

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

## 1. LEGAL STATUS AND ACTIVITIES

Gulf Navigation Holding PJSC (the "Company") is a public joint stock company since October 30, 2006 as per the Resolution of the Ministry of Economy No. 425 of 2006. The Company is listed on the Dubai Financial Market. The Company operates from its office on the 39th Floor, API Trio Tower, Al Barsha, Dubai, United Arab Emirates ("UAE").

The Group is primarily engaged in sea transport of oil and petroleum products and similar commodities, ship charter, shipping lines of freight and passenger transportation, sea freight and passenger charters, shipping services, sea

shipping lines agents, clearing and forwarding services, cargo loading and unloading services, cargo packaging, sea cargo services and ship management operations.

These consolidated financial statements include the financial performance and position of the Company and its directly and indirectly held operating subsidiaries as listed below (collectively the "Group"). The Group holds numerous other subsidiaries that are non-operational (mainly investment vehicles), which have not been listed in the below table.

| Subsidiary name                                 | Principal activities      | Country of incorporation | Ownership interest |      |
|---|---------------------------|--------------------------|--------------------|------|
|   |                           |                          | 2023               | 2022 |
| Gulf Crude Carriers (L.L.C)                     | Ship Charter, etc.        | UAE                      | 100%               | 100% |
| Gulf Navigation Polimar Maritime LLC            | Sea Shipping Lines Agents | UAE                      | 100%               | 100% |
| Gulf Navigation Livestock Carriers 2 Ltd., Inc. | Ship Owning               | Panama                   | 100%               | 100% |

The Group has the following operational branches:

| Branch name                           | Principal activities | Country of incorporation |
|---------------------------------------|----------------------|--------------------------|
| Gulf Navigation Holding PJSC (KSA Br) | Ship Charter, etc.   | Kingdom of Saudi Arabia  |

## 2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

### 2.1. STATEMENT OF COMPLIANCE

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) and applicable requirements of the UAE Federal Law No. (32) of 2021.

### 2.2. BASIS OF PREPARATION

The Group's consolidated financial statements have been prepared on an accruals basis and under the historical cost convention, except for financial instruments at fair value through profit or loss, which are measured at their fair value.

### 2.3. GOING CONCERN

The Group, excluding other operating and non-operating income of AED 60,927 thousand, incurred a loss of AED 39,652 thousand for the year ended December 31, 2023.

At the General Assembly Meeting held on January 31, 2022, the shareholders resolved to approve the issuance of Mandatorily Convertible Bonds for a value up to AED 150,000 thousand ("New Bonds") by way of a private placement, out of which AED 85,394 thousand (Notes 17, 18 and 19) were utilized against settlement of liabilities and conversion of the same into 256,182 thousand shares of the Company at a price of AED 0.33 per share, subject to a lockup period of one year. The shareholders had also resolved to approve the increase of the share capital of the Company for the purposes of converting the New Bonds into shares of the Company.

Further, at the General Assembly Meeting held on March 22, 2023, the shareholders resolved to approve a capital reduction to absorb accumulated losses and a private issuance of 220 million mandatory convertible bonds to increase the share capital of the Company to eventually become AED 837,696 thousand.

The Group has received, through an investment banker, interest from potential key investors to provide liquidity to the Group of up to AED 220,000 thousand, and accordingly, at the General Assembly Meeting held on September 11, 2023, the shareholders approved the issuance of 220 million mandatory convertible Sukuk, which have also been converted to share capital at a conversion price of AED 1.10 (Note 13) providing the Group sufficient cash flow for investment and operating activities in addition to settlement of existing liabilities.

The management of the Group has taken into consideration the above as well as prepared a cash flow forecast for a period of not less than twelve months from the date of the issuance of these consolidated financial statements and has a reasonable expectation that the Group will have adequate resources to continue its operational existence in the foreseeable future. Accordingly, the consolidated financial statements have been prepared on the basis that the Group will continue as a going concern.

Furthermore, the shareholders have resolved to continue the operations of the Group at the General Assembly Meeting held on April 30, 2023 as required by Article 309 of the Federal Decree-Law No. (32) of 2021.

### 2.4. BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at December 31, 2023. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Company controls an investee if, and only if, the Company has:

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

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

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Company's voting rights and potential voting rights.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group

obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

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 intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

## 3. NEW OR REVISED STANDARDS AND INTERPRETATIONS

### 3.1. STANDARDS AND AMENDMENTS ADOPTED AS AT JANUARY 1, 2023

Some accounting pronouncements that are listed below, have become effective from January 1, 2023 and have therefore been adopted by the Group, but do not have any significant impact on the Group's consolidated financial results or position.

- IFRS 17 Insurance Contracts
- Amendments to IFRS 17 Insurance Contracts – Amendments to IFRS 17 and IFRS 4
- Definition of Accounting Estimates – Amendments to IAS 8
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12
- International Tax Reform—Pillar Two Model Rules – Amendments to IAS 12

### 3.2. STANDARDS, AMENDMENTS AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE

At the date of authorisation of these consolidated financial statements, several new, but not yet effective, standards and amendments to existing standards, and interpretations have been published by the IASB or IFRIC. None of these standards or amendments to existing standards have been early adopted by the Group and no interpretations have been issued that are applicable and need to be taken into consideration by the Group at the reporting date.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. These new standards, amendments and interpretations have not been disclosed as they are not expected to have a material impact on the Group's consolidated financial statements when they become effective.

## 4. MATERIAL ACCOUNTING POLICIES

### 4.1. BUSINESS COMBINATIONS

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

Consideration transferred as part of a business combination does not include amounts related to the settlement of pre-existing relationships. The gain or loss on the settlement of any pre-existing relationship is recognised in profit or loss.

Assets acquired and liabilities assumed are measured at their acquisition-date fair values.

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

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

### 4.2. FOREIGN CURRENCY TRANSLATION

#### FUNCTIONAL AND PRESENTATION CURRENCY

Since most of the transactions of the Group are denominated in US Dollars ("USD") or currencies pegged to the USD, the functional currency of the entities is USD. However, the consolidated financial statements of the Group are presented in Arab Emirates Dirhams ("AED"), which is the presentation currency of the Group. Amounts in USD have been translated into AED at the rate of USD1 = AED 3.66 as there is a constant peg between USD and AED. All values are rounded to the nearest thousands ('000) except, where noted otherwise.

#### TRANSACTIONS AND BALANCES

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the consolidated statement of profit or loss, they are deferred in equity if they are attributable to part of the net investment in foreign operations.

Foreign exchange gains and losses that relate to loans and cash and cash equivalents are presented in the consolidated statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss on a net basis within 'other income/(other expenses)'.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as at fair value through other comprehensive income.

### 4.3. VESSELS, PROPERTY AND EQUIPMENT

Vessels, property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying

|  |   |
|--|---|
| <ul style="list-style-type: none"> <li>■ <b>Vessels:</b> <ul style="list-style-type: none"> <li>– Chemical tankers</li> <li>– Livestock vessels</li> <li>– Dry docking costs</li> </ul> </li> <li>■ Leasehold improvements</li> <li>■ Equipment</li> <li>■ Furniture &amp; fixtures</li> <li>■ Vehicles</li> </ul> | <p>10–30 years</p> <p>20–40 years</p> <p>3–5 years</p> <p>10 years</p> <p>2–5 years</p> <p>5 years</p> <p>5 years</p> |
|--|---|

Residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other income (general and administrative expenses) in the consolidated statement of profit or loss.

### 4.4. IMPAIRMENT OF NON-FINANCIAL ASSETS

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing

amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of profit or loss during the financial year in which they are incurred.

Cost incurred during the dry docking of vessels is capitalised and is depreciated based on the period in which future economic benefits associated will flow to the Group.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of vessels, property and equipment. The following useful lives are applied:

for an asset is required, the Group estimates the asset's recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use.

To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The data used for impairment testing procedures is directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors.

These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the consolidated statement of profit or loss in expense categories consistent with the function of the impaired asset.

For assets, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at December 31, 2023 and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to the cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit.

### 4.5. CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Group presents assets and liabilities in the combined statement of financial position based on current/non-current classification.

An asset is current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Group classifies all other liabilities as non-current.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

### 4.6. INVENTORIES

Inventories are stated at the lower of cost or net realisable value.

The cost of inventories comprises of all costs of purchases and other costs incurred in bringing the inventories to their present location and condition, net allowance for obsolescence and slow-moving items.

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

## 4.7. FINANCIAL INSTRUMENTS

### FINANCIAL ASSETS

#### INITIAL RECOGNITION AND MEASUREMENT

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss, as appropriate.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. Except for trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

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

#### SUBSEQUENT MEASUREMENT

For purposes of subsequent measurement, financial assets are classified into different categories. The categories applicable to the Group are as follows:

##### FINANCIAL ASSETS AT AMORTISED COST (DEBT INSTRUMENTS)

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost include cash and cash equivalents and trade and other receivables.

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

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss.

This category includes listed quoted equity instruments for trading purposes which the Group had not irrevocably elected to classify at fair value through OCI.

#### DERECOGNITION

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise

the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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

#### IMPAIRMENT

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI and trade receivables recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

The Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category (i.e. Stage 1) while 'lifetime expected credit losses' are recognised for the second category (i.e. Stage 2).

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

The Group makes use of a simplified approach in accounting for trade receivables and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

Refer to Note 29 for a detailed analysis of how the impairment requirements of IFRS 9 are applied.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### FINANCIAL LIABILITIES

#### INITIAL RECOGNITION AND MEASUREMENT

The Group has classified its financial liabilities, at initial recognition, as loans and borrowings and payables.

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

The Group's financial liabilities include trade and other payables, interest-bearing borrowings and Islamic non-convertible sukuk.

#### SUBSEQUENT MEASUREMENT

Subsequently, trade and other payables, interest-bearing borrowings and Islamic non-convertible sukuk are measured at amortised cost using the effective interest method.

All interest-related charges are included within finance costs.

#### DERECOGNITION

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another

from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### OFFSETTING OF FINANCIAL INSTRUMENTS

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

#### 4.8. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise of cash on hand, cash at banks, together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of restricted cash and bank overdrafts that do not form part of the Group's working capital.

#### 4.9. PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS

The Group provides end of service benefits to its employees in accordance with the U.A.E. Labour Law. The entitlement to these benefits is based upon the employees' salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment. The provision for employees' end of service benefits is reported as separate line item under non-current liabilities in the consolidated statement of financial position.

Contributions for eligible UAE National employees are made to the Pension Authority, in accordance with the provisions of UAE labour Law No. (7) of 1999 relating to Pension and Social Security and its amendments and charged to the consolidated statement of comprehensive income in the period in which they fall due.

#### 4.10. SHORT-TERM EMPLOYEE BENEFITS

Short-term employee benefits, including leave entitlement, are current liabilities included in trade and other payables, measured at the undiscounted amount the Group expects to pay as a result of the unused entitlement.

#### 4.11. FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

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

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

The Group measures financial instruments such as financial assets at fair value through profit or loss at fair value at each reporting date.

Financial assets measured at fair value in the consolidated statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: unobservable inputs for the asset or liability

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

#### 4.12. PROVISIONS

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. The timing or amount of the outflow may still be uncertain. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

#### 4.13. CONTINGENT LIABILITIES

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resources is remote.

#### 4.14. TAXES

##### VALUE ADDED TAX ("VAT")

Expenses and assets are recognised net of the amount of value added tax, except:

- When the value added tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the value added tax 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 value added tax included

The net amount of value added tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the combined financial statements.

##### INCOME TAXES

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

##### CURRENT INCOME TAX

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of profit or loss. 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.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available to be utilised, except in circumstances where IAS 12 does not permit.

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.

Deferred tax assets are recognised to the extent it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

Deferred tax liabilities are generally recognised in full, although IAS 12 specifies limited exemptions. As a result of these exemptions the Group does not recognise deferred tax on temporary differences relating to goodwill.

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.

#### 4.15. EQUITY AND RESERVES

Share capital represents the nominal (par) value of shares that have been issued.

Share premium includes any premiums received on the issue of share capital or on gain from sale of treasury shares. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Other components of equity include the following:

- Treasury shares
- Statutory reserve – comprises annual transfers from the Group's profit (see Note 14)
- Accumulated losses/ retained earnings – includes all current and prior period retained profits or losses.
- Other reserves – comprises foreign currency translation differences arising from the translation of financial statements of the Group's foreign entities into AED (see Note 16)
- Mandatory convertible bonds and Sukuk – comprises gains and losses relating to these types of financial instruments (see Note 13)

All transactions with shareholders of the Company are recorded separately within equity.

Treasury shares are own equity instruments that are acquired by the Company, which 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. Any difference between the carrying amount and the consideration, if reissued, is recognised in the share premium.

#### 4.16. DIVIDENDS

Obligation is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company (i.e. approved in a general meeting), on or before the end of the reporting period but not distributed at the end of the reporting period.

#### 4.17. REVENUE RECOGNITION

Revenue is based on a five-step model, explained below, that will apply to revenue arising from contracts with customers.

- Step 1: Identify the contract(s) with a customer:
- Step 2: Identify the performance obligations in the contract:
- Step 3: Determine the transaction price:
- Step 4: Allocate the transaction price to the performance obligations, and then:
- Step 5: Recognise revenue as and when performance obligations are satisfied

The Group has concluded, based on its review of revenue arrangements with customers, that it is the principal in the majority of its revenue arrangements since it is the primary obligor in all the revenue arrangements, has pricing latitude, and is also exposed to credit risks.

Revenues received from time charters are recognised on a straight-line basis over the duration of the charter, less off-hire charges.

Shipping services, marine products sales and distribution revenues consist of the invoiced value of goods supplied and services rendered, net of discounts and returns and are recognised when goods are delivered and services have been performed.

#### 4.18. OPERATING EXPENSES

Operating expenses are recognised in profit or loss upon utilisation of the goods or services, or as incurred. Expenditure for warranties is recognised when the Group incurs an obligation, which is typically when the related goods are sold.

#### 4.19. EARNINGS PER SHARE

##### BASIC EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares, by the weight average number of ordinary shares in issue during the year (excluding ordinary shares purchased by the Group and held as treasury shares).

##### DILUTED EARNINGS PER SHARE

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Group does not have any categories of dilutive potential ordinary shares, hence the diluted earnings per share is the same as the basic earnings per share.

#### 4.20. SIGNIFICANT JUDGMENTS AND ESTIMATION UNCERTAINTY

When preparing the consolidated financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

##### SIGNIFICANT MANAGEMENT JUDGEMENTS

The following are the significant judgements made by the management in applying the accounting policies of the Group that have the most significant effect on these consolidated financial statements.

##### PROPERTY LEASE CLASSIFICATION – GROUP AS A LESSOR

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

##### ESTIMATION UNCERTAINTY

##### IMPAIRMENT OF VESSELS AND GOODWILL

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a DCF model. Calculation of the value-in-use is determined by covering a detailed five-year forecast approved by the management, followed by an extrapolation of expected cash flows for the remaining useful lives using a growth rate determined by management. The present value of the expected cash flows of each cash generating unit is determined by applying a suitable discount rate reflecting current market assessments of the time value of money.

Estimation uncertainty relates to assumptions about the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. With regards to goodwill impairment assessment, the key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed and further explained in Note 7. With regards to vessels impairment assessment, the key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed and further explained in Note 6.

#### USEFUL LIVES OF VESSELS, PROPERTY AND EQUIPMENT

The Group estimates the useful lives of its vessels, property and equipment based on the period over which the assets are expected to be available for use. The Group reviews annually the estimated useful lives of vessels, property and equipment based on factors that include asset utilisation, internal technical evaluation, technological changes, environmental and anticipated use of the assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the estimated useful lives would increase the recorded depreciation expense and decrease the carrying value of the related assets. Residual values are not considered as they are deemed immaterial.

## 5. OPERATING SEGMENTS

### BUSINESS SEGMENTS

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker has been identified as the Group's Executive Committee who make strategic decisions. The Executive Committee reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports, which have changed from December 31, 2022.

#### ALLOWANCE FOR EXPECTED CREDIT LOSSES FOR TRADE RECEIVABLES

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

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

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 29.

The Group comprises the following main business segments:

- **Vessel chartering:** Chartering of vessels to customers;
- **Shipping and technical services:** Providing agency services to ships calling at ports; and providing workshop services for boats
- **Corporate:** Includes management of all divisions and administrative activities.

Vessel chartering, shipping and technical services and corporate meet the criteria required by IFRS 8:

**Operating Segments** and reported as separate operating segments.

The Group's Executive Committee does not consider the geographical distribution of the Group's operations to be relevant for their internal management analysis and therefore no geographical segment information has been disclosed.

All operating segments' results, for which discrete financial information is available, are reviewed regularly by the Group's Executive Committee to make decisions about resources to be allocated to the segment and assess their performance.

The following table presents revenue and profit information for the Group's operating segments for the years ended December 31, 2023 and December 31, 2022, respectively:

| Year ended December 31, 2023        | Vessel chartering<br>AED'000 | Shipping and technical services<br>AED'000 | Corporate<br>AED'000 | Inter-segment elimination<br>AED'000 | Total<br>AED'000 |
|-------------------------------------|------------------------------|--|----------------------|--------------------------------------|------------------|
| Revenue                             | 99,432                       | 6,524                                      | -                    | (422)                                | 105,534          |
| Direct costs                        | (92,432)                     | (3,911)                                    | -                    | 422                                  | (95,921)         |
| <b>Gross profit</b>                 | <b>7,000</b>                 | <b>2,613</b>                               | -                    | -                                    | <b>9,613</b>     |
| General and administrative expenses | (887)                        | (6,361)                                    | (19,483)             | -                                    | (26,731)         |
| Other operating income              | -                            | -  | 24,834               | -                                    | 24,834           |
| <b>Operating profit</b>             | <b>6,113</b>                 | <b>(3,748)</b>                             | <b>5,351</b>         | -                                    | <b>7,716</b>     |
| Other non-operating income          | 981                          | 27   | 35,985               | -                                    | 36,993           |
| Finance costs                       | (19,080)                     | (91)                                       | (4,263)              | -                                    | (23,434)         |
| <b>Profit before income tax</b>     | <b>(11,986)</b>              | <b>(3,812)</b>                             | <b>37,073</b>        | -                                    | <b>21,275</b>    |
| Income tax                          | -                            | -  | -                    | -                                    | -                |
| <b>Segment profit/(loss)</b>        | <b>(11,986)</b>              | <b>(3,812)</b>                             | <b>37,073</b>        | -                                    | <b>21,275</b>    |
| AT DECEMBER 31, 2023                |                              |  |                      |                                      |                  |
| <b>Segment assets</b>               | <b>895,924</b>               | <b>942</b>                                 | <b>93,022</b>        | -                                    | <b>989,888</b>   |
| <b>Segment liabilities</b>          | <b>(164,479)</b>             | <b>(1,804)</b>                             | <b>(228,022)</b>     | -                                    | <b>(394,306)</b> |
| <b>Capital expenditure</b>          | <b>39,809</b>                | -  | -                    | -                                    | <b>39,809</b>    |

| Year ended December 31, 2022        | Vessel chartering AED'000 | Shipping and technical services AED'000 | Corporate AED'000 | Inter-segment elimination AED'000 | Total AED'000  |
|-------------------------------------|---------------------------|---|-------------------|-----------------------------------|----------------|
| Revenue                             | 127,110                   | 11,063                                  | -                 | (944)                             | 137,229        |
| Direct costs                        | (110,524)                 | (7,167)                                 | -                 | 944                               | (116,747)      |
| <b>Gross profit</b>                 | <b>16,586</b>             | <b>3,896</b>                            | <b>-</b>          | <b>-</b>                          | <b>20,482</b>  |
| General and administrative expenses | (678)                     | (5,090)                                 | (8,420)           | 769                               | (13,419)       |
| Other operating income              | 425                       | 5                                       | 1,026             | (769)                             | 687            |
| <b>Operating profit</b>             | <b>16,333</b>             | <b>(1,189)</b>                          | <b>(7,394)</b>    | <b>-</b>                          | <b>7,750</b>   |
| Other non-operating income          | 10,836                    | -                                       | 8,871             | -                                 | 19,707         |
| Finance costs                       | (22,685)                  | 2                                       | (10,560)          | -                                 | (33,243)       |
| <b>Profit before income tax</b>     | <b>4,484</b>              | <b>(1,187)</b>                          | <b>(9,083)</b>    | <b>-</b>                          | <b>(5,786)</b> |
| Income tax                          | (1,830)                   | -                                       | -                 | -                                 | (1,830)        |
| <b>Segment profit/(loss)</b>        | <b>2,654</b>              | <b>(1,187)</b>                          | <b>(9,083)</b>    | <b>-</b>                          | <b>(7,616)</b> |
| <b>AT DECEMBER 31, 2022</b>         |                           |   |                   |                                   |                |
| Segment assets                      | 894,198                   | 45,357                                  | 1,521,307         | (1,668,513)                       | 792,349        |
| Segment liabilities                 | (788,166)                 | (41,091)                                | (719,297)         | 1,668,513                         | (369,205)      |
| <b>Capital expenditure</b>          | <b>1,512</b>              | <b>-</b>                                | <b>-</b>          | <b>-</b>                          | <b>1,512</b>   |

## 6. VESSELS, PROPERTY AND EQUIPMENT

|                                 | Vessels AED'000  | Leasehold improvements AED'000 | Equipment AED'000 | Furniture and fixtures AED'000 | Vehicles AED'000 | Total AED'000    |
|---------------------------------|------------------|--------------------------------|-------------------|--------------------------------|------------------|------------------|
| <b>GROSS CARRYING AMOUNT</b>    |                  |                                |                   |                                |                  |                  |
| As at January 1, 2022           | 1,276,674        | 3,845                          | 2,627             | 489                            | 428              | 1,284,063        |
| Additions                       | 1,512            | -                              | -                 | -                              | -                | 1,512            |
| <b>As at December 31, 2022</b>  | <b>1,278,186</b> | <b>3,845</b>                   | <b>2,627</b>      | <b>489</b>                     | <b>428</b>       | <b>1,285,575</b> |
| Additions <sup>1</sup>          | 40,342           | -                              | 110               | -                              | -                | 40,452           |
| Disposal                        | (175,887)        | -                              | -                 | -                              | -                | (175,887)        |
| <b>As at December 31, 2023</b>  | <b>1,142,641</b> | <b>3,845</b>                   | <b>2,737</b>      | <b>489</b>                     | <b>428</b>       | <b>1,150,140</b> |
| <b>ACCUMULATED DEPRECIATION</b> |                  |                                |                   |                                |                  |                  |
| As at January 1, 2022           | 650,525          | 3,288                          | 2,449             | 489                            | 428              | 657,179          |
| Charge for the year             | 40,833           | 442                            | -                 | -                              | -                | 41,275           |
| <b>As at December 31, 2022</b>  | <b>691,358</b>   | <b>3,730</b>                   | <b>2,449</b>      | <b>489</b>                     | <b>428</b>       | <b>698,454</b>   |
| Charge for the year             | 36,432           | 115                            | 178               | -                              | -                | 36,725           |
| Disposal                        | (101,250)        | -                              | -                 | -                              | -                | (101,250)        |
| <b>As at December 31, 2023</b>  | <b>626,540</b>   | <b>3,845</b>                   | <b>2,627</b>      | <b>489</b>                     | <b>428</b>       | <b>633,929</b>   |
| <b>NET CARRYING AMOUNTS:</b>    |                  |                                |                   |                                |                  |                  |
| <b>As at December 31, 2023</b>  | <b>516,101</b>   | <b>-</b>                       | <b>110</b>        | <b>-</b>                       | <b>-</b>         | <b>516,211</b>   |
| <b>As at December 31, 2022</b>  | <b>586,828</b>   | <b>115</b>                     | <b>178</b>        | <b>-</b>                       | <b>-</b>         | <b>587,121</b>   |

### 6.1. IMPAIRMENT OF VESSELS

During the year ended 31 December 2023, the Group has not recorded any provision for impairment on vessels (2022: AED Nil). The assessment was made by comparing the carrying value of the vessel with its recoverable amount, which is the higher of its fair value less cost of disposal and its value in use.

The value-in-use of these vessels has been determined by discounting the cash flow projections over a period of 5 years including estimated terminal value. Cash flow projections are based on past experience and business plans approved by management and based on the following assumptions:

- Revenue of time charter vessels has been determined based on rates as per the contracts whereas revenue for vessels on spot charter has been determined based on expected future TCE rates;

<sup>1</sup> Additions to vessels relate to drydocking costs.



- Vessel running costs have been determined using a mix of actual expense of prior years and budgeted expense for the following years with normal inflationary impact;
- Other expenses, such as dry docking, have been estimated using the historical trend of such expenses and expected cost to be incurred in future;
- Residual value has been determined using the steel value at the end of the useful life of the vessel; and
- The net cash flows have been discounted using a discount rate of 9.15% per annum (2022: 10.45% per annum).

As at December 31, 2023, if the discount rate used was 0.5% higher, with all other variables held constant, there would have been no impairment to the vessels (2022: no impairment).

### 6.2. DEPRECIATION

The amount of depreciation expense on vessels, property and equipment is presented in the consolidated statement of profit or loss as follows:

|   | 2023 AED '000 | 2022 AED '000 |
|---|---------------|---------------|
| Direct costs (Note 23)                        | 36,432        | 40,833        |
| General and administrative expenses (Note 24) | 293           | 442           |
|   | <b>36,725</b> | <b>41,275</b> |

### 6.3. PLEDGED ASSETS

Vessels with a carrying value of AED 424,938 thousand (2021: AED 534,153 thousand) as at December 31, 2022 are pledged as security for bank borrowings (Note 17).

### 6.4. DISPOSAL OF A VESSEL

During the year, the Group sold a vessel with a carrying amount of AED 74,637 thousand for a cash consideration of AED 99,471 thousand resulting in a gain of AED 24,834 thousand.

## 7. GOODWILL

The details of goodwill are as follows:

|                             | 2023 AED'000   | 2022 AED'000   |
|-----------------------------|----------------|----------------|
| Gross carrying value        | 219,912        | 219,912        |
| Accumulated impairment loss | (76,449)       | (76,449)       |
| <b>Net carrying value</b>   | <b>143,463</b> | <b>143,463</b> |

Goodwill comprises the following:

- Goodwill of AED 135,999 thousand arising at the time of the initial public offer (IPO) and as a result of the acquisition of the exiting ship agency business in 2005; and

- Goodwill of AED 83,913 thousand on acquisition of livestock vessels in 2018.

Goodwill is allocated to the vessel chartering reporting segment.

Management performed an impairment test on goodwill as at December 31, 2023 and 2022. The recoverable amounts of the CGUs have been determined at December 31, 2023 and 2022 based on a value in use calculation using cash flow projections. The cash flows are derived from the most recent pre-tax cash flow projections for the next five years based on estimated charter rates using currently available market information and historical trends for vessels which are not on long term time charter. Cash flows beyond the 5-year period are extrapolated using a growth rate, which management believes approximates the long-term average growth rate for the industry in which the cash-generating units operate.

The pre-tax discount rate applied to the cash flow projections is 8.45% (2022: 9.48%). As a result of the analysis, there is headroom and accordingly no impairment to goodwill.

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

### REVENUE

Revenue is mainly determined based on the actual charter hiring contracts entered into at the reporting date. Management took into consideration a reasonable decrease of 5% in the expected charter hiring rate is not expected to result in any impairment to goodwill.

### DISCOUNT RATE

The discount rate represents the current market assessment of the risks specific to the CGU, taking into consideration the time value of money and risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment from a willing market participant and the cost of debt is based on an estimate of debt available to willing market participants. Segment-specific risk is incorporated by applying individual beta factors. Any reasonable rise of 0.5% (2022: 0.5%) in the discount rate is not expected to result in any impairment to goodwill (2022: AED 9,000 thousand impairment to goodwill).

### GROWTH RATE

The growth rate represents managements best estimate of the applicable market growth rate for the industry segments in which it operates. Any reasonable decrease in the growth rate by 0.5% is not expected to result in any impairment to goodwill (2022: no impairment).

## 8. INVENTORIES

|                           | 2023 AED'000 | 2022 AED'000 |
|---------------------------|--------------|--------------|
| Spare parts               | 7,344        | 7,002        |
| Vessel oil and lubricants | 1,740        | 827          |
| Others                    | -            | 137          |
|                           | <b>9,084</b> | <b>7,966</b> |

Inventories with a carrying value of AED 3,974 thousand were recognized as expense in the consolidated statement of profit or loss for the year ended December 31, 2023 (2022: AED 5,528 thousand).

## 9. CATEGORIES OF FINANCIAL ASSETS AND LIABILITIES

The Group holds the following financial instruments:

|  | 2023 AED'000   | 2022 AED'000   |
|--|----------------|----------------|
| <b>FINANCIAL ASSETS AT AMORTISED COST</b>                    |                |                |
| Trade and other receivables                                  | 18,219         | 12,357         |
| Cash and bank balances                                       | 210,059        | 28,271         |
|  | <b>228,278</b> | <b>40,628</b>  |
| <b>FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS</b> |                |                |
| Quoted equity instruments                                    | 100,379        | -              |
|  | <b>328,657</b> | <b>40,628</b>  |
| <b>FINANCIAL LIABILITIES AT AMORTISED COST</b>               |                |                |
| Trade and other payables                                     | 104,970        | 84,284         |
| Interest-bearing borrowings                                  | 300,034        | 233,323        |
| Islamic non-convertible sukuk                                | -              | 34,983         |
|  | <b>405,004</b> | <b>352,590</b> |
| Current  | 94,163         | 157,889        |
| <b>Non-current</b>   | <b>310,841</b> | <b>352,590</b> |

## 10. TRADE AND OTHER RECEIVABLES

|  | 2023 AED'000  | 2022 AED'000<br>Restated |
|--|---------------|--------------------------|
| <b>FINANCIAL ASSETS AT AMORTISED COST</b>        |               |                          |
| Trade receivables, gross                         | 22,427        | 13,650                   |
| Less: allowance for expected credit losses (ECL) | (6,875)       | (5,875)                  |
| <b>Trade receivables, net</b>                    | <b>15,552</b> | <b>7,775</b>             |
| Accrued interest on fixed deposit                | 2,667         | -                        |
| Other receivables                                | -             | 4,582                    |
|  | <b>18,219</b> | <b>12,357</b>            |
| <b>NON-FINANCIAL ASSETS</b>                      |               |                          |
| Advances to suppliers                            | 3,374         | 2,196                    |
| Prepayments                                      | 1,551         | 3,243                    |
|  | <b>4,925</b>  | <b>5,439</b>             |
|  | <b>23,144</b> | <b>17,796</b>            |

The movement in the allowance for expected credit losses of trade receivables can be reconciled as follows:

|                               | 2023 AED'000 | 2022 AED'000 |
|-------------------------------|--------------|--------------|
| As at January 1,              | 5,875        | 5,480        |
| Charge for the year (Note 24) | 1,000        | 395          |
| <b>As at December 31,</b>     | <b>6,875</b> | <b>5,875</b> |

## 11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

During the year ended December 31, 2023, the Group invested in quoted equity instruments listed in the UAE for trading purposes, and accordingly, these investments

have been classified as financial assets at fair value through profit of loss (FVTPL). The movement in the investments in financial assets at FVTPL is as follows:

|                                | 2023 AED'000   | 2022 AED'000 |
|--------------------------------|----------------|--------------|
| At the beginning of the year   | -              | -            |
| Acquisitions                   | 178,423        | -            |
| Change in fair value (Note 25) | (2,009)        | -            |
| Disposals                      | (76,035)       | -            |
| <b>At the end of the year</b>  | <b>100,379</b> | <b>-</b>     |

## 12. CASH AND CASH EQUIVALENTS

|                                  | 2023 AED'000   | 2022 AED'000  |
|----------------------------------|----------------|---------------|
| Cash on hand                     | 83             | 136           |
| Cash at banks – current accounts | 9,976          | 28,135        |
| Cash at bank – fixed deposit     | 200,000        | -             |
| <b>Cash and bank balances</b>    | <b>210,059</b> | <b>28,271</b> |
| Less: restricted cash (1)        | -              | (10,470)      |
| Less: fixed deposit (2)          | (200,000)      | -             |
| <b>Cash and cash equivalents</b> | <b>10,059</b>  | <b>17,801</b> |

(1) Represents cash held in certain bank accounts for payment of old outstanding unclaimed dividends (Note 13), which were transferred to the Securities and Commodities Authority ("SCA") in 2023 as instructed by SCA.

(2) During the third quarter of 2023, the Group placed AED 200 million as fixed term deposit with a local bank carrying interest at a commercial rate per annum and having 1 year maturity.

## 13. SHARE CAPITAL

|  | 2023 AED'000   | 2022 AED'000     |
|--|----------------|------------------|
| <b>Authorised, issued and fully paid-up share capital 837,695,625 shares (2022: 1,275,391,249) of AED 1 each</b> | <b>837,696</b> | <b>1,275,391</b> |

The movement in the share capital during the year was as follows:

|  | 2023 AED'000   | 2022 AED'000     |
|--|----------------|------------------|
| At January 1,                            | 1,275,391      | 1,019,209        |
| Equity issued to New Bond holders (1)    | -              | 256,182          |
| Capital reduction (2)                    | (637,695)      | -                |
| Conversion of Sukuk to share capital (3) | 200,000        | -                |
| <b>At December 31,</b>                   | <b>837,696</b> | <b>1,275,391</b> |

(1) On January 31, 2022 in the General Assembly Meeting, the shareholders approved the issuance of mandatory convertible bond ("New Bond") amounting to AED 150,000 thousand for capital increase purposes and to restructure existing Islamic non-convertible sukuk and other liabilities.

The Group obtained the approval from the Securities and Commodities Authority for the issuance of the New Bond and, in June 2022, the Group agreed for the issuance of New Bond of AED 85,394 thousand to the following parties:

- Liability holders of Islamic non-convertible sukuk amounting to AED 50,540 thousand along with accrued interest until March 31, 2022 of AED 11,565 thousand;
- Creditors amounting to AED 12,450 thousand; and
- Short-term loans from related parties amounting to AED 10,838 thousand.

On September 29, 2022, and on completion of the regulatory requirements, the New Bond was converted into 256,182 thousand shares of the Company at a price of AED 0.33 per share. Accordingly, the Company's share capital increased by AED 256,182 thousand resulting in a corresponding other reserve in equity of AED 170,788 thousand (Note 16) representing the share discount. All the new shares were subject to the lockup period of one year.

(2) At the General Assembly Meeting held on March 22, 2023, the Company's shareholders, through special resolutions, approved a capital reduction by 50% of the total issued

share capital of the Company through the cancellation of 637,695,625 shares in the Company with nominal value of AED 1 (the "Capital Reduction"), on a pro rata basis, to absorb accumulated losses to the extent of AED 637,695,625 reducing the Company's share capital to AED 637,695,625, noting that the Company will fully utilize the legal or optional reserves to absorb part of the accumulated losses with the remaining losses absorbed from the share capital. The shareholders also approved granting the Board of Directors the full authority to take all actions required to implement and execute the Capital Reduction pursuant to the provisions of the UAE Federal Decree-Law No. (32) of 2021 and the executive regulations of the SCA. The Capital Reduction was completed on May 22, 2023 and the statutory reserve was fully utilized for the partial absorption of accumulated losses as approved by the General Assembly and after obtaining the necessary regulatory approvals.

(3) At the General Assembly Meeting held of September 11, 2023, the Company's shareholders, through special resolutions, approved the issuance of 220 million mandatory convertible Sukuk to new investors to be converted to 200 million shares of the Company at a conversion price of AED 1.10 increasing the share capital of the Company to AED 837,695,625 (the "Capital Increase") post the Capital Reduction. The Capital Increase was completed on September 15, 2023 resulting in a share premium of AED 2,400 thousand, net of share issuance cost of AED 17,600 thousand.

## 14. STATUTORY RESERVE

In accordance with the Company's Articles of Association and Article 103 of UAE Federal Law No. (32) of 2021, a minimum of 10% (2022: 10%) of the profit for the year has to be transferred to the 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. The reserve is not available for distribution except as provided for in the above-mentioned law.

## 15. TREASURY SHARES

At the Annual General Assembly held on April 28, 2022, the shareholders of the Company approved the recommendation of the Board of Directors to buy back from the Company's shares, not exceeding 10% of its total shares, for the purpose of disposing them in accordance with the decision issued by the Securities & Commodities Authority ("SCA") in this regard, while authorising the Company's Board of Directors to:

- Implement the decision of the General Assembly during 2022 approved by SCA.
- Reduce the capital of the Company in the event of not meeting the period specified by SCA to dispose of the purchased shares by cancelling those shares with the amendment of the Company's capital in the Articles of Association.

Consequently, in 2022, the Company acquired 11,150,000 of its own shares through market brokers and agents, which have been registered under the Company's name as legal and beneficial holder of those shares, as well as appointed a liquidity provider to provide liquidity for the Company's securities listed on the DFM as the regulated market by entering two-way daily quotes into the Market Trading System, whereby the Company's shares traded under the liquidity provision agreement would be held under the legal name of the liquidity provider on behalf and for the benefit of the Company.

The details of the outstanding treasury shares at the reporting date are as follows:

|                                      | Number of shares  |                   | Acquisition cost of shares |               |
|--------------------------------------|-------------------|-------------------|----------------------------|---------------|
|                                      | 2023 No.          | 2022 No.          | 2023 AED'000               | 2022 AED'000  |
| <b>HELD UNDER THE LEGAL NAME OF:</b> |                   |                   |                            |               |
| ■ the Company                        | 575,000           | 11,150,000        | 334                        | 3,335         |
| ■ the liquidity provider             | 13,465,854        | 35,619,293        | 95,947                     | 20,710        |
|                                      | <b>14,040,854</b> | <b>46,769,293</b> | <b>96,281</b>              | <b>24,045</b> |

A cumulative gain of AED 33,334 thousand has been recognised for the year ended December 31, 2023 as Share Premium under equity (2022: AED 8,452 – Restated) out of which a net gain of AED 24,882 thousand

is from the net disposal of shares during the year (2022: net gain of AED 8,452 thousand – Restated). In accordance with the signed agreement, the liquidity provider has partially funded the acquisition of the treasury shares.

## 16. OTHER RESERVES

Other reserves include a reserve of AED 170,788 thousand arising on issuance of 256,182 thousand shares of the Company at a discount against settlement of AED 85,394 thousand of liabilities (Note 13) whereby the Company had completed the requirement for capital increase effective September 29, 2022.

Other reserves also include AED 7,559 thousand equity adjustment on acquisition of non-controlling interests in 2022 representing the excess of purchase consideration over the net carrying value of non-controlling interests as at the date of acquisition.

## 17. INTEREST-BEARING BORROWINGS

|  | 2023 AED'000   | 2022 AED'000   |
|--|----------------|----------------|
| <b>BANK LOANS</b>                        |                |                |
| Term loans                               | 119,847        | 232,492        |
| Short-term loan                          | -              | 831            |
|  | <b>119,847</b> | <b>233,323</b> |
| Bank overdraft                           | 180,187        | -              |
| <b>Total interest-bearing borrowings</b> | <b>300,034</b> | <b>233,323</b> |
| Less: non-current portion                | (94,163)       | (157,889)      |
| <b>Current portion</b>                   | <b>205,871</b> | <b>75,434</b>  |

During the third quarter of 2023, the Group obtained a bank overdraft facility with a limit of AED 200 million secured by the fixed deposit (Note 12), which were mainly utilized for financing activities and settlement of Sukuk. The facility

carries interest rate of 0.75% over the highest rate payable on pledged deposits per annum.

The movement in bank loans during the year was as follows:

|                                       | 2023 AED'000   | 2022 AED'000   |
|---------------------------------------|----------------|----------------|
| At January 1,                         | 233,323        | 229,232        |
| Add: amortization of arrangement fee  | 1,419          | 2,810          |
| Add: amortization of discounted value | -              | 1,525          |
| Add: loan availed during the year     | -              | 226,920        |
| Less: loans repaid during the year    | (106,375)      | (222,992)      |
| Less: arrangement fee paid            | -              | (4,172)        |
| Less: write back                      | (8,520)        | -              |
| <b>At December 31,</b>                | <b>119,847</b> | <b>233,323</b> |

The details of the term loans are as follows:

|                   | 2023 AED'000   | 2022 AED'000   |
|-------------------|----------------|----------------|
| Term loan I (1)   | -              | 23,147         |
| Term loan II (1)  | -              | 11,050         |
| Term loan III (2) | 119,847        | 198,295        |
|                   | <b>119,847</b> | <b>232,492</b> |

(1) At December 31, 2022, the Group had defaulted the repayment of term loans I and II, and accordingly, the entire amounts of the term loans were classified as current liability in the consolidated statement of financial position as at December 31, 2022.

During the current year, the Group agreed on a revised settlement plan with the lender according to which the Group settled an upfront payment of AED 1,000 thousand in addition to legal fees of AED 190 thousand, with the remaining amount of AED 25,000 thousand due for payment on June 1, 2023 plus interest of 3-month EIBOR + 3.5% per annum (minimum 5.5%) until the full and final settlement in case of any delay. However, the AED 25,000 thousand along with accrued interest were fully settled in April 2023.

On this basis, the Group wrote back AED 8,520 thousand of loan principal with relation to the two term loans and AED 10,941 thousand with respect to the related accrued interest, which were recorded under other non-operating income in profit or loss (Note 25).

(2) Term loan III has been obtained in 2022 part of a refinancing arrangement with a financial institution to restructure the Group's borrowings. In accordance with the arrangement, the Group borrowed AED 226,920 thousand and partially utilized the proceeds to fully settle two other term loans. The Group incurred arrangement fee of AED 4,172 thousand, which is being amortised over the term of the loan of 5 years. The loan is subject to compliance with certain financial covenants on quarterly basis, which are all met as at December 31, 2023 (2022: all met). Upon sale of a vessel during the current year (Note 6), the related remaining portion of the term loan of AED 41.9 million was fully settled and the related unamortized portion of the arrangement fee was fully expensed under finance costs.

## 18. ISLAMIC NON-CONVERTIBLE SUKUK

On January 16, 2020 the Board of Directors passed a resolution to issue 125 million Islamic non-convertible sukuk (the "Sukuk") amounting to AED 125,000 thousand (AED 1 per Sukuk) in compliance with Islamic Shari'a and by way of a private placement. The Group had obtained approvals on March 12, 2020 from the regulatory authority and on March 29, 2020 from the shareholders at a General Assembly Meeting to issue the Sukuk, which carry profit of 12% per annum payable semi-annually with a maturity term of 5 years.

In 2020, Sukuk amounting to AED 87,572 thousand have been subscribed and the related cash proceeds were received by the Group. Cost of issuance of Sukuk amounting to AED 9,915 thousand is being unwound over the contractual period of the Sukuk.

In 2022, holders of Sukuk amounting to AED 50,540 thousand along with accrued interest until March 31, 2022 of AED 11,565 thousand agreed to settle the Sukuk by way of issuing Mandatorily Convertible Bonds and conversion of the same to shares in the Company (Note 2.3).

On February 14, 2023, the representative of Sukuk holders (the 'Representative') has sent an event of default notice to the Company in relation to default in payment of periodic distribution amount as per the terms of the underlying agreements related to the issuance of Sukuk (the "Terms"). Accordingly, the Representative has demanded and claimed the dissolution distribution amount and delegate the liabilities sum, being USD14,804 thousand (equivalent AED 54,183 thousand). Further, the Securities and Commodities Authority (SCA) through their letter dated March 24, 2023 requested clarification from the Company in relation to such default. Management assessed that the claims made by the Representative

are not valid and was of the view that the liability recorded in the consolidated financial statements of the Group is in accordance with the Terms and will be settled when due as per the Terms. This assessment was communicated by management to SCA through a letter dated March 24, 2023. Management successfully settled with the Sukuk holders an outstanding Sukuk amount of AED 36,000 thousand and the related accrued interest amount of AED 13,484 resulting in a gain on settlement of Sukuk of AED 14,549 thousand recognized under other non-operating income (Note 25) during the current year.

The movements in Sukuk are as follows:

|  | 2023 AED'000 | 2022 AED'000  |
|--|--------------|---------------|
| At January 1,  | 34,983       | 81,385        |
| Settlement   | (36,000)     | (50,541)      |
| Amortisation of the arrangement fee  | 1,017        | 1,839         |
| Amortisation of the arrangement fee related to conversion to Mandatory convertible bonds | -            | 2,300         |
| <b>At December 31,</b>   | <b>-</b>     | <b>34,983</b> |

## 19. PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS

|                               | 2023 AED'000 | 2022 AED'000 |
|-------------------------------|--------------|--------------|
| As at January 1,              | 1,211        | 1,177        |
| Charge for the year           | 276          | 180          |
| Payments made during the year | (232)        | (146)        |
| <b>As at December 31,</b>     | <b>1,255</b> | <b>1,211</b> |

## 20. TRADE AND OTHER PAYABLES

|   | 2023 AED'000   | 2022 AED'000<br>Restated |
|---|----------------|--------------------------|
| <b>FINANCIAL LIABILITIES AT AMORTISED COST:</b> |                |                          |
| Trade payables                                  | 19,231         | 22,091                   |
| Accruals, provisions and other payables         | 12,441         | 18,417                   |
| Tax accrual                                     | 2,374          | 3,812                    |
| Accrued interest on Sukuk                       | -              | 10,954                   |
| Dividend payable                                | -              | 10,470                   |
| Accrued interest on bank borrowings             | -              | 10,946                   |
| Payable to liquidity provider (Note 15)         | 70,924         | 7,594                    |
|   | <b>104,970</b> | <b>84,284</b>            |
| <b>NON-FINANCIAL LIABILITY</b>                  |                |                          |
| Advances from customers                         | 445            | 11,501                   |
|   | <b>105,415</b> | <b>95,785</b>            |

## 21. RELATED PARTY TRANSACTIONS

### KEY MANAGEMENT PERSONNEL REMUNERATION

|                          | 2023 AED'000 | 2022 AED'000 |
|--------------------------|--------------|--------------|
| Short-term benefits      | 3,654        | 2,473        |
| Post-employment benefits | -            | 35           |
|                          | <b>3,654</b> | <b>2,508</b> |

### OTHER RELATED PARTY TRANSACTION

During 2022, the Company issued Mandatorily Convertible Bonds against the settlement of short-term loans from related parties amounting to AED 10,838 thousand, which were converted into shares in the Company (Note 2.3).

## 22. REVENUE

|  | 2023 AED'000   | 2022 AED'000   |
|--|----------------|----------------|
| <b>SERVICES TRANSFERRED OVER TIME</b>          |                |                |
| Vessel chartering <sup>1</sup>                 | 99,010         | 127,110        |
| <b>SERVICES TRANSFERRED AT A POINT IN TIME</b> |                |                |
| Shipping and technical services                | 6,524          | 10,119         |
|  | <b>105,534</b> | <b>137,229</b> |

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) with relation to charter hiring revenue as at 31 December are, as follows:

|                    | 2023 AED'000  | 2022 AED'000   |
|--------------------|---------------|----------------|
| Within one year    | 73,838        | 99,043         |
| More than one year | 23,683        | 33,763         |
|                    | <b>97,521</b> | <b>132,806</b> |

## 23. DIRECT COSTS

|  | 2023 AED'000  | 2022 AED'000   |
|--|---------------|----------------|
| <b>VESSEL CHARTERING:</b>                                |               |                |
| Ship running costs – vessels                             | 49,256        | 62,748         |
| Depreciation of vessels, property and equipment (Note 6) | 36,432        | 41,275         |
| Ship running costs – crew boats                          | 3,911         | 4,507          |
| Ship repairs   | -             | 1,048          |
| <b>SHIPPING AND TECHNICAL SERVICES:</b>                  |               |                |
| Operating expenses                                       | 6,322         | 7,169          |
|  | <b>95,921</b> | <b>116,747</b> |

<sup>1</sup> As disclosed in Note 6.4, the Group sold a vessel during the first quarter of the year. In addition, there were several vessels under drydocking during the last quarter of the year.

## 24. GENERAL AND ADMINISTRATIVE EXPENSES

|  | 2023 AED'000  | 2022 AED'000  |
|--|---------------|---------------|
| Staff costs  | 8,741         | 7,121         |
| Professional fees  | 5,577         | 1,494         |
| Directors' remuneration (Note 21)                        | 3,654         | 2,508         |
| Credit losses on trade receivables (Note 10)             | 1,000         | 395           |
| Depreciation of vessels, property and equipment (Note 6) | 293           | -             |
| Foreign exchange loss / (gain), net                      | 171           | (63)          |
| Depreciation of rights-of-use assets                     | -             | 192           |
| Others   | 7,295         | 1,769         |
|  | <b>26,731</b> | <b>13,416</b> |

## 25. OTHER NON-OPERATING INCOME, NET

|   | 2023 AED'000  | 2022 AED'000  |
|---|---------------|---------------|
| Reversal of liabilities no more required (Note 17)          | 19,466        | 19,707        |
| Gain of settlement of Sukuk (Note 18)                       | 14,549        | -             |
| Change in fair value of financial assets at FVTPL (Note 11) | (2,009)       | -             |
| Others  | 1,420         | 686           |
|   | <b>33,426</b> | <b>20,393</b> |

## 26. FINANCE COSTS

|                                   | 2023 AED'000  | 2022 AED'000  |
|-----------------------------------|---------------|---------------|
| <b>FINANCE COSTS ON:</b>          |               |               |
| ■ Term loans                      | 13,744        | 23,530        |
| ■ Islamic non-convertible sukuk   | 2,581         | 8,923         |
| ■ Amortisation of arrangement fee | 4,168         | -             |
| ■ Short-term loan                 | 1,415         | -             |
| Others                            | 626           | 792           |
|                                   | <b>22,534</b> | <b>33,245</b> |

## 27. BASIC AND DILUTED EARNINGS PER SHARE

The calculation of basic and diluted earnings per share has been based on the profit/(loss) for the year attributable to the Owners of the Company and weighted average number of ordinary shares outstanding during the year.

|  | 2023               | 2022                 |
|--|--------------------|----------------------|
| <b>Profit / (loss) for the year attributable to the Owners of the Company (AED'000) – Restated</b> | <b>21,275</b>      | <b>(7,616)</b>       |
| <b>Weighted average number of ordinary shares (Note 15) (1)</b>                                    | <b>925,479,458</b> | <b>1,275,391,249</b> |
| <b>Basic and diluted earnings per share (AED) – restated</b>                                       | <b>0.023</b>       | <b>(0.006)</b>       |

(1) The weighted average number of ordinary shares takes into account the weighted average effect of changes in treasury shares, the Capital Reduction (Note 13), and the Capital Increase (Note 13) during the year.

## 28. COMMITMENTS AND CONTINGENT LIABILITIES

At 31 December 2023, the Group did not have any contingent liabilities (2022: a contingent liability with respect to not meeting the proposed payments towards the settlement of term loans I and II, amounting to AED 5,952 thousand as disclosed in Note 17).

The Group does not have any contingent liabilities at the reporting date (2022: None).

## 29. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in Note 9. The main types of risks are market risk, credit risk and liquidity risk.

risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's senior management are responsible for developing and monitoring the Group's risk management policies and report regularly to the Board of Directors on their activities.

### 29.1. MARKET RISK ANALYSIS

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

**FOREIGN CURRENCY RISK**

Most of the Group’s transactions are carried out in USD and AED, which is pegged to the USD. Accordingly, the Group is not exposed to significant foreign currency risk.

**INTEREST RATE RISK**

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

At December 31, 2023 and 2022, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates.

|                          | Profit / (loss) and equity |              |
|--------------------------|----------------------------|--------------|
|                          | +1% AED’000                | -1% AED’000  |
| <b>December 31, 2023</b> | <b>(1,198)</b>             | <b>1,198</b> |
| December 31, 2022        | (2,325)                    | 2,325        |

**OTHER PRICE SENSITIVITY**

The Group is exposed to other price risk in respect of its listed equity securities (Note 11). For the listed equity securities, an average volatility of 5% has been considered by the Group. This volatility figure is considered to be a suitable basis for estimating how profit or loss and equity would have been affected by changes in market risk that were reasonably possible at the reporting date. If the quoted stock price for these securities increased or decreased by that percentage, profit or loss and equity would have increased or decreased by AED 5,019 thousand.

|                             | 2023 AED’000   | 2022 AED’000  |
|-----------------------------|----------------|---------------|
| Trade and other receivables | 18,219         | 25,528        |
| Cash and bank balances      | 210,059        | 28,271        |
|                             | <b>228,278</b> | <b>53,799</b> |

**INTEREST RATE SENSITIVITY**

The following table illustrates the sensitivity of profit and equity to a reasonably possible change in interest rates of +/- 1% (2022: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

**29.2. CREDIT RISK ANALYSIS**

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to credit risk from financial assets including cash and cash equivalents held at banks and trade and other receivables.

**CREDIT RISK MANAGEMENT**

The Group’s maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarized below:

**TRADE RECEIVABLES**

The Group continuously monitors the credit quality of customers based on a credit rating scorecard. The Group’s policy is to deal only with credit worthy counterparties. The credit terms range between 15 and 30 days. The credit terms for customers as negotiated with customers are subject to an internal approval process. The ongoing credit risk is managed through regular review of ageing analysis, together with credit limits per customer.

The Group applies the IFRS 9 simplified model of recognising lifetime expected credit losses for all trade receivables as these items do not have a significant financing component.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns.

The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Management takes into consideration subsequent collections and advances received from customers when assessing the expected credit loss on its trade receivables. Management assessed that the impact of time value of money is insignificant.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery.

On the above basis the expected credit loss for trade receivables as of December 31, 2023 and December 31, 2022 was determined as follows:

|                                  | Total         | Not due    | <90 days   | 91 to 120 days | 121 to 150 days | Past due      |
|----------------------------------|---------------|------------|------------|----------------|-----------------|---------------|
|                                  |               |            |            |                |                 | > 150 days    |
| 2023                             | AED’000       | AED’000    | AED’000    | AED’000        | AED’000         | AED’000       |
| <b>Expected credit loss rate</b> |               | <b>2%</b>  | <b>2%</b>  | <b>2%</b>      | <b>3%</b>       | <b>57%</b>    |
| <b>Gross carrying amount</b>     | <b>22,427</b> | <b>776</b> | <b>699</b> | <b>3,687</b>   | <b>5,952</b>    | <b>11,313</b> |
| <b>Expected credit loss</b>      | <b>6,875</b>  | <b>19</b>  | <b>17</b>  | <b>92</b>      | <b>149</b>      | <b>6,598</b>  |

|                                  | Total         | Not due | <90 days     | 91 to 120 days | 121 to 150 days | Past due     |
|----------------------------------|---------------|---------|--------------|----------------|-----------------|--------------|
|                                  |               |         |              |                |                 | > 150 days   |
| 2022                             | AED’000       | AED’000 | AED’000      | AED’000        | AED’000         | AED’000      |
| <b>Expected credit loss rate</b> |               | -       | -            | -              | -               | <b>97%</b>   |
| <b>Gross carrying amount</b>     | <b>13,650</b> | -       | <b>2,808</b> | <b>4,766</b>   | <b>30</b>       | <b>6,046</b> |
| <b>Expected credit loss</b>      | <b>5,875</b>  | -       | -            | -              | -               | <b>5,875</b> |



### BANK BALANCES

The credit risk in respect of cash balances held with banks and deposits with banks are managed via diversification of bank deposits and are only with major reputable financial institutions.

### 29.3. LIQUIDITY RISK

Liquidity risk is that the Group might be unable to meet its obligations. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have

sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. Cash flows from trade and other receivables are all contractually due within 1 months.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

|                             | Within 1 year<br>AED'000 | 1 to 5 years<br>AED'000 | After 5 years<br>AED'000 | Total<br>AED'000 |
|-----------------------------|--------------------------|-------------------------|--------------------------|------------------|
| <b>DECEMBER 31, 2023</b>    |                          |                         |                          |                  |
| Interest-bearing borrowings | 36,419                   | 114,258                 | -                        | 150,677          |
| Trade and other payables    | 103,607                  | -                       | -                        | 103,607          |
| Bank overdraft              | 180,187                  | -                       | -                        | 180,187          |
| <b>Total</b>                | <b>320,213</b>           | <b>114,258</b>          | <b>-</b>                 | <b>434,471</b>   |

|                               | Within 1 year<br>AED'000 | 1 to 5 years<br>AED'000 | After 5 years<br>AED'000 | Total<br>AED'000 |
|-------------------------------|--------------------------|-------------------------|--------------------------|------------------|
| <b>DECEMBER 31, 2022</b>      |                          |                         |                          |                  |
| Interest-bearing borrowings   | 93,905                   | 210,430                 | -                        | 304,335          |
| Trade and other payables      | 16,982                   | 10,946                  | -                        | 27,928           |
| Islamic non-convertible sukuk | 59,250                   | -                       | -                        | 59,250           |
| <b>Total</b>                  | <b>170,137</b>           | <b>221,376</b>          | <b>-</b>                 | <b>391,513</b>   |

The above amounts reflect the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date.

## 30. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders to maintain the confidence of its investors, creditors and the market and to sustain future development of the business.

The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. Capital comprises share capital, share premium, treasury shares and all other equity reserves and is measured at AED 595,636 thousand as at December 31, 2023 (2022: AED 419,315 thousand).

In order to achieve this overall objective, the Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call the loans and borrowings. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing as at December 31, 2023.

No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2023 and 2022.

## 31. CORRECTION OF ERROR AND COMPARATIVE INFORMATION

The Group restated the comparative information to correct the accounting treatment of gains from treasury shares that were previously included in profit or loss, and rather recorded such gains directly in equity in accordance with IAS 32 **Financial Instruments**. The error has been corrected by restating each of the affected financial statement line items for the prior year.

In addition, certain amounts have been reclassified in the consolidated statements of financial position and profit or loss to conform with the current year's classification and enhance the quality of presentation with no further impact on the previously reported net assets and results of the Group.

Furthermore, the Group made changes in the reporting segments following changes in internal reporting (Note 5).

The impact of the correction of error and reclassifications is as follows:

| Impact on the consolidated statement of financial position as at December 31, 2022 | As previously reported AED'000 | Effect of restatement and reclassification AED'000 | As currently reported AED'000 |
|--|--------------------------------|--|-------------------------------|
| Trade and other receivables  | 25,528                         | (7,732)  | 17,796                        |
| <b>Total assets</b>  | <b>792,349</b>                 | <b>(7,732)</b>                                     | <b>784,617</b>                |
| Trade and other payables   | 99,688                         | (3,903)  | 95,785                        |
| <b>Total liabilities</b>   | <b>369,205</b>                 | <b>(3,903)</b>                                     | <b>365,302</b>                |
| Share premium  |                                | 8,452  | 8,452                         |
| Accumulated losses   | (666,878)                      | (12,281)   | (679,159)                     |
| <b>Total equity</b>  | <b>423,144</b>                 | <b>(3,829)</b>                                     | <b>419,315</b>                |

| Impact on the consolidated statement of profit or loss for the year ended December 31, 2022 | As previously reported | Effect of restatement and reclassification | As currently reported |
|---|------------------------|--|-----------------------|
| Other income  | 12,776                 | (12,281)                                   | 495                   |
| <b>Profit/(loss) before income tax</b>  | <b>6,495</b>           | <b>(12,281)</b>                            | <b>(5,786)</b>        |
| <b>Profit/(loss) for the year</b>   | <b>4,665</b>           | <b>(12,281)</b>                            | <b>(7,616)</b>        |

## 32. FAIR VALUE MEASUREMENT

Management assessed that the fair values of cash and bank balances, trade and other receivables, bank overdraft, and trade and other payables as at December 31, 2023 and 2022 approximate their carrying amounts largely due to the short-term maturities of these instruments.

Management assessed that the carrying amounts of long-term borrowings as at December 31, 2023 and 2022 approximate their fair values due to the fact that they bear variable interest rates that reflect current market interest rates for similar borrowings. As a result, the values of the future discounted cash flows on those borrowings are not significantly different from their current book values.

Financial assets measured at fair value in the consolidated statement of financial position are grouped into three levels as disclosed in the Group's accounting policies (Refer Note 4.11).

The fair values of the financial assets at FVTPL comprising quoted equity instruments are based on quoted prices in active markets, and accordingly, fall under level 1 category of the fair value hierarchy.

There have been no transfers made between the valuation levels during the current year and the previous years.

## 33. CORPORATE TAX IN THE UAE

On December 9, 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 is effective from June 1, 2023 and accordingly, it has an income tax related impact on the consolidated financial statements for accounting periods beginning on or after June 1, 2023.

The Cabinet of Ministers Decision No. 116 of 2022 specifies the threshold of income over which the 9% tax rate would apply and accordingly, the Law is now considered to be substantively enacted from the perspective of IAS 12 – Income Taxes. A rate of 9% will apply to taxable income exceeding AED 375,000 and a rate of 0% will apply to taxable income not exceeding AED 375,000 and a rate of 0% on qualifying income of free zone entities.

The Group will be subject to taxation commencing January 1, 2024.

Based on the information available to the date of the issuance of the consolidated financial statements, management assessed that there is no deferred tax impact on account of the CT Law in the Group's consolidated financial statements as at December 31, 2023.

As certain other cabinet decisions are pending as of the date of the issuance of these consolidated financial statements, the Group will continue to assess the impact of these pending cabinet decisions on deferred taxes as and when finalised and published. Any resulting impact will accordingly be reflected in the Group's consolidated financial statements when such additional information will be substantively issued.

## 34. SUBSEQUENT EVENT

On December 27, 2023 the Group announced that it has acquired 40% of the Turkish Polimar Holding Company's stake in Gulf Navigation Polimar Maritime, which is specialized in the field of Maritime Agency Services, increasing the Group's stake from 60% to 100%. The acquisition of the 40% shares was completed in 2024.