3 USD'000	Total fair value USD'000
<i>Financial assets measured at fair value through profit or loss</i>				
Quoted equity securities	14,137	-	-	14,137
Investment in funds	-	5,264	-	5,264
Treasury bills	-	-	31,679	31,679
Bonds & promissory Notes	-	-	15,787	15,787
Loan to a related party	-	-	806,490	806,490
	<u>14,137</u>	<u>5,264</u>	<u>853,956</u>	<u>873,357</u>
<i>Financial assets measured at fair value through other comprehensive income</i>				
Quoted equity securities	4,128,054	-	-	4,128,054
Treasury bills	-	-	2,317	2,317
Unquoted equity securities	-	-	68,353	68,353
	<u>4,128,054</u>	<u>-</u>	<u>70,670</u>	<u>4,198,724</u>
<i>Derivative liabilities:</i>				
Equity collars (included under other non-current liabilities)	-	(136,181)	-	(136,181)
	<u>-</u>	<u>(136,181)</u>	<u>-</u>	<u>(136,181)</u>
	<u>4,142,191</u>	<u>(130,917)</u>	<u>924,626</u>	<u>4,935,900</u>

There were no transfers between the hierarchies during the year.

The following table below shows a reconciliation of the opening and the closing amount of level 3 financial assets measured at fair value:

	2025 USD'000	2024 USD'000
As at 1 January	924,626	809,057
Re-measurement recognised in comprehensive income	(2,767)	(29,130)
Others including net additions (sales) and transfer	(63,383)	144,699
<b>As at 31 December</b>	<b>858,476</b>	<b>924,626</b>

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

##### *Financial assets at fair value through other comprehensive income*

Fair values of certain unquoted equity securities classified as financial assets classified as fair value through other comprehensive income are determined using valuation techniques that are not based on observable market prices or rates. The impact on the consolidated statement of comprehensive income would be immaterial if the relevant risk variables used to fair value the unquoted securities were altered by 5%.

##### *Derivatives*

The fair value of the collars has been determined based on the Black Scholes model for which key inputs include risk free rate, strike price for the put and call options, spot price of the equity security and volatility of the put and call options.

##### *Loan to related parties*

The debt instrument has been valued based on the residual land value of the investee's major asset, using the discounted cash flow method. The most significant unobservable inputs used in the fair value measurements include the exit rate and discount rate.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 37 CAPITAL MANGAGEMENT

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

The Group includes within net debt, interest bearing loans less bank balances, cash and deposits. Capital includes Invested equity attributable to the equity holders of the Group and non- controlling interests.

	2025 USD 000's	2024 USD 000's
Interest bearing loans	4,847,227	3,413,870
Bank balances, cash and deposits	(1,032,671)	(855,423)
Net debt	<u>3,814,556</u>	<u>2,558,447</u>
Equity attributable to the equity holders of the Parent company	5,853,412	5,603,288
Non-controlling interests	447,452	414,660
Capital	<u>6,300,864</u>	<u>6,017,948</u>
Capital and debt	<u>10,115,420</u>	<u>8,576,395</u>
Gearing	<u>37.71%</u>	<u>29.83%</u>

### 38 NUMBER OF EMPLOYEES

The number of employees of the Group as at 31 December 2025 is 64,968 (2024: 51,622).

### 39 TAXATION

The Organisation for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting (BEPS) has published the Pillar Two Anti Global Base Erosion Rules ("GloBE Rules"), which are designed to address the tax challenges arising from the digitalisation of the global economy. The Group falls within the scope of Pillar Two legislation as its consolidated revenue exceeds the €750 million threshold and it operates in several jurisdictions that have enacted Pillar Two legislation.

Due to uncertainty regarding whether the Pillar Two model rules give rise to additional temporary differences which require the remeasurement of deferred taxes, or affect the applicable tax rate, the IASB issued amendments to IAS 12 on 23 May 2023 introducing a mandatory temporary exception from recognising and disclosing deferred tax assets and liabilities related to the Pillar Two model rules.

The UAE, where the Parent Company is incorporated, published Federal Decree-Law No. 60 of 2023 on 24 November 2023. This law amends specific provisions of Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses, as part of the UAE's commitment to the OECD guidelines. The amendments introduced by Federal Decree-Law No. 60 of 2023 are intended to prepare for the introduction of the BEPS 2.0 Pillar Two Rules.

On 11 February 2025, the Ministry of Finance of the UAE released Cabinet Decision No. 142 of 2024 regarding the Imposition of Top-Up Tax on Multinational Enterprises on its website. This decision provides further details on the UAE Domestic Minimum Top-up Tax (UAE DMTT), which will apply to fiscal years starting on or after 1 January 2025. The UAE DMTT aims to ensure that certain in-scope UAE entities of a multinational enterprise meet a 15% ETR on profits derived from the UAE.

As a result, the Group has recognised additional current tax expense for year ended 31 December 2025 of USD 6,000 thousand, representing top-up tax from several countries which fall under the Pillar Two framework.

The Group continues to follow Pillar Two legislative developments, as further countries enact the Pillar Two model rules, to evaluate the potential future impact on its consolidated results of operations, financial position and cash flows.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at 31 December 2025

**40      EVENTS AFTER THE REPORTING DATE**

Subsequent to the reporting date, geopolitical tensions in parts of the Middle East have increased. Public communications from government and regulatory authorities have continued to emphasise the resilience of the economy and the continuation of business operations across key sectors, supported by established business continuity and risk management frameworks.

These developments arose after the Group's reporting date of 31 December 2025 and have therefore been assessed as non-adjusting events in accordance with IAS 10 Events after the Reporting Period. Accordingly, no adjustments have been made to the amounts recognised in the consolidated financial statements as at 31 December 2025, which reflect conditions existing at that date.

The Group has assessed the potential implications of these events on its operations, financial position and performance, including potential impact on logistics, customer activity and regional demand patterns. However, based on information currently available, including the continuation of core business activities, it is not practicable to reliably estimate the full financial effect of these events, as the situation is still evolving. The Group will continue to monitor the situation and related developments closely in 2026. Management has also considered the impact of these events on the Group's ability to continue as a going concern and has concluded that the going concern basis of preparation remains appropriate.