

WAHA CAPITAL

Report 2024

**Integrated
Report**

WAHA CAPITAL

Report 2024

**Corporate
Governance**

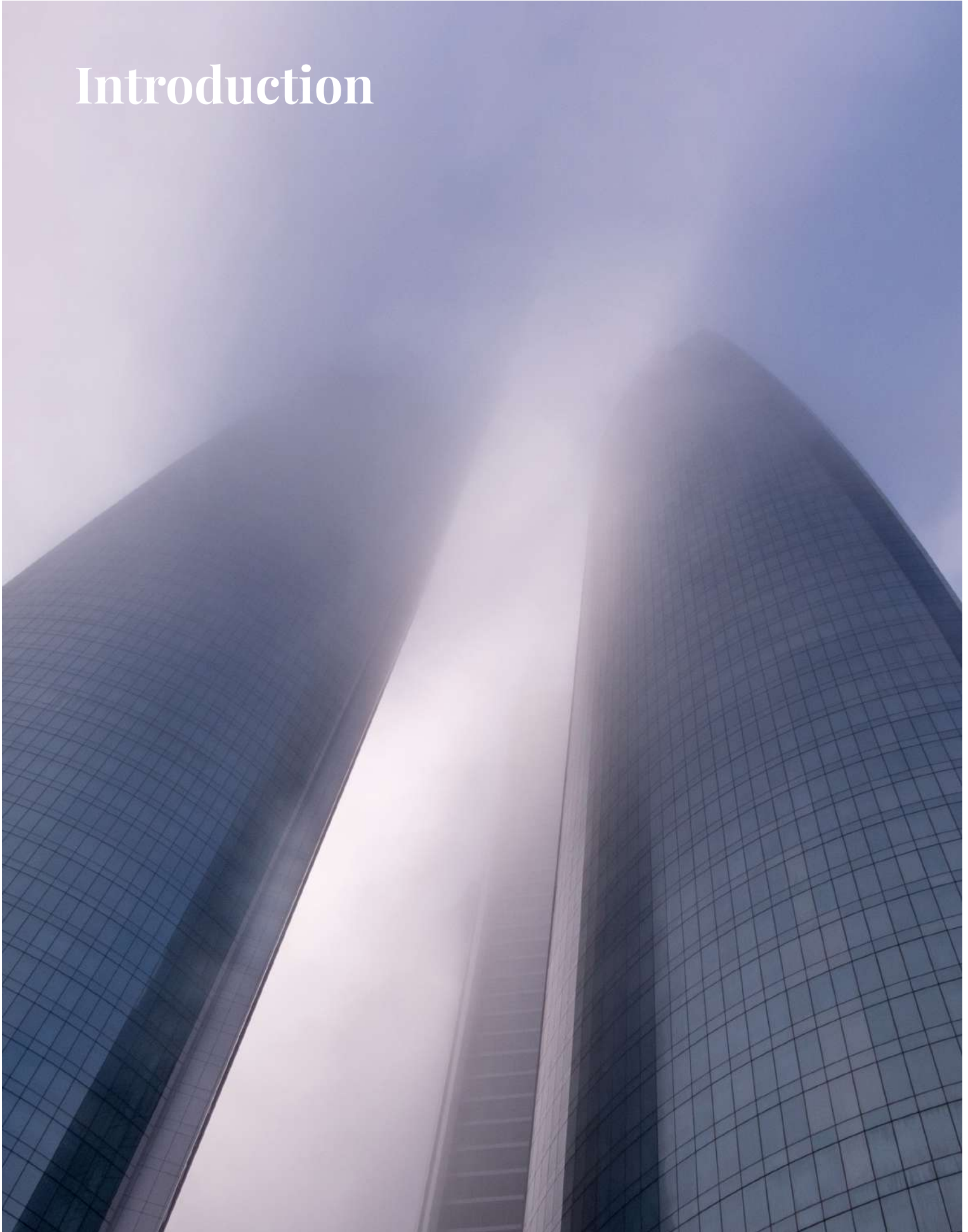
7 March 2025



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Introduction



At Waha Capital PJSC (the **Company**), we believe that by implementing and maintaining a high-quality corporate governance framework and exercising complete information transparency, we are better able to promote the long-term sustainable success of the Company, generate value for all its stakeholders, and contribute to the wider community.

Consequently, we have adopted and implemented a complete corporate governance framework that caters for all applicable laws and regulations while aligning with international best practice.

Our corporate governance framework has been engineered to ensure that the Company maintains a culture of the highest standards of consistency, responsibility, accountability, and transparency at all levels.

The purpose of this document is to report on the Company's corporate governance framework for the financial year ending 31 December 2024 (in accordance with the Chairman of Authority's Board of Directors' Resolution No. (3 R.M) of 2020 (as amended) (the **Corporate Governance Code**), issued by the Securities and Commodities Authority (**SCA**).



Mr. Waleed Al Muhairi

Chairman of the Board
of Directors



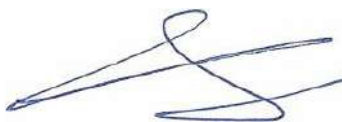
Mr. Homaid Al Shimmari

Chairman of the
Audit Committee



Mr. Rasheed Al Omaira

Chairman of the Nomination and
Remuneration Committee



Mr. Ahmed Al Qassimi

Chairman of the Risk and
Compliance Committee



Mr. Paul Myers

General Counsel and
Company Secretary

Our Corporate Governance System

The Company is committed to strong corporate governance principles and accordingly, we have implemented and maintain a corporate governance framework that meets the requirements applicable to public joint stock companies incorporated in the United Arab Emirates (the **UAE**) and that is consistent with international best practice.

To achieve these aims and to ensure compliance with the specific requirements of the Corporate Governance Code relating to accountability, equity (including fair treatment of shareholders), transparency and disclosure, and responsibility, the Company has adopted a corporate governance policy and certain other related policies and practices that act as the core framework for our corporate governance system.

Below is a brief summary of some of the key policies and practices that we have implemented and under which we operate.

Corporate Governance Policy

Our Corporate Governance Policy provides clear and detailed guidance on: (a) the Company's corporate governance structure and the interface between the Company and its stakeholders; (b) the authorities and decision-making mechanisms within the Company and between its stakeholders; and (c) the role and responsibilities of the Company's corporate governance function.

Code of Conduct

Our Code of Conduct promotes the Company's commitment to high standards of professional and equitable behavior in everything that it does. Principally, the code sets out: (a) the minimum standard of personal conduct that the Company expects from anyone working for or on behalf of the Company; and (b) a clear and concise suite of rules and standards that have been developed to cater for a business environment that is ethical, non-discriminatory, compliant, and in adherence with the Company's principal values.

Insider Dealing

The necessity to have fair and transparent dealings in the Company's securities is of fundamental importance to us, and accordingly, the Company maintains a zero-tolerance approach to any activities that may prevent or hinder the safeguarding of these principles. Consequently, we have adopted and maintain a Share Dealing Policy that is designed to ensure that the obligations and responsibilities of our directors, officers, and employees (and their connected persons) are clearly defined, and which will prevent persons from trading or otherwise dealing in the Company's securities based on undisclosed market-sensitive information. We have an Insider Dealing Committee that administers and oversees our Share Dealing Policy, and which regularly monitors the trading in the Company's shares.

Disclosure Practices

We are committed to maintaining an environment that promotes disclosure and transparency and accordingly, ensures that the Company remains in compliance with the rules and regulations relating to disclosure and transparency and its obligations to SCA and the Abu Dhabi Securities Exchange (the **ADX**). By maintaining this commitment, we are able to ensure that the Company's securities are traded in a fully informed marketplace. Accordingly, the Company's policy is to make regular disclosures to SCA and the ADX, including but not limited to in relation to its quarterly and annual financial statements, its upcoming Board meetings and decisions, any applicable dividends, its key investor relations materials, and key transactions entered into by the Company.

Related Party Transactions Policy

Our Related Party Transaction Policy has been developed to ensure that: (a) transactions with related parties are conducted on arms' length terms and are fair, reasonable, and in favour of the shareholders of the Company; (b) the members of our board of directors (the **Board** and the **Directors**) and senior management are aware of the steps required to approve transactions with related parties; and (c) a legitimate business case is present and which supports the relevant related party transaction. Accordingly, the Company may not enter into a related party transaction unless it has been properly authorised and approved (i.e. by the Board or by its shareholders at a general assembly (the **General Assembly**) - depending on the nature and value of the transaction).

Conflicts of Interest Policy

We expect all of our Directors, officers, and employees to act with honesty and integrity and to avoid any actual or apparent conflicts of interest in their personal and professional relationships. A conflict of interest exists when a person's private interest interferes, or appears to interfere, in any way with the interests of the Company. Accordingly, our Conflicts of Interests Policy sets forth requirements for the avoidance and management of such conflicts and the appropriate disclosure procedures to follow to the extent that a conflict does arise.

Anti-bribery and Corruption Policy

Our Anti-bribery and Corruption Policy is designed to ensure that the Company and its Directors, officers, and employees comply with the laws and regulations of the UAE and other relevant international bodies, and prohibits any improper payment, promise of payment, or offer of employment, or the improper provision of anything of value to government officials or to any person employed by or representing a government, officials of a political party, officials of public international organisations, candidates for office, and employees of state-owned enterprises, or to any other person for the purpose of obtaining or retaining business or influencing any official action.

Anti-Money Laundering & Counter Financing of Terrorism Policy

The Company is committed to the highest standards of Anti Money Laundering and Counter Financing of Terrorism (together referred to as **AML**).

The aim of our AML Policy is to establish and maintain systems and controls to prevent opportunities for money laundering and/or the financing of terrorism and to ensure that the Company's Directors, officers, and employees are provided with sufficient information, guidance, and training so as to enable them to comply with all relevant AML regulations.

Whistleblowing Policy

We expect all of our Directors, officers, and employees to exercise due care, honesty, transparency, and integrity in fulfilling their responsibilities, and to comply with all applicable laws and regulations.

Our Whistleblowing Policy encourages our employees to report concerns about unethical or unlawful behavior in connection with our business by assuring confidentiality and by protecting good faith whistle-blowers from retaliation, even if they are mistaken.

Diversity and Inclusion Policy

We are committed to fostering, cultivating, and preserving a culture of diversity, equity, and inclusion from the top down.

The Company's Diversity and Inclusion Policy has been designed to develop and foster a work environment that encourages and enforces gender and diversity equity, teamwork, and respect, and both group and individual contribution to the Company as well as the wider community that we serve.

Corporate Governance Framework

Our corporate governance framework sets the tone for how corporate governance should be addressed and conducted throughout our group companies pursuant to our group corporate governance structure. Through this framework, the Company is able to ensure that, among other things, its corporate governance standards are also adhered to by all of its group companies.

Share Dealings

Acquisitions and sales of the Company's shares and other transactions involving the Company's shares by Directors, officers, and employees are governed by our Share Dealing Policy.

It is our policy that "inside information" must not be used by anyone for personal gain. Accordingly, under our Share Dealing Policy, we expect that our Directors, officers, and employees abide by the terms of our policy and adhere to the applicable laws that apply to the use of inside information and dealings in the Company's shares.

The following table sets forth the details of all purchases and sales of our shares undertaken by members of the Board, their spouses, and their children in 2024:

Director	Position	Shares Held as of 31 December 2024	Total Sale Transactions	Total Purchase Transactions
Mr. Waleed Al Mokarrab Al Muhairi	Chairman	Director: Nil Spouse: Nil Children: Nil	Nil	Nil
Mr. Ahmed Al Dhaheri	Vice-Chairman	Director: 64,000,000 Spouse: Nil Children: Nil	Nil	Nil
Mr. Mohamed Al Nowais	Director	Director: Nil Spouse: Nil Children: Nil	Nil	Nil
Mr. Rasheed Al Omaira	Director	Director: 51,225 Spouse: Nil Children: Nil	Nil	Nil
H.E. Nadar Al Hammadi	Director	Director: Nil Spouse: Nil Children: Nil	Nil	Nil
Mr. Homaïd Al Shimmari	Director	Director: Nil Spouse: Nil Children: Nil	Nil	Nil
Mr. Ahmed Al Qassimi	Director	Director: Nil Spouse: Nil Children: Nil	Nil	Nil
Ms. Sanaa Al Ketbi	Director	Director: Nil Spouse: Nil Children: Nil	Nil	Nil
Mr. Darwish Al Ketbi	Director	Director: Nil Spouse: Nil Children: Nil	Nil	Nil
Mr. Rashed Al Ketbi	Former Director (Member of the Board until 26 March 2024)	Director: 29,955 Spouse: Nil Children: Nil	Nil	Nil

Board Formation

Our Board comprises nine Directors who were elected by the General Assembly at the Company's annual general meeting that was held on 26 March 2024.

Eight Directors are non-executive directors, with seven Directors being independent within the meaning of the Corporate Governance Code. Each Director has the requisite knowledge, skills, and expertise required to enable our Board to efficiently and effectively perform its functions.

Pursuant to our Articles of Association, each Director serves for a term of three years and may be re-elected to serve successive terms at the end of each three-year term.

Composition of the Board of Directors

We have set out below details of the composition of our Board and have included details of each Director's experience, qualifications, and their membership and positions in other companies.

Mr. Waleed Al Muhairi

Chairman / Independent Non-executive Director
Since March 2019

Mr. Ahmed Al Dhaheri

Vice-Chairman / Non-executive Director (*)
Since April 2012

Mr. Mohamed Al Nowais

Managing Director (*)
Since March 2018

Mr. Rasheed Al Omaira

Independent Non-executive Director
Since March 2018

H.E. Nadar Al Hammadi

Independent Non-executive Director
Since March 2019

Mr. Homaid Al Shimmari

Independent Non-executive Director
Since March 2021

Mr. Ahmed Al Qassimi

Independent Non-executive Director
Since March 2024

Ms. Sanaa Al Ketbi

Independent Non-executive Director
Since March 2024

Mr. Darwish Al Ketbi

Independent Non-executive Director
Since March 2024

(*) Under the Corporate Governance Code: Mr. Mohamed Al Nowais is not considered independent as he holds an executive role as Managing Director of the Company (a role he was initially appointed to on 11 May 2023); and Mr. Ahmed Al Dhaheri is not considered independent as he has held his position as a Director of the Company for more than 3 consecutive terms.

Our Board of Directors



Mr. Waleed Al Mokarrab Al Muhairi

Independent Non-executive Chairman

Experience

Mr. Al Muhairi serves as Mubadala's Deputy Group Chief Executive Officer and has strategic oversight of Mubadala's broad investment portfolio and special projects at the group level. He is also a member of Mubadala's investment committee, which is mandated to develop Mubadala's investment policies, establish investment guidelines, and review proposed projects and investments to ensure they are in line with business objectives.

Mr. Al Muhairi is also the Chairman of Mubadala's new investment and business planning committee, which approves transactions within certain financial thresholds in addition to having the responsibility of annual and multi-year business planning. Furthermore, Mr. Al Muhairi has oversight of Mubadala's Real Estate & Infrastructure Investments and Diversified Investments platforms.

Prior to joining Mubadala, Mr. Al Muhairi worked with the UAE Offsets Programme Bureau as a Senior Project Manager. Past roles also include working with McKinsey & Company as a consultant.

Mr. Al Muhairi is the Chairman of Waha Capital, Mubadala Capital, Global Institute for Disease Elimination (GLIDE), and the US-UAE Business Council. In addition, Mr. Al Muhairi is the first Vice Chairman of Aldar, and a member of the Board of Trustees of Cleveland Clinic in the United States. He is also a board member of First Abu Dhabi Bank (FAB), Hub71, Ellipses Pharma Limited, Abu Dhabi Investment Council, Investcorp, Tamkeen, and M42.

Qualifications

Mr. Al Muhairi holds a Master's Degree in Public Policy from Harvard University, and a Bachelor of Science Degree in Foreign Service in Economics and Finance from Georgetown University, USA.



Mr. Mohamed Al Nowais

Managing Director

Experience

Mr. Al Nowais took on the role of Managing Director for Waha Capital in May 2023, bringing with him a wealth of knowledge and extensive experience in the investment sector.

Mr. Al Nowais is the Managing Director of AMEA Power, a developer, owner, and operator of renewable and thermal power projects in Africa, the Middle East, and Asia. He is also an Executive Director at AlNowais Investments Company. Previously, Mr. Al Nowais worked as an Investment Associate at the Abu Dhabi Investment Authority (ADIA), as well as an Investment Banking Analyst with J.P. Morgan in New York, USA. Following his graduation, he completed multiple internships with international financial institutions, including HSBC in Abu Dhabi and Citi Bank in London, UK.

Mr. Al Nowais is a Board member for Al Dhafra Insurance Company P.S.C. and Abu Dhabi National Industrial Projects (ADNIP).

Qualifications

Mr. Al Nowais holds a Bachelor's Degree with joint honours in Economics and Business Finance from Brunel University in London, UK.



Mr. Ahmed Al Dhaheri

Vice Chairman / Non-executive Director
Member of the Audit Committee and Nomination and Remuneration Committee

Experience

Mr. Al Dhaheri is the Honorary Chairman of Ali and Sons Holdings LLC and the Chairman of Hily Holdings PJSC. He is the founder and Chairman of AAK Investment – Sole Proprietorship LLC and is also the founder of Green Motors U.A.E.

Qualifications

Mr. Al Dhaheri is a Certified Public Accountant in California and holds a bachelor's degree in accounting from Seattle Pacific University, Washington, USA. Mr. Al Dhaheri also holds a Higher Diploma in Business Administration (specialising in accounting) from the Higher Colleges of Technology, Abu Dhabi UAE.



Mr. Rasheed Al Omaira

Independent Non-executive Director

Chairman of the Nomination and Remuneration Committee

Experience

Mr. Al Omaira holds board positions on Al Wathba National Insurance Company and Waha Capital. He also holds the position of Vice Chairman of the Board of Directors of Abu Dhabi National Company for Building Materials (Bildco), a company listed on the Abu Dhabi Stock Exchange.

Mr. Al Omaira previously held the position of CEO of Abu Dhabi National Company for Building Materials (Bildco). In addition, Mr. Al Omaira was the CEO and Vice Chairman of the Board of Directors of Vision Capital Brokerage Company between 2006 and 2010.

Mr. Al Omaira has more than 26 years of experience in business leadership. He has led his family business group and manages the day-to-day business and assets to ensure that profitability and revenue growth are maintained.



H.E. Nader Al Hammadi

Independent Non-executive Director

Member of the Nomination and Remuneration Committee

Experience

H.E. Nader Al Hammadi is an established member of the Abu Dhabi business community. He is the Chairman of Abu Dhabi Aviation Group, holds the position of Vice Chairman at Abu Dhabi Airports, and also holds board positions at several prominent organizations.

H.E. Al Hammadi began his career in Gulf Aircraft Maintenance Company (GAMCO), where he held key roles and established GAMAERO, a groundbreaking joint venture between GAMCO and Aerospatiale, where he served as its Executive Director. He joined Presidential Flight in 1996 and held several key management positions and was appointed Managing Director and CEO in 2014.

H.E. Al Hammadi has more than 30 years of work experience, which includes 15 years in managing public and private joint-stock companies covering several sectors, including real estate investment and aviation management, as well as his experience in the hotel, construction, manufacturing, and mining sectors.

Qualifications

H.E. Al Hammadi graduated from Embry-Riddle Aeronautical University in Florida, USA, in 1990 and holds a Bachelor of Science in Aviation Electronics (Avionics). He also holds a post-graduate degree in Engineering Business Management from Warwick University in London, UK, in 2002 and has completed "The Advanced Management Programme" held at INSEAD in Fontainebleau, France, in March 2007.



Mr. Homaid Al Shimmari

Independent Non-executive Director

Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee

Experience

Mr. Al Shimmari is the Deputy Group CEO and Chief Corporate & Human Capital Officer in Mubadala. He has oversight of Mubadala's Business Services, Enterprise Technology Services, Government Affairs, Construction Management Services, Employee Career Growth, Talent Acquisition, Learning and Development, Performance Management, and Emiratization.

Prior to the merger of Mubadala Development Company and International Petroleum Investment Company (IPIC), Mr. Al Shimmari was the CEO of the Aerospace and Engineering Services platform in Mubadala. His main focus was driving the strategic vision and plans for developing technologically advanced industries within Abu Dhabi and the UAE, in addition to ensuring Mubadala is well-positioned to become a key global aerospace, ICT, and Defence player.

Mr. Al Shimmari is the Chairman of Maximus Air Cargo and a board member of Abu Dhabi Aviation. He is also a member of the Board of Trustees for UAE University and Khalifa University of Science, Technology, and Research.

Mr. Al Shimmari is the Chairman of SolutionsPlus (Formerly BMS) and has been a board member at FAB since January 2023 as well as a board member at Abu Dhabi Investment Council (ADIC).

Qualifications

Mr. Al Shimmari holds a Bachelor of Science in Aeronautical Engineering from Embry-Riddle Aeronautical University, USA. He holds a black belt in Six Sigma from General Electric, a highly disciplined leadership program.



Mr. Ahmed Al Qassimi

Independent Non-executive Director

Chairman of the Risk and Compliance Committee

Experience

Mr. Al Qassimi is the Managing Director of SAAS Properties and the Chairman of SAAS Investments. He is also a member of the Board of Directors of SAAS Properties and Arady. He previously served as Vice Chairman of Megal Mall Sharjah.

Qualifications

Ms. Al Qassimi holds a Bachelor of Science from Suffolk University.



Ms. Sanaa Al Ketbi

Independent Non-executive Director

Member of the Audit Committee and the Risk and Compliance Committee

Experience

Ms. Al Ketbi is the Chief Executive Officer of RDK Group. She served as a board member of Al Wathba National Insurance Company PJSC from 2021 to 2024.

Ms. Al Ketbi previously served as Associate Director - Hedge Funds at National Bank of Abu Dhabi and also served as Investment Associate of the Emirates Investment Authority.

Qualifications

Ms. Al Ketbi holds a Bachelor of Business Science from Zayed University, UAE. Ms. Al Ketbi also holds the CFA designation.



Mr. Darwish Al Ketbi

Independent Non-executive Director

Member of the Risk and Compliance Committee

Experience

Mr. Al Ketbi is the Chief Investment Officer for Saif Bin Darwish Company, where he also previously served as its Head of Investments.

Mr. Al Ketbi is a member of the Board of Directors of GFH Financial Group BSC (GFH), Shuaa Capital, and Union Properties. In addition, he chairs the Shuaa Board's Investment Committee and Risk and Governance Committee and is a member of several other Board committees.

Qualifications

Mr. Al Ketbi holds a Bachelor of Science with a Major in Finance from Zayed University, Abu Dhabi, UAE.



Women's representation on our Board of Directors

On 26 March 2024, Ms. Sanaa Al Ketbi was elected to the Board of Directors, and accordingly, there is currently one female member of the Board, which is in compliance with the Corporate Governance Code. Note: in addition to her role as a member of the Board, Ms. Al Ketbi also sits on two of the Board's permanent committees (namely, the Audit Committee and the Risk and Compliance Committee).

In accordance with our commitment to gender diversity and in line with our Diversity and Inclusion Policy, we actively pursue opportunities to enhance our female representation at all levels within the Company and its operations.

Furthermore, we are committed to providing a working environment that caters for diversity and provides equal opportunities for all, irrespective of ethnicity, religion, gender, or age. The principles and practices associated with maintaining an equal opportunities environment apply to all aspects of employment with the Company, namely, recruitment, promotion, remuneration, training, work assignments, and disciplinary actions.

Directors' Remuneration

For 2023, our Directors were paid AED 17.38 million (plus applicable VAT) (paid in 2024 following the approval of the Directors' remuneration at the Company's 2024 General Assembly). The Directors' remuneration for the 2024 financial year will be presented to shareholders for approval at the Company's 2025 General Assembly. To this end, for the 2024 financial year, the Board has recommended that the Directors receive a total of AED 15.15 million (plus any applicable VAT) as remuneration for the services performed by them in 2024.

For 2024, no allowances were paid to the Directors for their attendance at meetings of the Board.

Other than fees paid to Mr. Mohamed Al Nowais for his role as the Company's Managing Director (as further described at page 20 of this report), no additional allowances, salaries, or fees have been paid to the Board members in 2024.

Board and Board Committees' Annual Performance Evaluation

In 2024, the Board of Directors conducted an evaluation of its performance, and the performance of its members and committees. This evaluation was led by the Nomination & Remuneration Committee (and specifically, its Chairman, Mr. Rasheed Al Omaira).

Board Meeting – attendance records

The Company's Articles of Association require that the Board meet a minimum of four times each year. The quorum for meetings is a majority of Directors, and resolutions of the Board are adopted by a majority of the votes of the Directors present and represented.

In 2024, the Board met seven times. Details of those meetings (including attendance records of those meetings) are set out in the table below:

Director	Position	13 February	26 March	15 May	1 August	31 October	5 November	28 November	10 December
Mr. Waleed Al Muhairi	Chairman	P	P	P	A	P	P	P	P
Mr. Ahmed Al Dhaheiri	Vice-Chairman	P	P	P	P	P	P	A	P
Mr. Mohamed Al Nowais	Director	P	P	P	P	P	P	P	P
Mr. Rasheed Al Omaira	Director	P	P	P	P	P	P	P	P
H.E. Nader Al Hammadi	Director	P	P	P	P	P	P	P	P
Mr. Homaïd Al Shimmari	Director	P	A	P	P	A	P	A	P
Mr. Ahmed Al Qassimi (*)	Director	N/A	A	P	P	P	P	P	P
Ms. Sanaa Al Ketbi (*)	Director	N/A	P	P	P	P	P	P	P
Mr. Darwish Al Ketbi (*)	Director	N/A	A	P	P	P	P	P	P
Mr. Rashed Al Ketbi (**)	Director	P	N/A	N/A	N/A	N/A	N/A	N/A	N/A

P – Present / A – Absent / N/A – Not Applicable

(*) Member of the Board from 26 March 2024.

(**) Member of the Board until 26 March 2024.

A total of 23 resolutions were approved by the Board of Directors in 2024, each of which was passed on a date referred to in the table above.

Matters reserved to the Board of Directors and delegated to management

The Board of Directors has issued a Delegation of Authority to Mr. Mohamed Al Nowais, the Company's Managing Director, under which the Board of Directors has delegated to him the authority to conduct the daily management activities of the Company, subject to appropriate limits (beyond which, the approval of the Board of Directors must be sought). Under the Delegation of Authority, Mr. Al Nowais has the ability to sub-delegate activities to other members of the Company's management. Notwithstanding the Delegation of Authority that has been provided to Mr. Al Nowais, the Board of Directors maintains oversight over these activities, and Mr. Nowais is regularly required to report to the Board of Directors with respect to the activities undertaken by him pursuant to the terms of the Delegation of Authority.

Details of the Delegation of Authority are provided below:

Name of the authorized person	Scope of authority	Duration of delegation
Mr. Mohamed Al Nowais, the Company's Managing Director.	Authority to conduct the daily management activities of the Company, subject to appropriate limits as set down by the Board of Directors from time to time.	Until the authority is revoked by the Board of Directors.

Related Party Transactions

Certain Directors and employees of the Company (which persons would constitute Related Parties for the purposes of the Corporate Governance Code) have historically:

- (a) entered into co-investment arrangements with the Company whereby such individuals personally co-invested (directly or indirectly) alongside the Company where the Company (or its applicable group company) concluded an applicable investment; and
- (b) invested in the funds managed by our subsidiary Waha Investments.

As of the end of 2024, a number of such arrangements remain in place, details of which are set out below:

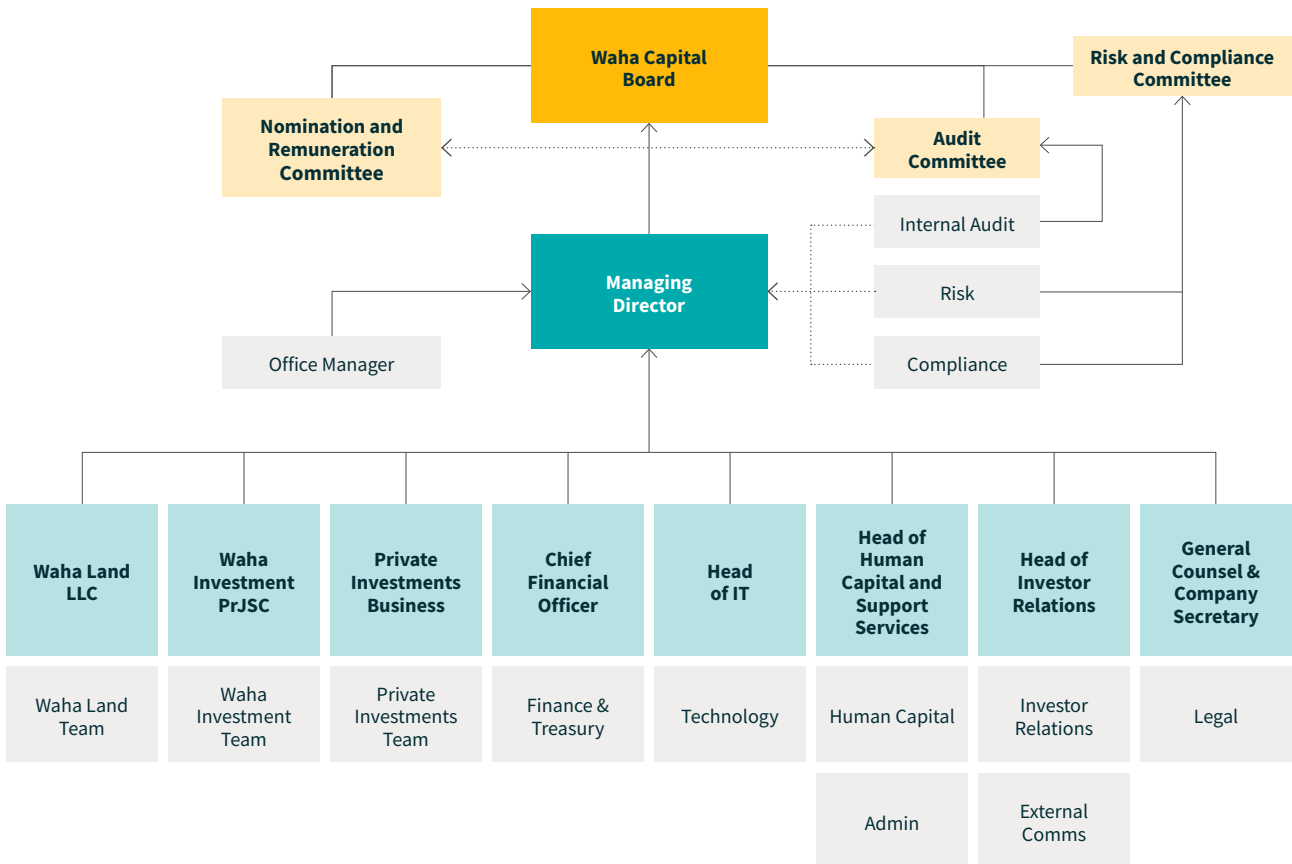
Type of Transaction	Value (as of 31 December 2024)
Co-investments in our private investment portfolio companies	AED 11.7 million
Investments into the funds managed by our subsidiary Waha Investments	AED 3.6 million

Executive Management

Under the Managing Director’s delegation of authority (as described above), and in consultation with the Board, the Managing Director has sub-delegated some of the powers to members of the executive management team.

Our executive management team carries out the day-to-day activities of the Company pursuant to this authority and in line with international best practice and the relevant governance rules and regulations. Below is the current organization structure of the Company:

The Company’s Organisation Chart



Key Executive Management – Governance

Mohamed Al Nowais

Managing Director

Mr. Mohamed Al Nowais was appointed Managing Director of the Company in May 2023, bringing with him a wealth of knowledge and extensive experience in the investment sector.

Mr. Al Nowais is the Managing Director of AMEA Power, a developer, owner, and operator of renewable power projects in Africa, the Middle East, and Asia. He is also the Executive Director at Al Nowais Investments LLC, a holding company that invests in healthcare, communication, and technology, contracting, engineering, and industry services, real estate, and hospitality through its subsidiaries. From 2018 until present, Mr. Al Nowais has served as a board member of Waha Capital. He is also a board member in Abu Dhabi National Industrial Projects (ADNIP), Al Dhafra Insurance Company P.S.C., and Emirates Angels Investors Association since 2019.

Previously, and for a span of six years, Mr. Al Nowais was an Investment Associate at Abu Dhabi Investment Authority (ADIA), a sovereign wealth fund owned by the Emirate of Abu Dhabi, as well as an investment banking Analyst with J.P. Morgan in New York, USA. He also completed multiple internships with international financial institutions, including HSBC in Abu Dhabi and Citi Bank in London, UK.

Mr. Al Nowais holds a Bachelor's Degree with joint honours in Economics and Business Finance from Brunel University in London, UK. Business Finance from Brunel University.

James Finucane

Chief Financial Officer

Mr. James Finucane joined the Company in March 2024 as its Chief Financial Officer.

Prior to joining the Company, Mr. Finucane held senior financial roles in Aldar (where he served as Group Treasurer) and Emirates Steel Arkan. Prior to this, Mr. Finucane worked with KPMG in Europe (having qualified as a Chartered Accountant with KPMG Luxembourg).

Mr. Finucane has over 20 years' experience in senior finance roles in Europe and the Middle East, with a focus on debt procurement, risk and liquidity management, and corporate finance.

Mr. Finucane holds a Bachelor of Arts Degree in Economics and History from the University of Limerick, Ireland, and a Post Graduate Diploma in Business Studies from the University College Dublin.

Paul Myers

General Counsel and Company Secretary

Mr. Paul Myers joined the Company in 2020 and is responsible for the Company's legal and regulatory affairs, corporate governance, compliance, and company secretarial functions.

Prior to joining the Company, Mr. Myers held senior legal roles in AFK Sistema, one of Russia's largest public investment companies, and in Redline Capital, a Luxembourg-regulated funds management group. Prior to this, Mr. Myers worked for Allen & Overy, where he advised both private enterprises and listed companies on high-value global transactions across a number of industry sectors.

Mr. Myers brings more than 20 years of experience, including complex public and private mergers and acquisitions, joint ventures, and private equity, fund structuring, compliance, and corporate governance.

Mr. Myers holds a Bachelor of Arts Degree from the University of New South Wales and a Bachelor of Laws Degree from the University of New England.

Said Djebbar

Head of Risk Management

Mr. Said Djebbar joined the Company in January 2023 and is the head of the Company's risk management function.

Mr. Djebbar joined the Company from Seviara Holding Pte Ltd in Singapore, where he was responsible for all Risk Management activity. Before joining Seviara Holding, Mr. Djebbar also worked as the Head of Risk Management for Southeast Asia at Amundi Singapore Ltd, a subsidiary of Amundi Group, overseeing risks for two management sites as well as the Asian trading arm of Amundi, and a sales office.

Mr. Djebbar is a seasoned and performance-driven senior management professional with more than 20 years of experience in Risk Management and holds a Master's degree in Mathematical Engineering with a major in Finance from the University of Evry and a Bachelor's in Mathematics from the University of Orsay in France.

Ameera Khalid

Head of Investor Relations and External Communications

Ms. Ameera Khalid joined the Company in March 2020 and is the Head of the Company's Investor Relations and External Communications functions. She leads the company's engagement with investors, analysts, and key stakeholders, ensuring transparent communication and strategic alignment with market expectations.

Prior to joining Waha Capital, Ms. Khalid was responsible for stakeholder relations and reporting at Dubai Carbon, a subsidiary of Dubai Electricity and Water Authority (DEWA). In this role, she managed relationships with both public and private sector stakeholders across the UAE, with a particular focus on sustainability reporting and corporate disclosures.

With over a decade of experience in financial services, Ms. Khalid brings deep expertise in investor relations, corporate communications, and stakeholder engagement. She holds a Bachelor's degree in Accounting from the Oxford Brookes University, United Kingdom, and is also a qualified member of the Association of Chartered Certified Accountants (ACCA), UK.

Key Executive Management Remuneration

Details of the total remuneration paid to the relevant members of our executive management team in 2024 are provided in the table below:

Position	Appointment Date	Total Salary Paid in 2024 ⁽¹⁾	Total Bonuses Paid in 2024
Managing Director	11 May 2023	AED 2,520,000	AED 3,000,000
Chief Financial Officer ⁽³⁾	19 March 2024	AED 1,177,419	-
Acting CIO – Private Investments	30 September 2021	AED 1,248,000	AED 1,040,897
General Counsel & Company Secretary	30 August 2020	AED 1,320,000	AED 1,320,000

- (1) These amounts exclude standard benefits paid, such as education assistance, medical insurance, life insurance, and employer contribution to pension.
- (2) Bonuses for 2024 (which will be paid in 2025) and any deferred bonuses (or other payments) that will become payable in 2025 will be included in the Company's 2025 Corporate Governance Report.
- (3) The Chief Financial Officer took up his appointment on 19 March 2024. Accordingly, the amounts are for the period commencing 19 March 2024 and ending 31 December 2024.



External Auditor

For 2024, the Company's external audit function was entrusted to Ernst & Young (EY), who was re-appointed as auditor of the Company at the Company's 2024 annual General Assembly that took place on 26 March 2024. EY has been engaged as the Company's external auditor since its initial appointment in 2019.

EY has maintained a presence in the MENA region since 1923 and is among the region's top professional services firms, providing audit, tax, consulting, and financial services advice through 21 offices in 16 countries in the region with more than 7,500 directors, partners, and staff.

The Company adopts a policy on its external auditor's independence by which the external auditor may not, while assuming the auditing of the Company's financial statements, perform any technical, administrative, or consultation services or works in connection with its assumed duties that may affect its decisions and independence or any services or works that, in the discretion of SCA, may not be rendered by the external auditor.

Details of the fees paid to EY for the 2024 auditing services are summarised in the table below:

Number of years served as external auditor for the Company	6 years
Responsible Partner	Mr. Arslan Khalid served as audit partner for 2024
Total fees for auditing the financial statements in 2024 (in AED)	AED 703,500 for the audit and the quarterly reviews of the Company's annual financial statements made up as follows: <ul style="list-style-type: none"> • AED 313,500 for the quarterly reviews; • AED 330,000 for the annual financial statements; and • AED 60,000 for other related expenses (including translation and XBRL protal sign-off)
Fees and costs for other private services other than auditing the financial statements for 2024 (in AED)	AED 795,411 for the audit and quarterly review of the financial statements of certain subsidiaries of the Company
Details and nature of other services provided (if any)	Advisory Services (related to the 2024 audit work undertaken by EY for the Company and its subsidiaries) – Total fees of AED 50,000
Statement of other services performed by an external auditor other than the Company's auditor in 2024.	Nil

No qualified opinions or reservations were made by the Company's external auditor in the interim and annual financial statements for 2024.

Note: the re-appointment of EY for 2024 represented its 6 consecutive term, meaning it is not eligible to be re-appointed as the Company's external auditor in 2025. Accordingly, at the Company's 2025 Annual General Assembly, a proposal will be put to shareholders to appoint a new external auditor for the Company from 2025 onwards.

Audit Committee

Our Audit Committee assists the Board in discharging its responsibilities with regard to financial reporting, external and internal audits and controls, namely, by: overseeing the integrity of and reviewing the Company's annual and interim financial statements; developing and applying the policy for contracting with external auditors; overseeing the relationship with our external auditors; reviewing and monitoring the extent of any non-audit work undertaken by the external auditors; overseeing the qualifications and performance of the Company's internal audit, risk, and compliance staff; and reviewing the Company's financial controls, internal controls, and risk management systems.

The Audit Committee makes recommendations to the Board, which retains ultimate responsibility for reviewing and approving our annual report and financial statements. The Audit Committee gives due consideration to the applicable laws and regulations of the UAE, SCA, and the ADX (including, without limitation, the Corporate Governance Code).

The Audit Committee's terms of reference (reflective of the Corporate Governance Code) require that the Audit Committee comprise at least three (and not more than five) non-executive Directors with at least two of the members being independent Directors. Additionally, one of the independent members must be appointed as chairman of the Audit Committee, and all members must have knowledge in financial and accounting matters (with at least one member having practical experience in accounting or finance and shall have a university degree or professional certificate in accounting or finance or another relevant field).

The current members of the Audit Committee are Mr. Homaid Al Shimmari, Mr. Ahmed Al Dhaheri, and Ms. Sanaa Al Ketbi. All

members are non-executive Directors with 2 out of the 3 members being independent Directors. All members have the necessary skills, knowledge, and qualifications required to fulfil their duties as members of the Company's Audit Committee.

The Audit Committee has taken appropriate steps to ensure that the Company's external auditors are independent of the Company and its operations (as required by the Corporate Governance Code). The Audit Committee has also obtained written confirmation from its auditors that they comply with guidelines on independence issued by the relevant accountancy and auditing bodies.

The Audit Committee's responsibilities in relation to the Company's internal audit function include the review and approval of the overall audit strategies and the annual audit work plan and budget and overseeing the performance of the internal audit program. In addition, the Audit Committee ensures that the Company's internal audit function has full and unrestricted access to all required sources of information relevant to the performance of its work.

As part of his role as Chairman of the Audit Committee for 2024, Mr. Al Shimmari acknowledged his responsibility for the Audit Committee, the review of its working mechanisms, and ensuring its overall effectiveness and that the Audit Committee properly complies with all of its stated objectives.

The Audit Committee met four times during 2024. Details of those meetings (including attendance records of those meetings) are contained in the table below. In 2024, all recommendations of the Audit Committee were accepted by the Board of Directors.

Committee Member	Position in Committee	9 February	7 May	31 July	4 November
Mr. Homaid Al Shimmari	Chairman	P	P	P	P
Mr. Ahmed Al Dhaheri	Member	P	P	A	P
Ms. Sanaa Al Ketbi ⁽¹⁾	Member	N/A	P	P	P
Mr. Rashed Al Ketbi ⁽²⁾	Member	P	N/A	N/A	N/A

P – Present, A – Absent

(1) Appointed on 26 March 2024

(2) Member until 26 March 2024

Nomination and Remuneration Committee

Our Nomination and Remuneration Committee assists the Board in discharging its responsibilities relating to the composition and formation of the Board of Directors (and any Committees of the Board of Directors in effect from time to time).

Principally, it is responsible for evaluating the range of skillsets, experience, and knowledge of the Board (and committees), its size, structure, and composition, and, notably, assessing and monitoring the independent status of those non-executive Directors classified as independent. In addition, it assists the Board in determining the Company's needs for qualified staff at the level of senior management and the basis of their selection.

Furthermore, Our Nomination and Remuneration Committee reviews and recommends (in consultation with the Managing Director or the Chairman of the Board), the terms and conditions of the service contracts of any executive Directors and senior management employees and reviews at least annually, the remuneration (comprising basic salary, other allowances, and any performance-related element of salary or bonus) of the Company's employees, including the senior management team, and the remuneration proposed to be paid to the Board.

The Nomination and Remuneration Committee's terms of

reference (reflective of the Corporate Governance Code) require that the Nomination and Remuneration Committee comprise at least three Non-executive Directors, and that at least two of the members must be independent Directors. One of the independent members must be appointed as chairman of the Nomination and Remuneration Committee.

The current members of the Nomination and Remuneration Committee are Mr. Rasheed Al Omaira (Chairman); Mr. Ahmed Al Dhaheri; Mr. Homaid Al Shimmari, and H.E. Nader Al Hammadi. All members are non-executive directors, with 3 out of the 4 members being independent directors. All members have the necessary skills, knowledge, and qualifications required to fulfil their duties as members of the Company's Nomination and Remuneration Committee.

As part of his role as Chairman, Mr. Al Omaira acknowledges his responsibility for the Nomination and Remuneration Committee, the review of its working mechanisms, and ensuring its effectiveness and that the Nomination and Remuneration Committee properly complies with all of its stated objectives.

In 2024, the Nomination and Remuneration Committee met six times. Details of those meetings (including attendance records for those meetings) are contained in the table below:

Committee Member	Position in Committee	6 February	18 March	6 May	23 July	28 October	4 December
Mr. Rasheed Al Omaira	Chairman	P	P	P	P	P	P
Mr. Ahmed Al Dhaheri	Member	P	P	P	P	-	P
Mr. Homaid Al Shimmari	Member	P	P	P	P	A	P
H.E. Nader Al Hammadi	Member	P	P	P	A	P	P

P – Present/ A – Absent

Risk and Compliance Committee

Our Risk and Compliance Committee was established in March 2024 for the purpose of assisting the Board (and the Audit Committee) in its oversight of the Company's enterprise risk management and compliance programs and the efforts of the Company's management in identifying and mitigating risks associated with the Company's legal and regulatory obligations. In so doing, the Risk and Compliance Committee coordinates with the Audit Committee.

The Risk and Compliance Committee makes recommendations to the Board (either directly or via the Audit Committee), which retains ultimate responsibility for ensuring that the Company's compliance and risk management systems and controls are applicable laws and regulations of the UAE, SCA, and the ADX (including, without limitation, the Corporate Governance Code). The Risk and Compliance Committee also provides guidance to senior management and makes recommendations to the Board in relation to current and potential future risk and compliance exposures of the Company.

The Risk and Compliance Committee's terms of reference (which reflect the Corporate Governance Code) require that

the Risk and Compliance Committee comprises at least three non-executive Directors, and that at least two of the members must be independent Directors. One of the independent members must be appointed as chairman of the Risk and Compliance Committee.

The current members of the Risk and Compliance Committee are Mr. Ahmed Al Qassimi (Chairman); Mr. Darwish Al Ketbi and Ms. Sanaa Al Ketbi. All members are non-executive independent directors. All members have the necessary skills, knowledge, and qualifications required to fulfil their duties as members of the Company's Risk and Compliance Committee.

As part of his role as Chairman, Mr. Al Qassimi acknowledges his responsibility for the Risk and Compliance Committee, the review of its working mechanisms, and ensuring its effectiveness and that the Risk and Compliance Committee properly complies with all of its stated objectives.

In 2024, the Risk and Compliance Committee met three times. Details of those meetings (including attendance records for those meetings) are contained in the table below:

Committee Member	Position in Committee	2 May	29 July	30 October
Mr. Ahmed Al Qassimi	Chairman	P	P	P
Mr. Darwish Al Ketbi	Member	P	P	P
Ms. Sanaa Al Ketbi	Member	P	P	P

Insider Dealing Committee

Our Insider Dealing Committee oversees the compliance with and administration of the Company's Share Dealing Policy and regularly monitors dealing in the Company's shares to reduce the risk of any unauthorised dealings by the Company's Directors, officers, and employees.

Pursuant to our Share Dealing Policy, all Directors, officers, and employees who are in possession of inside information are prohibited from dealing in the Company's securities during certain periods and must seek approval from the Insider Dealing Committee to purchase, dispose of, or otherwise deal in the Company's shares outside of those periods. In order to grant any such approval, the Insider Dealing Committee must be satisfied that the individual seeking to deal in the Company's securities is not at that time in possession of inside information. The Insider Dealing Committee met at regular intervals during 2024 to discuss the Share Dealing Policy, its effectiveness, and its application.

Our Insider Dealing Committee is comprised of three members as follows:

- (a) the Company's Chief Financial Officer (Chairman);
- (b) the Company's General Counsel and Company Secretary (member); and
- (c) the Company's Head of Compliance (member).

The Chairman of the Insider Dealing Committee acknowledged his responsibility for the Insider Dealing Committee, the review of its working mechanisms, and for ensuring its effectiveness.

Internal Control System

Our internal control system has been established to ensure that (a) our Board and management are able to achieve their business objectives in a prudent manner; and (b) we are able to effectively and efficiently safeguard the interests of the Company's shareholders and other stakeholders in each case, while minimising key risks such as fraud, unauthorised business activity, misleading financial statements, uninformed risk-taking, or breaches of legal or contractual obligations.

As per our Corporate Governance Policy, the Board is responsible for ensuring that the Company applies adequate internal control systems. The Board is also responsible for performing an annual review of the effectiveness of the Company's internal control system and the scope of the Company's compliance with that system. Under the authority delegated to them by the Board, our senior management is also responsible for ensuring that adequate internal controls (both financial and operational) are in place and applied.

In order to properly safeguard and manage the assets of the Company in an effective and efficient manner, the Board has developed and implemented an internal control system that:

- (a) ensures efficient business processes;
- (b) ensures that the Company's objectives are implemented in accordance with all applicable laws and requirements of the relevant regulators (including ADX and SCA);
- (c) ensures the safety of the Company's assets and efficient use of its resources;
- (d) protects the interests of the Company's shareholders;
- (e) prevents and resolves any conflicts of interest;
- (f) creates conditions for timely preparation and submission of reliable reports and other information that is legally required to be publicly disclosed; and
- (g) ensures the Company's overall compliance with applicable laws and requirements of regulators.

To ensure that our internal control system is properly embedded into the Company and its operations, we have sought to implement the internationally recognized 3 lines of defense model consisting of:

Level 1: the heads of the various departments and divisions within the Company are responsible for assessing and managing risks and building an efficient control system for their own functions;

Level 2: appropriate internal departments and committees (including our compliance and risk management functions) are responsible for developing, communicating, and monitoring the appropriate policies, processes, and procedures for the Company; and

Level 3: the Company's internal audit function conducts independent assessments of the efficiency of the internal control system.

Internal Audit

The Board has approved an internal audit function (constituted by our internal audit department) that is independent of our management and reports directly to the Company's Audit

Committee. The department's key objectives are to provide assurance and advice on the adequacy of the Company's internal control environment and risk management processes. This is accomplished through the execution of an annual risk-based audit plan.

During 2024, our internal audit department carried out 11 (eleven) assurance reviews for the Company with all findings being presented to the Audit Committee. All necessary items for remediation have been flagged for implementation by the respective departments with continued oversight from our internal audit department.

Our internal audit department is led by Mr. Khalid Meah, who was appointed as the Head of Internal Audit in November 2019. Mr. Meah has over 20 years' experience in governance, risk, and compliance practices from both international and local markets. Mr. Meah is a Chartered Global Management Accountant (CGMA), with a bachelor's degree in History and Politics from Queen Mary University of London and a Master's in Management from Loughborough University.

Compliance and control

We have established and maintain a compliance and control framework that provides our Board and executive management with reliable assurances on the health of our internal controls.

Our compliance function is responsible for ensuring that the Company and its Directors, officers, and employees operate in full compliance with all applicable legal and regulatory requirements (including but not limited to resolutions issued by SCA and ADX). To underpin this function, the Company has adopted a suite of internal policies and procedures (as further described above).

Our compliance and control function performs a number of key tasks that help us to ensure that the Company maintains an effective and efficient compliance and control system. These key tasks include:

- (a) establishing policies, procedures, rules, and guidelines for the Company, its Board, and employees that are designed to ensure that the Company operates in full compliance with its applicable legal and regulatory requirements;
- (b) monitoring the Company's internal controls and identifying any breaches or weaknesses;
- (c) reporting on the health and effectiveness of our control system; and
- (d) recommending and implementing corrective measures for any deficiencies or weaknesses that are identified in our control system.

Our compliance framework

The Company's compliance framework (approved by the Board), provides effective oversight and monitoring of critical compliance requirements and embeds a strong compliance culture across the Company in terms of adherence to applicable laws, regulations, statutory provisions, resolutions, all policies and procedures, and business rules using an appropriate 'tone at the top' and through effective coordination with all internal and external stakeholders.

The Company's Head of Compliance oversees the Company's compliance function with a direct reporting line to the Compliance and Risk Committee.

In 2024, the Company continued to enhance and strengthen its compliance management by:

- (a) conducting comprehensive compliance training for the Company's employees in order to foster an "ethics and compliance-oriented" culture throughout the organization;
- (b) reviewing and updating its key compliance policies; and
- (c) conducting continuous and ongoing monitoring of external compliance requirements and proactively identifying any non-compliances through various compliance activities.

Name and Qualifications of the Head of Compliance / Compliance Officer

For 2024, our compliance function was headed up by Ms. Diana Youssef (having been appointed as the Company's Head of Compliance in February 2021). At the end of December 2024, Ms. Youssef resigned from the Company. As an interim measure, Mr. Paul Myers, the General Counsel and Company Secretary for the Company, has stepped into the role of Head of Compliance. A new Head of Compliance for the Company has been identified and is being onboarded by the Company.

As outlined above, Mr. Myers has over 20 years' experience in a variety of relevant areas, including regulatory compliance, ethics, and anti-money laundering.

The role of the Company's Head of Compliance is to manage the compliance function, which includes critical areas such as "Internal Compliance," "External Compliance," and "Code of Business Conduct & Ethics," among others, in accordance with SCA's mandate regarding the roles and responsibilities of the Head of Compliance. The Company's Head of Compliance plays a crucial role in formulating the Company's compliance strategy and defining the compliance roadmap, putting that role into a pivotal position to foster a "compliance-oriented" culture across the Company.

Risk Management

Risk management is an integral part of our operations and permeates through every level of our organisation, in order to support and sustain the primary objective of creating long-term shareholder value by leveraging our expertise in managing investments, which necessarily involves undertaking financial risk.

The Company has implemented an integrated enterprise management system that establishes a control environment, sets the risk appetite, approves policies, and delegates responsibilities under the Company's risk management framework. Our risk management function operates as one of our second lines of defense and assists the Company and its businesses in developing appropriate risk identification and mitigation measures. Under our risk management framework, we apply a bottom-up approach in order to identify and map the Company's risks and then integrate those risks into the Company's overall risk framework.

Our risk management framework is managed by our risk management team (which sits independently from our investment activities) and constantly monitors and highlights the various types of risk that the Company may be exposed to. Periodic risk reporting is provided to both the senior management of the Company and the Board.

Our risk management framework

Our risk management framework has been designed to ensure that it:

- (a) facilitates risk-informed strategic planning to achieve business objectives and identify potential business opportunities;
- (b) supports the Company in identifying and managing key strategic, functional, investment, and project risks (including the use of an objective-driven process);
- (c) helps our Board in developing the Company's risk appetite (which is then used by our risk management function to monitor the Company's risks);
- (d) assesses the identified risks and the potential impact of such risks on the Company and its key objectives;
- (e) enhances corporate performance as processes become more risk-aware and control-focused; and
- (f) strengthens the Company's resilience to market disruption and evolving business practices.

Our Management Level Risk and Compliance Committee

We have established a management level risk and compliance committee which helps to ensure that:

- (a) our risk management processes are in place to measure, monitor, manage, and mitigate significant risk exposures for the Company; and
- (b) our compliance framework and controls are adequate to address and mitigate the Company's current and emerging compliance risks.

Our management-level risk and compliance committee meets at regular intervals. For the risk mandate, this committee reviews specific risks and monitors the Company's overall risk exposure against its defined risk appetite. Based on the recommendations and findings of our management-level risk and compliance committee, we then seek to implement additional risk mitigation measures in order to properly address the Company's risks.

Enterprise Risk Management

Within our overall risk management framework, we map, monitor, and assess the Company's enterprise risks – this is our enterprise risk management framework. Our risk management function uses our risk management framework as a core tool for monitoring and assessing all the emerging and existing risks in the Company. Some of the tools being used for in order to monitor and assess our enterprise risks include risk control self-assessment tools which are used for our private investments, real-time limits management for our asset management business, and a defined risk appetite for various parameters. Companywide, we also employ a risk heat map in order to identify and monitor the Company's key risks and monitor the mitigation mechanisms for those risks.

Reporting

Reporting is a critical part of our risk management function. Regular reports (weekly, monthly, and quarterly reports) are generated and shared with relevant teams and internal bodies to ensure that the Company's risks are channeled across all the businesses and regularly monitored by the Company's senior management.

In addition, regular risk workshops are also organized for the Company's senior management and Board in order to create risk awareness and continue to foster an overall risk management culture.

Name and Qualifications of the Head of Risk

Our risk function is headed up by Mr. Said Djebbar, who was appointed as the Company's Head of Risk in January 2023.

Mr. Djebbar's background and qualifications are provided above at page 21 of this report.

Mr. Djebbar works with and reports to the Risk and Compliance Committee and works with senior management on 'risk-related matters'.

Identified issues and recent developments

For 2024, no significant issues were identified with respect to our internal control system.

Violations committed during 2024

No violations were committed by the Company in 2024.

The Board acknowledges its responsibility for the internal control system, reviewing its working mechanisms and ensuring its effectiveness.

Corporate Social Responsibility

The Company has an ongoing commitment to supporting the socio-economic development of communities where the Company primarily operates, namely in its home market of Abu Dhabi. The Company seeks to contribute to the Emirate's economic diversification strategy in order to create value for key stakeholders, including investors, employees, and partners.

Our Approach and Commitment to Sustainability

The Company views sustainability in comprehensive terms. We are committed to ensuring that our organisation remains resilient and future-proof, and serves the interests of all our stakeholders and the communities we operate in.

Our approach to playing a positive role in our community begins within our organization, where we put a strong emphasis on cultivating strong internal and external relationships. The Company provides employees with opportunities to grow and thrive, equipping our people with the right tools to help them reach their full potential and employing a sophisticated incentivization program that rewards talent, hard work, and commitment.

Our Sustainability Reporting

In compliance with its obligations under the ADX Rules for Listed Companies, the Company publishes an annual stand-alone Sustainability Report. Further details of the Company's approach to Sustainability and ESG performance for 2024 (including its CSR activities) are contained in the Company's 2024 Sustainability Report.

For 2024, the Company's total expenditure was approximately **AED 1.5 million**.

General Information

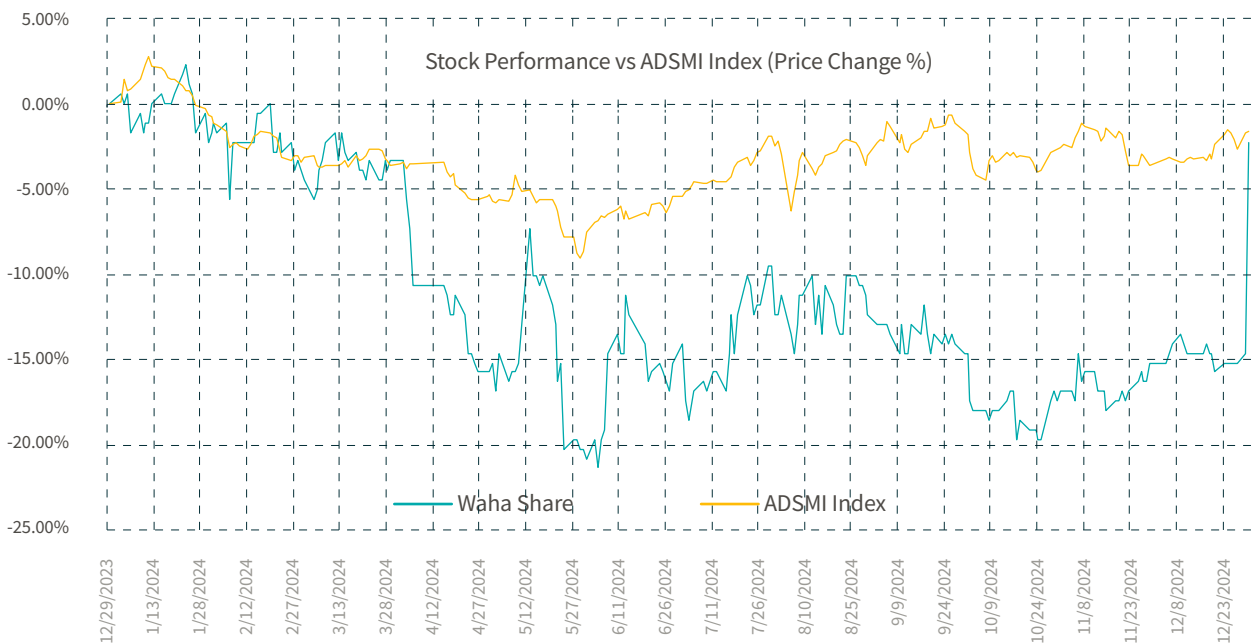
The Company’s 2024 Share Performance

The Company’s shares commenced trading on the ADX on 15 November 2000 under the symbol WAHA. The share price as of 31 December 2024 was AED 1.74. The Company’s market capitalisation as of 31 December 2024 was AED 3,277,313,688.36. Its paid-up share capital is AED 1,883,513,614 divided into 1,883,513,614 shares of AED 1.0 each. The following table sets forth the closing price and the high and low share prices of our shares at the end of each month during 2024.

2024	HIGH (AED)	LOW (AED)	CLOSE (AED)
January	1.79	1.75	1.78
February	1.75	1.70	1.74
March	1.72	1.69	1.72
April	1.59	1.55	1.58
May	1.53	1.48	1.51
June	1.52	1.47	1.50
July	1.55	1.51	1.53
August	1.59	1.55	1.57
September	1.55	1.52	1.54
October	1.47	1.44	1.46
November	1.49	1.47	1.49
December	1.53	1.50	1.53

The Company’s 2024 performance compared with its sector index

The following diagram illustrates the movement of the Company’s share price during 2024 when compared against the ADSMI Index:



Breakdown of shareholdings as of 31 December 2024

The table below shows the number of shares held by different categories of shareholders as of 31 December 2024.

Nationality	Individuals %	Companies %	Government %	Total%
UAE	43.76%	47.07%	1.73%	92.57%
GCC (excluding UAE)	0.22%	0.13%	0.00%	0.35%
Arab (excluding UAE)	1.14%	0.04%	0.00%	1.19%
All other nationalities	0.47%	5.42%	0.00%	5.89%
Total	45.59%	52.67%	1.73%	100.00%

Statement of shareholders who owned more than 5% of the Company's capital as of 31 December 2024

The following table lists the shareholders who held more than 5% of the Company's shares as of 31 December 2024.

Name of shareholder	Number of shares held	Percentage of share capital
Mamoura Diversified Global Holding PJSC	285,134,302	15.14%
Hily Holding	179,063,063	9.51%
Al Wathba National Insurance	161,533,180	8.58%
Hussain Jasim Al Nowais	150,687,996	8.00%

Statement of shareholding distribution by size as of 31 December 2024

The following classifies the shareholders of Waha as of 31 December 2024 according to the number of shares then held by each shareholder.

Shares	Number of shareholders	Numbers of shares	Percentage of shares
Less than 50,000	19,526	108,718,089	5.77%
From 50,000 to less than 500,000	661	97,071,102	5.15%
From 500,000 to less than 5,000,000	169	243,335,650	12.92%
5,000,000 or more	44	1,434,388,773	76.15%
Total	20,400	1,883,513,614	100.00%

Procedures taken with respect to the controls of investor relations

During 2024, the Company's Investor Relations department published news and insights on its website and across social media to ensure that investors are regularly updated on the Company's performance. Ms. Ameera Khalid, Head of Investor Relations, and other senior members of the Company's management regularly meet and make presentations to investors.

Details of the Head of Investor Relations are as follows:

Tel +971 2 667 7343

Fax +971 2 667 7383

ameera.khalid@wahacapital.ae

Address: Floor 42-43, Etihad Towers, Tower 3, PO Box 28922, Abu Dhabi, UAE.

Additional information can be found in the investor relations section of the website at:

<https://www.wahacapital.com/investor-relations/>

General Assembly and Special Resolution presented at 2024 General Assembly

The Company held its annual general assembly on Tuesday 26 March 2024. At that meeting, the following special resolutions were approved (being resolutions passed by shareholders owning not less than 75% of the shares represented in that General Assembly):

“Amendment to Article (6) and Article (17) of the Articles of Association of the Company.”

“The allocation of 1% of the Company’s profits for the financial year ended 31 December 2023 to provide charitable and voluntary contributions, and to authorize the Board of Directors to determine the beneficiaries from that.”

Statement of significant events

The following is a summary of the Company’s key events that took place in 2024:

- On 13 February 2024, the Company announced 2023 full-year results with net profit attributable to shareholders of AED 440 million and a return on average equity of 12.1%.
- At the Company’s annual general assembly on 26 March 2024, the shareholders approved a 10 fils per share dividend.
- At the Company’s annual general assembly on 26 March 2024, the shareholders approved the re-appointment of the members of the Board (including the appointment of Ms. Sanaa Al Ketbi – the first female Board member for the Company). Following which, the Board re-elected Mr. Muhairi as Chairman, Mr. Al Dhaheri as Vice-Chairman, and Mr. Nowais as Managing Director.
- On 29 March 2024, the Company reported that Waha Investment MENA Equity Fund won the EuroHedge 2024 award for best Emerging Markets Equity as the Fund delivered an impressive 24.3% net return in 2023.
- On 15 April 2024, the Company was ranked among Forbes Middle East’s Top 30 Asset Management Companies 2024 list.
- On 6 May 2024, the Company reported that the Waha MENA Equity Fund was ranked #1 in the world’s top 50 hedge funds by the 2024 Global Investment Report.
- On 15 May 2024, the Company announced the first-quarter results with a net profit attributable to shareholders of AED 166 million, representing a year-on-year increase of 121%.
- On 21 May 2024, the Company was selected by the Pan Finance Awards as the Investment Management Company of the Year - UAE 2024.
- On 1 August 2024, the Company announced the second-quarter/H1 results, recording a 21% year-on-year increase in net profit attributable to shareholders, which reached AED 205 million.

- On 12 August 2024, the Company reported that it successfully refinanced its revolving credit facility with the support of four prominent local and regional banks. The new facility is a US\$400 million revolving credit facility with a 3-year term.
- On 10 October 2024, the Company was awarded Private Sector Investment House of the Year 2024, and Waha Emerging Markets (EM) Credit Fund won the Best Emerging Market Long/Short Fund at the Wealth & Finance International Fund Awards 2024.
- On 16 October 2024, the Company’s Managing Director Mr. Mohamed Al Nowais, was featured on Forbes Middle East’s Sustainability Leaders 2024 list.
- On 5 November 2024, the Company announced the third quarter/9M results, recording net profit attributable to shareholders of AED 282 million, a 26% year-on-year increase.
- On 21 November 2024, the Company won two prestigious awards at the WealthBriefing MENA Awards 2024 – Private Markets Programme and Private Equity Offering.
- On 22 November 2024, the Waha MENA Equity Fund won the 2024 Emerging Markets Equity Award by HFM European Performance Awards.

Statement of major transactions

In 2024, the Company was not involved in any transaction that was equal to or exceeding 5% of the Company’s share capital.

Emiratisation percentage in Waha as at 31 December 2024

As at the end of 2024, the Company’s emiratisation percentage was 15%.

The Company works in cooperation with local educational institutions and relevant government organisations in order to create long term employment opportunities for UAE Nationals. Additionally, the Company offers summer internships to UAE university students, and runs a UAE National graduate program. The program provides UAE national graduates with a tailored 18 months’ worth of training and development through on-the-job rotations, professional qualifications and external training prior to being hired on a permanent basis. The Company also offers sponsorship to other UAE national employees to continue their education while working.

Projects and Initiatives in 2024

As part of the Company’s 2024 CSR budget, the Board set aside AED 3 million for supporting significant events within the region (the Significant Event Reserve). AED 1.5 million from the Significant Event Reserve to support the Emirates Red Crescent’s “Tarahum for Gaza” and “UAE Stands with Lebanon” campaigns.

WAHA CAPITAL

Report 2024

**Audit
Committee**

7 March 2025

1. Introduction



Waha Capital PJSC (the **Company**) is a UAE based public joint stock company that is listed on the Abu Dhabi Securities Exchange (the **ADX**).

In accordance with the provisions of the relevant laws and regulations that are applicable to the Company (including Chairman of Authority's Board of Directors' Resolution No. (3 R.M) of 2020 (as amended) (the **Corporate Governance Code**) issued by the Securities and Commodities Authority (**SCA**)), the Company's Board of Directors (the **Board**) has established an audit committee (the **Audit Committee**) as one of its permanent committees which, among other things, helps the Board in the discharge of its duties and obligations.

This is the Company's report on the Audit Committee's activities for 2024. In this report, we have provided the Company's stakeholders with a detailed overview of:

- the Audit Committee (including its function and activities);
- how the Audit Committee fulfils its remit (as required in accordance with all relevant laws, regulations and in adherence with international best practices); and
- the actions and activities undertaken by the Audit Committee in 2024.

In addition, this report also highlights how the Audit Committee has played and will continue to play a critical role in ensuring that the Company's governance framework and internal controls (including its internal financial controls):

- remain in line with and meet the requirements and expectations of the best international standards; and
- are continually improved and enhanced so as to ensure the long-term sustainable success of the Company.

3. Our Audit Committee Overview

3.1. Role and Responsibilities of the Audit Committee

The Audit Committee is a permanent committee of the Board that assists the Board in discharging its responsibilities with regard to, among other things, financial reporting, external and internal audits and controls.

The Audit Committee does this by:

- overseeing the integrity of and reviewing the Company’s annual and interim financial statements;
- developing and applying the policy for contracting with external auditors;
- overseeing the relationship with our external auditors;
- reviewing and monitoring the extent of any non-audit work undertaken by the external auditors;
- overseeing the qualifications and performance of the Company’s internal audit, risk and compliance staff; and
- reviewing the Company’s financial controls, internal controls, governance framework and risk management systems.

The Audit Committee’s terms of reference (which are reflective of the Corporate Governance Code) (the **Terms of Reference**) provide a detailed framework for the Audit Committee and its activities (which encapsulate the above). The Terms of Reference are regularly reviewed and approved by the Board – the most recent review was undertaken in November 2024.

3.2. Interaction between the Audit Committee and the Board / other Permanent Committees

The Audit Committee and the Board

The Audit Committee works with the Board by:

- managing the activities delegated to it by either the Board or the regulatory framework governing the Company; and
- making recommendations to the Board on a number of key matters (including the review and approval of the Company’s annual report and financial statements).

In interacting with the Board, the Audit Committee gives due consideration to the applicable laws and regulations of the UAE, SCA and the ADX (including, without limitation, the Corporate Governance Code).

The Audit Committee and the Risk and Compliance Committee

In March 2024, the Board established a risk and compliance committee (as an additional permanent committee of the Board) (**the Risk and Compliance Committee**). The Risk and Compliance Committee has been established for the purpose of assisting the Board and the Audit Committee in overseeing the Company’s enterprise risk management and compliance programs.

The Risk and Compliance Committee coordinates its activities with the Audit Committee and provides the Audit Committee with regular updates on all of its activities and actions (and where relevant endorses proposed actions and activities for review and

approval of the Audit Committee). To ensure that the Risk and Compliance Committee's actions and activities properly align with and contribute to the activities, role and function of the Audit Committee (and the Company's wider governance framework), the following practices have been implemented:

- in advance of each Audit Committee meeting, a meeting of the Risk and Compliance Committee is held;
- at each Audit Committee meeting, a representative of the Risk and Compliance Committee provides the Audit Committee with a summary of the Risk and Compliance Committee's actions and activities (and where relevant, a summary of recommendations is provided to the Audit Committee); and
- one of the members of the Audit Committee (currently Ms. Sanaa Al Ketbi) also sits as a member of the Risk and Compliance Committee.

3.3. Responsibilities of the Audit Committee

The Audit Committee plays a critical role in ensuring strong financial governance, risk management and compliance within the Company. Its primary responsibilities (as defined in its Terms of Reference) include:

Financial Reporting:

The Audit Committee is responsible for:

- overseeing and monitoring the integrity of the Company's financial statements and any formal announcements related to the Company's financial performance;
- reviewing significant financial reporting judgments before submission to the Board;

- informing the Board of the outcome of the external audit and explaining its contribution to financial reporting integrity; and
- reviewing the Company's financial controls, internal controls and risk management systems to ensure compliance and operational efficiency.

Controls

The Audit Committee is responsible for:

- developing and applying the policy for contracting with external auditors;
- overseeing the relationship with the Company's external auditors;
- reviewing and monitoring the extent of any non-audit work undertaken by the Company's external auditors;
- overseeing the qualifications and performance of the Company's internal audit, risk and compliance staff;
- ensuring strong financial governance, risk management, and compliance within the Company;
- overseeing the development and implementation of the Company's framework for its internal controls over financial reporting (**ICFR**) and ensuring that its ICFR framework aligns with SCA requirements and the Corporate Governance Code; and
- reviewing the effectiveness of the Company's internal controls (including financial controls), risk management systems and governance framework (including the controls, systems and frameworks that are designed to identify, manage, and monitor financial risks).

3.4. Committee Members – Background and Experience

We have set out below details of the composition of the Audit Committee and have included details of each member’s experience, qualifications and their membership and positions in other companies.

Audit Committee Members

Mr. Homaïd Al Shimmari Chairman of the Audit Committee	Mr. Ahmed Al Dhaheri Member of the Audit Committee	Ms. Sanaa Al Ketbi Member of the Audit Committee
Independent Non-executive Director ⁽¹⁾	Non-executive Director ⁽²⁾	Independent Non-executive Director ⁽¹⁾

⁽¹⁾ Within the meaning of independent as provided for by the Corporate Governance Code.

⁽²⁾ Mr. Ahmed Al Dhaheri is not considered independent as he has held his position as a Director of the Company for more than 3 consecutive terms.

Background / Experience / Qualifications



Mr. Homaïd Al Shimmari

Chairman of the Audit Committee

Experience

Mr. Al Shimmari is the Deputy Group CEO and Chief Corporate & Human Capital Officer in Mubadala. He has oversight of Mubadala’s Business Services, Enterprise Technology Services, Government Affairs, Construction Management Services, Employee Career Growth, Talent Acquisition, Learning and Development, Performance Management and Emiratization.

Prior to the merger of Mubadala Development Company and International Petroleum Investment Company (IPIC), Mr. Al Shimmari was the CEO of the Aerospace and Engineering Services platform in Mubadala. His main focus was driving the strategic vision and plans for developing technologically advanced industries within Abu Dhabi and the UAE, in addition to ensuring Mubadala is well positioned to become a key global aerospace, ICT and Defence player.

Mr. Al Shimmari is the Chairman of Maximus Air Cargo and a board Member of Abu Dhabi Aviation. He is also a Member of the board of Trustees for UAE University and Khalifa University of Science, Technology and Research.

Mr. Al Shimmari is the Chairman of SolutionsPlus (Formerly BMS) and has been a board member at FAB since January 2023 as well as a board member at Abu Dhabi Investment Council (ADIC).

Qualifications

Mr. Al Shimmari holds a Bachelor of Science in Aeronautical Engineering from Embry Riddle Aeronautical University, USA. He holds a black belt in Six Sigma from General Electric, a highly disciplined leadership program.



Mr. Ahmed Al Dhaheri

Member of the Audit Committee

Experience

Mr. Al Dhaheri is the Honorary Chairman of Ali and Sons Holdings LLC and the Chairman of Hily Holdings PJSC. He is the founder and Chairman of AAK Investment – Sole Proprietorship LLC and is also the founder of Green Motors U.A.E.

Qualifications

Mr. Al Dhaheri is a Certified Public Accountant in California and holds a bachelor's degree in accounting from Seattle Pacific University, Washington, USA. Mr. Al Dhaheri also holds a Higher Diploma in Business Administration (specialising in accounting) from the Higher Colleges of Technology, Abu Dhabi UAE.



Ms. Sanaa Al Ketbi

Member of the Audit Committee

Experience

Ms. Al Ketbi is the Chief Executive Officer of RDK Group. She served as a board member of Al Wathba National Insurance Company PJSC from 2021 to 2024.

Ms. Al Ketbi previously served as Associate Director - Hedge Funds at National Bank of Abu Dhabi and also served as Investment Associate of the Emirates Investment Authority.

Qualifications

Ms. Al Ketbi holds a Bachelor of Business Science from Zayed University, UAE. Ms. Al Ketbi also holds the CFA designation.

3.5. Audit Committee membership requirements

What are the Audit Committee membership requirements?

The Audit Committee's Terms of Reference (which are reflective of the Corporate Governance Code) require that:

- the Audit Committee comprises of at least three (and not more than five) non executive Directors;
- at least two of the Audit Committee members are independent Directors (with the Chairman of the Audit Committee being one of the independent Directors); and
- all members have knowledge in financial and accounting matters (with at least one member having practical experience in accounting or finance and having a university degree or professional certificate in accounting or finance (or another relevant field)).

How these requirements were fulfilled in 2024

Requirement	Fulfilled (Yes / No)	Details
Minimum of 3 and maximum of 5 (all non-executive Directors)	Yes	At all times during 2024, the Audit Committee consisted of 3 non-executive Directors
At least 2 members must be independent Directors	Yes	At all times during 2024, 2 out of the 3 Audit Committee members were independent Directors
The Chairman of the Audit Committee must be an independent Director	Yes	At all times during 2024, the Chairman of the Audit Committee was an independent Director
All members must have the requisite knowledge and skill	Yes	All 3 Audit Committee members fulfil this requirement Details of the members' backgrounds are provided above
At least one member must have requisite practical experience and a degree or professional certificate in a relevant field	Yes	All 3 Audit Committee members fulfil this requirement Details of the members' backgrounds are provided above

3.6. Yearly Evaluation and 2024 Results

Each year, a comprehensive evaluation of the performance of the Audit Committee and its members is undertaken by the Company. This evaluation is led by the Nomination & Remuneration Committee (and specifically, its chairman) and the results are provided to the Board.

For 2024, the yearly evaluation was undertaken in early 2025. The key findings were:

- the Audit Committee's performance in 2024 was effective; and
- the Audit Committee (and its members) fulfilled its role and function (as further detailed in the Audit Committee's Terms of Reference).

4. 2024 Activities and Results

4.1. Meetings Held

In 2024, the Audit Committee met four times. Details of those meetings (including attendance records of those meetings) are contained in the table below.

Committee Member	Position in Committee	9 February	7 May	31 July	4 November
Mr. Homaid Al Shimmari	Chairman	P	P	P	P
Mr. Ahmed Al Dhaheri	Member	P	P	A	P
Ms. Sanaa Al Ketbi ⁽¹⁾	Member	N/A	P	P	P
Mr. Rashed Al Ketbi ⁽²⁾	Member	P	N/A	N/A	N/A

P – Present, A – Absent

(1) Appointed on 26 March 2024

(2) Member until 26 March 2024

In addition to the scheduled Audit Committee meetings listed above, members of the Audit Committee held a number of separate workshops with members of management – the primary purpose of these workshops was to enable the members of the Audit Committee to review proposed updates to key policies and procedures (and to provide their comments and feedback) so the final policies and procedures could be presented to the Audit Committee for formal endorsement and implementation.

4.2. Main activities undertaken and tasks accomplished in 2024

In 2024, the Audit Committee undertook the following activities and accomplished the following tasks:

Financial Reporting: the Audit Committee:

- oversaw the preparation and audit of the Company's financial statements (i.e. the financial statements for each quarter as well as yearly);
- reviewed (and, where relevant) challenged management's approach in order to ensure that the Company's financial statements provided a true and fair view of the Company's assets, liabilities, financial position and profit or loss;
- oversaw and monitored the integrity of the Company's financial statements (including by confirming with (a) management that they were not aware of any material or immaterial misstatements made intentionally to achieve a particular presentation; and (b) the external auditor that it was not aware of any material or immaterial misstatements throughout its work;
- oversaw and monitored the integrity of the Company's announcements made with respect to the Company's financial performance (as detailed in the Company's financial statements);
- reviewed all significant financial reporting judgments that had been made in the Company's financial statements before they were submitted to the Board for approval; and
- informed the Board of the outcome of the external audit process for the Company's financial statements and provided its recommendations with respect to the proposed approval of those financial statements by the Board.

External Audit Activities: the Audit Committee:

- performed an annual assessment of the quality of audit services received by the Company's external auditor;
- reviewed and approved the annual audit plan for 2024;
- reviewed and endorsed the proposed re-appointment of the Company's external auditor for 2024 (including by reviewing and assessing the proposed external audit fees for 2024);
- oversaw the relationship with the Company's external auditor throughout 2024;
- ensured it has access to the Company's external auditor without management so as to ensure the integrity of the external auditor's work and findings;
- obtained written confirmation from the Company's external auditor (on a quarterly basis) affirming compliance with independence guidelines issued by relevant accountancy and auditing bodies; and
- managed and oversaw a tender process for the proposed appointment of a new external auditor for the Company from 2025 onwards.
Note: the Company's external auditor concluded its 6th consecutive year as the Company's external auditor in 2024. Under the relevant laws and regulations, the external auditor is not eligible for re-appointment in 2025.

Internal Audit Activities:

- reviewed and approved the internal audit strategy, annual internal audit work plan and budget;
- provided oversight for the evolution of the internal audit function and framework;
- oversaw the internal audit program, its performance and the assurance reviews undertaken by the internal audit function;
- monitored and oversaw the relevant remediation plans that were put in place by the Company's management to ensure that any deficiencies identified in the internal audit function's assurance reviews were properly addressed;
- ensured that the internal audit function had all necessary resources and access to all necessary information; and
- obtained written confirmation from the head of the Company's internal audit function (on an annual basis) affirming the function's independence (as required by the relevant guidelines).

Internal Control Systems (including internal financial controls): the Audit Committee:

- provided oversight for and monitored the Company's internal control system;
- oversaw an external review of the Company's ICFR framework (the findings from which were used to implement a number of upgrades to the Company's ICFR framework);
- provided oversight for the evolution of the Corporation's risk management and internal control system;
- facilitated the Company's compliance with ethical standards and regulatory requirements;
- reviewed and monitored the Company's cyber security risk management strategies;
- made recommendations for updates and upgrades to the Company's internal control systems (including by endorsing policy and procedure amendments for implementation by the Company's management) – including by making recommendations for changes to policies and procedures falling within the Company's risk framework and compliance framework; and
- provided support to and oversight for the Risk and Compliance Committee (including by having quarterly reports provided to it from the Risk and Compliance Committee).

Governance Framework: the Audit Committee:

- provided oversight for the Company's governance framework; and
- made recommendations for updates and upgrades to the Company's governance framework (including by endorsing policy and procedure amendments for approval by the Board and implementation by the Company's management).

5. ADDITIONAL Information

For additional information regarding the Company's governance framework, internal control system and overall control environment, please see the **Company's 2024 Corporate Governance Report** (published together with this report).

In addition, the Company's Investor Relations department regularly publishes news and insights on its website and across social media to ensure that investors are regularly updated on the Company's performance.

Additional information can be found in the investor relations section of the website at <https://www.wahacapital.com/investor-relations/>

WAHA CAPITAL



Sustainability Report 2024

Advancing Sustainability

This Report reflects Waha Capital's commitment to advance a sustainability agenda and support the UAE's leading role in the region in addressing climate change.

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Section 1

Introduction



As a leading financial services firm, we recognise the role we can play to accelerate the UAE's visionary strategy for decarbonisation, diversification and social inclusion.

Mohamed Hussain Al Nowais
Managing Director, Waha Capital

Introduction

1.1. Introduction (purpose, scope, data source and integrity, external assurance, contact information)

This is the 2024 sustainability report (the **Report**) of **Waha Capital PJSC** (the **Company**). The Report reflects the Company's will and commitment to advance a sustainability agenda and support the UAE's leading role in the region in addressing climate change.

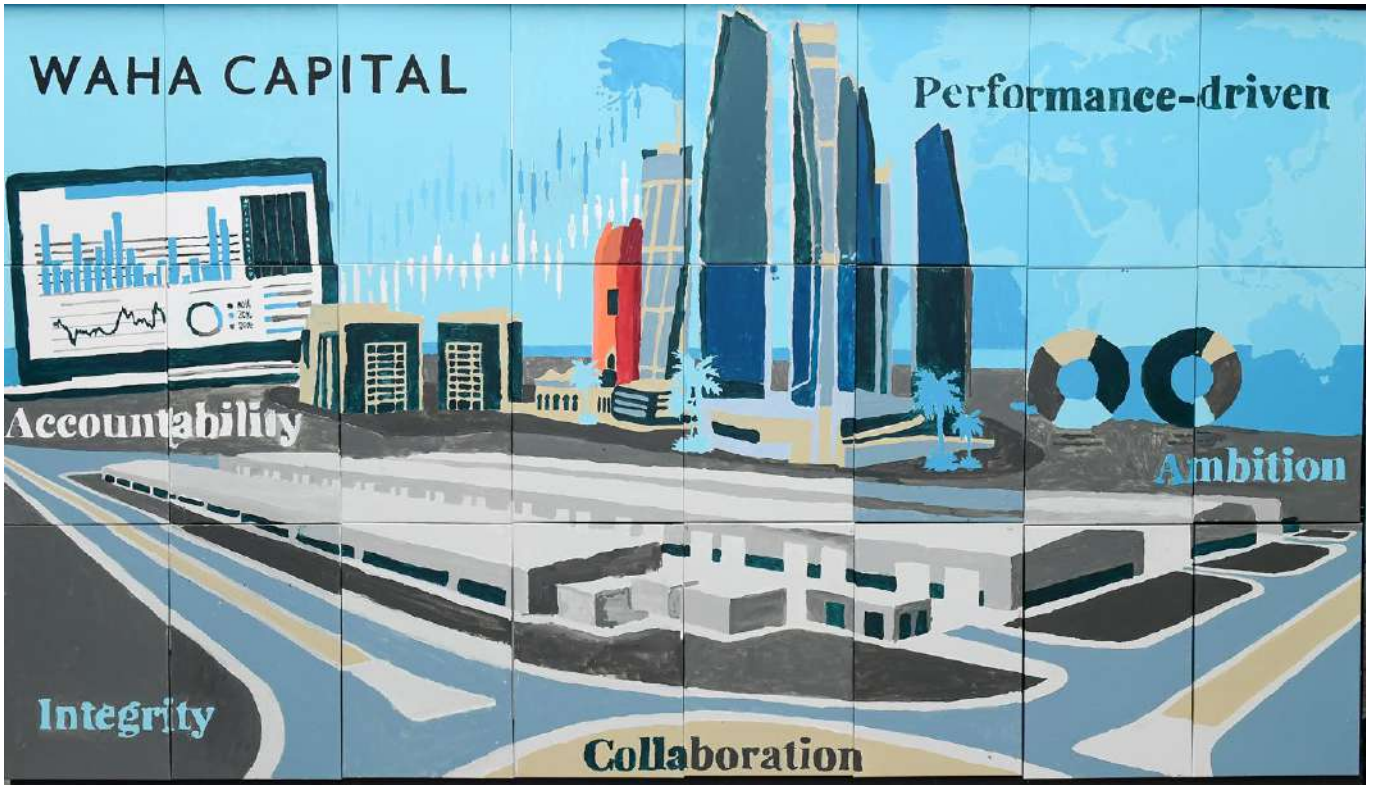
This Report fulfils the Company's reporting requirements under the Abu Dhabi Securities Exchange (**ADX**) Rules for Listed Companies and has been developed in accordance with the ADX ESG Disclosure Guidance for Listed Companies.

Furthermore, this Report reflects international objectives as provided by the United Nations Sustainable Development Goals (**UN SDGs**) as well as the Global Reporting Initiative (**GRI**) standards. To that end, the Company's ESG performance data has been collected and analysed in relation to the relevant UN SDGs and GRI indicators, as recommended by the ADX ESG Disclosure Guidance for Listed Companies and displayed in the Appendix to this Report.

For any further information on this Report please contact us via communications@wahacapital.ae



THE GLOBAL GOALS
For Sustainable Development



In 2025, we will continue to collaborate closely with key stakeholders, particularly partners and regulators, to expedite the crucial efforts required to address global warming.



Mohamed Hussain Al Nowais
Managing Director, Waha Capital

1.2. Message from the Managing Director

The Company is proud to have elevated its commitment to sustainability in 2024.

As a leading financial services firm, we recognise the role we can play to accelerate the UAE's visionary strategy for decarbonisation, diversification and social inclusion.

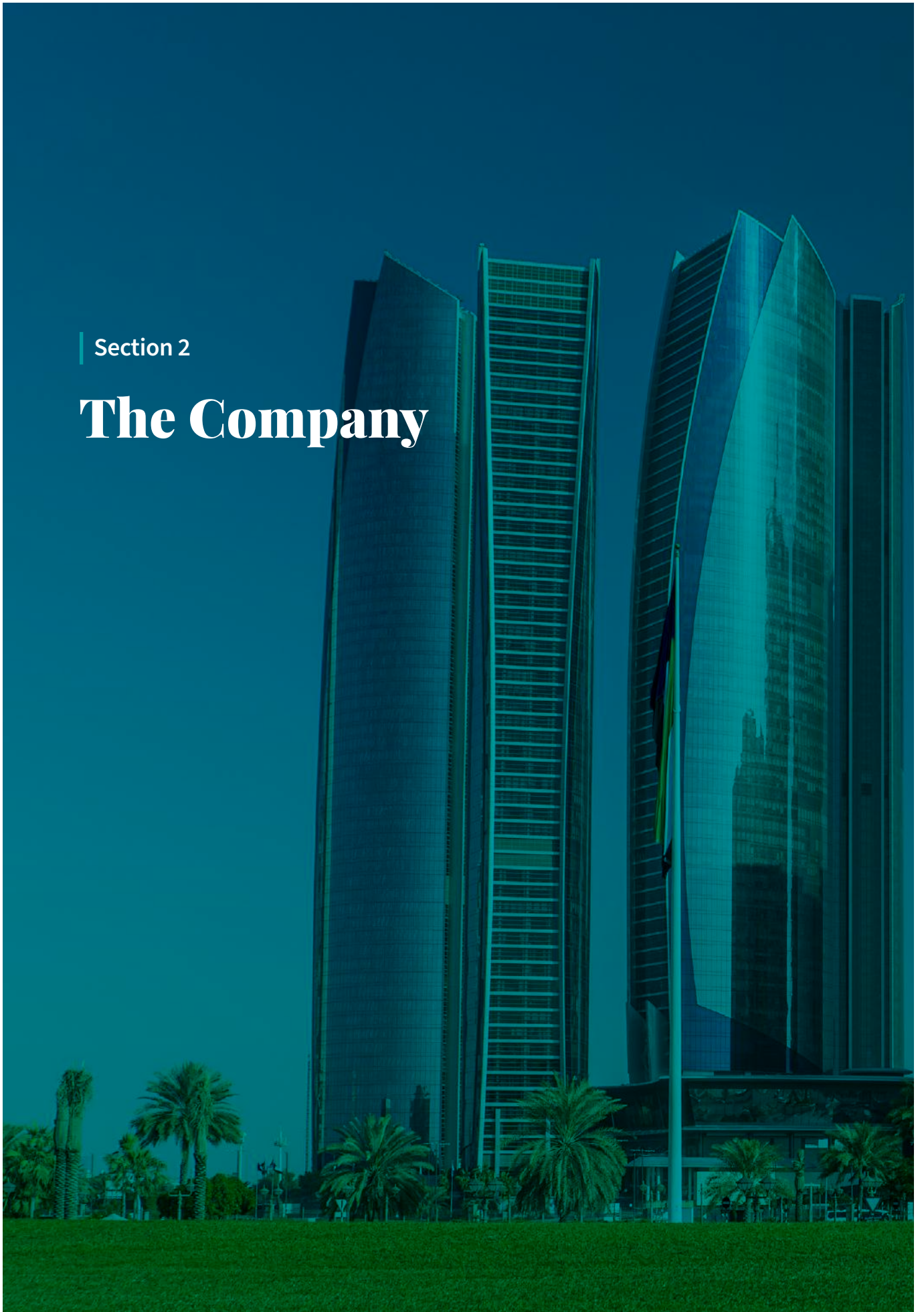
In 2024, sustainability continued to be tightly knit into our corporate strategy. Throughout the year, we implemented an enhanced sustainability strategy aimed at guaranteeing that our business expansion aligns with sustainable practices.

The report outlines our progress in promoting sustainable practices. This includes our active support of the Abu Dhabi Sustainable Finance Agenda Declaration (as a signatory to the declaration), which underscores our commitment to advancing sustainability and climate finance not only in Abu Dhabi and the UAE but also across the broader region.

In 2025, we will continue to collaborate closely with key stakeholders, particularly partners and regulators, to expedite the crucial efforts required to address global warming.

Section 2

The Company



The Company

2.1. General Information

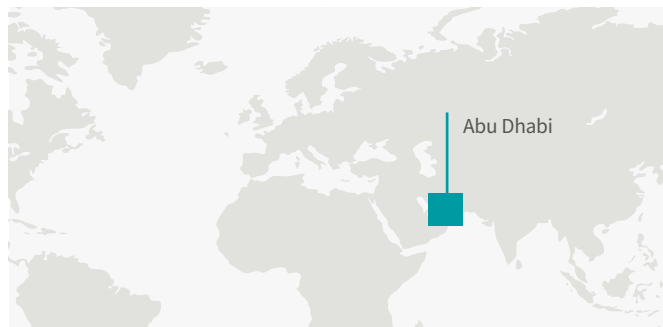
The Company is an Abu Dhabi based, ADX-listed investment management company that leverages its emerging markets expertise, business networks and research capabilities to deliver attractive returns to shareholders and investors in its funds.

Founded in 1997, the Company is one of the Emirate's leading private sector investment houses, providing a world-class platform for investment and growth. The Company has a long-established track record of investing in public and private markets, deploying proprietary capital in alignment with third-party investors.

The company counts Mubadala Investment Company as an anchor shareholder, placing it at the forefront of Abu Dhabi's increasingly dynamic and entrepreneurial ecosystem, positioning it to create long-term value for shareholders, fund investors, employees, and communities.

The Company and the funds managed by one of its subsidiaries operate in a robust UAE and international regulatory environment. We follow international best practice in risk management, disclosure and reporting, while employing disciplined investment processes with rigorous oversight.

Headquartered in Abu Dhabi, a source of financial strength and stability, the Company benefits from close relationships with the Emirate's major institutions and its global network of business connections and partnerships. The Company embraces world-class governance practices that shareholders and third-party investors demand from a publicly listed investment company.



Our purpose is to consistently deliver strong and steady returns to our shareholders and investment partners.

The Company's purpose is to consistently deliver strong and steady returns to its shareholders and investment partners. It is focused on building scale, delivering high quality earnings and providing excellence in client services.

Our people are at the core of the value that we create for our investors. Each individual plays a critical role in the Company, and together, synergies are created and results are delivered. We are focused, tenacious, and performance driven. We value hard work, collaboration, and achievement.

We invest in the growth and development of our people by equipping them with the most appropriate tools through upskilling and training.

As a key private sector player in Abu Dhabi, we champion local talent in the financial sector.

For further information on the Company, please visit www.wahacapital.com.

2.2. Our Vision and Mission

The Company views sustainability in comprehensive terms. We are committed to ensuring that our organisation remains resilient, future-proof and sustainable, while serving the interests of all our stakeholders and the communities we operate in.

We are committed to ensuring that our organisation remains resilient, future-proof and sustainable.

The Company's performance and future development is closely aligned with the UAE's strategy for a sustainable and diversified economy that is progressively less dependent on hydrocarbons. In this respect, we support the UAE's overarching strategies such as '**UAE Green Agenda 2015-2030**', '**UAE's 2030 Agenda for Sustainable Development**', '**UAE Energy Strategy 2050**' and the most recent '**UAE Pathway to Net Zero by 2050**' which sets the timeframe and identifies the mechanisms of implementing the **UAE Net Zero by 2050 Strategic Initiative**, introduced in 2021.

The Company is a key part of Abu Dhabi's growing financial services sector and is aligned to all of Abu Dhabi's long-term policy plans, especially with 'Abu Dhabi Vision 2030', which sets the framework to build a sustainable and diversified, high value-added economy with more high-valued opportunities for its citizens and residents.



Furthermore, the Company fully supports the UAE's Securities and Commodities Authority's Master Plan for Sustainable Markets that was developed to contribute to a more stable and resilient financial system. In support of its commitment, the Company has become a voluntary member of the Abu Dhabi Sustainable Finance Declaration (further details of which are contained in the report).

Coupled with this, we are continuing to dedicate more time and effort to training employees on sustainability issues, trends, relevant best-practices and sustainable finance.



Section 3

Achievements

Achievements

3.1. Sustainability Program

The Company has adopted a comprehensive Sustainability Policy (the **Sustainability Policy**) to regulate its approach to building a competitive and resilient business while meeting core environmental, social and governance (**ESG**) tenets and contributing to the sustainable development of the communities in which the Company operates.

In tandem to the Company's Sustainability Policy, the Company has also implemented a related sustainability program that is focused on:

- ensuring out existing policies are comprehensive and up-to-date while also implementing new ESG related policies and processes where needed;
- seeking out new initiatives that will enhance the Company's approach to corporate social responsibility; and
- delivering ESG-related training and communication for the Company's employees.

3.2. Sustainability Policy

Our Sustainability Policy sets out general guidelines to direct the Company's approach to sustainability and represents the Company's first step to incorporate ESG into its performance and decision making. This Sustainability Policy has been adopted with the goal of:

- aligning the Company's performance with the highest standards of corporate governance that meet the principles of social and environmental responsibility;
- defining specific areas of focus and creating internal governance structures for the implementation of the Sustainability Policy;
- enhancing integrity and accountability in the collection and management of relevant data on our environmental and social impacts including transparency in public sharing;
- ensuring the health, safety, well-being and development of our people, while promoting diversity and equal opportunities; and
- contributing to the sustainable development of the communities in which we operate.

The Company has also implemented a set of group level ESG related policies covering:

- Diversity, Equity and Inclusion;
- Anti-harassment and Bullying;
- Anti-slavery and Human Trafficking;
- Child Labor; and
- Human Rights.

Further details of these policies are contained in Chapter 5 of this Report.

3.3. Abu Dhabi Sustainable Finance Declaration

The Company is a signatory to the Abu Dhabi Sustainable Finance Agenda Declaration, a voluntary membership-based initiative launched by the Abu Dhabi Global Market (ADGM) under the patronages of the Ministry of Climate Change and Environment, the Central Bank and the Securities and Commodities Authority.

Waha Capital is a signatory to the Abu Dhabi Sustainable Finance Agenda Declaration.

Through this membership, the Company has positioned itself to be able to work with the ADGM (and other signatories of the declaration) to move forward the Sustainable Finance Agenda and to promote sustainability and climate finance in Abu Dhabi, the UAE and the wider region.

3.4. Active participation on the global and local level

During 2024, representatives of the Company participated in and contributed to numerous events and workshops in order to:

- network with like-minded financial institutions and other stakeholders; and
- benefit from emerging innovative business opportunities in both the UAE and internationally.

These events included:

- Abu Dhabi Finance Week
- Super Return Middle East
- FT Live Future of Asset Management
- CMS Abu Dhabi Private Markets
- Grant Thornton's International Women's Day



Achievements

3.5. Corporate Social Responsibility (CSR)

The Company places a high priority on its corporate social responsibility. Accordingly, in 2024, in addition to the Company's ongoing and historical CSR initiatives, it participated in several initiatives that have continued to enhance its CSR footprint.

We participated in several initiatives that have continued to enhance its CSR footprint.

2024 CSR Commitment

In accordance with the Company's commitment to develop and expand its CSR footprint in the UAE and the wider region, shareholders at the Company's 2024 Annual General Assembly, approved a resolution giving the Board of Directors of the Company the authority to utilise up to **1% of the Company's 2023 net profits** for CSR initiatives.

Donations to Emirates Red Crescent

In 2024, the Company donated **AED 1.5 million** to the Emirates Red Crescent through the "**Tarahum for GAZA**" and "**UAE Stands with Lebanon**" campaigns. The donation provided aid packages including food and children's supplies.





Scholarship Program

In 2024, the Company officially launched its scholarship program and started to actively promote it. Under the program, the Company will finance the costs of tuition, living expenses and other associated costs of one student per year for the full term of that student’s university undergraduate course.

In 2024, we officially launched and actively promoted our scholarship program.

The scholarship program is open to UAE nationals and residents of the UAE and is granted on the basis of the applicant’s academic excellence and financial needs. The program is aimed at students who wish to study a degree in finance, mathematics or economics. Following graduation, scholarship students will be offered the opportunity to work with the Company.

Waha Land – Ramadan Initiative

In 2024, the Company’s subsidiary Waha Land successfully completed its yearly Ramadan initiative under which, the members of staff and their families and friends personally package and deliver food boxes to the less fortunate in the Emirate of Abu Dhabi.

All elements of planning, packaging and delivery logistics take place at Waha Land’s offices with each box containing enough food to sustain a family of four for up to two weeks.

For 2024, Waha Land’s Ramadan initiative resulted in **over 500 food boxes** being delivered to those in need throughout the Emirate of Abu Dhabi.



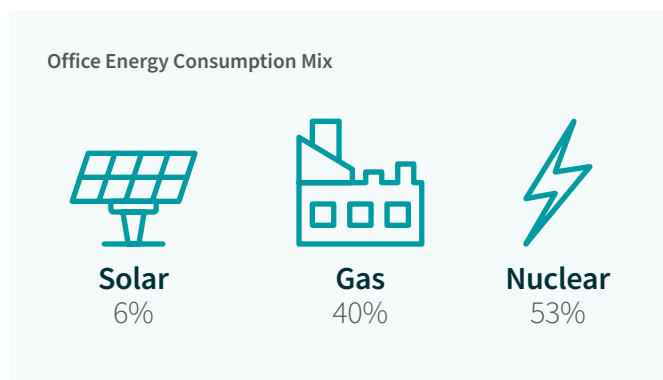
Section 4

Environmental Standards Performance

Environmental Standards Performance

4.1. Energy Use and Greenhouse Gas Emissions – Carbon Footprint

Given the relatively small-scale nature of the Company's operations, the Company has not established a specific policy aimed at addressing its energy consumption or its energy reduction. However, the Company believes that improvements can be made in relation to its energy-saving measures and practices, in line with the UAE's strategic shift towards renewable sources of power.



The Company's main source of energy in its administrative office is electricity, in line with the energy policy of the office building from which it operates. In that regard, the energy mix supplied by the building is divided between approximately **6% solar, 40% gas** and **53% nuclear**. Energy consumption of the offices in 2024 was approximately **184,339kWH**.

We have implemented measures that contribute to energy reduction, such as weekly working from home days.

To address the Company's total energy usage (with the aim of reducing its energy consumption footprint), the Company has implemented measures that contribute to energy reduction, such as weekly working from home days (which are usually taken by the majority of employees on Fridays and which reduces the overall electricity and **water consumption**) and movement detection lighting for low usage areas (as well as the main office areas for after office hours working).

In terms of direct carbon emissions, the Company owns and maintains two vehicles that, in 2024, consumed approximately **5,100 litres** of petrol. Based only on the amount of petrol used and the model, type, and the age of the cars direct carbon emissions from the Company's cars were approximately **11,781kg of CO2** ($5.100 \times 2.31 = 11.781$).





4.2. Water Consumption

Owing to the relatively small-scale nature of the Company's operations, the Company has not established a specific policy aimed at addressing water consumption reduction, water reuse or water recycling. However, the Company does not have overall excessive water consumption, limited only to the regular office consumption of the employees.

In 2024, the cost of water consumption was paid directly to the landlord, in advance together with the rent, calculated per square meter of the space and was estimated to be in the amount of **3,500 running hours/year**.

4.3. Waste Management

In line with its environmental management goals, the Company seeks to address waste management and is committed to implementing improvement measures, including the reduction of plastic waste and single-use plastic items.

We continue to carry out numerous activities and have implemented measures to reduce office IT waste.

In other areas of waste management, the Company continues to carry out numerous activities and has implemented measures to reduce office IT waste, while best practice is applied with regards to the management of electrical and electronic waste. For example, IT wastepaper is treated as general paper waste, shredded, and disposed of by a third-party provider. Toners are replaced and disposed in the designated bin for such waste products.

For the purpose of paper waste reduction, all printers are configured by default to print on both sides and it is at the discretion of the user to explicitly stipulate single-side printing for special audiences or purposes.

Waste management is conducted through a professional agency, which disposes of electronic products after clearing material data. Such agencies are appointed by the Government as the competent authority for responsible waste management. Whenever possible, the Company trades in old equipment after clearing them of data.

4.4. Air Quality

In 2024, the Company sought to address the issue of indoor air quality by installing air purifiers in its office spaces, which has greatly improved air quality.

4.5. Investments in Climate Related Infrastructure/Projects, Resilience, and Product Development

While the funds managed by the group invest in various products and securities (which may include companies focusing on these areas), in 2024, the Company did not directly make any investments into climate related infrastructure or projects.

Section 5

Social Standards Performance

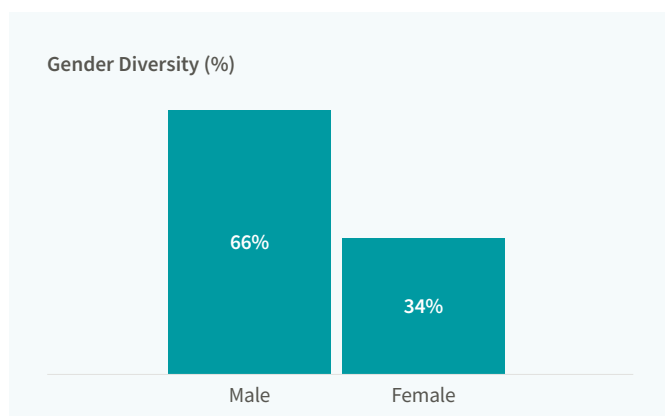
Social Standards Performance

5.1. Gender Diversity

In line with the Company's diversity and inclusion policy, the Company:

- actively encourages and supports diversity, equity and inclusion;
- actively promotes a culture that values difference and eliminates discrimination in the workplace; and
- is committed to maintaining a workplace culture that values and promotes diversity, equity and inclusivity by recognising differences and having a varied range of people in the workforce.

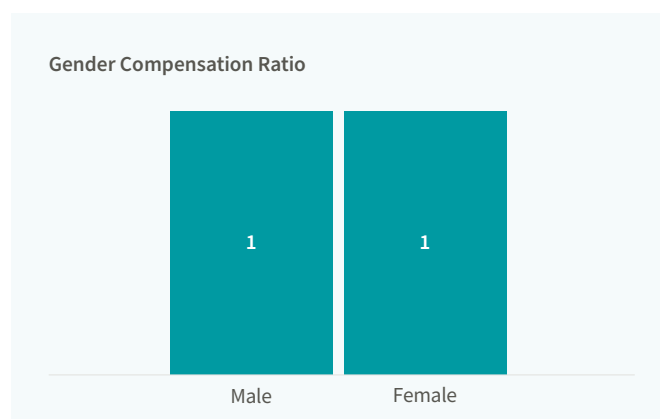
In 2024, the Company continued to take steps to promote gender diversity such that, as at the end of 2024, the overall gender balance for its employees was **66% male** and **34% female** (a significant increase from 2023 in which the ratio was 71% male and 29% female).



5.2. Gender Equality

Gender equality is guaranteed by the Company's overarching principles in its policies and is effectively implemented in practice.

The ratio of the male compensation to female compensation in 2024 was almost equal (1:1) based on similar roles within the Company. In addition, working hours and travel/ leave conditions, including for parental leave, are equally guaranteed to both female and male employees in the same amounts in accordance with the UAE Labour Law.



5.3. Incentives and Remuneration

The Company provides its employees with competitive salaries and benefits (including medical, accident and life insurance as well as educational assistance for employees and their dependents).

In addition, the Company provides a number of non-financial incentives for its employees. These include employee recognition schemes, social and wellbeing programs and opportunities for participating in corporate events and volunteer projects.

The pay ratio for the Company’s Managing Director is in line with industry standards and all employees are compensated fairly and in line with the market. Furthermore, senior executive remuneration is reported annually in the Company’s annual Corporate Governance Report.

5.4. Non-discrimination Policy

The Company has a non-discrimination policy which prohibits any form of discrimination based on characteristics relating to ethnicity, religion, gender or age.



5.5. Anti-harassment and Bullying Policy

The Company has an anti-harassment and bullying policy that regulates the Company’s commitment to providing a working environment that is free from harassment and bullying and which ensures that all of the Company’s employees are treated, and treat others, with dignity and respect.

5.6. Anti-slavery and Human Trafficking Policy

The Company is committed to conducting its business practices in a legal and ethical manner, adding value to the communities in which it operates. The Company has adopted an anti-slavery and human trafficking policy that outlines its commitment to implementing and enforcing effective systems and controls to ensure modern slavery in any form, including human trafficking is not taking place anywhere in our own businesses or in any of our supply chains.

5.7. Turnover Ratio

The Company had an annual turnover ratio of 10% in 2024, through dismissal, retirement, job transition or death.

We are committed to conducting our business practices in a legal and ethical manner.

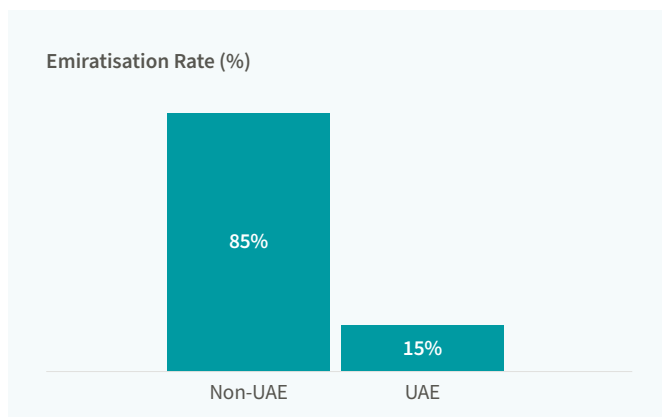
Social Standards Performance

5.8. Emiratisation Rate

The Company is fully committed to providing meaningful and rewarding career opportunities to UAE Nationals. In close alignment with the Government, the Company operates a merit-based system that fast-tracks UAE National development into positions of responsibility, with a focus on the development of investment and asset management professionals.

The Company's 2024 "Nationalisation Criteria" was assessed to be average, with UAE National employees accounting for **15%** of the Company's total employees as at the end of 2024.

We are fully committed to providing meaningful and rewarding career opportunities to UAE Nationals.



5.9. Health & Safety and Injury Rate

The Company's Occupational Health & Safety Policy remains in place and has been fully implemented. The policy is reviewed annually and is regularly updated. In terms of injury at work, there were **no incidents reported in 2024**.

5.10. Whistle-Blowers

The Company has an open approach to whistleblowing and a strong commitment to whistleblower protection. The Company has adopted a whistle-blower policy (which is reviewed at least on an annual basis). Employees are encouraged to report any concerns on any potential breach of law immediately. To ensure that potential whistle-blowers are able to report any concerns, the Company has a designated whistle-blower "hot line". In 2024, one whistleblowing report was recorded in the compliance risk registry of the Company.

Whistle-blower protection measures are also in place, and they include a non-retaliation provisions that apply to people who report an incident, make a complaint, or express a concern about a legal violation or other misconduct. Our whistle-blower policy also protects those who review or investigate a complaint or concern, serve as a witness, or give background information regarding the complaint or issue.

5.11. Child Labour

The Company is committed to ensuring that it does not take part in any form of child exploitation. In furtherance of this commitment, the Company has adopted and implemented a child a labour policy.

5.12. Human Rights

Respect for human rights is a fundamental value for the Company as it acknowledges the significant impact that business has on the realisation of basic human rights in society. In this respect, the Company has **zero tolerance for human rights violations** and expects everyone in its value chain to ensure the same strict compliance and respect for human rights.

In furtherance of this commitment, the Company has adopted and implemented a human rights policy that focuses on the protection of business-related values including rights of workers, rights of local communities, rights to education and data privacy rights.

5.13. Access to Education and Life-long Learning

The Company employs effective measures related to access to education and life-long learning for employees, ranging from financial support to paid business leave days for the purpose of study. Moreover, the Company is fully committed to attract, recruit, train, and retain talent, especially UAE Nationals. Prospective candidates are offered the option to be sponsored for training in order to qualify as a Certified Financial Analyst (CFA) or equivalent or to pursue a Master’s degree at a reputable university.

5.14. Community Investments

As outlined above in the CSR section of this Report, in 2024, the Company sought to make positive impacts in the communities in which it operates.



| Section 6

Governance Standards Performance

Governance Standards Performance

6.1. Independence and Diversity of Board Members

The Company's Board comprises nine Directors who were elected by the General Assembly at the Company's annual general meeting that was held on 26 March 2024. Eight Directors are non-executive directors with seven Directors being independent. Each Director has the requisite knowledge, skills and expertise required to enable our Board to efficiently and effectively perform its functions.

On 26 March 2024, Ms. Sanaa Al Ketbi was elected to the Company's Board of Directors and accordingly there is currently one female member of the Board, in compliance with the SCA's corporate governance rules.

Pursuant to the Company's Articles of Association, each Director serves for a term of three years and may be re-elected to serve successive terms at the end of each three-year term.

6.2. Ethics and Prevention of Corruption

Rules on ethics and the prevention of corruption are established in the Company's Code of Conduct, as well as in the Company's Anti-bribery and Corruption policy and Gifts & Entertainment policy. Employees in positions of authority are expected to make ethics and integrity a priority in their actions and conduct.

Furthermore, the Company ensures that any reported cases of non-ethical behaviour and non-compliance are investigated, reported, and resolved through the appropriate authorities, and that proper records are maintained. The Company has also established a zero-tolerance policy on bribery, corruption, and fraud in accordance with UAE and other applicable laws. Compliance with these policies is promoted and reinforced annually via training and employee declarations.





6.3. Code of Conduct

The Company's code of conduct promotes its commitment to the highest standards of professional and equitable behavior in everything that it does. Principally, the code sets out:

- the minimum standard of personal conduct that the Company expects from anyone working for, or on behalf of, the Company; and
- a clear and concise suite of rules and standards that have been developed to cater for a business environment that is ethical, non-discriminatory, compliant and in adherence with the Company's principal values.

The Code also includes guidelines that ensure that all employees are aware of their personal responsibility to themselves and others in their daily activities, giving due consideration to the prevention of accidents, harm to health, environmental damage, or negative community impacts. The Code applies to all employees and representatives, including secondees. All contractors, suppliers, and business partners of the Company are also expected to comply with the Code in their business dealings with the Company.

To ensure the integrity of the Company's sourcing process for goods and services, the Company has policies and procedures in place. For instance, tenders for goods and services are conducted in an open and transparent manner and suppliers are chosen fairly based on merit.

6.4. Data Privacy

The Company values the privacy of people's personal information, especially that of its employees. In this respect, all personal records are accessible only to those who have been appropriately authorised and on a need-to-know basis.

We value the privacy of people's personal information, especially that of its employees.

The Company has adopted a data privacy policy that is effectively implemented and which is reviewed yearly.

Please note that the General Data Protection Regulation (GDPR) rules on data privacy are not implemented as they currently do not apply to the Company's operations. Rather, the Company follows all data protection laws and regulations that are applicable to it.

6.5. Sustainable Reporting

This report is the Company's fourth Sustainability report. In accordance with its ongoing corporate governance obligations, the Company will continue to report on its annual ESG practices, policies and procedures.

The Company has not published any other relevant sustainability data or used sustainability reporting frameworks such as **GRI**, **CDP**, **SASB**, **IIRC** or **UNGC**.

ESG Metrics

SDG Correlation Table


in compliance with ADX GUIDANCE

ESG Metrics

SDG Correlation Table

in compliance with ADX GUIDANCE

Environment

METRIC	CALCULATION	CORRESPONDING GRI STANDARD	CORRESPONDING SDG	NOTES
E1. GHG Emissions	E1.1) Total amount in CO2 equivalents, for Scope 1	GRI 305: Emissions 2016		Scope 1 – direct carbon emissions from the Company's car were app 11,781 kg of CO2 Scope 2 - not calculated For more detail, please see page No. 17
	E1.2) Total amount, in CO2 equivalents, for Scope 2 (if applicable)			
	E1.3) Total amount, in CO2 equivalents, for Scope 3 (if applicable)			
E2. Emissions Intensity	E2.1) Total GHG emissions per output scaling factor	GRI 305: Emissions 2016		N/A
	E2.2) Total non-GHG emissions per output scaling factor			
E3. Energy Usage	E3.1) Total amount of energy directly consumed	GRI 302: Energy 2016		Energy consumption of the offices in 2024 was approximately 184,339kWH. For more detail, please see page No. 17
	E3.2) Total amount of energy indirectly consumed			
E4. Energy Intensity	Total direct energy usage per output scaling factor	GRI 302: Energy 2016		The total energy usage per output scaling is assessed to be high, considering the office space and number of employees For more detail, please see page No. 17
E5. Energy Mix	Percentage: Energy usage by generation type	GRI 302: Emissions 2016		Energy mix supplied by the building is divided between 6% solar, 40% gas and 53% nuclear, as sourced through the national grid. For more detail, please see page No. 17
E6. Water Usage	E6.1) Total amount of water Consumed	GRI 303: Water and Effluents 2018		Data on the amount of the consumed water are unavailable and are assessed by the office building management. No policy or relevant measures in place on water consumption For more detail, please see page No. 18
	E6.2) Total amount of water reclaimed			
E7. Environmental Operations	E7.1) Does your Company follow a formal Environmental Policy?	GRI 2: General Disclosures 2021	 	No policy or relevant measures are in place For more detail, please see page No. 18
	E7.2) Does your Company follow specific waste, water, energy, and/or recycling policies?			
	E7.3) Does your Company use a recognised energy management system?			
E8. Environmental Oversight	Does your Management Team oversee and/or manage sustainability issues?	GRI 2: General Disclosures 2021		No policy or relevant measures are in place For more detail, please see page No. 18
E9. Environmental Oversight	Does your Board oversee and/or manage sustainability issues?	GRI 2: General Disclosures 2021		Yes For more detail, please see page No. 18
E10. Climate Risk Mitigation	Total amount invested, annually, in climate-related infrastructure, resilience, and product development			No relevant investments recorded in 2024

Social









METRIC	CALCULATION	CORRESPONDING GRI STANDARD	CORRESPONDING SDG	NOTES
S1. CEO Pay Ratio	S1.1) Ratio: CEO total compensation to median FTE total compensation S1.2) Does your Company Report this metric in regulatory filings?	GRI 2: General Disclosures 2021		Yes - policy in place and effectively implemented For more detail, please see page No. 21
S2. Gender Pay Ratio	Ratio: Median male compensation to median female compensation	GRI 405: Diversity and Equal Opportunity 2016		Yes - policy in place and effectively implemented For more detail, please see page No. 20
S3. Employee Turnover	S3.1) Percentage: Year-over-year change for full-time employees S3.2) Percentage: Year-over-year change for part-time employees S3.3) Percentage: Year-over-year change for contractors/consultants	GRI 401: Employment 2016		Yes - policy in place and effectively implemented For more detail, please see page No. 21
S4. Gender Diversity	S4.1) Percentage: Total enterprise headcount held by men and women S4.2) Percentage: Entry- and midlevel positions held by men and women S4.3) Percentage: Senior- and executive-level positions held by men and women	GRI 2: General Disclosures 2021 GRI 405: Diversity and Equal Opportunity 2016	 	Yes - policy in place and effectively implemented For more detail, please see page No. 20
S5. Temporary Worker Ratio	S5.1) Percentage: Total enterprise headcount held by part-time employees S5.2) Percentage: Total enterprise headcount held by contractors and/or consultants	GRI 2: General Disclosures 2021		Yes - Policy in place and effectively implemented No part-time employees recorded in 2024 For more detail, please see page No. 21
S6. Non-Discrimination	Does your Company follow a Non-discrimination policy?	GRI 3: Material Topics 202		Yes - Policy in place and effectively implemented For more detail, please see page No. 21
S7. Injury Rate	Percentage: Frequency of injury events relative to total workforce time	GRI 403: Occupational Health and Safety 2018	 	Yes - policy in place and effectively implemented No reported injuries in 2024 For more detail, please see page No. 22
S8. Global Health & Safety	Does your Company follow an occupational health and/or global health & safety policy?	GRI 3: Material Topics 2021	 	Yes - policy in place and effectively implemented For more detail, please see page No. 22
S9. Child & Forced Labour	S9.1) Does your Company follow a child and/or forced labour policy? S9.2) If yes, does your child and/or forced labour policy also cover suppliers and vendors?	GRI 3: Material Topics 2021	 	Yes - policy in place and effectively implemented For more detail, please see page No. 23
S10. Human Rights	S10.1) Does your Company follow a human rights policy?	GRI 3: Material Topics 2021	  	Yes – policy in place and effectively implemented For more detail, please see page No. 23
S11. Nationalisation	Percentage of the national employees	GRI 2: General Disclosures 2021		Yes - policy in place and effectively implemented 15% of the total headcount For more detail, please see page No. 22
S12. Community Investment	Amount invested in the community, as a percentage of Company revenues.	GRI 413: Local Communities 2016		In 2024 and through its CSR initiatives, the Company invested over AED 1.5 million via community campaigns run by the Red Crescent. In addition, the Company has continued to promote its scholarship program. For more detail, please see page No. 14

ESG Metrics

SDG Correlation Table

in compliance with ADX GUIDANCE

Governance

METRIC	CALCULATION	CORRESPONDING GRI STANDARD	CORRESPONDING SDG	NOTES
G1. Board Diversity	G1.1) Percentage: Total board seats occupied by men and women	GRI 2: General Disclosures 2021		9 Board seats of which one is occupied by a woman (and female representation on 2 out of 3 of the Board's permanent committees) For more detail, please see page No. 25
	G1.2) Percentage: Committee chairs occupied by men and women	GRI 405: Diversity and Equal Opportunity 2016		
G2. Board Independence	G2.1) Does Company prohibit CEO from serving as board chair?	GRI 2: General Disclosures 2021		Yes For more detail, please see page No. 25
	G2.2) Percentage: Total board seats occupied by independent board members			
G3. Incentivised Pay	Are executives formally incentivised to perform on sustainability?			No policy or relevant measures in place
G4. Supplier Code of Conduct	G4.1) Are your vendors or suppliers required to follow a Code of Conduct?	GRI 3: Material Topics 2021		Yes - policy in place and effectively implemented For more detail, please see page No. 26
	G4.2) If yes, what percentage of your suppliers have formally certified their compliance with the code?			
G5. Ethics & Prevention of Corruption	G5.1) Does your Company follow an Ethics and/or Prevention of Corruption policy?	GRI 3: Material Topics 2021		Yes - policy in place and effectively implemented For more detail, please see page No. 25
	G5.2) If yes, what percentage of your workforce has formally certified its compliance with the policy?			
G6. Data Privacy	G6.1) Does your Company follow any Data Privacy policy?	GRI 3: Material Topics 2021		Yes - policy in place and effectively implemented (does not comply with GDPR rules as it not required) For more detail, please see page No. 26
	G6.2) Has your Company taken steps to comply with GDPR rules?			
G7. Sustainability Reporting	Does your Company publish a sustainability Report?	GRI 2: General Disclosures 2021		Yes - annually as a separate report For more detail, please see page No. 26
G8. Disclosure Practices	G8.1) Does your Company provide sustainability data to sustainability Reporting frameworks?	GRI 2: General Disclosures 2021		No - not required for this line of business For more detail, please see page No. 26
	G8.2) Does your Company focus on specific UN Sustainable Development	GRI 1: Foundation 2021		
	G8.3) Does your Company set targets and Report progress on the UN SDGs?			
G9. External Assurance	Are your sustainability disclosures assured or validated by a third-party audit firm?	GRI 2: General Disclosures 2021		No

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WAHA CAPITAL

**Report and consolidated financial statements for
the year ended 31 December 2024**

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CHAIRMAN'S REPORT

Dear Shareholders,

It is my privilege to report that Waha Capital has delivered another year of strong performance in 2024, generating net profit attributable to shareholders of AED 381 million while achieving a robust 10% return on average equity. These results underscore the strength of our investment strategy, our ability to navigate complex market conditions, and our commitment to delivering sustainable value that generates positive financial returns.

Our disciplined approach and multi-year track record of success enabled us to achieve a 13% year-on-year growth in total assets under management (AUM), which reached AED 11.9 billion. Notably, third-party assets increased to AED 6.9 billion as of December 31, 2024, now comprising 58% of total AUM - an important milestone in our strategic growth journey.

This momentum has been driven by Waha Investment, our wholly owned asset management subsidiary, which attracted significant third-party capital commitments in 2024. Its actively managed long-short emerging market equities and credit funds continue to differentiate Waha Capital, attracting institutional investors globally and enhancing our recurring fee income.

In 2024, the Private Investments business monetized AED 294 million from mature assets as it maintained a rigorous growth-focused, multi-asset investment approach. This was complemented by mark-to-market gains in several portfolio assets. The team remains focused on monetizing holdings in other mature assets so that it can redeploy the capital raised into emerging investment opportunities.

Waha Land, our wholly owned real estate subsidiary, continued to serve as a stable income-generating asset, supported by strong rental revenues from ALMARKAZ, our light industrial development in Abu Dhabi. With Stages 1 and 2A now 98% occupied and Stage 2B, completed in Q1 2024, already at 50% occupancy, demand remains robust, reinforcing Waha Land's role as a consistent value driver.

Our 2024 results reflect the resilience and scalability of Waha Capital's business model. With the successful refinancing of our revolving credit facility under enhanced terms, we have further strengthened our balance sheet and positioned the company to capitalize on emerging opportunities that align with our disciplined investment approach.

With 2025 well underway, Waha Capital remains focused on reinforcing its market position and driving long-term shareholder value. We will continue to expand our investor base, attract additional third-party capital, and execute a flexible, strategic approach to capital deployment. Our ability to remain agile, pragmatic, and forward-thinking will be key to identifying and unlocking high-value investment opportunities in the year ahead.

I would like to extend my deep appreciation to the visionary leadership of the UAE government for fostering an economic environment that enables businesses like Waha Capital to thrive.

Finally, I would like to express my sincere gratitude to the Board, management team, and employees for their unwavering commitment, expertise, and dedication. Their efforts have been instrumental in delivering another year of strong financial and operational performance.



Waleed Al Mokarrab Al Muhairi
Chairman



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AL WAHA CAPITAL PJSC

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Al Waha Capital PJSC ("the Company") and its subsidiaries (together referred to as "the Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements including a summary of material accounting policy information.

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

Basis for opinion

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

Key audit matters

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

AL WAHA CAPITAL PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

Key audit matters continued

Valuation of investment properties

The Group's investment properties amounted to AED 434.2 million as at 31 December 2024. The Group carries such investment properties at fair value and gain/loss from changes in the fair value of are included in profit or loss. The Group uses independent valuers to determine the fair value of the investment properties on an annual basis.

As the fair value is determined using non-observable inputs under different valuation techniques, it requires management to apply significant judgement and use of assumptions in determining the fair value of investment properties. We have identified valuation of investment properties as a key audit matter in view of the significant estimates and judgments involved.

For details of the investment properties related disclosures, refer to notes 8 and 3(d).

As part of our audit procedures, we have:

- Assessed the appropriateness of accounting policy and valuation basis used to measure investment properties in the consolidated financial statements;
- Assessed the external valuer's competence, capabilities and objectivity by considering their terms of engagement with the Group to determine whether there were any matters that might have affected their objectivity or may have imposed any scope limitations in their work;
- Involved our real estate specialists to assist us in evaluating the key assumptions and methodologies of both management and the external valuer. With the assistance of our real estate specialists, we have assessed whether the valuations were performed in accordance with the IFRSs requirements;
- Gained an understanding of valuation techniques and the assumptions applied. We also assessed whether the assumptions used are reasonable and supportable with available evidence; and
- We have assessed the adequacy of disclosure relating to investment properties in line with the requirements of IFRSs.

Revenue from healthcare operations

The Group operates healthcare clinics and provides a range of healthcare services through such clinics. Revenue from such healthcare operations is a key performance indicator for the Group's performance.

For details of revenue from healthcare operations related disclosures, refer to notes 20 and 3(k). As applicable, we reviewed the revenue recognition policies applied by the Group to assess their compliance with IFRS requirements. For each material operation, we involved component auditors to perform substantive audit procedures which included substantive analytical procedures at the Group and subsidiary level and testing on a representative sample of transactions to check whether revenues were recognised in the correct accounting period and at appropriate amounts. We have also assessed the adequacy of disclosure in line with the requirements of the IFRSs.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

AL WAHA CAPITAL PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

Disposal of an investment in an associate

As referred to in the notes 11 and 3(a)(iii) to the consolidated financial statements, during the year, the Group has divested its equity investment in an associate which resulted in a gain of AED 68,018 thousand as recognised in the consolidated financial statements. Considering the significance of this transaction in terms of its impact on the consolidated financial statements, we have identified this as a key audit matter.

As part of our audit, we have performed the following key procedures:

- obtained an understanding of the transaction structure through discussions with the management and review of relevant agreements;
- checked the carrying value of the investment before the sale transaction and the appropriateness of the gain recognised in relation to the transaction in accordance with the IFRSs requirements;
- discussed the key milestones in relation to the transaction and the position with regard to the achievement of such milestones at the year end and gathered relevant evidences in this regard; and
- assessed the adequacy of disclosure in line with the requirements of IFRSs.

Other information

Other information consists of the information included in the Chairman's Report, Management's Discussion and Analysis and Annual report, other than the consolidated financial statements and our auditor's report thereon. We obtained the Chairman's Report and Management Discussion and Analysis prior to the date of our audit report, and we expect to obtain the Annual Report after the date of our auditor's report. The Board of Directors and management are responsible for the other information.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed or the other information obtained prior to the date of the auditor's opinion, 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 and in compliance with the applicable provisions of the Memorandum and Articles of Association of the Company and the UAE Federal Law No. (32) of 2021, and for such internal control as management determines is necessary to enable the preparation of 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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

AL WAHA CAPITAL PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

AL WAHA CAPITAL PJSC continued

Report on the Audit of the Consolidated Financial Statements continued

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

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

Report on Other Legal and Regulatory Requirements

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

- i) we have obtained all the information and explanations we considered necessary for the purposes of our audit;
- ii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Law No. (32) of 2021 and the Memorandum and Articles of Association of the Company;
- iii) the Group has maintained proper books of account;
- iv) the financial information included in the Chairman's Report is consistent with the books of account of the Group;
- v) Investment in shares and stocks are included in notes 11 and 12 to the consolidated financial statements and include purchases and investment made by the Group during the year ended 31 December 2024;
- vi) note 27 to the consolidated financial statements reflects the disclosures relating to material related party transactions and the terms under which they were conducted;
- vii) based on the information that has been made available to us nothing has come to our attention which causes us to believe that the Company has contravened, during the financial year ended 31 December 2024, any of the applicable provisions of the UAE Federal Law No. (32) of 2021 or of its Memorandum and Articles of Association which would materially affect its activities or its consolidated financial position as at 31 December 2024; and
- viii) note 22 to the consolidated financial statements discloses social contributions made during the year ended 31 December 2024.

For Ernst & Young



Walid J Nakfour
Registration No: 5479

14 February 2025
Abu Dhabi, United Arab Emirates

Consolidated statement of financial position
As at 31 December

	Note	2024 AED '000	2023 AED '000
ASSETS			
Property and equipment, net	7	14,423	12,966
Investment properties	8	434,200	413,450
Goodwill and intangible assets	9	37,440	37,081
Right-of-use assets	19	42,743	23,431
Investments in associates and joint ventures	11	95,246	88,313
Loan investments	10	52,699	46,340
Inventories		2,167	2,522
Financial investments	12	10,272,592	8,652,900
Trade and other receivables	13	1,895,432	2,928,422
Cash and bank balances	14	901,393	866,942
		13,748,335	13,072,367
Assets held for sale	25	468,515	468,515
Total assets		14,216,850	13,540,882
EQUITY AND LIABILITIES			
Equity			
Share capital	15	1,883,514	1,944,515
Treasury shares	15	(39,759)	(187,066)
Retained earnings		1,444,938	1,383,212
Reserves		665,459	616,912
Equity attributable to equity holders of the parent		3,954,152	3,757,573
Non-controlling interests		4,307,766	2,911,542
Total equity		8,261,918	6,669,115
Liabilities			
Borrowings	16	5,373,263	5,955,844
Financial liabilities	17	229,698	218,866
Deferred tax liability		3,286	3,286
Lease liabilities	19	41,085	21,420
Trade and other liabilities	18	307,600	672,351
Total liabilities		5,954,932	6,871,767
Total equity and liabilities		14,216,850	13,540,882

These consolidated financial statements were authorised for issue by the Board of Directors on 14 February 2025 and signed on their behalf by:

 <hr style="width: 100%;"/> <p>Chairman</p>	 <hr style="width: 100%;"/> <p>Managing Director</p>	 <hr style="width: 100%;"/> <p>Chief Financial Officer</p>
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The notes numbered 1 to 30 are an integral part of these consolidated financial statements.
The independent auditor's report on the consolidated financial statements is set out on pages 2 to 7.

Consolidated statement of profit or loss
For the year ended 31 December

	Note	2024 AED '000	2023 AED '000
Revenue from sale of goods and services	20	150,111	140,433
Cost of sale of goods and services	20	(113,340)	(107,456)
Gross profit from healthcare operations		36,771	32,977
Share of profit of associates and joint ventures, <i>net</i>	11	21,357	5,059
Gain on disposal of investment in associates and joint ventures	11	68,018	5,021
Income from financial investments, <i>net</i>	21	940,960	1,089,438
Income from investment properties, <i>net</i>	8	69,339	59,790
Other income, <i>net</i>		39,207	30,116
Net operating income		1,175,652	1,222,401
General and administrative expenses	22	(263,532)	(259,650)
Finance cost	23	(308,981)	(191,675)
Finance income	24	76,611	52,364
Profit before tax		679,750	823,440
Tax expense	26	(313)	(3,286)
Profit for the year		679,437	820,154
Profit for the year attributable to:			
Equity holders of the parent		381,277	440,102
Non-controlling interests		298,160	380,052
Profit for the year		679,437	820,154
Basic and diluted earnings per share attributable to the equity holders of the parent (AED)	15	0.206	0.234

The notes numbered 1 to 30 are an integral part of these consolidated financial statements.
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Consolidated statement of comprehensive income
For the year ended 31 December

	2024 AED '000	2023 AED '000
Profit for the year	679,437	820,154
Other comprehensive income		
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Share of effective portion of changes in fair value of cash flow hedges	9,568	-
Share of changes in other comprehensive income of investment in associates and joint ventures (note 11)	(2,982)	(4,255)
Release of share of other comprehensive income of investment in associates and joint ventures upon disposal	3,833	88
Other comprehensive income for the year	10,419	(4,167)
Total comprehensive income for the year	689,856	815,987
Total comprehensive income attributable to:		
Equity holders of the parent	391,696	435,935
Non-controlling interests	298,160	380,052
Total comprehensive income for the year	689,856	815,987

The notes numbered 1 to 30 are an integral part of these consolidated financial statements.
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WAHA CAPITAL

Consolidated statement of changes in equity For the year ended 31 December

	Share capital AED '000	Treasury shares AED '000	Retained earnings AED '000	Statutory reserve AED '000	Other reserves AED '000	Total reserves AED '000	Equity attributable to the parent AED '000	Non-controlling interests AED '000	Total equity AED '000
At 1 January 2023	1,944,515	(161,194)	1,140,733	563,629	(6,560)	577,069	3,501,123	1,827,823	5,328,946
Profit for the year	-	-	440,102	-	-	-	440,102	380,052	820,154
Other comprehensive loss	-	-	-	-	(4,167)	(4,167)	(4,167)	-	(4,167)
Total comprehensive income / (loss)	-	-	440,102	-	(4,167)	(4,167)	435,935	380,052	815,987
Cash dividend (note 15)	-	-	(150,681)	-	-	-	(150,681)	-	(150,681)
Purchase of treasury shares, net	-	(25,872)	-	-	-	-	(25,872)	-	(25,872)
Transfer to statutory reserve	-	-	(44,010)	44,010	-	44,010	-	-	-
Loss on acquisition of non-controlling interests	-	-	(2,932)	-	-	-	(2,932)	(1,605)	(4,537)
Contributions from non-controlling interests, net	-	-	-	-	-	-	-	708,115	708,115
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	(2,843)	(2,843)
At 31 December 2023	1,944,515	(187,066)	1,383,212	627,639	(10,727)	616,912	3,757,573	2,911,542	6,669,115
At 1 January 2024	1,944,515	(187,066)	1,383,212	627,639	(10,727)	616,912	3,757,573	2,911,542	6,669,115
Profit for the year	-	-	381,277	-	-	-	381,277	298,160	679,437
Other comprehensive income	-	-	-	-	10,419	10,419	10,419	-	10,419
Total comprehensive income	-	-	381,277	-	10,419	10,419	391,696	298,160	689,856
Cash dividend (note 15)	-	-	(188,351)	-	-	-	(188,351)	-	(188,351)
Purchase of treasury shares, net	-	(6,766)	-	-	-	-	(6,766)	-	(6,766)
Transfer to statutory reserve	-	-	(38,128)	38,128	-	38,128	-	-	-
Contributions from non-controlling interests, net	-	-	-	-	-	-	-	1,098,064	1,098,064
Cancellation of treasury shares (note 15)	(61,001)	154,073	(93,072)	-	-	-	-	-	-
At 31 December 2024	1,883,514	(39,769)	1,444,938	665,767	(306)	665,469	3,954,152	4,307,766	8,261,918

The notes numbered 1 to 30 are an integral part of these consolidated financial statements.
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Consolidated statement of cash flows
For the year ended 31 December

		2024	2023
	Note	AED '000	AED '000
Cash flows from operating activities			
Profit before tax		679,750	823,440
Adjustments for:			
Depreciation on property and equipment, net	7	5,625	8,604
Depreciation on right-of-use assets	19	12,516	11,814
Finance cost	23	308,981	191,675
Finance income	24	(76,611)	(52,364)
Charge for employees' end of service benefits, net		2,681	4,465
Amortisation of intangible assets	9	4	-
Reversal for expected credit losses		4,126	6,947
Interest expense on lease liabilities	19	(1,881)	(1,888)
Share of profit from investment in associates and joint ventures, net	11	(21,357)	(5,059)
Gain on disposal of investment in associates and joint ventures	11	(68,018)	(5,021)
Fair value gain on investment properties		(13,589)	(15,061)
Income from financial assets at FVTPL	21	(940,960)	(1,089,438)
		(108,733)	(121,886)
Interest received		320,477	88,671
Dividend received		190,121	116,541
Dividend from equity-accounted associates and joint ventures	11	8,291	5,186
Proceeds from disposal of equity-accounted associates and joint ventures		-	7,919
Investments in financial assets at FVTPL		(1,202,601)	(788,541)
Loans (repaid) / obtained for financial assets at FVTPL	16	(414,630)	2,305,404
Finance cost paid on loans obtained against financial assets at FVTPL		(183,030)	(63,385)
Changes in working capital:			
Change in inventories		355	(306)
Change in trade and other receivables		1,153,161	(1,984,154)
Change in trade and other liabilities		(323,360)	143,675
Net cash used in operations		(569,949)	(290,876)
Employees' end of service benefits paid		(2,368)	(1,247)
Net cash used in operating activities		(562,307)	(292,123)
Cash flows from investing activities			
Purchase of intangibles, net	9	(363)	(117)
Payments made for development of investment properties	8	(7,161)	(117,732)
Purchase of property and equipment, net	7	(7,082)	(3,433)
Net cash used in investing activities		(14,606)	(121,262)
Cash flows from financing activities			
Finance cost paid on borrowings		(124,552)	(113,334)
Lease liabilities principal paid		(11,859)	(12,948)
Loans repaid	16	(1,336,657)	(34,546)
Loans obtained	16	1,174,619	91,971
Dividends paid	15	(188,351)	(150,681)
Contributions from non-controlling interest holders, net		1,098,064	708,115
Acquisition of non-controlling interest holders		-	(4,537)
Distributions paid to non-controlling interest holders		-	(2,843)
Proceeds from treasury shares sale		-	1,801
Net cash generated from financing activities		611,364	482,998
Net increase in cash and cash equivalents		34,451	69,593
Cash and cash equivalents at 1 January		866,942	797,349
Cash and cash equivalents on 31 December	14	901,393	866,942

The notes numbered 1 to 30 are an integral part of these consolidated financial statements.
The independent auditor's report on the consolidated financial statements is set out on pages 2 to 7.

Notes to the consolidated financial statements

1 Legal status and principal activities

Al Waha Capital PJSC (the "Company") is a public joint stock company with limited liability, formed in the Emirate of Abu Dhabi, United Arab Emirates, by Emiri Decree No. 10 dated 20 May 1997 and incorporated on 12 July 1997.

These consolidated financial statements comprise the results and financial position of the Company and its subsidiaries (collectively referred to as the "Group").

The Group invests and operates in a wide range of sectors, including public markets, industrial real estate, infrastructure, healthcare, fintech and oil and gas.

2 Basis of preparation

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and applicable requirements of the UAE laws.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group considers the characteristics of the asset or liability if market participants would consider those characteristics when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(c) Functional currency and presentation currency

The individual financial statements of each Group company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of these consolidated financial statements, the results and financial position of the Group are presented in United Arab Emirates Dirhams ("AED"), which is the Group's presentation currency. All financial information presented in AED has been rounded to the nearest thousand, unless otherwise stated.

Notes to the consolidated financial statements (continued)

2 Basis of preparation (continued)

(d) New and revised IFRS

(i) New and revised IFRSs adopted with no material effect on the consolidated financial statements

In the current year, the Group has adopted new number of standards and amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2024, as follows:

<u>New and revised IFRSs</u>	<u>Effective for annual periods beginning on or after</u>
Amendments to IAS 1 - Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to IFRS 16 - Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to IAS 7 and IFRS 7 - Supplier Finance Arrangements	1 January 2024

The application of these revised and new IFRSs has not had any material impact on the amounts reported for the current and prior years but may affect the accounting for future transactions or arrangements.

(ii) New and revised IFRSs in issue but not yet effective and not early adopted

The Group has not applied the following new and revised IFRSs that have been issued but are not yet effective:

<u>New and revised IFRSs</u>	<u>Effective for annual periods beginning on or after</u>
Amendments to IAS 21 - Lack of exchangeability	1 January 2025
IFRS 18 - Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 - Subsidiaries without Public Accountability; Disclosures	1 January 2027

Notes to the consolidated financial statements (continued)

3 Material accounting policy information

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries.

(i) Subsidiaries

Consolidation of a subsidiary is achieved when the Company obtains control over the investee and ceases when the Company loses control of the investee. Control is achieved when the Company:

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

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

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

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

Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the investee.

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

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

All intragroup balances, equity, income, expenses, and cash flows resulting from intragroup transactions are eliminated in full on consolidation.

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

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(a) Basis of consolidation (continued)

(i) Subsidiaries (continued)

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

(ii) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

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

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

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

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(a) Basis of consolidation (continued)

(iii) Investments in associates and joint ventures (continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale.

(b) Non-current assets held for sale and discontinued operations

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

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

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

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

All other notes to the consolidated financial statements include amounts for continuing operations, unless indicated otherwise.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(c) Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment loss. The cost of property and equipment is the purchase cost plus any directly attributable cost of acquisition.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the statement of profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual value over their estimated useful life, on the following basis:

Description	Estimated useful lives
Leasehold improvements	3 to 5 years
IT equipment, furniture and fittings	3 to 5 years
Medical and other equipment	5 to 7 years
Motor vehicles	3 years

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit or loss

(d) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Cost includes all direct costs attributable to bringing the assets to the location and condition necessary for the asset to operate in the manner intended, including related staff costs, design, and for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. When the assets are ready for intended use, they are transferred from work-in-progress to completed properties. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(e) Goodwill and intangible assets

(i) Goodwill

Goodwill arising upon an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. Recoverable amount is the higher of fair value less costs of disposal and value in use. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an equity accounted investee is described at note 3 (a) (iii) above.

(ii) Other intangible assets acquired in a business combination

Other intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost), and include trademarks, licenses contracts and software.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Amortisation is recognised on a straight-line basis over the estimated useful lives of intangible assets, on the following basis:

Description	Estimated useful lives
Trademarks	5 to 10 years
Software	3 to 5 years

The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

(iii) De-recognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(f) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

(g) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, considering the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

(h) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is determined using the weighted average method and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Net realisable value represents the estimated selling price in the ordinary course of business, less estimated selling expenses. Allowance for obsolete and slow-moving inventory is made to reduce the carrying amount of inventories to their net realisable value.

(i) Financial instruments

(i) Initial recognition

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument except for "regular way" purchases and sale of financial assets which are recognised on trade date basis (other than derivative assets).

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Options which are acquired at transaction cost, with a different day one fair value based on unobservable inputs, are initially recognised at fair value; and any differences between fair value and transaction cost are deferred into unearned income, which is recycled into profit and loss account over the life of the options. Any subsequent changes on the re-measurement of fair value are presented in profit and loss account.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(i) Financial instruments (continued)

(ii) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Debt instruments

Debt instruments are classified and subsequently measured at either amortised cost or fair value on the basis of the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Debt instruments are measured at amortised cost, net of any write down for impairment, only if (i) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest calculated using the effective interest method is recognised in profit or loss and is included in 'Finance cost, net'. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The Group may choose at initial recognition to designate a debt instrument that otherwise qualifies to be measured at amortised cost or as at fair value through profit or loss (FVTPL) if doing so eliminates or significantly reduces an accounting mismatch. All other debt instruments must be measured as at FVTPL.

Other financial assets measured at amortised cost

Trade and other receivables, loan investments and cash and bank balances are measured at amortised cost less any impairment. Interest income is recognised on an effective interest basis, except for short term receivables when the recognition of interest would be immaterial.

Cash and cash equivalents include cash on hand and deposits held with banks for working capital purposes (excluding deposits held under lien) and term and Wakala deposits of original maturity less than 3 months.

Equity instruments

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Investments in equity instruments designated at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investment revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the investments. The Group holds equity investments and has not elected to carry these investments at FVTOCI with changes in fair value through other comprehensive income.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with IFRS 15 *Revenue from Contracts with Customers*, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends earned are recognised in profit or loss and are included in 'Income from financial investments, net'.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(i) Financial instruments (continued)

(iii) Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

(iv) Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all the risks and rewards of ownership and it does not retain control of the financial asset. On derecognition of a financial asset, the difference between the carrying amount of the asset and the consideration received is recognised in:

- Profit or loss, for securities measured at amortised cost or FVTPL, or
- Other comprehensive income, for investments at FVTOCI. At the time of derecognition of FVTOCI investment any revaluation reserve is transferred to retained earnings.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(v) Offsetting

Financial assets and liabilities are offset and reported net in the consolidated statement of financial position only when there is a legally enforceable right to set off the recognised amounts and when the Group intends to settle either on a net basis, or to realise the asset and settle the liability simultaneously. Income and expenses are presented on a net basis only when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

The Group is party to a number of arrangements, including master netting agreements that give it the right to offset financial assets and financial liabilities but, where it does not intend to settle the amounts net or simultaneously, the assets and liabilities concerned are presented on a gross basis.

(vi) Repurchase and reverse repurchase contracts

Securities sold subject to a commitment to repurchase them at a predetermined price at a specified future date (repos) continue to be recognised in the consolidated statement of financial position and a liability is recorded in respect of the consideration received under borrowings. Assets purchased with a corresponding commitment to resell at a specified future date (reverse repos) are not recognised in the consolidated statement of financial position. Amounts placed under these agreements are included in 'Reverse-repo contracts' within 'Financial investments'.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(i) Financial instruments (continued)

(vii) Foreign exchange gains and losses

The fair value of financial assets and liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. The foreign exchange component forms part of its fair value gain or loss. Therefore,

- for financial assets and liabilities that are classified as at FVTPL, the foreign exchange component is recognised in profit or loss; and
- for financial assets that are equity instruments and designated as at FVTOCI, any foreign exchange component is recognised in other comprehensive income.

For foreign currency denominated financial assets and liabilities measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the financial assets and are recognised in the 'Income from financial investments, net' line item in the consolidated statement of profit or loss.

(viii) Derivative financial instruments

The Group enters into a variety of derivative financial instruments, including futures, credit default swaps, total return swaps, interest rate swaps and foreign exchange forward contracts to manage its exposure to equity price, interest rate and foreign exchange rate risks.

Derivatives are initially recognised at fair value on the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit immediately unless: (i) the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship or (ii) the derivative is capitalised as unearned income and subsequently recognised in profit or loss over the life of the options and warrants.

(ix) Hedge accounting

The Group uses derivative financial instruments, such as interest rate swaps, to hedge its interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

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

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

Note 12 sets out details of the fair values of the derivative instruments used for hedging purposes.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(i) Financial instruments (continued)

(ix) Hedge accounting (continued)

Cash flow hedges

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

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

(x) Impairment of financial assets

Under IFRS 9, the Group recognises a loss allowance for expected credit losses on financial assets. No impairment loss is recognised for investments in equity instruments which are carried at FVTPL. The amount of expected credit losses (ECL) is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group applies the IFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for its trade and other receivables. Further, the Group applies the general approach for all other financial assets carried at amortised cost.

The Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

(j) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

(k) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates, and other similar allowances.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(k) Revenue recognition (continued)

(i) Sale of goods and services

The Group recognises revenue from contracts with customers based on a five-step model as set out in IFRS 15:

Step 1 Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2 Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3 Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4 Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5 Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

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

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

Revenue is measured at the fair value of the consideration received or receivable, considering contractually defined terms of payment and excluding taxes and duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent.

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

The Group recognises revenue from the sale of goods and services from the following:

- a) healthcare services to patients at its various clinics.
- b) laboratory services to patients for tests requested by patients or prescribed by doctors; and
- c) contracts with customers for the sale of pharmacy items including medicines and other consumables

Performance obligations relating to goods and services are satisfied at the point in time.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(k) Revenue recognition (continued)

(ii) Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(iii) Rental income

The Group's policy for recognition of revenue from operating leases is described in note (l) below.

(l) Leasing

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.

(i) The Group as 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 income is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(ii) The Group as 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.

Right-of-use assets

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

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(l) Leasing (continued)

(ii) The Group as lessee (continued)

Lease liabilities

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

In calculating the present value of lease payments, the Group uses the incremental borrowing rate 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.

Short-term leases and leases of low-value assets

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

(m) Employee benefits

The provision for employees' end of service benefit is calculated in accordance with the UAE Federal Labour Law and is recognised as an expense in the consolidated statement of profit and loss on an accrual basis.

Pension contribution for GCC nationals is recognised as an expense in the consolidated statement of profit and loss on an accrual basis.

Liabilities recognised in respect of other long-term employee benefits, included in trade and other liabilities, are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

(n) Borrowing costs

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

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(o) Government grants

The Group believes that, in most cases, when land is initially received through government grants, the probability that future economic benefits will flow to the Group is uncertain, since, until the Group has established plans to utilise the land, it is possible that such land may revert back to the government. In addition, in the absence of identified use of the land, the amount of future economic benefits cannot be determined with reasonable certainty. Accordingly, land so received is not initially recognised in the consolidated financial statements until certain events occur, which enable management to conclude that it becomes probable that future economic benefits will flow to the Group from its ownership of such land.

Land received as government grants that do not meet the criteria that future economic benefits will flow to the Group, are not recognised, but their existence is disclosed in the consolidated financial statements. The determination of whether future economic benefits will flow to the Group is made by management using guidelines approved by the Board of Directors; each such determination is also approved by the Board of Directors. Once the determination is made, land is recognised in the financial statements at nominal value.

At the point of such initial recognition, and subsequently, at each reporting date, an assessment is made by the Group as to the ultimate use of the land, and based on such assessment, the land is transferred to the relevant asset category (such as investment property, property, plant and equipment or inventory) depending on its intended use, and is thereafter accounted for using the accounting policy in place for that relevant asset category.

(p) Statutory reserve

In accordance with the Companies Law and the Company's Articles of Association, 10% of the profit after tax is transferred at the end of each financial year to a non-distributable statutory reserve. Such transfers are required to be made until the balance of the statutory reserve equals one half of the Company's paid up share capital.

(q) Treasury shares

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

(r) Taxes

Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

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

Deferred tax

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

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(r) Taxes (continued)

Deferred tax (continued)

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

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

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

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

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

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

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

Notes to the consolidated financial statements (continued)

3 Material accounting policy information (continued)

(r) Taxes (continued)

Value added tax (VAT)

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

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

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

4 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates or assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revision to accounting estimates are recognised in the period in which the estimates are revised and in any future period affected.

(a) Key sources of estimation uncertainty

(i) Investment property valuation

The Group's investment properties are revalued at the end of the reporting period by management with reference to accredited independent appraisers having an appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair values are based on market values, being the estimated consideration that would be exchanged at an arms' length transaction between knowledgeable market participants at measurement date.

In the absence of reliable estimates of current prices in an active market, the valuations are prepared by considering the aggregate of the estimated future cash flows expected to be received from the property considering income capitalization approach, comparable method and residual value method. Based on the revaluation, a fair value increase of AED 13,589 thousand was recognised in the current year (2023: AED 15,061 thousand). The fair valuation methodology of the investment properties are disclosed in note 8.

(ii) Impairment of goodwill

Goodwill arising from the acquisition of the Healthcare subsidiaries was tested for impairment during the year. The critical estimates involved are disclosed in note 9.

(iii) Allowance for expected credit losses

The Group has estimated the recoverability of trade and other receivables, and loan investments and has considered the allowance required for Expected Credit Losses ("ECL").

The Group applies the IFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for its trade and other receivables. Further, the Group applies the general approach for all other financial assets carried at amortised cost.

Notes to the consolidated financial statements (continued)

4 Critical accounting judgements and key sources of estimation uncertainty (continued)

(a) Key sources of estimation uncertainty (continued)

(iii) Allowance for expected credit losses (continued)

As at 31 December 2024, provision for expected credit losses on trade receivables amounting to AED 41,416 thousand (2023: AED 1,722,709 thousand), amounted to AED 4,235 thousand (2023: AED 16,815 thousand) and provision for expected credit losses on other receivables amounting to AED 168,550 thousand (2023: AED 69,529 thousand) amounted to AED 534 thousand (2023: AED 5,243 thousand). Any difference between the amounts actually collected in future periods and the amounts expected to be received will be recognised in the consolidated statement of profit or loss.

(iv) Fair value of financial instruments

The Group has financial assets and liabilities that are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Information about the valuation techniques and inputs used in determining the fair value of various financial assets and liabilities are disclosed in note 30.

(b) Critical accounting judgements

(i) Possibility of future economic benefits from land received as government grant

Refer to note 3(o) for a description of judgements used to ascertain the possibility of future economic benefits from land received as government grant.

(ii) Determining the lease term of contracts with renewal options

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

(iii) Discount rate used for initial measurement of lease liabilities

The Group, as a lessee, measures the lease liabilities at the present value of the unpaid lease payments at the commencement date. The lease payments are discounted using the interest rate implicit in the lease if that rate can be readily determined. If that rate cannot be readily determined, the Group on initial recognition of the lease uses its incremental borrowing rate. Incremental borrowing rate 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 assets in similar economic environment. The Company determined its incremental borrowing rate at 5.28% - 7.02% in respect of the lease liabilities (note 19).

Notes to the consolidated financial statements (continued)

5 Composition of the Group

5.1 Subsidiaries

Details of the Group's material subsidiaries at the end of the reporting period are as follows.

Subsidiary	Country of incorporation	Principal activity	Group's shareholding	
			2024	2023
Private Investments				
Al Waha Land LLC	UAE	Industrial Real Estate	100%	100%
WPI Health Investment LLC	UAE	Healthcare	100%	100%
Waha VAS Limited ¹	Cayman Islands	Investment in Optasia	100%	100%
Waha Energy Limited ²	Cayman Islands	Energy	100%	100%
Asset Management				
Waha Investment PrJSC	UAE	Investment manager	100%	100%
Waha Investment Management Company SPC ³	Cayman Islands	Financial investments		

¹ Holding Company carrying an investment in Optasia (note 11).

² Holding Company carrying special purpose vehicles for investments in Petronash Global Limited and NESR Corp (note 11 and 12).

³ The Group owns 47.3% of Waha MENA Equity Fund SP (2023: 51.2%), 40.1% of Waha Emerging Markets Credit Fund SP (2023: 54.7%), 56% of Waha Islamic Income Fund SP (2023: 65%) and 100% of Waha EM Equity Fund SP (2023: 100%). These funds are managed by Waha Investment PrJSC.

Notes to the consolidated financial statements (continued)

5 Composition of the Group (continued)

5.2 Details of subsidiaries with material non-controlling interests

5.2a Waha Investment Management Company SPC

Summarised financial information in respect of Waha Investment Management Company SPC is set out below and this represents amounts before intragroup eliminations.

	2024 AED '000	2023 AED '000
Statement of financial position		
Total assets	11,991,752	11,180,184
Total liabilities	(4,304,641)	(4,985,810)
Non-controlling interests ¹	(4,306,516)	(2,912,407)
Equity attributable to the equity holders of the parent	3,380,595	3,281,967

¹ Movement in non-controlling interests includes: a) net investment into Waha MENA Equity Fund SP of AED 162,711 thousand (2023: AED 345,579 thousand); b) net investments from Waha Emerging Markets Credit Fund SP of AED 899,354 thousand (2023: AED 327,694 thousand); and c) investment of AED 33,102 thousand into Waha Islamic Income Fund SP (2023: AED 34,842 thousand).

Movement in equity attributable to the equity holders of the parent includes a) redemption of AED 116,593 thousand from Waha MENA Equity Fund SP (2023: AED 245,885 thousand) and the Group's ownership decreased from 51.2% to 47.3%; b) net redemption of AED 55,170 thousand (2023: AED 25,746 thousand) from Waha Emerging Markets Credit Fund SP and the Group's ownership decreased from 54.7% to 40.1%.

	2024 AED '000	2023 AED '000
Statement of profit or loss		
Income from financial investments	990,346	1,180,546
Expenses	(421,278)	(176,881)
Profit for the year	569,068	1,003,665
Profit attributable to equity holders of the parent	270,125	620,316
Profit attributable to the non-controlling interests	298,943	383,349
Profit for the year	569,068	1,003,665
Statement of cash flows		
Net cash inflow from operating activities	586,614	44,822
Net cash inflow from financing activities	564,008	519,186
Net cash inflow	1,150,622	564,008

Notes to the consolidated financial statements (continued)

5 Composition of the Group (continued)

5.2 Details of subsidiaries with material non-controlling interests (continued)

5.2b WPI Health Investment LLC

WPI Health Investment LLC (WPI) is a holding company for the Group's 70% (2023: 70%) ownership interest in Health Bay Polyclinic and 100% (2023: 100%) in IVF Investment LLC.

Summarised financial information in respect of WPI is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	2024 AED '000	2023 AED '000
Statement of financial position		
Non-current assets	85,509	61,530
Current assets	38,013	43,912
Total liabilities	(67,546)	(53,603)
Non-controlling interests	1,648	865
Equity attributable to the equity holders of the parent	57,624	52,704
	2024 AED '000	2023 AED '000
Statement of profit or loss		
Income	151,389	141,043
Expenses, net	(147,252)	(144,481)
Profit / (loss) for the year	4,137	(3,438)
Gain / (loss) attributable to equity holders of the parent	4,920	(141)
Loss attributable to the non-controlling interests	(783)	(3,297)
Profit / (loss) for the year	4,137	(3,438)
Statement of cash flows		
Net cash inflow from operating activities	20,423	11,236
Net cash outflow from investing activities	(6,751)	(2,869)
Net cash outflow from financing activities	(11,726)	(11,745)
Net cash inflow / (outflow)	1,946	(3,378)

Notes to the consolidated financial statements (continued)

6 Operating segments

Private Investments

The Private Investments segment holds all of the Group's proprietary investments in diversified industries including financial services, infrastructure, oil and gas, fintech and healthcare.

Waha Land

Waha Land segment represents the Group's interest in industrial real estate.

Public Markets

The Public Markets segment represents a platform to provide investors access to opportunities in equities and other asset management services.

Corporate

The corporate segment comprises the Group's activities, which are not allocated to reportable segments.

Information related to the operating segments is mentioned below as at and for the year ended 31 December:

AED '000 2024	Private Investments	Waha Land	Public Markets	Corporate	Consolidated
Revenue from sale of goods and services	150,111	-	-	-	150,111
Cost of sale of goods and services	(113,340)	-	-	-	(113,340)
Share of profit from equity-accounted associates and joint ventures, <i>net</i>	21,357	-	-	-	21,357
Gain on disposal of equity-accounted associates and joint ventures	68,018	-	-	-	68,018
Income from financial investments, <i>net</i>	24,819	-	916,141	-	940,960
Income from investment properties, <i>net</i>	-	69,339	-	-	69,339
Other income, <i>net</i>	6,684	(1,436)	20,713	13,246	39,207
General and administrative expenses – parent	(15,102)	-	-	(73,622)	(88,724)
General and administrative expenses – subsidiaries	(32,076)	(12,580)	(130,152)	-	(174,808)
Finance income / (cost), <i>net</i>	4,458	(9,091)	(128,957)	(98,780)	(232,370)
Profit / (loss) before tax	114,929	46,232	677,745	(159,156)	679,750
Tax expense	-	-	-	(313)	(313)
Profit / (loss) for the year	114,929	46,232	677,745	(159,469)	679,437
Other comprehensive income	10,419	-	-	-	10,419

Notes to the consolidated financial statements (continued)

6 Operating segments (continued)

AED '000 2023	Private Investments	Waha Land	Public Markets	Corporate	Consolidated
Revenue from sale of goods and services	140,433	-	-	-	140,433
Cost of sale of goods and services	(107,456)	-	-	-	(107,456)
Share of profit from equity-accounted associates and joint ventures, <i>net</i>	5,059	-	-	-	5,059
Gain on disposal of equity-accounted associates and joint ventures	5,021	-	-	-	5,021
Income / (loss) from financial investments, <i>net</i>	(44,886)	-	1,134,324	-	1,089,438
Income from investment properties, <i>net</i>	-	59,790	-	-	59,790
Other income, <i>net</i>	610	1,231	28,272	3	30,116
General and administrative expenses – parent	(17,707)	-	-	(74,026)	(91,733)
General and administrative expenses – subsidiaries	(35,706)	(13,446)	(118,765)	-	(167,917)
Finance (cost) / income, <i>net</i>	4,303	(4,020)	(21,308)	(118,286)	(139,311)
Profit / (loss) before tax	(50,329)	43,555	1,022,523	(192,309)	823,440
Tax expense	(3,286)	-	-	-	(3,286)
Profit / (loss) for the year	(53,615)	43,555	1,022,523	(192,309)	820,154
Other comprehensive loss	(4,167)	-	-	-	(4,167)

Segment income reported above represents income generated from external customers. There was no inter-segment income during the year (2023: AED nil). All revenues are generated from sales of goods and services within the UAE. Included in revenue from sales of goods and services are revenues of approximately AED 19,797 thousand (2023: AED 20,875 thousand) which arose from the Group's largest customer. Two customers (2023: one customer) contributed 10% or more to the Group's revenue for 2023.

During the year, the Group recognised an impairment loss of nil (2023: nil) on investments in equity accounted investees, and a fair value gain of AED 13,589 thousand (2023: AED 15,061 thousand) on investment properties in the Waha Land segment.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of central administration cost amounting to AED 159,469 thousand (2023: AED 192,309 thousand). This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Notes to the consolidated financial statements (continued)

6 Operating segments (continued)

AED '000	Private Investments	Waha Land	Public Markets	Corporate	Consolidated
2024					
Investment in equity-accounted associates and joint ventures	95,246	-	-	-	95,246
Other assets	712,651	977,188	12,256,747	175,018	14,121,604
Segment assets	807,897	977,188	12,256,747	175,018	14,216,850
Segment liabilities	80,248	176,470	4,499,880	1,198,334	5,954,932
Capital expenditures	6,865	7,161	109	670	14,805
Depreciation and amortisation	14,615	26	83	3,421	18,145
2023					
Investment in equity-accounted associates and joint ventures	88,313	-	-	-	88,313
Other assets	866,237	961,872	11,425,510	198,950	13,452,569
Segment assets	954,550	961,872	11,425,510	198,950	13,540,882
Segment liabilities	64,696	208,086	5,222,959	1,376,026	6,871,767
Capital expenditures	2,974	117,732	91	650	121,447
Depreciation and amortisation	17,012	26	61	3,320	20,419

For the purpose of monitoring segment performance and allocating resources between segments:

- All assets are allocated to operating segments other than corporate assets of AED 175,018 thousand (2023: AED 198,950 thousand)
- All liabilities are allocated to operating segments other than corporate liabilities of AED 1,198,334 thousand (2023: AED 1,376,026 thousand)

Notes to the consolidated financial statements (continued)

7 Property and equipment, net

	Leasehold improvements		IT equipment, furniture and fittings		Medical and other equipment		Motor vehicles		Capital work in progress		Total
	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	AED '000	
Useful economic lives (years)	3 - 5	3 - 5	3 - 5	5 - 7	3						
Cost											
At 1 January 2023	36,163	21,613	42,734	1,814	28					102,352	
Additions	676	1,120	1,258		581					3,635	
Transfers	-	7	-	-	(7)					-	
Disposals	-	-	(21)						(202)	(223)	
At 31 December 2023	36,839	22,740	43,971	1,814	400				4,728	105,764	
Additions	186	781	1,586						(198)	7,281	
Transfers	-	198	-	-					(104)	-	
Disposals	-	(123)	-	-						(227)	
At 31 December 2024	37,025	23,596	45,557	1,814	4,826					112,818	
Accumulated depreciation and impairment											
At 1 January 2023	31,629	19,298	31,670	1,618	-					84,215	
Charge for the year ¹	2,646	1,188	4,673	97	-					8,604	
Disposals	-	-	(21)							(21)	
At 31 December 2023	34,275	20,486	36,322	1,715	-					92,798	
Charge for the year ¹	1,522	1,175	2,850	78	-					5,625	
Disposals	-	(28)	-							(28)	
At 31 December 2024	35,797	21,633	39,172	1,793	-					96,395	
Net carrying amount											
At 31 December 2024	1,228	1,963	6,385	21	4,826					14,423	
As at 31 December 2023	2,564	2,254	7,649	99	400					12,966	

¹ Depreciation expense of AED 2,842 thousand is included in "Cost of sales of goods and services" (2023: AED 4,648 thousand) and AED 2,783 thousand is included in "General and Administrative expenses" (2023: AED 3,956 thousand).

Notes to the consolidated financial statements (continued)

8 Investment properties

	2024 AED '000	2023 AED '000
At 1 January	413,450	282,232
Additions	7,161	117,732
Fair value gain	13,589	15,061
Assets held for sale	-	(1,575)
At 31 December	434,200	413,450

Investment properties comprise of land and buildings that are constructed for commercial and industrial use.

The Group has recognised a portion of the land granted in the consolidated financial statements by applying the accounting policy with respect to government grants (refer to note 3(o)) and investment properties (refer to note 3(d)). The land grant related to the portion of land for which the Group has no development plans, remains unrecognised on the consolidated statement of financial position as at reporting date.

Investment properties are categorised into level 3 of the fair value hierarchy based on the inputs to the valuation technique accepted by the Royal Institute of Chartered Surveyors and consistent with IFRS requirements. The valuation, as of 31 December 2024 was performed by management with reference to an accredited independent appraiser having an appropriate recognised professional qualification and recent experience in the location and category of the property being valued. In estimating the fair value, the current use of the property was deemed to be its highest and best use. Valuation methodologies considered include:

- The Income Capitalization Approach, where income receivable under comparable leases, existing lease agreements and projected future rental streams are capitalized at appropriate rates to reflect the investment market conditions at the valuation date.
- The Comparable method, which identify identical or similar assets (properties) that have been sold, analysing the sales prices achieved and the relevant market data and establishing value by comparison with those properties that have been sold
- The Residual Value Method, which requires the use of estimates such as sale price, construction costs, professional fees, financing cost and targeted internal rate of return. These estimates are based on local market conditions existing at the end of the reporting period.

The Income Capitalisation Approach was used to derive the fair value of buildings where the discount rate used ranged from 10% – 12%. The Comparable method and Residual Value Method were used to derive the fair value of land plots where the sales price ranged from AED 34 to AED 36 per sq. ft.

Based on the revaluation, a fair value increase of AED 13,589 thousand was recognised in the current year (2023: AED 15,061 thousand).

Income from investment properties, net

	2024 AED '000	2023 AED '000
Rental income	59,473	48,487
Operating costs	(3,723)	(3,758)
Fair value gain	13,589	15,061
	69,339	59,790

Notes to the consolidated financial statements (continued)

9 Goodwill and intangible assets

	Goodwill AED '000	Trademarks AED '000	Software AED '000	Capital work in progress AED '000	Total AED '000
Useful economic lives (years)	Indefinite	5 - 10	3 - 5		
Cost					
At 1 January 2023	36,507	24,952	8,931	-	70,390
Adjustments	-	-	554	-	554
Additions	-	-	107	-	107
At 31 December 2023	36,507	24,952	9,592	-	71,051
Additions	-	-	-	363	363
At 31 December 2024	36,507	24,952	9,592	363	71,414
Accumulated amortisation and impairment					
At 1 January 2023	-	24,952	8,474	-	33,426
Adjustments	-	-	544	-	544
Amortisation	-	-	-	-	-
At 31 December 2023	-	24,952	9,018	-	33,970
Amortisation	-	-	4	-	4
At 31 December 2024	-	24,952	9,022	-	33,974
Net carrying amount					
At 31 December 2024	36,507	-	570	363	37,440
At 31 December 2023	36,507	-	574	-	37,081

Goodwill acquired through business combinations with indefinite useful lives is allocated to the Healthcare cash-generating units within the Private Investment operating segment. The recoverable amounts of these cash-generating units were determined using "fair value less cost to sale" approach. For this purpose, the fair value is based on market approach and key inputs in the valuation methodology are EBITDA/revenue and their market driven multiples. EBITDA/revenue cash flows projection is based on the most recent financial information and enterprise value is determined after taking account of cash outflows. Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based, would not cause the aggregate carrying amount to exceed the recoverable amounts of the cash generating units and hence the goodwill is not impaired.

Notes to the consolidated financial statements (continued)

10 Loan investments

	2024 AED '000	2023 AED '000
Loan investments - <i>amortised cost</i>	52,699	46,340

During 2022, the Group provided an interest-bearing loan amounting to AED 36,044 thousand at a PIK interest rate of 13% per annum compounded quarterly. The loan is repayable in five years. As of 31 December 2024, the Group has outstanding loan of AED 52,699 thousand (2023: AED 46,340 thousand) inclusive of capitalized interest of AED 16,200 thousand (2023: AED 9,996 thousand) under the PIK arrangement. Loan can be extended by the borrower for one year. The Group believes that ECL provision would not be material to the financial statements. The loan is secured by the guarantee provided by the parent of SPV.

11 Investments in associates and joint ventures

	2024 AED '000	2023 AED '000
Carrying amount		
Associates	78,840	78,957
Joint ventures	16,406	9,356
	95,246	88,313

11.1 Details of material associates

Details of the Group's material associate at the end of the reporting period are as follows:

Associate	Principal activity	Country of incorporation	Group's shareholding	
			2024	2023
Channel VAS Investments Limited	Fintech	UAE	10.48%	10.48%

The Group considers this investment as an associate due its rights to representation of the group on the board of investee company.

Notes to the consolidated financial statements (continued)

11 Investments in associates and joint ventures (continued)

11.1 Details of material associates (continued)

Summarised financial information in respect of the Group's material associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with IFRS (adjusted by the Group for equity accounting purposes).

	Optasia ¹ 2024 AED '000 (Unaudited)	2023 AED '000 (Audited)
Statement of financial position		
Current assets		
- cash and cash equivalents	29,546	43,142
- others	328,463	202,874
Non-current assets	151,503	154,058
Current liabilities		
- trade and other payables	(28,448)	(29,621)
- others	(57,939)	(30,544)
Non-current liabilities	(271,497)	(272,833)
Non-controlling interests	(6,735)	(1,090)
Statement of profit or loss		
Revenue	494,930	472,861
Expenses	(249,079)	(283,773)
Interest expense	(45,701)	(29,425)
Depreciation and amortisation	(28,650)	(28,051)
Other operating loss	-	(1,265)
Profit before tax	171,500	130,347
Income tax expense	(28,927)	(29,301)
Profit for the year	142,573	101,046
Statement of cash flows		
Dividends received during the year	8,291	5,186
Group's share of contingencies	31,852	16,800
Group's share of commitments	-	-

¹The 2024 amounts disclosed above pertain to the eleven-month period ended and as of 30 November 2024. The 2023 amounts disclosed pertain to the twelve-month year ended and as of 31 December 2023.

Notes to the consolidated financial statements (continued)

11 Investments in associates and joint ventures (continued)

11.1 Details of material associates (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the Group's material associate recognised in the consolidated financial statements:

	Optasia	
	2024 AED '000	2023 AED '000
Net assets of the associate	144,893	84,984
Proportion of the Group's ownership interest	10.48%	10.48%
Group's share of net assets of the associate	15,185	8,906
Goodwill	42,750	42,750
Intangible assets	9,857	15,897
Other adjustments	11,048	11,404
Carrying amount of associate	78,840	78,957

The movement of investment in associates is presented below:

	2024 AED '000	2023 AED '000
As at 1 January	78,957	85,769
Disposals	-	(2,898)
Share of profit, net	10,348	5,439
Share of other comprehensive income	(2,982)	(4,167)
Distributions received	(7,483)	(5,186)
	78,840	78,957

11.2 Details of material joint ventures

Joint venture	Principal activity	Country of incorporation	Group's shareholding	
			2024	2023
Petronash Global Limited ¹	Oil and gas services	Cayman Islands	-	32.09%

¹ On 6 August 2018, the Group, along with co-investors, entered into a subscription agreement to acquire 35% stake in Dubai-based Petronash Global Limited (Petronash), a global oilfield services and manufacturing company, for an upfront consideration of AED 322,762 thousand and a deferred contingent consideration of AED 134,863 thousand. The transaction closed on 10 October 2018 which includes options, pursuant to which the Group can increase its ownership up to 50% in Petronash. During the year, the Group has disposed its full stake in Petronash resulting in a gain of AED 68,018 thousand.

During the year, the Group recognised net share of gain of AED 11,009 thousand (2023: AED 380 thousand), from joint ventures that are not individually material the total carrying value of such investments amounting to AED 16,406 thousand (2023: AED 9,355 thousand).

The movement of investment in joint ventures is presented below:

	2024 AED '000	2023 AED '000
As at 1 January	9,356	9,736
Share of profit, net	11,009	(380)
Distributions received	(3,959)	-
	16,406	9,356

Notes to the consolidated financial statements (continued)

12 Financial investments

	2024 AED '000	2023 AED '000
Financial assets at amortised cost		
Reverse repurchase contracts, net ²	204,256	-
Financial assets at fair value through profit or loss		
Investment in unquoted funds and private equities	342,494	426,103
Derivative assets ¹	215,324	238,542
Listed fixed income securities ³	7,566,405	5,391,776
Listed equity securities	1,943,150	2,395,507
Convertible preference shares ⁴	-	200,009
Other investments	963	963
	10,272,592	8,652,900

Financial investments held outside the UAE amount to AED 9,369,226 thousand (31 December 2023: AED 7,333,842 thousand).

¹The Group entered into interest rate swap (IRS) to partially hedge its interest rate risk in relation to its floating rate borrowings to manage interest rate risk of the newly secured revolving loan facility during the year. Under IRS contract, the Group agrees to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contract enables the Group to mitigate the risk of changing interest rates and the cash flow exposures on the issued variable rate borrowing held. Under the IRS contract, the Group fixes the interest rate of a portion of the new borrowings, which was obtained during the year (note 16).

Derivative assets held by the Group include total return swaps, credit default swaps, currency, and interest rate futures, which are measured at fair value, Level 2 (see note 30).

²Reverse repurchase contracts are shorted simultaneously. The carrying amounts presented are net of reverse repurchase receivables of AED 2,923,174 thousand and corresponding liabilities of AED 2,718,920 thousand (31 December 2023: reverse repurchase receivables of AED 2,119,760 thousand and corresponding liabilities of AED 2,137,898 thousand). The repurchase agreements are subject to a master netting agreement.

³Listed fixed income securities aggregating to AED 4,772,026 thousand (31 December 2023: AED 3,557,446 thousand) are pledged as security against the Group's borrowings under repurchase agreements.

⁴On 20 August 2020, the Group entered into a subscription agreement with Despegar.com, a NYSE-listed online travel company in Latin America to acquire 50,000 Series B Preferred Shares, without par value for an aggregate purchase price of \$50 million. The terms of the transaction include an option to the holder to convert each Series B Preferred Shares into 108.1081 common shares of Despegar.com. The Group paid net cash consideration of AED 180,222 thousand for the transaction which was closed on 21 September 2020. During the year, the Group disposed its entire holding in Despegar.com for a consideration of AED 221,078 thousand.

Maturity profiles of derivative assets are as follows:

	2024 Notional AED '000	2024 Fair value AED '000	2023 Notional AED '000	2023 Fair value AED '000
Due within 1 year	2,179,951	37,068	2,435,964	54,680
Due between 1 to 3 years	625,260	11,542	144,251	14,677
More than 3 years	4,853,747	166,714	816,295	169,185
	7,658,958	215,324	3,396,510	238,542

Notes to the consolidated financial statements (continued)

13 Trade and other receivables

	2024 AED '000	2023 AED '000
Trade receivables	41,416	1,722,709
Allowance for expected credit losses on trade receivables	(4,235)	(16,815)
	37,181	1,705,894
Prepayments and advances	4,248	6,900
Accrued interest	103,860	125,096
Restricted bank balances ¹	15,742	15,742
Deposits under lien	1,051	1,045
Margin accounts	1,665,534	1,009,459
Other receivables	168,550	69,529
Allowance for expected credit losses on other receivables	(534)	(5,243)
	1,895,432	2,928,422

¹Amounts set aside in banks against unclaimed prior years dividends.

²Balance includes proceeds from disposal of a joint venture amounting to AED 79,077 thousand (note 11.2).

The maximum exposure to credit risk for trade receivables as at 31 December by geographic region is:

	2024 AED '000	2023 AED '000
Middle East	41,129	1,721,959
Other regions	287	750
	41,416	1,722,709

The ageing of trade receivables as at 31 December is:

	2024			2023		
	Trade receivables AED'000	Expected credit losses AED'000	Expected credit loss rate	Trade receivables AED'000	Expected credit losses AED'000	Expected credit loss rate
Not past due	8,672	121	0 - 25%	1,686,792	435	0 - 25%
Past due:						
Within 90 days	12,397	276	0-35%	2,739	216	5 - 35%
91 days - 180 days	5,761	351	3-45%	4,036	509	15 - 50%
181 days - 365 days	9,144	696	10-70%	2,337	515	25 - 75%
> 365 days	5,442	2,891	20-100%	26,805	15,140	40 - 100%
	41,416	4,235		1,722,709	16,815	

Movement in allowance for expected credit losses on trade receivables:

	2024 AED '000	2023 AED '000
Balance at the beginning of the year	16,815	16,832
Expected credit losses recognised during the year	583	2,129
Write-off	-	(1,641)
Other adjustments	(13,163)	(505)
Balance at the end of the year	4,235	16,815

Movement in allowance for expected credit losses on other receivables:

	2024 AED '000	2023 AED '000
Balance at the beginning of the year	5,243	534
Expected credit losses recognised during the year	-	4,709
Write-off	(4,709)	-
Balance at the end of the year	534	5,243

Notes to the consolidated financial statements (continued)

13 Trade and other receivables (continued)

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

Deposits under lien represent cash collateral for letters of guarantee issued by commercial banks in favour of the Central Bank of the UAE on behalf of the Group. The interest rate on deposits under lien is 0.55% (2023: 0.55%) per annum. All deposits under lien are placed with UAE banks.

14 Cash and bank balances

	2024 AED '000	2023 AED '000
Deposits held with banks	97,007	96,450
Cash at banks	804,381	770,491
Cash in hand	60	56
	901,448	866,997
Less: Allowance for expected credit losses	(55)	(55)
Cash and cash equivalents	901,393	866,942

The interest rate on short term deposits ranged between 4.15% - 5.57% (2023: 4.80% - 5.73%) per annum. All short-term deposits are placed with UAE banks.

15 Share capital and dividend

	2024 AED '000	2023 AED '000
Authorised and fully paid up capital:		
1,883,513,614 shares (2023: 1,944,514,687 shares) of AED 1 each	1,883,514	1,944,515

On 26 March 2024, the Company held its Annual General Meeting ("AGM") which, among other things, approved a cash dividend of AED 188,351 thousand representing 10 fils per share (21 March 2023: approved a cash dividend of AED 150,681 thousand representing 8 fils per share).

On 13 March 2023, the Company's Board of Directors resolved to cancel 61,001,073 shares held by the Company (which included the shares still held by the Company as a result of the buyback program), after necessary regulatory approvals.

At the AGM and in order to finalise the cancelation of these shares, shareholders approved the amendment of the articles of association of the Company to reflect the new share capital.

As of 31 December 2024, the Company holds 20,284,202 treasury shares at AED 39,759 thousand (31 December 2023: AED 187,066 thousand).

A cash dividend of 10 fils per share is proposed for 2024 by the Board of Directors of the Company subject to the approval of the shareholders in the forthcoming Annual General Meeting.

The basic and diluted earnings per share for the year ended 31 December 2024 and 2023 has been calculated using the weighted average number of shares outstanding during the year after considering the effect of treasury shares.

	2024	2023
Profit for the year attributable to equity holders of the parent (AED '000)	381,277	440,102
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	1,852,571,847	1,878,496,493
Basic and diluted earnings per share attributable to the equity holders of the parent (AED)	0.206	0.234

Notes to the consolidated financial statements (continued)

16 Borrowings

	31 December 2024 AED '000			31 December 2023 AED '000						
	Effective Interest Rate	< 1 year	1 – 3 years	> 3 years	Total	Effective Interest Rate	< 1 year	1 – 3 years	> 3 years	Total
Secured term loans ¹	SOFRA+2% and 3m EIBOR +2.5%	1,178,202	67,726	50,795	1,296,723	LIBOR+3% and 3m EIBOR +2.5%	1,334,448	28,388	101,838	1,464,674
Borrowings through repurchase agreements ²	0.0% to +5.25%	4,076,540	-	-	4,076,540	0.013% to +5.2%	4,491,170	-	-	4,491,170
		5,254,742	67,726	50,795	5,373,263		5,825,618	28,388	101,838	5,955,844

¹ On 9 August 2024, the Group replaced its existing AED 1,839 million (\$500 million) secured revolving loan facility with a new 3-year AED 1,471 million (\$400 million) secured revolving loan facility. The new facility is initially secured by a pledge over the Group's shareholding in Waha Land LLC. As at 31 December 2024, a net amount of AED 147,120 was repaid (2023: AED nil thousand).

During 2016, the Group secured AED 426 million in a Murabaha-ijara based financing for further development of its light industrial real estate project. During 2018, it was amended to reduce the facility from AED 426 million to AED 378 million. The facility is secured by mortgages over certain plots of land, negative pledge over Phases 1 and 2 and assignment of certain rental income.

² Repurchase liabilities represent the Group's borrowings against its investment in listed fixed income securities under repurchase contracts.

The investments pledged to lenders as security against various facilities are certain investments (refer to note 12).

Notes to the consolidated financial statements (continued)

16 Borrowings (continued)

Reconciliation of borrowings movement to cash flows arising from financing activities is as follows:

	2024 AED '000	2023 AED '000
At 1 January	5,955,844	3,585,715
Loans drawn down	1,174,619	2,305,404
Loans (repaid) / obtained for financial assets at FVTPL	(414,630)	91,971
Loan arrangement costs, net of amortisations	(6,013)	7,300
Loans repaid	(1,336,557)	(34,546)
	5,373,263	5,955,844

During the year, an amount of AED 14,818 thousand was net repayment of the secured Murabaha-Ijara based financing for further development of its light industrial real estate project.

During the year, the Group's repurchase liabilities against its investment in fixed income securities decreased by AED 414,630 thousand.

17 Financial liabilities

	2024 AED '000	2023 AED '000
Financial liabilities at amortised cost		
Reverse repurchase agreements ¹	-	18,138
Financial liabilities at FVTPL		
Derivative liabilities	229,698	200,728
	229,698	218,866

¹ refer to note 12.

Maturity profiles of derivative liabilities are as follows:

	2024 Notional AED '000	2024 Fair value AED '000	2023 Notional AED '000	2023 Fair value AED '000
Due within 1 year	385,730	31,368	36,780	9,489
Due between 1 to 3 years	-	-	-	10,045
More than 3 years	978,873	198,330	1,670,483	181,194
	1,364,603	229,698	1,707,263	200,728

Notes to the consolidated financial statements (continued)

18 Trade and other liabilities

	2024 AED '000	2023 AED '000
Trade payables	21,369	372,199
Interest accrued on borrowings	256	78,251
Dividends payable	15,744	15,744
Long term employee incentive plans accrual (note 29)	74,674	78,211
Deferred income	-	5,288
End of service benefit provision	23,416	23,093
Other payables and accruals	172,141	99,565
	307,600	672,351

Trade and other liabilities are stated at amortised cost. The average credit period for the trade payables is 60 days. The Group has financial risk management policies in place to ensure that all the payables are paid within the agreed credit period. The contractual maturities for trade payables are within one year.

19 Leases

The Group as lessee

The Group has entered into operating lease arrangements for office and medical facility space.

The movement in the Group's right-of-use assets and lease liabilities during the year is as follows:

	Right-of-use assets AED '000	Lease liabilities AED '000
As at 1 January 2023	35,245	34,368
Depreciation expense	(11,814)	-
Interest expense	-	1,888
Payments	-	(14,836)
As at 31 December 2023	23,431	21,420
Reassessment	(624)	(928)
New leases	32,452	32,452
Depreciation expense	(12,516)	-
Interest expense	-	1,881
Payments	-	(13,740)
As at 31 December 2024	42,743	41,085

Notes to the consolidated financial statements (continued)

19 Leases (continued)

The Group as lessee (continued)

The following are the amounts recognised in profit or loss:

	2024 AED '000	2023 AED '000
Depreciation expense of right-of-use assets	12,616	11,814
Interest expense on lease liabilities	1,881	1,888
Expense relating to short-term leases	201	276
Total amount recognised in profit or loss	14,598	13,978

The Group as lessor

Operating leases relate to the investment properties owned by the Group with lease payments between 1 to 15 years (2023: 1 to 15 years).

Rental income earned by the Group on its investment properties is set out in note 8.

The non-cancellable operating lease receivables are set out below:

	2024 AED '000	2023 AED '000
Within one year	63,830	46,031
Between 2 and 5 years	115,747	64,788
More than 5 years	28,857	2,012
	208,234	112,831

20 Revenue from sale of goods and services

	2024 AED '000	2023 AED '000
Revenue	150,111	140,433
Cost of sale	(113,340)	(107,456)
Gross profit	36,771	32,977

Revenue and cost of sales of services are mainly attributable to the healthcare operations. Performance obligations relating to goods and services are satisfied at the point in time.

All revenues are generated within UAE.

Notes to the consolidated financial statements (continued)

21 Income from financial investments

	2024 AED '000	2023 AED '000
Financial assets at fair value through profit or loss		
Net loss from investment in unquoted funds and private equities	(91,362)	(40,150)
Net gain from derivatives	72,228	188,975
Net gain from listed fixed income securities	332,031	298,045
Net gain from listed equity securities	99,310	414,821
Net gain from convertible preference shares	21,069	39,015
Dividend income from listed equity securities	95,082	88,894
Interest income from listed fixed income securities	354,512	138,362
Profit income from sukuk	10,281	8,799
Others	47,809	(47,323)
	940,960	1,089,438

22 General and administrative expenses

	2024 AED '000			2023 AED '000		
	Company	Subsidiaries	Total	Company	Subsidiaries	Total
Staff costs	57,438	120,582	178,020	58,090	122,355	180,445
Legal and other professional expenses	16,011	30,530	46,541	12,836	17,961	30,797
Depreciation	3,439	2,321	5,760	3,335	3,395	6,730
Marketing expenses	2,777	1,333	4,110	1,947	2,285	4,232
Provision for expected credit losses	-	583	583	4,709	2,238	6,947
Others ¹	9,059	19,459	28,518	10,816	19,683	30,499
	88,724	174,808	263,532	91,733	167,917	259,650

¹ During the year, the Group made social contributions amounting to AED 1,429 thousand (2023: AED 3,027 thousand).

23 Finance cost

	2024 AED '000	2023 AED '000
Interest on borrowings	300,976	182,487
Interest on lease liabilities	1,881	1,888
Amortisation of loan arrangement costs	6,125	7,300
	308,981	191,675

Notes to the consolidated financial statements (continued)

24 Finance income

	2024 AED '000	2023 AED '000
Interest income from loan investments at amortised cost	6,343	5,622
Interest earned on time deposits	5,665	3,052
Collateral and other interest income	64,289	42,077
Unwinding of interest on disposal of an investment property	314	1,613
	76,611	52,364

25 Non-current asset held for sale

During 2022, the Group decided to sell a part of its investment properties and an SPA was signed to complete the sale of this asset. As a result, this portion was reclassified to an asset held for sale. However, due to circumstances beyond the Group's control, the sale was not concluded and the SPA was terminated in Q1 2024. Following the termination of the SPA, the Group has reengaged with multiple buyers to complete the sale transaction and is currently in process of reviewing their proposals. The Group remains committed to the sale of this asset and is working towards finalizing this transaction. As of 31 December 2024, asset held for sale amounted to AED 468,515 thousand (2023: AED 468,515 thousand).

The valuation, as of 31 December 2024 was performed by management with reference to an accredited independent appraiser having an appropriate recognised professional qualification and recent experience in the location and category of the property being valued.

As per the assessment, the fair values of these properties is not materially different from the carrying values.

26 Taxes

UAE Corporate Tax Law

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax (CT) regime in the UAE. The CT regime has become effective for accounting periods beginning on or after 1 June 2023.

Since the Group is expected to pay tax in accordance with the provision of the UAE CT Law on its operational results with effect from 1 January 2024, current taxes have been accounted for in the consolidated financial statements for the period beginning from 1 January 2024.

Notes to the consolidated financial statements (continued)

26 Taxes (continued)

Deferred taxes should be measured by reference to the tax rates and laws, as enacted, or substantively enacted, by the end of the reporting period, that are expected to apply in the periods in which the assets and liabilities to which the deferred tax relates are realized or settled.

Amount recognised in the consolidated statement of comprehensive income:

The major components of income tax expense for the year ended 31 December:

	2024 AED '000	2023 AED '000
Current income tax expense	313	-
Deferred income tax credit relating to origination and reversal of temporary differences	-	3,286
Income tax expense recognized in consolidated statement of profit or loss	313	3,286

Reconciliation of accounting income (for UAE entities only)

	2024 AED '000
Accounting profit before tax	679,437
Profit attributable to NCI	(298,160)
	381,277
<i>At United Arab Emirates' statutory income tax rate of 9%</i>	34,315
Effect of standard exemption	(34)
Income not subject to tax	(33,968)
TP adjustment	-
Income tax expense reported in the consolidated income statement	313
Effective tax rate	0.08%

As at 31 December 2024, there were no amounts recognised directly to equity or in other comprehensive income.

Notes to the consolidated financial statements (continued)

27 Related parties

Related parties include major shareholders of the Company, directors or officers of the Group, enterprises that are in a position to exercise significant influence over the Group or those enterprises over which the Group can exercise significant influence or has joint control.

The Group conducts its transactions with related parties are required to be conducted in compliance with all relevant laws and regulations. Where a Board member has an actual or perceived conflict of interest over an issue to be considered by the Board, the interested member may not vote on any relevant resolutions and can also be asked by the Chairman not to participate in the relevant Board discussions. The Company has a conflict-of-interest policy for Board members and, for senior management, a code of conduct. The Company takes reasonable steps to maintain an awareness of the other relevant commitments of its directors and senior management, and thus is able to monitor compliance with this policy and code.

Significant transactions with related parties

Key management personnel compensation

	2024 AED '000	2023 AED '000
Short-term benefits	10,561	11,731
End of service and other long-term benefits	360	417
	10,921	12,148

28 Commitments

Capital commitments

As at 31 December 2024, the Group has capital commitments of AED 6,152 thousand (2023: nil) with respect to WPI.

As at 31 December 2024, the Group has outstanding capital calls of AED 31,112 thousand (2023: AED 40,329 thousand) pertaining to its investment in unquoted fund and private equities.

29 Employee compensation

In designing its employee compensation plans, the Group's primary objective is to provide employees with a robust compensation platform upon which they are encouraged to pursue outstanding returns and to reward them based on their results in line with the interests of the Group. This is achieved through a combination of cash salaries, variable bonuses dependent upon Group and individual's performance, and participation in various long term employee incentive and co-investment programs described below.

Investment profit participation plans

The Group's Board of Directors has approved the following cash settled long term incentive plan for certain employees linked to investment profit participation:

- A trading plan, whereby the employees are granted points linked to the fund's performance which vests annually. An amount representing the value of vested points derived from the fund's net asset value is divided into a cash payment and cash deferral. The amount of the cash deferral is index-linked to the relative fund performance for a period of three years. The reinvested amount vests over the three-year period and after completing the service condition a cash payment is made.

Notes to the consolidated financial statements (continued)

30 Financial instruments

Overview

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk
- operational risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors has established a permanent Risk and Compliance Committee, comprising of three members of the Board of Directors. In addition, Management has established a committee comprising of senior management. These committees are responsible for overseeing the Group's risk management and compliance activities (including the implementation and effectiveness of the Group's risk management framework). The Group's risk management framework is established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management framework is reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group Audit Committee is assisted in its oversight role by an internal audit team. The Internal audit team undertakes regular reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

In respect of public market transactions, the Group has implemented risk management policies and guidelines, as set out in the Private Placement Memorandums of Waha MENA Equity Fund SP, Waha Emerging Markets Credit Fund SP, Waha EM Equity Fund SP and Waha Islamic Income Fund SP (all together the "Funds"), which set out the procedures to be performed prior to making investment decisions, including employing qualitative analyses, quantitative techniques, due diligence and management meetings as well as fundamental research on evaluation of the issuer based on its financial statements and operations. In addition to analysing financial instruments, the Group determines the relative attractiveness of investing in different markets in order to determine the country weighting in each area. In assessing the investment potential in each area, the Group considers economic growth prospects, monetary decisions, political risks, currency risks, capital flow risks, and other factors.

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, derivative assets, cash and cash balances and loan investments. As at the end of the reporting date, the Group's financial assets exposed to credit risk amounted to:

	2024 AED '000	2023 AED '000
Financial assets at amortised cost		
Cash and bank balances ¹	901,333	866,886
Trade and other receivables ²	1,891,184	2,921,522
Loan investment	52,699	46,340
Reverse repurchase contracts, net	204,256	-
	3,049,472	3,834,748
Financial investments at FVTPL	10,068,336	8,652,900
	13,117,808	12,487,648

¹ Cash and bank balances exclude cash in hand

² Trade and other receivables exclude prepayments and advances

(i) Bank balances

Substantially all of the bank balances are held with reputed financial institutions with S&P credit ratings ranging between A and BBB+, therefore, there are no significant credit risks as at reporting date.

(ii) Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The characteristics of the Group's customer base including default risk of the industry and country in which the Group's customers operate are some of the factors which influence credit risk.

The Group has established various policies and procedures to manage credit exposure, including initial financial assessment and appraisal, collateral and guarantee requirements and continual credit monitoring. The expected credit losses on trade and other receivables are estimated based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions, and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Credit risk arising on transactions with brokers relates to transactions awaiting settlement. Risk related to unsettled transactions is considered small due to the short settlement period involved and high credit quality of the brokers used.

(iii) Lending

The Group limits its exposure to credit risk by investing in securities which are fully collateralised or guaranteed and with credit ratings which are within the limits prescribed by the Group's financial risk management guidelines.

(iv) Derivative assets

The Group limits its exposure to credit risk on derivative assets by dealing with financial institutions and commercial banks that have S&P credit ratings ranging between A and BBB+ as at the reporting date.

WAHA CAPITAL

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Ultimate responsibility for liquidity risk management rests with the Board of Directors, which provides appropriate liquidity risk management guidance to the management for the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking and borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The maturity profile of the assets and liabilities as at 31 December 2024 and 2023 are as follows:

AED '000	31 December 2024						31 December 2023			
	Current	Non-current			Total	Current	Non-current			Total
		1-3 years	> 3 years	Unspecified			< 1 year	1-3 years	> 3 years	
Assets										
Property and equipment, net	-	-	14,423	14,423	-	-	-	12,966	-	12,966
Right-of-use assets	12,591	20,868	9,284	42,743	9,338	11,499	2,594	-	-	23,431
Investment properties	-	-	434,200	434,200	-	-	-	413,450	-	413,450
Goodwill and intangible assets	-	-	37,440	37,440	-	-	-	37,081	-	37,081
Loan investments	-	-	52,599	52,599	-	-	46,340	-	-	46,340
Investments in equity-accounted associates and joint ventures	-	-	-	95,246	-	-	-	88,313	-	88,313
Financial investments	10,094,336	11,542	166,714	10,272,592	8,469,038	14,677	169,185	-	-	8,652,900
Inventories	2,167	-	-	2,167	2,522	-	-	-	-	2,522
Trade and other receivables	1,895,432	-	-	1,895,432	2,928,422	-	-	-	-	2,928,422
Cash and bank balances	901,393	-	-	901,393	866,942	-	-	-	-	866,942
Assets held for sale	468,515	-	-	468,515	468,515	-	-	-	-	468,515
Total assets	13,374,434	32,410	228,697	14,216,850	12,744,777	26,176	171,779	561,810	13,540,882	
Liabilities and equity										
Borrowings	5,254,742	67,726	50,795	5,373,263	5,825,618	28,388	101,838	-	-	5,955,844
Financial liabilities	31,368	-	198,330	229,698	27,627	10,045	181,194	-	-	218,866
Lease liabilities	12,196	19,174	9,715	41,085	9,144	12,276	-	-	-	21,420
Deferred tax liability	-	-	-	3,286	-	-	-	3,286	-	3,286
Trade and other liabilities	284,184	-	-	23,416	649,258	-	-	23,093	-	672,351
Total equity	-	-	-	8,261,918	-	-	-	6,669,115	-	6,669,115
Total liabilities and equity	5,582,490	86,900	258,840	14,216,850	6,511,647	50,709	283,032	6,695,494	13,540,882	

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

b) Liquidity risk (continued)

The table below analyses the Group's financial liabilities, based on contractual undiscounted payments, into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date.

AED '000	31 December 2024				31 December 2023			
	< 1 year	1 – 3 years	> 3 years	Total	< 1 year	1 – 3 years	> 3 years	Total
Liabilities								
Borrowings	5,369,632	77,133	59,614	5,506,379	5,960,653	32,832	121,766	6,115,251
Trade and other liabilities	111,821	-	-	111,821	544,405	-	-	544,405
Derivative liabilities	14,645	21,815	10,219	46,679	10,248	13,147	-	23,395
Total liabilities	5,496,098	98,948	69,833	5,664,879	6,515,306	45,979	121,766	6,683,051

c) Market risks

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

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

c) Market risks (continued)

i) Currency risk

The Group may be exposed to currency risk on financial investments, trade receivables and trade payables that are denominated in a currency other than the respective functional currencies of Group entities. In respect of the Group's transactions and balances denominated in US\$, Qatari Riyal (QAR), Saudi Riyal (SAR), the Group is not exposed to the currency risk as the UAE Dirham (AED) and Saudi Riyal (SAR) are currently pegged to the US\$. The table below summarizes the sensitivity of the Group's monetary and non-monetary assets and liabilities to changes in foreign exchange movements at year end. The analysis is based on the assumptions that the relevant foreign exchange rate increased/decreased by 0.5% with all other variables held constant:

2024 AED'000	Assets	Liabilities	Net Exposure	Hedged	Effect on net equity for +/- 0.5% sensitivity
Euro	807,802	(687,344)	120,458	(130,901)	+/- (52)
Kuwaiti Dinar	174,923	-	174,923	-	+/- 875
Bahraini Dinar	1	-	1	-	-
Egyptian Pound	424,829	-	424,829	-	+/- 2,124
Omani Riyal	19,704	-	19,704	-	+/- 99
Others	1,074	-	1,074	-	+/- 5
	1,428,333	(687,344)	740,989	(130,901)	+/- 3,051

2023 AED'000	Assets	Liabilities	Net Exposure	Hedged	Effect on net equity for +/- 0.5% sensitivity
Euro	1,140,316	(996,812)	143,504	(141,064)	+/- 1,423
Great British Pound	490	-	490	-	+/- 2
Kuwaiti Dinar	368,587	(17,087)	351,500	-	+/- 1,758
Bahraini Dinar	34,043	(1,449)	32,594	-	+/- 163
Egyptian Pound	564,263	-	564,263	-	+/- 2,821
Omani Riyal	85,689	(6,159)	79,530	-	+/- 398
Others	26,676	(5,239)	21,437	-	+/- 107
	2,220,064	(1,026,746)	1,193,318	(141,064)	+/- 6,672

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk on its investment in listed fixed income securities carried at fair value through profit or loss, and cash flow interest rate risk on its floating rate non-derivative borrowings. The sensitivities of these financial instruments to changes in interest rates are as follows:

Fair value interest rate risk

- The Group had listed fixed income securities fair valued at AED 7,566,405 thousand at the end of the reporting period (2023: AED 5,391,776 thousand), for which the Group uses a range of DV01 (the dollar value of a basis point) for different time intervals as a key measure of interest rate risk. An absolute measure derived from duration, it indicates the change in price or fair value, expressed in monetary units, caused by a one basis point (0.01%) change in the yield curve. The DV01 for the Group's listed fixed income securities was AED 289,389 thousand at the end of the reporting period (2023: AED 130,826 thousand).

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

c) Market risks (continued)

(ii) Interest rate risk (continued)

Cash flow interest rate risk

- The Group had floating rate non-derivative borrowings of AED 5,231,432 thousand at the end of the reporting period (2023: AED 5,793,182 thousand). Had the relevant interest rates been higher/lower by 50 basis points, the Group's finance cost would have been higher/lower, therefore the profit for the year would have been lower/higher by AED 57,010 thousand (2023: AED 47,406 thousand).

In the normal course of business, the Group enters into interest rate swaps, where appropriate, to hedge against the net interest rate exposure of the Group's investments in listed fixed income securities and the corresponding borrowings through repurchase agreements, except where the interest rate exposure is deemed to be immaterial or acceptable in relation to the cost of entering into a hedge. At the end of the reporting period, the net carrying amount of the interest rate swaps was immaterial.

The Group entered into interest rate swaps to partially hedge its exposure to fluctuations in cash flows arising from variable interest rates on certain floating rate borrowings. These swaps, designated as cash flow hedges, involve exchanging floating interest rate payments for fixed rate payments, with the interest rate swaps and corresponding loan payments settled concurrently.

(iii) Equity and fixed income price risk

Equity and fixed income price risk arises from investments in equity and fixed income securities. Management of the Group monitors the mix of securities in its investment portfolio based on respective benchmark market indices to reduce the exposure on account of share prices.

d) Operational risks

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's involvement with financial instruments, including processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour.

The Group's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Group's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management within each business unit. This responsibility is supported by the development of overall Group standards for the management of operational risk in the following areas:

- requirements for appropriate segregation of duties, including the independent authorisation of transactions.
- requirements for the reconciliation and monitoring of transactions.
- compliance with regulatory and other legal requirements.
- documentation of controls and procedures.
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified.
- requirements for the reporting of operational losses and proposed remedial action.
- development of contingency plans.
- training and professional development.
- ethical and business standards; and
- risk mitigation, including insurance where this is effective.

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

d) Operational risks (continued)

Compliance with Group standards is supported by a programme of periodic reviews undertaken by internal audit. The results of internal audit reviews are discussed with the management of the business unit to which they relate, with summaries submitted to the Audit Committee and senior management of the Group.

e) Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Capital consists of share capital, retained earnings and reserves. The Board of Directors monitors the return on capital as well as the level of dividends to ordinary shareholders in order to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

In respect of the public market segment, the amount of net assets attributable to shareholders can change significantly on a weekly basis, as the Funds are subject to weekly subscriptions and redemptions at the discretion of shareholders, as well as changes resulting from the Funds' performance. The Group's objective when managing capital is to safeguard the Funds' ability to continue as a going concern in order to provide returns for shareholders, provide benefits for other stakeholders and maintain a strong capital base to support the development of the investment activities of the Funds.

The Group monitors its capital structure based on the covenants required by the Group's lenders of the Revolving Corporate facility ("RCF"). For the year ended 31 December 2024, a gearing ratio was computed and is defined as Borrowings over tangible assets as defined in the RCF agreement dated 9 August 2024.

The Group's gearing ratio reported to the Group's lenders of the Revolving Corporate facility ("RCF") as at 31 December 2024 was 0.25 (31 December 2023: 0.28) and was in compliance of the requirement of maximum of 0.60 times.

f) Fair values

a Fair value hierarchy

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

Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: inputs are unobservable for the asset or liability.

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

f) Fair values (continued)

a Fair value hierarchy (continued)

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. As at 31 December, the Group held the following financial assets and liabilities at fair value:

	2024 AED '000	2023 AED '000	Fair value hierarchy	Valuation technique	Sensitivity Analysis
Financial assets at fair value through profit or loss					
a Listed equity securities	1,943,150	2,395,507	Level 1	Quoted bid prices in an active market	± 5% change in quoted bid prices, impacts fair value by AED 97,158 thousand
b Other investment in equity securities	963	963	Level 3	Valuation is based on Net Asset Values (NAV) and discounted cash flows using unobservable inputs, mainly discount rate, interest rate, share price and market volatilities of the underlying instrument.	± 5% change in NAV, impacts fair value by AED 48 thousand
c Convertible preference shares	-	200,009	Level 3	Options model with unobservable inputs, mainly share price and market volatilities of the underlying shares	
d Listed fixed income securities	7,566,405	5,391,776	Level 1	Quoted bid prices in an active market	± 5% change in quoted bid prices, impacts fair value by AED 378,320 thousand
e Derivative assets	215,324	238,542	Level 2	The valuation is based on broker quotes	± 5% change in broker quotes impacts fair value by AED 10,766 thousand
f Investment in unquoted funds and private equities	342,494	426,103	Level 3	Valuation is based on Net Asset Values (NAV) of the fund calculated by the fund manager	± 5% change in NAV, impacts fair value by AED 17,125 thousand
Financial liabilities at fair value through profit or loss					
a Derivative liabilities	(229,698)	(200,728)	Level 2	The valuation is based on broker quotes	± 5% change in broker quotes impacts fair value by AED 11,485 thousand

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

f) Fair values (continued)

a Fair value hierarchy (continued)

	2024			2023		
	Total	Level 1	Level 2	Level 1	Level 2	Level 3
		AED '000		AED '000		
Financial assets						
Financial assets at FVTPL						
Investment in equity securities	1,943,150	1,943,150	-	2,395,507	-	-
Other investment in equity securities	963	-	-	963	-	963
Convertible preference shares	-	-	-	200,009	-	200,009
Investment in fixed income securities	7,566,405	7,566,405	-	5,391,776	-	-
Derivative assets	215,324	-	215,324	238,542	238,542	-
Investment in unquoted funds and private equities	342,494	-	-	426,103	-	426,103
Total	10,068,336	9,509,555	215,324	7,787,283	238,542	627,075
Financial liabilities						
Financial liabilities at FVTPL						
Derivative liabilities	(229,698)	-	(229,698)	-	(200,728)	-
Total	(229,698)	-	(229,698)	-	(200,728)	-

There have been no transfers between levels 1 and 2 during the year.

Notes to the consolidated financial statements (continued)

30 Financial instruments (continued)

f) Fair values (continued)

a Fair value hierarchy (continued)

Reconciliation of Level 3 fair value movements

	2024 AED '000	2023 AED '000
At 1 January	627,075	680,258
Redemptions, net	(193,650)	(4,712)
Decrease in fair value through profit or loss, net	(89,968)	(48,471)
	<u>343,457</u>	<u>627,075</u>

b Fair values of financial assets and liabilities measured at amortised cost

The fair values of financial assets and liabilities approximate their carrying amounts.