ABU DHABI PORTS COMPANY PJSC

Reports and consolidated financial statements for the year ended 31 December 2024

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Report of Board of Directors
for the year ended 31 December 2024

The Directors have the pleasure of submitting their report, together with the audited consolidated financial statements of Abu Dhabi Ports Company PJSC (the "Company") and its subsidiaries (together, referred to as, the "Group") for the year ended 31 December 2024.

Results for the year

During the year, the Group earned revenue of AED 17,286,311 thousand (2023: AED 11,678,530 thousand) and net profit for the year amounted to AED 1,778,021 thousand (2023: AED 1,360,218 thousand).

Accounts

The Directors have reviewed and approved the consolidated financial statements of the Group for the year ended 31 December 2024.

Directors

The Directors who served during the year and as of the reporting date is as follows:

H.E. Mohamed Hassan Alsuwaidi	Chairman
Mr. Khalifa Sultan Sultan Hazim Al Suwaidi	Vice Chairman
Mr. Mohamed Ibrahim Mohamed Ibrahim Al Hammadi	Member
Ms. Najeeba Hassan Mubarak Khudaim Al Jabri	Member
Mr. Jasim Husain Ahmed Thabet	Member
Mr. Mansour Mohamed Abdulqader Mohamed Al Mulla	Member
Mr. Renzo Bravo Calambrogio	Member
Mr. Soren Poulsgaard Jensen	Member
Mohamed Juma Al Shamisi	Managing Director and Group Chief Executive Officer

Release

The Directors release the external auditor and management from any liability in connection with their duties for the year ended 31 December 2024.

Auditor

The Directors propose the re-appointment of Deloitte & Touche (M.E.) as the external auditor of the Group for the financial year ending 31 December 2025.

On behalf of Board of Directors

Chairman
Abu Dhabi, UAE

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ABU DHABI PORTS COMPANY PJSC

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

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

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

Basis for Opinion

We have conducted our audit in accordance with International Standards on Auditing (ISAs) and the applicable requirements of Abu Dhabi Accountability Authority ("ADAA") Chairman Resolution No. 88 of 2021 regarding financial statements Audit Standards for the Subject Entities. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Codes of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the Group's consolidated financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
Revenue recognition	
Revenue is recognised from various streams and sources such as lease, port operations, logistic operations, concessions, and marine, industrial and digital services. The Group reported revenue of AED 17,286 million (2023: AED 11,679 million). The Group focuses on revenue as a key performance measure and as a driver for growth and expansion. Revenue is material and important to determine the Group profitability. Due to the magnitude of the amount, revenue streams, high volume of transactions and the susceptibility of such revenues to overstatement due to fraud risk, we assessed revenue recognition as a key audit matter. For more information related to revenue, refer to note 3 for accounting policy on revenue recognition and note 27 in the consolidated financial statements.	Our audit procedures included the following: • Understanding the significant revenue processes and identifying the relevant controls, IT systems, interfaces and reports, including performance of end-to-end walkthroughs of the revenue processes. • Evaluating the relevant controls related to the revenue recognition to determine if they were appropriately designed and implemented and were operating effectively. • Understanding the control environment and testing the general IT controls over the main systems and applications involved in the revenue recording process. In doing so, we involved our IT specialists to assist in the audit of IT system controls and testing of information produced by the entities' IT systems surrounding the revenue processes. • Assessing the Group's accounting policy against the requirements of IFRSs and the compliance of revenue recognized therewith. • Performing the following substantive audit procedures: – Tests of details on a sample basis by inspecting relevant supporting documents to determine the occurrence and accuracy of the recorded revenue transactions during the year; and – Tests of details on a sample of transactions before and after the year end to determine that revenue has been recognized in the correct reporting period. • Assessing the disclosure in the consolidated financial statements relating to this matter against the requirements of IFRSs.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ABU DHABI PORTS COMPANY PJSC (CONTINUED)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
Business combination	

During the year, the Group entered into a number of business acquisition transactions as disclosed in note 37. As a result of those transactions, the Group recorded goodwill, intangible assets, deferred tax asset and deferred tax liability which arose from the acquisitions of AED 1,311 million, AED 985 million, AED 0.2 million and AED 237 million (2023: AED 1,274 million, AED 998 million, AED 40 million and AED 200 million), respectively.
 	
These transactions have been accounted for in accordance with IFRS 3 Business Combinations. Management have applied the acquisition method in accounting for the abovementioned acquisitions which requires the following:
• identifying the acquirer;
• determining the acquisition date;
• recognizing and measuring the identifiable assets acquired, the liabilities assumed and non-controlling interest in the acquiree; and
• recognizing and measuring goodwill or a gain from a bargain purchase.
 	
Independent external valuation specialists were engaged by the Group to perform the provisional purchase price allocation exercise which includes determination of provisional fair valuation of assets acquired and liabilities assumed, and identification and valuation of the intangible assets.
 	
We have identified the acquisition of these businesses as a key audit matter due to the size of the transactions and the inherent complexities associated with business combinations, particularly the judgements applied and estimates made in the:
• allocation of the provisional purchase price to the identifiable assets acquired and liabilities assumed;
• the identification and measurement of intangible assets and the determination of useful lives assigned to the identified intangible assets; and
• adjustments made to align accounting policies of these businesses with those of the Group.
 	
Refer to note 37 to the consolidated financial statements for more details relating to this matter
	As part of our audit procedures in respect of the business combinations, we have:
	
	• Assessed the controls over the accounting for these transactions to determine if they were appropriately designed and implemented;
	• Assessed whether management's assumptions in relation to the accounting for these transactions are in accordance with the requirements of IFRS 3; and
	• Agreed the fair values of the assets and liabilities determined by management to the amounts presented in the consolidated financial statements;
	• As part of our audit procedures in respect of the purchase price allocation, we have:
	  o assessed the completeness and accuracy of the assets acquired and liabilities assumed in the purchase price allocation;
	  o assessed the skills, qualification, objectivity and independence of the external valuation specialists engaged by the Group and reviewed their terms with the Group to determine if it was sufficient for audit purposes.
	  o evaluated, with involvement of our internal experts, the methodologies and significant inputs used by the Group including the identification of intangible assets and the determination of the useful lives of the identified intangible assets;
	  o assessed, with involvement of our internal experts, the fair values of a sample of the assets acquired and liabilities assumed;
	  o analysed the provisional fair value adjustments recognized by management and evaluated whether the adjustments made were in accordance with the requirements of IFRS 3; and
	  o assessed, with involvement of our internal experts, the provisional goodwill recognised by management and evaluated whether it was accounted for in accordance with the requirements of IFRS 3;
	
	• Assessed the disclosure in the consolidated financial statements relating to this matter against the requirements of IFRSs.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ABU DHABI PORTS COMPANY PJSC (CONTINUED)

Other Information

The Board of Directors are responsible for the other information. The other information comprises the Report of Board of Directors, which we obtained prior to the date of this auditor's report, and the Group's Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

When we will read the Group's Annual Report, if we conclude that there is a material misstatement therein, we will be required to communicate the matter to those charged with governance and consider whether a reportable irregularity exists in terms of the auditing standards, which must be reported.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs and the applicable provisions of the articles of association of the Company and the UAE Federal Law No. (32) of 2021, and for such internal control as management determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the applicable requirements of ADAA Chairman's Resolution No. 88 of 2021 regarding financial statements Audit Standards for the Subject Entities will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

As part of an audit in accordance with ISAs and the applicable requirements of ADAA Chairman's Resolution No. 88 of 2021 regarding financial statements Audit Standards for the Subject Entities, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

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

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

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

Deloitte.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ABU DHABI PORTS COMPANY PJSC (CONTINUED)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

- We have obtained all the information we considered necessary for the purposes of our audit;
- The consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree Law No. (32) of 2021;
- The Group has maintained proper books of account;
- The financial information included in the Report of Board of Directors is consistent with the books of account of the Group;
- Note 3 reflects the Group's investment in shares during the financial year ended 31 December 2024;
- Note 32 reflects the disclosures relating to material related party transactions, balances, and the terms under which they were conducted;
- Note 29 reflects the disclosures relating to social contributions made during the year; and
- Based on the information that has been made available to us nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2024 any of the applicable provisions of the UAE Federal Decree Law No. (32) of 2021 or, its Memorandum and Articles of Association which would materially affect its activities or its financial position as at 31 December 2024.

Pursuant to the requirements of Article 5 of Abu Dhabi Accountability Authority Chairman Resolution No. 88 of 2021 regarding the examination of internal financial controls over financial reporting, we have been engaged to perform assurance engagements to provide reasonable assurance reports on the effectiveness of internal financial controls over financial reporting for Abu Dhabi Ports Group, excluding certain subsidiaries; but not on the consolidated financial statements of the Group.

Further, as required by the ADAA Chairman Resolution No. 88 of 2021 regarding financial statements Audit Standards for the Subject Entities, we report, in connection with our audit of the financial statements for the year ended 31 December 2024, that except for the above, nothing has come to our attention that causes us to believe that the Group has not complied, in all material respects, with any of the provisions of the following laws, regulations and circulars as applicable, which would materially affect its activities or the financial statements as at 31 December 2024:

- Its Articles of Association; and
- Relevant provisions of the applicable laws, resolutions and circulars that have an impact on Group's consolidated financial statements.

Deloitte & Touche (M.E.)

Obada Alkowatly
Registration No. 1056
11 March 2025
Abu Dhabi
United Arab Emirates

Consolidated statement of financial position as at 31 December 2024

	Notes	2024 AED'000	2023 AED'000
ASSETS			
Non-current assets			
Property, plant and equipment	5	**27,877,062**	24,169,047
Investment properties	6	**10,771,219**	9,937,893
Intangible assets and goodwill	7	**5,455,930**	3,378,899
Right-of-use assets	8	**1,327,024**	1,149,534
Investment in joint ventures	9	**647,713**	642,473
Investment in associates	10	**1,288,821**	1,274,926
Financial assets at fair value through other comprehensive income	11	**2,099,526**	2,518,539
Deferred tax assets	18.2	**77,855**	38,809
Trade and other receivables	14	**2,999,456**	2,520,932
Prepayments and advances	15	**13,765**	41,096
Term deposit	17	**50,000**	50,000
Derivative financial assets	13	**17,820**	23,990
Total non-current assets		**52,626,191**	45,746,138
Current assets			
Inventories	16	**180,840**	374,667
Financial assets at fair value through profit or loss	12	**36,092**	71,627
Current tax assets		**27,001**	73,499
Trade and other receivables	14	**7,319,330**	4,668,369
Prepayments and advances	15	**789,068**	1,166,704
Cash and bank balances	17	**2,775,334**	3,283,090
		11,127,665	9,637,956
Assets classified as held for sale and distribution	38	**400,314**	226,895
Total current assets		**11,527,979**	9,864,851
Total assets		**64,154,170**	55,610,989
EQUITY AND LIABILITIES			
Equity			
Share capital	19	**5,090,000**	5,090,000
Share premium	19	**2,750,000**	2,750,000
Treasury shares and call options	19	**(161,322)**	(12,098)
Treasury shares reserve	19	**(10,778)**	-
Employee share incentive reserve	19	**(11,034)**	-
Statutory reserve	20	**744,907**	611,893
Assets distribution reserve	20	**(22,063)**	(22,063)
Cash flow hedge reserve	20	**(36,757)**	(43,964)
Investment revaluation reserve	11	**948,750**	1,367,850
Foreign currency translation reserve		**(167,943)**	(32,380)
Merger reserve	20	**1,319,288**	1,319,288
Retained earnings		**6,434,056**	5,236,927
Owner's contribution	32	**6,054,935**	4,559,468
Equity attributable to owners of the Company		**22,932,039**	20,824,921
Non-controlling interests	39	**4,802,194**	3,484,292
Total equity		**27,734,233**	24,309,213

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated statement of financial position as at 31 December 2024 (continued)

	Notes	2024 AED'000	2023 AED'000
Liabilities			
Non-current liabilities			
Deferred government grants	**21**	**6,483,867**	6,423,832
Provision for employees' end of service benefits	**22**	**223,952**	180,623
Payable to the project companies	**23**	**2,103,406**	2,110,764
Lease liabilities	**8**	**978,672**	857,210
Bond payable	**24**	**3,608,368**	3,599,058
Bank borrowings	**25**	**10,066,941**	11,165,566
Trade and other payables	**26**	**1,017,306**	951,321
Deferred tax liabilities	**18.2**	**475,340**	232,725
Total non-current liabilities		**24,957,852**	25,521,099
Current liabilities			
Deferred government grants	**21**	**188,479**	279,740
Payable to the project companies	**23**	**293,663**	296,185
Lease liabilities	**8**	**214,178**	219,321
Bank borrowings	**25**	**4,159,378**	339,909
Current tax liabilities		**250,969**	33,920
Trade and other payables	**26**	**6,355,418**	4,611,602
Total current liabilities		**11,462,085**	5,780,677
Total liabilities		**36,419,937**	31,301,776
Total equity and liabilities		**64,154,170**	55,610,989

To the best of our knowledge, the consolidated financial statements present fairly, in all material respects, the financial condition, results of operations and cash flows of the Group, as of, and for, the periods presented therein.

H.E. Mohamed Hassan Alsuwaidi
Chairman

Mohamed Juma Al Shamisi
Managing Director and Group Chief Executive Officer

Martin Aarup
Group Chief Financial Officer

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated statement of profit or loss for the year ended 31 December 2024

	Notes	2024 AED'000	2023 AED'000
Revenue	27	**17,286,311**	11,678,530
Direct costs	28	**(12,344,420)**	(8,573,823)
Gross profit		**4,941,891**	3,104,707
General and administrative expenses	29.1	**(2,108,618)**	(1,407,871)
Impairment losses on financial assets and unbilled lease receivables	14	**(186,071)**	(80,094)
Selling and marketing expenses		**(72,607)**	(76,680)
Share of results from joint ventures	9	**85,854**	118,377
Share of results from associates	10	**24,740**	26,071
Reversal of impairment on investment properties	6	**-**	363,501
Impairment of investment in associates	10	**(23)**	(139,452)
Impairment of investment in joint ventures	9	**(9,646)**	-
Finance costs	30	**(1,009,533)**	(666,957)
Finance income		**54,299**	31,238
Loss on investment at FVTPL	12	**(15,238)**	(3,822)
Gain on disposal on equity accounted investments		**22,116**	39,119
Other income, net	31	**314,912**	102,552
Profit before tax		**2,042,076**	1,410,689
Income tax expense	18.1	**(264,055)**	(50,471)
Net profit for the year		**1,778,021**	1,360,218
Attributable to:			
Owners of the Company		**1,330,143**	1,071,972
Non-controlling interests	39	**447,878**	288,246
		1,778,021	1,360,218
Basic and diluted earnings per share (AED)	33	**0.27**	0.21
Adjusted EBITDA	34	**4,509,253**	2,668,133

Consolidated statement of comprehensive income
for the year ended 31 December 2024

	Notes	2024 AED'000	2023 AED'000
Profit for the year		**1,778,021**	1,360,218
Other comprehensive income:			
Items that will not be reclassified subsequently to statement of profit or loss:			
Fair value (loss)/gain on financial asset designated at FVTOCI	**11**	**(419,100)**	438,908
Items that may be reclassified subsequently to statement of profit or loss			
Net fair value loss on hedging instruments entered into for cash flow hedges		**(6,170)**	(14,519)
Share of equity accounted associate	**10**	**(8,640)**	(4,271)
Share of equity accounted joint ventures	**9**	**8,673**	4,768
Loss on translation of foreign operations		**(126,925)**	(11,687)
Total other comprehensive (loss)/income		**(552,162)**	413,199
Total comprehensive income for the year		**1,225,859**	1,773,417
Attributable to:			
Owners of the Company		**782,687**	1,497,476
Non-controlling interests	**39**	**443,172**	275,941
		1,225,859	1,773,417

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated statement of changes in equity
for the year ended 31 December 2024

	Share capital AED'000	Share premium AED'000	Treasury shares and call options AED'000	Treasury share reserves AED'000	Employee share incentive reserves AED'000	Statutory reserve AED'000	Assets distribution reserve AED'000	Cash flow hedge reserve AED'000	Investment revaluation reserve AED'000	Foreign currency translation reserve AED'000	Merger reserve AED'000	Retained earnings AED'000	Owner's contribution AED'000	Equity attributable to owners of the Company AED'000	Non-controlling interests AED'000	Total AED'000
Balance at 1 January 2023	5,090,000	2,750,000	-	-	-	504,696	(22,063)	(41,154)	928,942	(21,786)	1,319,288	4,272,152	4,467,655	19,247,730	387,403	19,635,133
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	1,071,972	-	1,071,972	288,246	1,360,218
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	(2,810)	438,908	(10,594)	-	-	-	425,504	(12,305)	413,199
Total comprehensive income for the year	-	-	-	-	-	-	-	(2,810)	438,908	(10,594)	-	1,071,972	-	1,497,476	275,941	1,773,417
Transfer to statutoty reserve	-	-	-	-	-	107,197	-	-	-	-	-	(107,197)	-	-	-	-
Dividend declared to non-controlling interests in a subsidiary (note 39)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(17,688)	(17,688)
Contribution made by NCI (note 39)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,821,257	2,821,257
Acquisition of new subsidiaries (note 39)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	19,460	19,460
Other movements (note 39)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,081)	(2,081)
Shares buy back (note 19)	-	-	(12,098)	-	-	-	-	-	-	-	-	-	-	(12,098)	-	(12,098)
Owner's contribution (note 32)	-	-	-	-	-	-	-	-	-	-	-	-	91,813	91,813	-	91,813
Balance at 1 January 2024	5,090,000	2,750,000	(12,098)	-	-	611,893	(22,063)	(43,964)	1,367,850	(32,380)	1,319,288	5,236,927	4,559,468	20,824,921	3,484,292	24,309,213
Profit for the year	-	-	-	-	-	-	-				-	1,330,143	-	1,330,143	447,878	1,778,021
Other comprehensive income/(loss) for the year	-	-	-	-	-	-	-	7,207	(419,100)	(135,563)	-	-	-	(547,456)	(4,706)	(552,162)
Total comprehensive income for the year	-	-	-	-	-	-	-	7,207	(419,100)	(135,563)	-	1,330,143	-	782,687	443,172	1,225,859
Transfer to statutory reserve	-	-	-	-	-	133,014	-	-	-	-	-	(133,014)	-	-	-	-
Dividend declared to non-controlling interests in a subsidiary (note 39)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(120,688)	(120,688)
Acquisition of shares (note 19)	-	-	-	-	(26,184)	-	-	-	-	-	-	-	-	(26,184)	-	(26,184)
Share-vested portion (note 19)	-	-	-	-	15,150	-	-	-	-	-	-	-	-	15,150	-	15,150
Additions during the year (note 19)			(149,224)	(10,778)	-	-	-	-	-	-	-	-	-	(160,002)	-	(160,002)
Contribution made by NCI (note 39)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	34,163	34,163
Acquisition of new subsidiaries (note 37 & 39)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	936,132	936,131
Other movements (note 39)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	25,123	25,124
Owner's contribution (note 32)	-	-	-	-	-	-	-	-	-	-	-	-	1,495,467	1,495,467	-	1,495,467
Balance at 31 December 2024	**5,090,000**	**2,750,000**	**(161,322)**	**(10,778)**	**(11,034)**	**744,907**	**(22,063)**	**(36,757)**	**948,750**	**(167,943)**	**1,319,288**	**6,434,056**	**6,054,935**	**22,932,039**	**4,802,194**	**27,734,233**

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated statement of cash flows
for the year ended 31 December 2024

	Notes	2024 AED'000	2023 AED'000
Cash flows from operating activities			
Profit before tax		**2,042,076**	1,410,689
Adjustments for:			
Depreciation of property, plant and equipment and investment Properties	**5, 6**	**1,199,563**	879,577
Depreciation of right-of-use assets	**8**	**206,747**	112,130
Amortisation of intangible assets	**7**	**294,254**	176,854
Reversal of impairment on investment properties	**6**	**-**	(363,501)
Share of results from joint ventures	**9**	**(85,854)**	(118,377)
Share of profit from associates	**10**	**(24,740)**	(26,071)
Impairment losses (net of reversals) on financial assets	**14**	**186,071**	80,094
Provision for slow moving inventories	**16**	**5,120**	1,923
Amortisation of government grants	**21**	**(188,623)**	(183,335)
Loss/(gain) on disposal of property, plant and equipment		**12,243**	(3,387)
Dividend income	**31**	**(257,313)**	-
Impairment of investment in joint ventures	**9**	**9,646**	-
Employee incentive expense		**4,676**	-
Provision for employees' end of service benefits	**22**	**43,902**	36,733
Gain on disposal of equity accounted investments		**(22,116)**	(39,119)
Finance costs	**30**	**1,009,533**	666,957
Finance income		**(54,299)**	(31,238)
Impairment of investment in associate		**23**	139,452
Loss on investment at FVTPL	**12**	**15,238**	3,822
Payment of short-term lease	**8**	**(34,078)**	(9,800)
Payment for leases of low-value assets	**8**	**(45,810)**	(22,938)
Operating cash flows before movements in working capital		**4,316,259**	2,710,465
(Increase)/decrease in inventories		**(25)**	20,533
Increase in trade and other receivables		**(1,718,734)**	(1,165,822)
Increase in prepayments and advances		**(128,636)**	(146,105)
Increase in trade and other payables		**1,485,309**	61,892
Cash from operating activities		**3,954,173**	1,480,963
Employees' end of service benefits paid	**22**	**(16,419)**	(15,847)
Net cash generated from operating activities		**3,937,754**	1,465,116

Consolidated statement of cash flows
for the year ended 31 December 2024 (continued)

	Notes	2024 AED'000	2023 AED'000
Cash flows from investing activities			
Purchase of property, plant and equipment		**(2,995,213)**	(2,682,852)
Purchase of investment properties	**6**	**(1,080,955)**	(1,842,099)
Net purchase consideration paid to acquire new subsidiaries	**37**	**(1,635,017)**	(1,680,951)
Purchase of intangible assets	**7**	**(157,916)**	(171,853)
Disposal proceeds from intangibles		**2,131**	-
Advance made on investment in projects		**(20,643)**	-
Proceeds from sale of property, plant and equipment		**78,987**	8,014
Dividend received		**257,313**	-
Dividends received from joint ventures	**9**	**45,011**	45,500
Dividends received from associate	**10**	**17,267**	34,422
Proceeds from sale of investment at FVTPL	**12**	**20,297**	-
Investment in associates	**10**	**(21,108)**	(35,972)
Investment in short term deposits	**17**	**(10,810)**	29,402
Loan to related parties	**32**	**(142,442)**	-
Advance paid on acquisition of investment	**15**	**-**	(587,600)
Disposal proceeds from joint ventures and associates		**34,889**	151,228
Finance income received		**54,299**	32,028
Acquisition of right-of-use		**(117,525)**	(181,092)
Net cash used in investing activities		**(5,671,435)**	(6,881,825)
Cash flows from financing activities			
Proceeds from bank borrowings	**25**	**12,914,194**	9,694,221
Repayment of bank borrowings	**25**	**(10,407,509)**	(1,000,144)
Owner's contribution		**-**	91,813
Contribution by non-controlling interest	**39**	**34,163**	49,000
Government grants received	**21**	**157,397**	40,733
Finance cost paid		**(814,763)**	(453,596)
Payments to project companies	**23**	**(255,558)**	(254,797)
Payment for principal portion of lease liabilities	**8**	**(150,984)**	(139,558)
Payment of interest portion of lease liabilities		**(72,112)**	(61,351)
Advance for purchase of treasury shares		**(64,221)**	-
Dividend paid to non-controlling interests in subsidiaries	**39**	**(120,688)**	(17,688)
Net cash from financing activities		**1,219,919**	7,948,733
Net (decrease)/increase in cash and cash equivalents		**(513,762)**	2,532,024
Foreign exchange differences		**(4,804)**	(10,354)
Cash and cash equivalents at the beginning of the year	**17**	**3,267,405**	745,735
Cash and cash equivalents at the end of the year	**17**	**2,748,839**	3,267,405
Non-cash transactions			
Purchase consideration for acquisition of a subsidiary		**-**	2,669,566
Grant received during the year		-	107,994
Transfer of vessel from inventory to property, plant and equipment		**265,114**	**-**
Acquisition of ConRo vessels through capital contribution		**1,896,218**	**-**
Transfer from property, plant and equipment to receivable		**589,439**	**-**
Return of ConRo vessels acquired through capital contribution		**400,751**	-
Transfer from property, plant and equipment to held for sale		**801,000**	-

The accompanying notes form an integral part of these consolidated financial statements.

1 General information

Abu Dhabi Ports Company PJSC ("the Company" or "AD Ports Group") is a public joint stock company established in accordance with the provisions of Emiri Decree No. 6 of 2006 dated 4 March 2006 (“the Decree”) as part of the restructuring of the commercial ports sector in the Emirate of Abu Dhabi ("the Emirate"). In 2022, the Company’s ordinary shares were listed on the Abu Dhabi Securities Exchange.

The Company is registered with the Department of Economic Development and obtained its commercial license on 29 March 2006. The registered head office of the Company is at P.O. Box 54477, Mina Zayed, Abu Dhabi, United Arab Emirates.

Pursuant to Abu Dhabi Law No. 2 of 2018 and Executive Council Resolution No. 143/2019, the ownership of the Company was transferred to Abu Dhabi Developmental Holding Company PJSC (“ADQ”) from the Government of Abu Dhabi effective from 20 June 2019. Accordingly, ADQ is the parent undertaking of the Company, and the Government of Abu Dhabi (the “Government”) is the ultimate controlling undertaking of the Company.

The Company, its subsidiaries, joint ventures and associates (together referred to as the “Group”) has grown and diversified into vertically integrated clusters with operations across ports, economic cities and free zones, logistics, maritime and digital services:

- **Ports**, which owns and operates ports as well as operates terminals under concession arrangements;
- **Economic Cities & Free Zones**, which principally operates Khalifa Economic Zone “KEZAD” and other industrial cities;
- **Logistics**, which provide a range of logistical services, such as transportation, warehouse, cargo handling services and value added services;
- **Maritime & Shipping**, which provides a range of marine services and feedering as well as transshipment and offshore support services within and outside UAE, and;
- **Digital**, which provide digital services to external customers through Maqta Gateway LLC as well as services to the Group’s other clusters.

The principal activities of the major subsidiaries, joint ventures and associates are given in note 3, 9 and 10 below respectively.

2 Application of new and revised IFRS Accounting Standards as issued by the International Accounting Standards (“IASB”) (“IFRSs”)

2.1 New and revised IFRSs applied with no material effect on the consolidated financial statements

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2024, have been adopted in these consolidated financial statements. The application of these revised IFRSs has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

- Amendments to IAS 1 Presentation of Financial Statements - Classification of Liabilities as Current or Non-current
- Amendments to IAS 1 Presentation of Financial Statements - Non-current Liabilities with Covenants
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures - Supplier Finance Arrangements
- Amendment to IFRS 16 Leases - Lease Liability in a Sale and Leaseback

2 Application of new and revised IFRS Accounting Standards as issued by the International Accounting Standards ("IASB") ("IFRSs")

2.2 New and revised IFRSs in issue but not yet effective (continued)

New and revised IFRSs	Effective for annual periods beginning on or after
Amendment to IAS 21 - Lack of Exchangeability	1 January 2025
Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards — Volume 11	1 January 2026

The pronouncement comprises the following amendments:

- IFRS 1: Hedge accounting by a first-time adopter
- IFRS 7: Gain or loss on derecognition
- IFRS 7: Disclosure of deferred difference between fair value and transaction price
- IFRS 7: Introduction and credit risk disclosures
- IFRS 9: Lessee derecognition of lease liabilities
- IFRS 9: Transaction price
- IFRS 10: Determination of a 'de facto agent'
- IAS 7: Cost method

IFRS 18 Presentation and Disclosures in Financial Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information	Effective date not yet decided by the regulator in the United Arab Emirates
IFRS S2 Climate-related Disclosures	Effective date not yet decided by the regulator in the United Arab Emirates

The above stated new standards and amendments are not expected to have any significant impact on these consolidated financial statements of the Group.

There are no other applicable new standards and amendments to published standards or IFRIC interpretations that have been issued that would be expected to have a material impact on these consolidated financial statements of the Group.

3 Material accounting policies

Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by International Accounting Standards Board ('IASB') ('IFRSs') and applicable provisions of the Federal Decree law No. 32 of 2021

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets that are measured at fair values through other comprehensive income and fair values through profit or loss at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received on sale of an asset or paid on transfer of a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of a financial asset or liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

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

These consolidated financial statements are presented in UAE Dirhams (AED) which is the presentational currency of the Group and all values are rounded to the nearest thousand (AED'000) except when otherwise indicated.

Reclassification of Comparative Consolidated Financial Statements

The presentation of the comparative consolidated financial statements has been reclassified to conform with the current year's presentation.

Going concern

The Directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

3 Material accounting policies (continued)

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and those of its subsidiaries. Significant operating subsidiaries are listed below :

Name of subsidiaries	Ownership interest		Country of incorporation	Principal activity
	2024	2023		
Significant operating subsidiaries				
Specialized Economic Zones Company (Zonescorp) Sole Proprietorship LLC	**100%**	100%	UAE	Leasing of industrial lands and workers accommodation buildings
Noatum Logistics Middle East L.L.C. (formerly known as MICCO Logistics Sole Proprietorship L.L.C.)	**100%**	100%	UAE	Freight forwarding and logistics management
Abu Dhabi Marine Services Safeen LLC	**100%**	100%	UAE	Maritime services
Khalifa Industrial Zone Company LLC	**100%**	100%	UAE	Leasing of industrial and commercial lands and warehouses
Abu Dhabi Free Zone LLC	**100%**	100%	UAE	Management of industrial freezones
Maqta Gateway LLC	**100%**	100%	UAE	Digital services and IT solutions
Fujairah Terminals Operating Co Fujairah Terminals LLC	**100%**	100%	UAE	Terminal operator
Abu Dhabi Ports Operating and Logistic Company LLC	**100%**	100%	UAE	Management of ports
Auto Terminal Khalifa Port LLC	**51%**	51%	UAE	RoRo terminal handling automobile imports and transshipments
Abu Dhabi Maritime Academy Sole Proprietorship LLC	**100%**	100%	UAE	Education and maritime training in the UAE and the region
OFCO Offshore support and Logistics services LLC	**51%**	51%	UAE	Maritime offshore and onshore services
Maritime Authority Sole Proprietorship LLC	**100%**	100%	UAE	Maritime services
Safeen Feeders Company Sole Proprietorship LLC	**100%**	100%	UAE	Shipping operations
Divetech Marine Engineering Services LLC	**100%**	100%	UAE	Marine Engineering Services
Alligator Shipping Container Line LLC	**100%**	100%	UAE	Global shipping and logistics service provider
International Associated Cargo Carrier B.V.	**70%**	70%	Egypt	Stevedoring, warehousing and port services
Safeen Diving and Subsea Services LLC	**51%**	51%	UAE	Deep sea diving and underwater survey activities

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

3 Material accounting policies (continued)

Basis of consolidation (continued)

Name of subsidiaries	Ownership interest 2024	Ownership interest 2023	Country of incorporation	Principal activity
Significant operating subsidiaries (continued):				
Emirates Sdeira Real Estate Investment Group L.L.C	**52%**	52%	UAE	Facilities management
Safeen Offshore Logistics - Sole Proprietorship L.L.C.	**100%**	100%	UAE	Offshore maritime services provider
Ain Qaf Cruise Ports Management Company	**100%**	100%	Jordan	Cruise terminal operations
TTEK Inc.	**100%**	100%	UAE	IT Solutions
Safeen Invictus Ltd FZ	**51%**	51%	UAE	Charter business
Ain Qaaf Marsa Zayed Business Management Company	**100%**	100%	Jordan	Industrial land lease
Karachi Gateway Terminal (Private) Limited	**60%**	60%	Pakistan	Port Operations
Safeen Trans Shipment - Sole Proprietorship L.L.C	**100%**	100%	UAE	Transshipment business
Noatum Holdings, S.L.U. and subsidiaries	**100%**	100%	Spain	Logistics, Ports and Maritime operator
Delanord Investments Limited and subsidiaries	**100%**	-	Cyprus	Shipping operations

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Control is achieved when the Company:

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

3 Material accounting policies (continued)

Basis of consolidation (continued)

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.

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

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

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately form the Group's equity therein. Those interest of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interest having deficit balance.

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

3 Material accounting policies (continued)

Basis of consolidation (continued)

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

Business combination

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

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

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 and IAS 19, respectively;
- Liabilities or equity instruments related to shared-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquired are measured in accordance with IFRS 2 at the acquisition date, and;
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the ‘measurement period’ (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

3 Material accounting policies (continued)

Basis of consolidation (continued)

Business combination (continued)

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held interests (including joint operations) in the acquired entity are remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

Goodwill

Goodwill is initially recognised and measured as set out above.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

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

Common control transactions

The acquisition of entities/businesses under the common control of shareholders are recognised at book value of such entities/businesses at the date of acquisition. An adjustment is made in equity for any difference between the consideration paid for the acquisition and the capital of the acquiree.

The Group accounts for the common control transactions retrospectively by re-presenting its comparatives and adjust its current reporting period before the date of the transaction as if the combination had occurred before the start of the earliest period presented. However, this restatement does not, extend to periods during which the entities were not under common control.

3 Material accounting policies (continued)

Investment in joint ventures

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

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

The results and assets and liabilities of joint venture are accounted for using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for under IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Under the equity method, an investment in a joint venture is recognised initially in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group’s share of the profit or loss and other comprehensive income of the joint venture. When the Group’s share of losses of a joint venture exceeds the Group’s interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group’s net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

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

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group’s investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3 Material accounting policies (continued)

Investment in joint ventures (continued)

The Group discontinues the use of the equity method from the date when the investment ceases to be or a joint venture. When the Group retains an interest in the former a joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the a joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the joint venture is disposed of.

When the Group reduces its ownership interest in a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

The Group applies IFRS 9, including the impairment requirements, to long-term interests in joint venture to which the equity method is not applied and which form part of the net investment in the investee. Furthermore, in applying IFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by IAS 28 (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).

Investment in associates

An associate is an entity over which the Group has significant influence that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of an associate are accounted for using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for under IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. Under the equity method, an investment in an associate is initially recognised in the consolidated financial statements at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually. When an associate is transferred from an entity under common control, it will be initially recognised at the carrying value at which it is transferred from the other party.

3 Material accounting policies (continued)

Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer. The following table provides information about the nature and time of the satisfaction of performance obligation in contracts with the customers, including significant payment terms and the related revenue recognition policy.

Type of service	Nature and timing of satisfaction of performance obligations
Port related service including digital services	The Group's port related services consist of containerised stevedoring, break bulk, general cargo and digital which are generally carried out in a short span of time. These port related services are contracted with the customers as a single transaction. These port related services have high degree of integration and accordingly, constitute a single distinct performance obligation for the Group. Revenue from these services is recognised at the point in time when the services are rendered to the customer and are usually payable within 30 to 45 days. The Group also provides container storage services at the request of the customer based on the usage period in the storage yard which constitute a separate distinct performance obligation. Revenue from container storage services is recognised over a period of storage days and are usually payable within 30 to 45 days. For revenue recognition, the Group determines the transaction price in accordance with the tariff rates published by the port authorities or agreed rates with the customers.
Concession arrangements	Port concessions represents lease income from concession granted to third party for the exclusive right to operate the container terminals, which fall within the scope of IFRS 16. Lease income recognised is attributable to fixed concession fees based on the contract entered and variable concession fees. The Group recognises revenue over a period of time. For revenue recognition, the Group determines the transaction price in accordance with the agreed rates with the customers.
Marine services	Revenue from ship lifting, docking and undocking of vessels is recognised at the point in time when the customer consumes and takes the benefit of the services. These services are contracted with the customers as a single transaction and constitute a single distinct performance obligation for the Group. For revenue recognition, the Group determines the transaction price in accordance with the tariff rates published by the port authorities or agreed rates with the customers.

3 Material accounting policies (continued)

Revenue recognition (continued)

Type of service	Nature and timing of satisfaction of performance obligations
Logistics services	Revenue from logistics services consists of freight, trucking and transportation and is recognised at period of time when the contractual terms of agreement are satisfied, and either the end user has accepted the services in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied. All the contracts include a single deliverable and does not include an integration service and could not be performed by another party. It is therefore accounted for as a single performance obligation. For revenue recognition, the Group determines the transaction price in accordance with the agreed rates with the customers.
Lease rentals and services from economic cities and free zones	A lease rental is recognised in the income statement on a straight-line basis over the term of the lease. Where the consideration for the lease is received for subsequent period, the attributable amount of revenue is deferred and recognised in the subsequent period. Unrecognised revenue is classified as deferred revenue under liabilities in the consolidated statement of financial position. Revenue from administrative service, license and registration is recognised at the point in time when the services are rendered to the customer. For revenue recognition, the Group determines the transaction price in accordance with the agreed rates with the customers.

Finance income

Finance income from interest income is recognised using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial asset; or
- The amortised cost of the financial liability.

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Other income

Other income includes those income which the Group establishes right to receive benefit (penalties, land reservation and tender fees etc.) through contractual and other arrangements and it is recognised when the right is established in favour of the Group.

3 Material accounting policies (continued)

Leases

Group as lessor

The Group leases out its investment properties, including own property and right of use assets.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income arising from operating leases is accounted for on a straight-line basis over the lease term and is included in revenue in profit or loss due to its operating nature, except for contingent rental income which is recognised when it arises. Initial direct costs incurred in negotiating and arranging an operating lease are recognised as an expense over the lease term on the same basis as the lease income.

Unbilled lease revenues are recognised as a result of straight lining of lease receivables on the basis that the underlying contractual arrangements provide certain escalations in rental income. This accounting reflects management's estimate that the amounts are recoverable with references to customers intention and the level of investments they have made which would create a commercial incentive for the tenant to continue their lease commitments. Moreover, consideration of contractual entitlement of liquidated damages to the extent of these un-billed balances, would impact the recognition of unbilled lease receivables.

Lease incentives that are paid or payable to the lessee are deducted from lease payments. Accordingly, tenant lease incentives are recognised as a reduction of rental revenue on a straight-line basis over the term of the lease. The lease term is the non-cancellable period of the lease together with any further term for which the tenant has the option to continue the lease, where, at the inception of the lease, the Group is reasonably certain that the tenant will exercise that option.

Amounts received from tenants to terminate leases or to compensate for dilapidations are recognised in profit or loss when the right to receive them arises.

Amounts due from leases under finance lease are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases. Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of IFRS 9, recognising an allowance for expected credit losses on the lease receivables.

When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component.

The Group as lessee

The Group assesses whether contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

3 Material accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

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

- Fixed lease payments (including in-substance fixed payments), less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line item in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revise discount rate is used); and
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The Group did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. The right-of-use of assets are presented separately in the consolidated statement of financial position and depreciated over the useful life of the underlying asset as follows, which are similar/shorter the period of lease term. The depreciation starts at the commencement date of the lease.

3 Material accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Land	50 years
Port concessions	35 years
Buildings & warehouses	10-30 years
Plants and equipment	25 years

If a lease transfers ownership of the underlying asset or the cost of the right-of-use of asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for an identified impairment loss as described in the impairment of non-financial assets policy. Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line 'General and administrative expenses' in the consolidated statement of profit or loss. As a practical expedient, IFRS16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. There are no any material non-lease components applicable to the Group.

Foreign currencies

In preparing the financial statements of the Group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non- monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (attributed to non-controlling interests as appropriate).

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVTPL and not arising from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the Group's revenue recognition policies.

Financial guarantee contracts not designated at FVTPL are presented as 'ECL allowance'.

3 Material accounting policies (continued)

Borrowing costs

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

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

Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services for rental to others (excluding investment properties), or for administrative purposes, are stated in the statement of financial position at their cost less accumulated depreciation and any accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. 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.

Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately is capitalised and the carrying amount of the component that is replaced is written off. Other subsequent expenditure is capitalised only when it increases future economic benefits of the related item of property, plant and equipment. All other expenditure is recognised in the consolidated statement of profit or loss as incurred.

Depreciation is calculated based on the estimated useful lives of the applicable assets on a straight-line basis commencing when the assets are ready for their intended use. The estimated useful lives, residual values and depreciation methods are reviewed at each statement of financial position date, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

	Years
Infrastructure	3 – 50
Land and buildings	3 – 50
Vessels	3 – 30
Equipment	3 – 40
Office facilities	2 – 20
Transport facilities	4 – 10

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

3 Material accounting policies (continued)

Property, plant and equipment (continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit or loss.

Capital work-in-progress

Properties or assets in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes all direct costs attributable to the design and construction of the property including related directly attributable staff costs, and for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. When the assets are ready for intended use, the capital work-in-progress is transferred to the appropriate property, plant and equipment category and is depreciated in accordance with the Group’s policies. No depreciation is provided on capital work-in-progress.

Investment properties

Investment properties comprise completed properties and properties under development. Completed properties are held to earn rentals and/or for capital appreciation and property being constructed is for future use as investment properties.

Investment properties are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated based on the estimated useful lives of the applicable assets on a straight-line basis (estimated useful lives of 10 to 50 years) commencing when the assets are ready for their intended use. The estimated useful lives, residual values and depreciation methods are reviewed at each statement of financial position date, with the effect of any changes in estimate accounted for on a prospective basis.

No depreciation is provided on land, included in the investment properties.

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

3 Material accounting policies (continued)

Intangible assets

Intangible assets, including customer relationships and rights, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. Goodwill is not amortised.

	Years
Rights	3-30
Customer contracts/brand	3-29
Computer software	1-10
Concession rights	1-29

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

The carrying values of goodwill is reviewed for impairment on annual basis and other intangible assets when events or changes in circumstances indicate the carrying value may not be recoverable, respectively. If any such indication exists and where the carrying value exceeds the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

Impairment of non-financial assets

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

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3 Material accounting policies (continued)

Impairment of non-financial assets (continued)

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Inventories

Inventories are valued at the lower of cost and net realisable value after making due allowance for any obsolete or slow moving items. Costs are those expenses incurred in bringing each product to its present location and condition and are determined on a weighted average cost basis.

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

Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

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

Employees' benefits

An accrual is made for the estimated liability for employees' entitlement to annual leave and leave passage as a result of services rendered by eligible employees up to the end of the year.

The Group provides end of service benefits to its expatriate employees. The entitlement to these benefits is based upon the employees' final 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.

3 Material accounting policies (continued)

Employees' benefits (continued)

The Group contributes to the pension scheme for UAE nationals under the Abu Dhabi Retirement Pension and Benefits Fund law. This is a defined contribution pension plan and the Group's contributions are charged to the consolidated statement of profit or loss and other comprehensive income in the period to which they relate. In respect of this scheme, the Group has a legal and constructive obligation to pay the fixed contributions as they fall due and no obligations exist to pay the future benefits.

The accrual relating to annual leave, leave passage and Group's contribution to the pension scheme for UAE nationals are disclosed as current liabilities, while the provision relating to end of service benefits to its expatriate employees as a non-current liability.

Employees share incentive scheme

The cost of the equity-settled share-based payments is expensed over the vesting period, based on the Group's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the consolidated income statement over the remaining vesting period, with a corresponding adjustment to the employees' incentive plan reserve.

Where the terms of an equity-settled award are modified, the minimum expense recognised is the expense as if the terms had not been modified. An additional expense is recognised for any modification which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the entity or the counterparty are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss a (netted against direct cost) on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Non-monetary government grants are recorded at a nominal value on recognition.

3 Material accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

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

Financial assets

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

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

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

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

3 Material accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification of financial assets (continued)

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed, and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Group's management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments revaluation reserve.

3 Material accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification of financial assets (continued)

Equity instruments designated as at FVTOCI (continued)

The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss;
- For equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserve; and
- For financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in financial assets that are measured at amortised cost, trade receivables, due from related parties, accrued income and un-billed lease receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

3 Material accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

The Group always recognises lifetime expected credit losses (ECL) for trade receivables, due from related parties, accrued income and un-billed lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

Definition of default

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

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

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 365 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3 Material accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Credit-impaired financial assets

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

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

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

3 Material accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Derecognition of financial assets (continued)

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In contrast, on derecognition of an investment in an equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

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

Financial liabilities measured subsequently at amortised cost

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

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

3 Material accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments.

Derecognition of financial liabilities

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

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, options and interest rate swaps.

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has both a legally enforceable right and intention to offset. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

3 Material accounting policies (continued)

Hedge accounting

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in interest rates.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

Non-current assets held for sale

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

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment in an associate or, a portion of an investment in an associate, the investment, or the portion of the investment in the associate, that will be disposed of is classified as held for sale when the criteria described above are met. The Group then ceases to apply the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate that has not been classified as held for sale continues to be accounted for using the equity method.

Taxation

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 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.

3 Material accounting policies (continued)

Taxation (continued)

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

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

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

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

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

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

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

3 Material accounting policies (continued)

Taxation (continued)

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

Pillar Two legislation has been implemented in some of the jurisdictions in which subsidiaries of the Group operate. Legislation applicable to the Group is effective on 1 January 2024. The Group has assessed the applicable tax legislation for the regions in which subsidiaries of the Group operate to determine potential exposure to Pillar Two tax liability.

The Group performed this assessment based on current information available regarding the Group entities' operations, as well as applicable effective tax rates in each affected jurisdiction and prior year and expected effective tax rates, adjusted for Pillar Two disallowed deductions, for each affected jurisdiction. Based on the information gathered and the result of the assessment, the Pillar Two effective tax rates in each affected jurisdiction are above 15% and management does not have reason to believe that there are any circumstances that would result in the Pillar Two effective tax rate in any jurisdiction in which a subsidiary operates dropping below 15%. Based on this assessment, the Group does not expect the top up tax to be considered material for Pillar Two top-up taxes.

Treasury shares

Own shares represent the shares of the Company that are held in treasury. Own shares are recorded at cost and deducted from equity.

4 Critical accounting judgements and key sources of estimation uncertainty

In applying the Group's accounting policies, which are described in note 3, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period of the revision in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

Critical judgements in applying the Group's accounting policies

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

Control assessment on a joint venture ("JV")

Note 9 to the consolidated financial statements describes that the following investees are joint ventures of the Group even though the Group has 51% ownership interest and voting rights.

Name of investee	Place of incorporation	Place of operation	Proportion of beneficial interest and effective control
Abu Dhabi Terminal ("ADT")	Abu Dhabi, U.A.E.	Abu Dhabi, U.A.E.	51%
Caspian Integrated Maritime Solutions Ltd ("CIMS")	Republic of Kazakhstan	Republic of Kazakhstan	51%

The remaining ownership interests are held by shareholders that are unrelated to the Group.

The management of the Company assessed whether or not the Group has control over ADT and CIMS based on whether the Group has existing rights and the practical ability to direct the relevant activities of ADT and CIMS unilaterally. Management concluded that since the Group has equal voting rights with the other investor and same representation in the investee's board of Directors, the Group has a joint control over the investees.

Key sources of estimation uncertainty

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

Impairment assessment of investment properties

Investment properties are assessed for impairment based on assessment of cash flows on individual cash generating units when there is an indication of impairment.

In assessing whether there is any indication that the investment properties at the end of the reporting period may be impaired, the Group considered the following:

- Changes in the technological, market, economic or legal environment in which the Group operates that had or would have an adverse effect on the Group;
- Physical damage of the assets under construction;
- Plans to discontinue or restructure the operation to which the assets under construction belong; and
- Evidence from internal reporting that indicates a significant decline in budgeted net cash flows flowing from the asset.

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

Key sources of estimation uncertainty (continued)

Investment properties are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculations are undertaken, management estimates the discounted cash flows projections based on reliable estimates of future cash flows, supported by the expected terms of existing lease arrangements from the asset or CGU and determines a suitable discount rate in order to calculate the present value of those cash flows. Based on such detailed assessment performed, the management concluded that there is no impairment losses for its investment properties as of 31 December 2024.

Useful lives and residual values of property, plant and equipment and investment properties

The useful lives and residual values of the property, plant equipment and investment properties are based on management's judgement of the historical pattern of useful lives and the general standards in the industry. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technical obsolete or non-strategic assets that have been abandon or sold. Management has reviewed the residual values and the estimated useful lives of property, plant and equipment and investment properties in accordance with IAS 16 *Property, plant and equipment* and IAS 40 *Investment properties* has determined that these expectations do not significantly differ from previous estimates except for residual values and estimated useful lives of equipment (cranes).

Calculation of loss allowance

Measurement of ECLs is a significant estimate that involves determination methodology, models and data inputs. Details of ECL measurement methodology are disclosed in note 14. The following components has a major impact on the credit loss allowance: definition of default, probability of default "PD", exposure at default "EAD" and loss given default "LGD".

The Group uses a provision matrix to calculate ECLs for accounts receivables. The provision rates are based on days past due. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to incorporate forward looking data. 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 condition and ECLs is a significant estimate. The Group's historical credit loss experience and forecast of economic conditions may not be representative of customers actual default in the future.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value which necessarily involves making estimates and assumptions regarding revenue growth, operating margins, appropriate discount rates and working capital requirements. These estimates will likely differ from future actual results of operations and cash flows, and it is possible that these differences could be material.

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

Key sources of estimation uncertainty (continued)

Impairment of non-financial assets

Property, plant and equipment, right of use assets, biological assets and investment property are assessed for impairment based on assessment of cash flows on individual cash generating units when there is indication of impairment. Cash flows are determined based on contractual agreements and estimations over the useful life of the assets and discounted using a range of discounting rates representing the rate of return on such cash generating units. The net present values are compared to the carrying amounts to assess any probable impairment. Management is satisfied that no impairment against property, plant and equipment and investment properties is noted as on year end.

Impairment of investment in associate and joint ventures

In testing for impairment, the Group evaluates the specific investee's profitability, liquidity, solvency and ability to generate operating cash flows for the foreseeable future. Any shortfall between the estimated recoverable amount and the carrying value of investment is recognised as an expense in the consolidated statement of profit or loss. Management is satisfied that no impairment provision is necessary on its investments in associate.

Discount rate used for initial measurement of lease liability

The Group, as a lessee, measures the lease liability at the present value of the unpaid lease payments at the commencement date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group, on initial recognition of the lease, uses its incremental borrowing rate. Incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in similar initial recognition of the lease, uses its incremental borrowing rate. Incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in similar economic environment.

Determining the lease term

In determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). Potential future cash outflows have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated).

Deferred taxes

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

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

Key sources of estimation uncertainty (continued)

Classification of additional contribution from Shareholders

Additional contribution from owner has been classified as an equity. In judging whether this balance represents a financial liability or an equity instrument, management has considered the detailed criteria for the determination of such classification as set out in IAS 32 Financial Instruments: Presentation. Management is satisfied that the owner contribution amounting to AED 6,055 million at 31 December 2024.

5 Property, plant and equipment

	Land and buildings AED '000	Infrastructure AED '000	Vessels AED '000	Equipment AED '000	Office facilities AED '000	Transport facilities AED '000	Capital work-in-progress AED '000	Total AED '000
Cost								
At 1 January 2023	4,574,463	10,195,603	3,377,336	1,068,356	591,849	84,250	5,103,100	24,994,957
Additions during the year	37	-	128,080	-	20,054	19,319	3,104,350	3,271,840
Transfers from capital work-in-progress	560,792	561,074	2,204,837	368,268	125,145	187	(3,820,303)	-
Transfer to inventory	-	-	(338,961)	-	-	-	-	(338,961)
Transfer to held for sale (note 38)	-	-	-	-	(152,435)	-	(171,074)	(323,509)
Transfers from Right of use asset (note 8)	-	-	74,646	-	-	-	-	74,646
Acquired through business combination (note 37)	131,063	36,092	2,295	-	213,786	814	120,594	504,644
Disposals	(27,871)	-	(12,421)	-	(4,266)	(39)	-	(44,597)
Foreign exchange differences	811	161	-	-	(5,126)	(314)	(1,841)	(6,309)
At 1 January 2024	5,239,295	10,792,930	5,435,812	1,436,624	789,007	104,217	4,334,826	28,132,711
Additions during the year	5,297	49,714	148,068	-	-	-	2,540,564	2,743,643
Owner Contribution (note 5 (ii))	-	-	1,896,218	-	-	-	-	1,896,218
Transfers from capital work-in-progress	2,266,387	567,021	449,098	174,586	48,090	21,336	(3,526,518)	-
Transfer from inventory	-	-	265,114	-	-	-	-	265,114
Transfer to receivables (note 14 & note 5 (i))	-	-	-	-	-	-	(589,439)	(589,439)
Transfer to held for sale and distribution (note 38)	-	-	(813,936)	-	-	-	-	(813,936)
Transfers to right of use asset (note 8)	-	(41,359)	-	-	-	-	-	(41,359)
Acquired through business combination (note 37)	-	47,971	1,089,559	114,721	-	20,020	34,966	1,307,237
Disposals	(89,700)	-	(8,006)	(15,996)	(13,124)	(6,315)	-	(133,141)
Reduction in cost	-	-	(30,693)	-	-	-	(2,930)	(33,623)
Other movement (note 5 (iii))	688,947	(928,645)	(67,856)	725,628	(504,572)	86,498	-	-
Foreign exchange differences	(8,461)	(97)	(13,152)	(27,935)	(8,999)	7,330	56,472	5,158
At 31 December 2024	**8,101,765**	**10,487,535**	**8,350,226**	**2,407,628**	**310,402**	**233,086**	**2,847,941**	**32,738,583**

5 Property, plant and equipment (continued)

	Land and buildings AED '000	Infrastructure AED '000	Vessels AED '000	Equipment AED '000	Office Facilities AED '000	Transport facilities AED '000	Capital work-in-progress AED '000	Total AED '000
Accumulated depreciation								
At 1 January 2023	442,109	1,804,955	293,970	489,398	325,799	9,455	-	3,365,686
Charge for the year	170,256	123,850	197,229	92,423	72,632	11,597	-	667,987
Disposals	(27,195)	-	(4,764)	-	(4,927)	-	-	(36,886)
Transfer to inventory	-	-	(5,447)	-	-	-	-	(5,447)
Transfer to held for sale (note 38)	-	-	-	-	(96,614)	-	-	(96,614)
Transfers from right of use asset (note 8)	-	-	66,163	-	-	-	-	66,163
Foreign exchange differences	4	424	-	-	2,228	119	-	2,775
At 1 January 2024	585,174	1,929,229	547,151	581,821	299,118	21,171	-	3,963,664
Charge for the year	41,456	121,895	156,303	540,541	78,614	20,804	-	959,613
Disposals	(27,730)	-	(6,691)	(4,143)	(5,908)	(5,117)	-	(49,589)
Transfers from right of use asset (note 8)	-	(9,719)	-	-	-	-	-	(9,719)
Transfer to held for sale and distribution (note 38)	-	-	(12,936)	-	-	-	-	(12,936)
Other movement	186,595	151,682	(214,890)	140,547	(340,315)	76,381	-	-
Foreign exchange differences	(2,909)	(3)	19,281	(20,465)	(39)	14,623	-	10,488
At 31 December 2024	782,586	2,193,084	488,218	1,238,301	31,470	127,862	-	4,861,521
Carrying amount								
At 31 December 2024	**7,319,179**	**8,294,451**	**7,862,008**	**1,169,327**	**278,932**	**105,224**	**2,847,941**	**27,877,062**
At 31 December 2023	4,654,121	8,863,701	4,888,661	854,803	489,889	83,046	4,334,826	24,169,047

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

5 Property, plant and equipment (continued)

The Group has revised the estimated useful lives and residual value of its heavy equipment having cost value of AED 1,161 million currently classified as property, plant and equipment beginning of 2024. The residual values of these heavy equipment were increased by AED 50.8 million. These changes in estimates have been applied currently and prospectively and resulted in a lower depreciation charge by AED 25.2 million during the year ended 31 December 2024.

	Useful life	**Revised useful life**
Equipment (cranes)	25 years	40 years

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives.

The depreciation charge has been allocated in the consolidated statement of profit or loss as follows:

	2024 **AED'000**	2023 AED'000
Direct costs (note 28)	**826,584**	578,422
General and administrative expenses (note 29.1)	**133,029**	89,565
	959,613	667,987

Except for property, plant and equipment granted by the Government of Abu Dhabi as described in note 21, all other granted property, plant and equipment to the Group by the Government of Abu Dhabi have been recognised at a nominal value of AED 1.

No impairment indicators were noted for property, plant and equipment as of and during the year ended 31 December 2024 and 31 December 2023.

Capital work-in-progress mainly comprises the costs relating to Khalifa Port and Economic Cities & Free Zones developments.

Staff costs of AED 139 million have been capitalised within capital work-in-progress during the year ended 31 December 2024 (2023: AED 175 million).

Borrowing costs of AED 258 million have been capitalised during the year ended 31 December 2024 (2023: AED 113 million).

(i) The Group has constructed some infrastructure assets in Khalifa Economic Zone (KEZAD) at a cost totaling to AED 589 million as of 31 December 2024. During the year, the Group initiated the process of handing over the completed assets to respective government related entities and therefore these assets were transferred to receivables for project GRE (note 14) from property, plant & equipment.

(ii) During the year, the Group entered into a non-cancellable long-term lease agreement for 99 years with its Parent Company for the lease of six ConRo vessels for AED 1. Accordingly, the Group has accounted for the transaction at the fair value of the vessels at the lease commencement date amounted to AED 1,896 million and treated as a capital contribution from the Parent Company (note 32).

Out of this six ConRo vessels, the Group has agreed to return two ConRo vessels, namely, Al Bateen and Al Samha to ADQ amounting to AED 801 million. Accordingly, these vessels were reclassified from Right of use assets to Assets held for distribution. In December 2024, the Group has returned one of the ConRo vessels amounting to AED 400 million (note 38).

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

5 Property, plant and equipment (continued)

(iii) During the year, the Group reclassified fixed assets between different categories. This reclassification was undertaken to better reflect the nature of the assets and to enhance the clarity and accuracy of the presentation in the financial statements.

6 Investment properties

	Completed Properties AED'000	Properties under development AED'000	Total AED'000
Cost			
At 1 January 2023	4,606,675	1,490,648	6,097,323
Additions during the year	130,486	1,711,613	1,842,099
Transfers from properties under development	1,009,141	(1,009,141)	-
Acquired through business combination (note 37)	4,838,399	-	4,838,399
At 1 January 2024	10,584,701	2,193,120	12,777,821
Additions during the year	-	1,080,955	1,080,955
Transfers from properties under development	1,022,306	(1,022,306)	-
Write-off	-	(7,678)	(7,678)
At 31 December 2024	**11,607,007**	**2,244,091**	**13,851,098**
Accumulated depreciation			
At 1 January 2023	1,211,894	-	1,211,894
Charge for the year	211,590	-	211,590
Acquired through business combination (note 37)	1,376,451	-	1,376,451
At 1 January 2024	2,799,935	-	2,799,935
Charge for the year	239,951	-	239,951
At 31 December 2024	**3,039,886**	**-**	**3,039,886**
Accumulated impairment			
At 1 January 2023	403,494	-	403,494
Reversal of impairment on investment properties – net	(363,501)	-	(363,501)
At 1 January 2024 & 31 December 2024	**39,993**	**-**	**39,993**
Carrying amount			
At 31 December 2024	**8,527,128**	**2,244,091**	**10,771,219**
At 31 December 2023	7,744,773	2,193,120	9,937,893

The depreciation charge has been recorded under the direct costs in the consolidated statement of profit or loss.

6 Investment properties (continued)

Income from investment properties of AED 1,982 million (2023: AED 1,877 million) was earned and direct operating expenses (including maintenance expense) of AED 655 million was incurred during the year ended 31 December 2024 (2023: AED 541.1 million).

Investment properties under development mainly comprises the costs relating to building and warehouses.

The inputs used in the valuation are not based on observable market data and thus the valuation techniques were considered to be Level 3 valuation.

Some of the Group's investment properties have been recognised at cost of AED 1, as the nominal value at which these properties were granted from the Government of Abu Dhabi as disclosed in note 21. These investment properties include warehouses relating to Khalifa Industrial Zone Company LLC, Zayed Port, and Industrial City of Abu Dhabi.

There has been no change to the valuation technique during the year and no transfer in the current year between the levels of the fair value hierarchy (2023: Nil).

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

7 Intangible assets and goodwill

	Goodwill AED'000	Customer contracts and relationships AED'000	Rights & brand name AED'000	Concession rights AED'000	Software AED'000	Total AED'000
Cost						
At 1 January 2023	344,524	553,799	140,600	-	334,926	1,373,849
Acquired through business combination (note 37)	1,273,938	465,333	99,214	433,695	-	2,272,180
Additions during the year	-	-	-	16,072	155,781	171,853
Foreign exchange differences	-	-	-	5,355	-	5,355
At 1 January 2024	1,618,462	1,019,132	239,814	455,122	490,707	3,823,237
Acquired through business combination (note 37)	1,311,466	820,161	102,830	37,021	24,755	2,296,233
Additions	-	-	3,367	17,700	136,849	157,916
Foreign exchange adjustments	(57,650)	(30,968)	-	3,398	-	(85,220)
Disposals	-	-	-	(16,860)	-	(16,860)
Other movement	1,812	-	(78)	(1,603)	(865)	(734)
As at 31 December 2024	**2,874,090**	**1,808,325**	**345,933**	**494,778**	**651,446**	**6,174,572**
Accumulated amortisation						
At 1 January 2023	-	76,127	15,894	-	174,561	266,582
Charge for the year (note 28)	-	95,723	31,254	16,399	33,478	176,854
Foreign exchange differences	-	(495)	(477)	1,874	-	902
At 1 January 2024	-	171,355	46,671	18,273	208,039	444,338
Charge for the year (note 28)	-	146,785	15,908	73,306	58,255	294,254
Foreign exchange differences	-	(3,176)	-	(125)	(3,503)	(6,804)
Other movement	-	(3,215)	(14)	3,229	1,583	1,583
Disposals	-	-	-	(14,729)	-	(14,729)
As at 31 December 2024	-	**311,749**	**62,565**	**79,954**	**264,374**	**718,642**
Carrying amount						
As at 31 December 2024	**2,874,090**	**1,496,576**	**283,368**	**414,824**	**387,072**	**5,455,930**
As at 31 December 2023	1,618,462	847,777	193,143	436,849	282,668	3,378,899

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

7 Intangible assets and goodwill (continued)

Goodwill

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired. The carrying amount of goodwill has been allocated to CGUs as follows:

	2024	2023
	AED'000	AED'000
Logistics/Maritime & Shipping/Ports clusters – Noatum Holding S.L.U and Subsidiaries	**1,090,686**	972,455
Maritime & Shipping cluster - Delanord Investments Limited (note 37)	**984,160**	-
EC & FZ cluster - Al Eskan Al Jamae LLC	**232,489**	232,489
Maritime & Shipping cluster - Transmar International Shipping Company	**158,072**	153,609
Maritime & Shipping cluster - Safeen Diving and Subsea Services LLC	**102,572**	102,572
Logistics cluster - Sesé Auto Logistics (note 37)	**101,328**	-
Digital cluster - TTEK Inc.	**50,203**	46,390
Logistics cluster - Abu Dhabi Ports Logistics	**32,824**	32,824
Logistics cluster - TDP Investment Limited (note 37)	**29,455**	-
Maritime & Shipping cluster - Divetech Marine Engineering Services LLC	**26,100**	26,100
Logistics cluster - MICCO Logistics	**21,710**	21,710
Maritime & Shipping cluster - Alligator Shipping Container Line LLC	**18,526**	18,526
Safeena International B.V.	**16,105**	-
Digital cluster - DT Global Holdings Limited (note 37)	**5,409**	-
Ports cluster - Transcargo International	**4,451**	11,787
	2,874,090	1,618,462

During the year, the Group has finalized the purchase price allocation of Noatum Holdings S.L.U and Subsidiaries whose initial accounting was incomplete as at 31 December 2023 and provisional purchase price allocation was recorded. This has resulted in an additional goodwill of AED 174 million.

The recoverable amount of the CGUs has been determined based on their value in use calculated using cash flow projections based on the financial budgets approved by management covering a five-year period and a discount rate of 6.1% (2023: 5.5%) per annum calculated by weighted average cost of capital ("WACC").

The key assumptions used by management in setting the financial budgets for the initial five-year period for all the CGUs were as follows:

Forecast sales growth rates

Forecast sales growth rates are based on past experience adjusted for future trends in the relevant industries.

Operating profits

Operating profits are forecasted based on historical experience of operating margins, adjusted for the impact of for future trends in the relevant industries.

Cash flows beyond that five-year period have been extrapolated using a steady 4.0% (2023: 3.5%) growth rate per annum.

7 Intangible assets and goodwill (continued)

Goodwill (continued)

The steady growth rate of 4.0% (2023: 3.5%) is estimated by the Directors of the Group based on past performance of the CGU and their expectations of market development. The Directors estimate that a decrease in growth rate by 4.0% would not reduce the headroom in the CGU to nil and would not result in an impairment charge.

For the new acquisitions made during the year, management considers that the carrying value of these CGUs for which goodwill has been allocated does not exceeds their recoverable amounts.

Customer contracts and relationships

Customer contracts and relationships includes:

- AED 173 million was acquired during 2018 from a business combination as a result of evaluating a long-term contract between ADT and a local entity on which ADT is providing gateway operation services since 2013;
- AED 8 million of customer contracts and relationships as a result of the acquisition of Al Mazroui International Cargo Company LLC on 24 January 2019; and
- AED 373 million and AED 465 million of customer contracts and relationships as a result of the acquisitions during the year 2022 and 2023 respectively.
- AED 820 million of customer contracts and relationships as a result of the acquisitions during the year 2024.

Rights

During the year, the Group has recorded the rights and brand names amounting to AED 103 million (2023: AED 99 million) on business combinations.

The amortisation period for customer contracts and relationships in the Group is 3 to 29 years. Rights are amortised over their estimated useful lives which ranges from 3 to 30.

Concession rights

During the year, the Group acquired AED 37 million (2023: 434 million) of concession rights through business acquisitions.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

8 Right-of-use assets and lease liabilities

Right-of-use assets

	Land AED'000	Port concessions AED'000	Buildings & warehouses AED'000	Plant and equipment AED'000	Total AED'000
Cost					
At 1 January 2023	89,089	391,461	252,071	299,786	1,032,407
Acquisition through business combination during the year (note 37)	-	37,175	232,468	23,864	293,507
Additions during the year	-	216,831	31,683	150,663	399,177
Foreign exchange differences	-	(4,890)	2,884	609	(1,397)
Transfer to property, plant and equipment (note 5)	-	-	(74,646)	-	(74,646)
Other movement	-	(3)	(2,565)	(9,864)	(12,432)
Termination of lease agreement	-	(2,909)	(109,715)	(140,485)	(253,109)
At 1 January 2024	89,089	637,665	332,180	324,573	1,383,507
Acquisition through business combination during the year (note 37)	1,128	23,238	(81,433)	190,724	133,657
Additions during the year	1,784	101,305	78,588	55,246	236,923
Foreign exchange differences	-	2,342	(11,014)	(11,941)	(20,613)
Transfer from property, plant and equipment (note 5)	-	863	40,496	-	41,359
Other movement	(73)	(4,776)	(4,223)	8,194	(878)
Termination of lease agreement	-	(4,395)	(49,422)	(87,059)	(140,876)
At 31 December 2024	**91,928**	**756,242**	**305,172**	**479,737**	**1,633,079**
Accumulated depreciation					
At 1 January 2023	10,674	61,515	66,935	93,445	232,569
Accumulated depreciation on transfer to property, plant and equipment (note 5)	-	-	(66,163)	-	(66,163)
Charge for the year (note 28)	1,725	24,411	56,054	29,940	112,130
Foreign exchange differences	-	109	1,583	383	2,075
Other movement	-	(72)	75	(3,383)	(3,380)
Termination of lease agreement	-	(1,497)	-	(41,761)	(43,258)
At 1 January 2024	12,399	84,466	58,484	78,624	233,973
Accumulated depreciation on transfer to property, plant and equipment (note 5)	-	150	9,569	-	9,719
Charge for the year (note 28)	2,328	53,354	72,817	78,248	206,747
Foreign exchange differences	-	(1,403)	(4,107)	(3,542)	(9,052)
Other movement	2,351	(4,274)	(159)	(584)	(2,666)
Termination of lease agreement	-	(4,395)	(41,244)	(87,027)	(132,666)
At 31 December 2024	**17,078**	**127,898**	**95,360**	**65,719**	**306,055**
Carrying amount					
At 31 December 2024	**74,850**	**628,**344	**209,812**	**414,018**	**1,327,024**
At 31 December 2023	76,690	553,199	273,696	245,949	1,149,534

8 Right-of-use assets and lease liabilities (continued)

The Group leases land, warehouse and port infrastructure. The leases typically run for a period of 10 to 50 years, with an option to renew the lease after that date. The Group is restricted from entering into any sub-lease arrangements.

The Group leases IT equipment with contract terms of one to three years. These leases are short-term and/or leases of low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

Amounts recognised in consolidated statement of profit or loss:

	2024 AED'000	2023 AED'000
Depreciation expense on right-of-use assets (note 28)	**206,746**	112,130
Interest expense on lease liabilities (note 30)	**72,112**	61,351
Expense relating to short-term leases	**34,078**	9,800
Expense relating to leases of low value assets	**45,810**	22,938

All the property leases in which the Group is the lessee contain fixed lease payment terms and there are no lease contracts with variable lease payments.

Lease liabilities

The movement in lease liabilities is as follows:

	2024 AED'000	2023 AED'000
At 1 January	**1,076,531**	915,327
Additions during the year	**119,398**	203,897
Acquisition through business combination during the year net of prior year PPA adjustments (note 37)	**139,481**	304,330
Interest expense for the year (note 30)	**72,112**	61,351
Payments during the year	**(223,096)**	(200,909)
Termination of lease agreement	**-**	(209,656)
Other movement	**7,953**	-
Foreign exchange differences	**471**	2,191
At 31 December	**1,192,850**	1,076,531

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

8 Right of use assets and lease liabilities (continued)

Lease liabilities (continued)

The maturity analysis of lease liabilities is presented below.

	2024 **AED'000**	2023 AED'000
Maturity Analysis:		
Year 1	**214,178**	198,252
Year 2	**216,402**	144,874
Year 3	**192,815**	131,878
Year 4	**169,681**	123,719
Year 5	**141,494**	113,086
Onwards	**1,223,301**	1,387,533
Balance at the end of the year	**2,157,871**	2,099,342
Less: future interest	**(965,021)**	(1,022,811)
	1,192,850	1,076,531

The current and non-current classification of lease liabilities as of the reporting date is as follows:

	2024 **AED'000**	2023 AED'000
Current lease liabilities	**214,178**	219,321
Non-current lease liabilities	**978,672**	857,210
	1,192,850	1,076,531

9 Investment in joint ventures

Details of the Group's joint ventures at the end of the reporting period are as follows:

Joint ventures	**Percentage of ownership**		**Place of registration**
	2024	2023	
Abu Dhabi Terminals LLC (ADT)	**51%**	51%	UAE
K-Shipping Investment Ltd	**50%**	50%	UAE
ALM Shipping Management Ltd	**50%**	50%	UAE
Compagnie Des Chargeurs De Guinee SA	**50%**	50%	Guinea
Compagnie Maritime De Guinee SA	**50%**	50%	Guinea
ZonesCorp Infrastructure Fund (ZIF)	**50%**	50%	UAE
Caspian Integrated Maritime Solutions Ltd	**51%**	51%	Republic of Kazakhstan

All of the above joint ventures are accounted for using the equity method in these consolidated financial statements as set out in the Group's accounting policies in note 3.

9 Investment in joint ventures (continued)

Movement in the investment in joint ventures during the year is as follows:

	2024 AED'000	2023 AED'000
At 1 January	**642,473**	612,241
Additions during the year	**-**	60,860
Disposal	**(34,889)**	-
Share of profit for the year	**85,854**	118,377
Share of other comprehensive income for the year	**8,673**	4,768
Dividend received	**(45,011)**	(45,500)
Impairment	**(9,646)**	-
Foreign exchange differences	**259**	-
Reduction in investment	**-**	(108,273)
At 31 December	**647,713**	642,473

<u>Investment in Abu Dhabi Terminals LLC ("ADT")</u>

Investment in Abu Dhabi Terminals LLC ("ADT") represents the Company's 51% ownership in ADT (container operations).

AD Ports sold 49% of ADT to Terminal Investment Limited SARL ("TIL") in accordance with a sale and purchase agreement dated 7 May 2018 ('the SPA'). Based on the SPA, the operations of ADT will be jointly managed and controlled by AD Ports and TIL. Consequently, AD Ports lost the control over ADT and derecognised the related assets and liabilities from its consolidated statement of financial position. The retained interest in ADT was accounted for as a joint venture amounting to AED 20.7 million including goodwill of container operations of AED 17.9 million. During the year ended 31 December 2021, this goodwill was fully impaired and the carrying value of the investment was nil.

<u>Investment in joint ventures with LDPL</u>

On 15 June 2018, the Company and LDPL Ship Management & Operation DMCEST ("LDPL") signed undertakings agreeing to form the below joint ventures which will be jointly managed and operated by the Company and LDPL:

- K Shipping Investment Ltd ("K-Shipping");
- ALM Shipping Management Ltd ("ALM Shipping");
- Compagnie Des Chargeurs De Guinee SA ("CCG"); and
- Compagnie Maritime De Guinee SA ("CMG")

Together referred as "LDPL JV"

The main objective of these entities is to own and operate a number of vessels to manage the transshipments of certain materials from the port of Guinea to the mother vessels in the ocean for onward shipment to the UAE. The LDPL had signed contract on 16 April 2018 with Emirates Global Aluminium ("EGA") for the Transshipment business.

Further to that, the management concluded that the loans given to the joint ventures namely K Shipping Investment Ltd, ALM Shipping Management Ltd, Compagnie Des Chargeurs De Guinee SA and Compagnie Maritime De Guinee SA are extensions of the Group's investment in the joint ventures.

The LDPL JV is currently under liquidation phase. Management has assessed the recoverable amount of this investment and concluded that an amount of AED 9.6 million should be impaired.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

9 Investment in joint ventures (continued)

Investment in ZonesCorp Infrastructure fund (“ZIF”)

On first June 2020, the Group acquired a 50% equity interest in ZonesCorp Infrastructure fund (“ZIF”). ZIF comprises 100% equity interests in four subsidiaries, ‘the Project Companies’, refer to note 20. ZIF is a closed investment fund domiciled in the United Arab Emirates ("UAE") and is governed under the authority of the Central Bank Board of Directors’ Resolution No. 164/8/94.

The Project Companies have signed agreements with the Group to construct and transfer the Industrial City of Abu Dhabi Extension Phases 1 and 2 in Abu Dhabi, the Al Ain Industrial City, and the Industrial City of Abu Dhabi Industrial Effluent Treatment Plant. All construction has been completed and there is currently no operations ongoing except for periodical invoicing and loan settlements.

Investment in Caspian Integrated Maritime Solutions Ltd

During the year ended 31 December 2023, the Group acquired 51% equity interest in Caspian Integrated Maritime Solutions Ltd (“CIMS”) through International Maritime Investments Ltd, a subsidiary company of Abu Dhabi Ports Company PJSC for a total consideration of AED 60.9 million. The main activities of CIMS are to conduct maritime and coastal freight transport services.

Summary of the statements of financial position of the joint ventures is set out below:

	ADT		**Joint ventures with LDPL**		**ZIF**		**CIMS**	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	**2023**
	AED’000	AED’000	**AED’000**	AED’000	**AED’000**	AED’000	**AED’000**	AED’000
Current assets	**226,151**	216,716	**26,753**	135,019	**369,228**	370,157	**14,787**	7,898
Non-current assets	**2,334,826**	2,444,029	**902**	1,253	**2,103,406**	2,113,383	**101,792**	116,355
Current liabilities	**(288,046)**	(162,043)	**(4,311)**	(8,099)	**(92,814)**	(86,043)	**(2,870)**	(3,420)
Non-current liabilities	**(3,121,123)**	(3,165,795)	**-**	(89)	**(1,054,958)**	(1,169,833)	**(4,307)**	-
(Net liabilities)/net assets	**(848,192)**	(667,093)	**23,344**	128,084	**1,324,862**	1,227,664	**109,402**	120,833
Group share of net assets	**-**	-	**11,672**	64,042	**662,431**	613,832	**55,795**	61,625
Other equity movements	**-**	-	**7,428**	(988)	**(99,963)**	(96,038)	**10,350**	-
Group's carrying amount in the joint ventures	**-**	-	**19,100**	63,054	**562,468**	517,794	**66,145**	61,625
Cash and bank balances	**95,811**	83,219	**22,521**	26,942	**62,365**	73,760	**6,220**	1,239
Financial liabilities (excluding trade payables and provisions)	**(3,095,996)**	(3,046,950)	**(2,184,575)**	(117,030)	**(1,198,776)**	(1,246,480)	**(4,307)**	-
Guarantees		-	-	**-**	-	-	-	-
Capital commitments	**19,016**	9,206	-	**-**	-	-	-	-

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

9 Investment in a joint venture (continued)

Summarised statement of profit or loss and other comprehensive income is as follows:

	ADT		Joint ventures with LDPL		ZIF		CIMS	
	2024 AED'000	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000
Revenue	**429,744**	375,739	**-**	20,134	**240,831**	253,132	**41,004**	2,063
Direct costs	**(256,880)**	(234,935)	**-**	(39,955)	**-**	-	**(30,412)**	(2,791)
Administrative expenses	**(145,301)**	(139,810)	**(2,000)**	(775)	**(1,523)**	(1,501)	**(2,021)**	(1,820)
Finance income	**-**	-	**-**	-		-	**-**	24,360
Finance costs	**(205,737)**	(154,859)	**-**	(1,332)	**(71,461)**	(87,086)	**(6,285)**	(20,308)
Other income	**1,849**	1,421	**3,493**	92,519	**82**	83	**-**	-
(Loss)/profit for the year	**(176,325)**	(152,444)	**1,493**	70,591	**167,929**	164,628	**2,286**	1,504
Group's share of profit	-	-	**746**	35,296	**83,965**	82,314	**1,143**	767
Other comprehensive income	-	-	-	-	**17,346**	9,536	-	-
Share of other comprehensive income for the year	-	-	-	-	**8,673**	4,768	-	-
Total comprehensive income for the year	-	-	**746**	35,296	**92,638**	87,082	1,143	767

The above profit/(loss) for the year include the following:

	ADT		Joint ventures with LDPL		ZIF		CIMS	
	2024 AED'000	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000
Depreciation and Amortization	**(116,577)**	(117,181)	**-**	(908)	-	**-**	**5,750**	-
Interest income	**1,686**	1,590	-	-	**82**	83	**-**	24,360
Interest expense	**(205,737)**	(154,859)	**(18)**	(1,268)	**(71,461)**	(93,370)	**(6,285)**	(20,308)
The unrecognised share of loss of a joint venture for the year	**(88,163)**	(76,982)	-	-	-	-	-	-
Cumulative share of unrecognised losses	**(353,968)**	(265,805)	-	-	**-**	-	-	-

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

10 Investment in associates

Movement in the balance of investment in associates is as follows:

	2024 AED'000	2023 AED'000
At 1 January	**1,274,926**	1,280,325
Additions during the year	**21,108**	35,972
Disposal of investment	**(8,945)**	(3,836)
Share of profit for the year	**24,740**	26,071
Share of other comprehensive loss for the year	**(8,640)**	(4,271)
Dividend received	**(17,267)**	(34,422)
Acquired through business combination (note 37)	**-**	113,796
Foreign exchange differences	**(327)**	743
Impairment loss	**(23)**	(139,452)
Other movement	**3,249**	-
At 31 December	**1,288,821**	1,274,926

Investment in Aramex PJSC

During the year 2022, the parent undertaking of the Group, ADQ transferred 22.32% of ownership of Aramex PJSC as the shareholder's contribution for no consideration. The Group recognised the transferred ownership as an investment in an associate as the Group determined that they have significant influence over the investment by virtue of representation on the Board of Directors. The Group recorded the transferred ownership at fair value of investment in associate at the acquisition date. During the year, the Group acquired an additional of 5.4 million shares for a consideration of AED 11.5 million. Management has assessed the recoverable amount of this investment and concluded that this investment has not suffered any impairment at the reporting date.

Investment in CMA Terminal Khalifa L.L.C

Pursuant to a Shareholders' Agreement entered between Abu Dhabi Ports Company PJSC ("AD Ports"), CMA CGM S.A ("CMA CGM") and CMA Terminals SAS ("CMAT") dated 21 July 2021, AD Ports will build the North Quay Terminal and CMA CGM will use the North Quay Terminal as a gateway terminal in the UAE and regional transhipment hub for its container shipping services in the Arabian Gulf. Based on this arrangement, AD Ports and CMAT has incorporated a limited liability company namely CMA Terminal Khalifa L.L.C in accordance with the laws of Emirate of Abu Dhabi to undertake the business. AD Ports has acquired 30% stake in CMA Terminal Khalifa L.L.C for a consideration of AED 36 million.

Investment in East Africa Gateway Limited

Pursuant to an Agreement entered in 2024 between Abu Dhabi Ports Company PJSC ("AD Ports Group"), Adani International Ports Holdings PTE Limited, East Habour Terminals Limited and East Africa Gateway Limited, AD Ports Group has acquired 30% of stake in East Africa Gateway Limited for a purchase consideration of AED 9.6 million.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

10 Investment in associates (continued)

Acquisition through business combination

During the year ended 31 December 2023, The Group has acquired some investments in associates through business combination with Noatum Holdings S.L.U and subsidiaries.

Summary of the statements of financial position of the associates is set out below:

	Aramex PJSC		CMA Terminal Khalifa L.L.C		Associates of Noatum Holdings S.L.U		East Africa Gateway Limited
	2024	2023	**2024**	2023	**2024**	2023	**2024**
	AED'000	AED'000	**AED'000**	AED'000	**AED'000**	AED'000	**AED'000**
Current assets	**1,908,006**	1,936,880	**70,509**	79,025	**344,742**	356,552	**73,661**
Non-current assets	**3,817,615**	3,890,960	**869,454**	137,454	**418,832**	569,104	**1,138,409**
Current liabilities	**(1,291,965)**	(1,301,511)	**(22,503)**	(5,656)	**(281,283)**	(293,280)	**(142,654)**
Non-current liabilities	**(1,901,075)**	(2,058,409)	**(858,250)**	(98,981)	**(136,359)**	(218,532)	**(1,038,599)**
Net assets	**2,532,581**	2,467,920	**59,210**	111,842	**345,932**	413,844	**30,817**
Attributable to:							
Owners of the entity	**2,525,541**	2,461,366	**41,447**	111,842	**245,815**	271,228	**21,572**
Non-controlling interests	**7,040**	6,554	**17,763**	-	**100,117**	142,616	**9,245**
Group share of net assets	**563,701**	549,377	**17,763**	33,553	**103,779**	114,902	**9,245**
Goodwill	**712,428**	712,428	**-**	-	**-**	-	**-**
Other adjustments	**(115,452)**	(141,074)	**-**	2,419	**(2,660)**	3,321	**17**
Group's carrying amount in the Associates	**1,160,677**	1,120,731	**17,763**	35,972	**101,119**	118,223	**9,262**
Cash and bank balances	**512,730**	567,189	**54,179**	75,969	**85,960**	61,823	**125,861**
Financial liabilities (excluding trade payables a provisions)	**(2,840,724)**	2,985,882	**(858,250)**	(102,900)	**(61,440)**	134,660	**(196,910)**
Guarantees	**179,894**	143,414	**-**	-	**-**	-	**-**
Capital commitments	**40,042**	17,000	**-**	-	**-**	-	**-**

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

10 Investment in associates (continued)

Summarised statement of profit or loss and other comprehensive income is as follows:

	Aramex PJSC		CMAT		Associates of Noatum Holdings S.L.U		East Africa Gateway Limited
	2024	2023	**2024**	2023	**2024**	2023	**2024**
	AED'000	AED'000	**AED'000**	AED'000	**AED'000**	AED'000	**AED'000**
Revenue	**6,324,444**	5,694,022	**3,928**	-	**763,605**	440,482	**180,295**
Direct costs	**(4,812,241)**	(4,267,093)	-	-	**(558,847)**	(448,987)	**(52,913)**
Administrative expenses	**(893,001)**	(845,128)	**(55,707)**	(6,320)	**(24,343)**	44,969	**(26,102)**
Selling and marketing expenses	**(340,070)**	(308,453)	-	-	**(1,689)**	(1,008)	-
Impairment of trade receivables	**6,749**	(19,812)	-	-	**(439)**	(71)	-
Other expenses	**(703)**	(227)	-	-	**(98,594)**	(813)	**(87,872)**
Finance costs	**(121,015)**	(128,152)	-	-	**(5,742)**	(3,814)	**(42,173)**
Finance income	**4,797**	8,367	-	-	**10,110**	2,864	-
Other income	**10,794**	18,924	-	-	**1,683**	8,112	**3,211**
Income tax expense	**(45,805)**	(22,713)	-	-	**(13,485)**	(9,955)	-
Other adjustments	**28,105**	(61,246)	**(8,813)**	6,320	-	-	-
Profit/(loss) for the year	**162,054**	68,489	**(60,592)**	-	**72,259**	31,779	**(25,554)**
Group's share of profit/(loss)	**36,767**	15,286	**(18,178)**	-	**13,817**	10,785	**(7,666)**
Other comprehensive income of associates	**(80,782)**	(25,167)	-	-	-	-	-
Group's share of other comprehensive income	**(18,328)**	(5,617)	-	-	-	-	-
Other adjustments	-	1,346	-		-	-	-
Share of other comprehensive loss for the year	**(18,328)**	(4,271)	-	-	-	-	-
Total comprehensive income/(loss) for the year	**18,439**	11,015	**(18,178)**	-	**13,817**	10,785	**(7,666)**

The above profit for the year include the following:

	Aramex PJSC		CMAT		Associates of Noatum Holdings S.L.U		East Africa Gateway
	2024	2023	**2024**	2023	**2024**	2023	**2024**
	AED'000	AED'000	**AED'000**	AED'000	**AED'000**	AED'000	**AED'000**
Depreciation and amortization	**(339,487)**	(347,509)	**(55,885)**	-	**(16,158)**	(18,528)	**(26,103)**
Interest income	**4,797**	8,367	-	-	**2,119**	3,151	-
Interest expense	**(121,015)**	(128,152)	-	-	**(2,048)**	(4,099)	**(42,174)**

11 Financial assets at fair value through other comprehensive income

The Group's financial assets at fair value through other comprehensive income ("FVOCI") comprise of strategic investments in equity securities that were irrevocably designated as measured at FVOCI. These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the Directors of the Group have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

Financial assets at FVOCI breakdown as at the end of the year comprises the following:

	2024 **AED'000**	2023 AED'000
Quoted equity security (i)	**2,040,738**	2,459,751
Unquoted debt and equity security (ii)	**58,788**	58,788
	2,099,526	2,518,539

(i) During 2022, the parent undertaking of the Group, ADQ transferred 10% ownership in National Marine Dredging Company PJSC ("NMDC") as the shareholder's contribution for no consideration. The Group recognised the transferred ownership as a financial asset at FVTOCI and recorded the fair value of the security at the acquisition date.

(ii) The Group holds 10% ownership in CSP Abu Dhabi Terminal LLC, a container terminal operator operating from Khalifa Port.

Movement in the balance of financial assets at FVOCI is as follows:

	2024 **AED'000**	2023 AED'000
At 1 January	**2,518,539**	2,078,388
Acquired through business combination (note 37)	**-**	1,221
Change in fair value recognised in other comprehensive income	**(419,100)**	438,908
Foreign exchange differences	**87**	22
At 31 December	**2,099,526**	2,518,539

The valuation methodology for these investments is disclosed in note 36.

12 Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss (FVTPL) include investment in quoted shares. Movement during the year is as follows:

	2024 AED'000	2023 AED'000
At 1 January	**71,627**	-
Acquired through business combination (note 37)	**-**	75,449
Fair value loss	**(15,238)**	(3,822)
Disposal	**(20,297)**	-
At 31 December	**36,092**	71,627

Fair value measurement and hierarchy of financial assets at fair value through profit or loss (FVTPL) is disclosed in the note 36.

13 Derivative financial instruments

	2024 AED'000	2023 AED'000
Non-current asset		
Derivative financial assets	**17,820**	23,990

As part of business combination (note 37), the Group acquired the derivative financial asset of Al Eskan Al Jamae LLC (EAJ) which was entered as an Interest Rate Swap Agreement ("IRS Agreement") with a local bank for a pay fixed interest rate of 3.75% p.a. and receive floating AED EIBOR interest rate swap on its bank borrowing. The notional amount of the swap is AED 975 million at the end of the reporting period. Fixed and floating rates are payable/receivable every 24th of January, April, July and October until the termination date on 1 July 2030.

14 Trade and other receivables

	2024 AED'000	2023 AED'000
Non-current portion		
Unbilled lease receivables	**2,938,789**	2,669,095
Less: loss allowance	**(132,384)**	(203,904)
Other receivables	**30,755**	26,466
Loan to related parties (notes i & ii)	**162,296**	29,275
	2,999,456	2,520,932

14 Trade and other receivables (continued)

	2024 AED'000	2023 AED'000
Current portion		
Trade receivables	**3,770,963**	3,127,410
Due from related parties (note 32)	**1,052,616**	726,235
Unbilled lease receivables	**5,416**	-
Loan to related parties (note i & ii)	**16,667**	-
Accrued income	**1,650,158**	1,033,571
	6,495,820	4,887,216
Less : Loss Allowance	**(714,857)**	(613,625)
	5,780,963	4,273,591
Receivable from project GRE (note 5)	**589,439**	-
Tax receivables	**39,703**	-
Staff receivables	**44,296**	35,446
Other receivables	**864,929**	359,332
	7,319,330	4,668,369

(i) Pursuant to an agreement (the "Agreement") dated 01 September 2023 entered between CMA Terminals Khalifa L.L.C (the "Borrower"), CMA Terminals and Abu Dhabi Ports Company P.J.S.C (together, the "Lenders"), the Borrower will raise finance from the Lenders for a total amount of USD 48.8 million split between USD 14.6 million from Abu Dhabi Ports Company P.J.S.C and USD 34.2 million from CMA Terminals. An amount of AED 57.6 million was disbursed by Abu Dhabi Ports Company P.J.S.C as at 31 December 2024. This loan bears an interest of 7.40% per annum and shall be receivable after the grace period of 18 months from the signing date of the Agreement.

(ii) Pursuant to an agreement (the "Agreement") entered between East Africa Gateway Limited (the "Borrower") and Abu Dhabi Ports Company P.J.S.C (the "Lender"), the Lender has granted two loans to the Borrower in order to fund the Borrower's operation requirements which are follows:

- USD 10.5 million (AED 38.5 million) which is repayable in 2 years, bearing interest of 9.36% per annum.
- USD 22.6 million (AED 82.9 million) which is repayable in 5 years, bearing interest of 9.36% per annum.

The average credit period on rendering of services is 60-90 days. No interest is charged on outstanding trade receivables.

The Group always measures the loss allowance for trade receivables, due from related parties, accrued income and unbilled receivable at an amount equal to lifetime ECL. The expected credit losses on trade receivables including un-billed lease receivables, accrued income and due from related parties are estimated using a provision matrix by reference to past default experience of the debtors and an analysis of the debtors' current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The Group has recognised a loss allowance of 100% against the individual customer balances identified as fully credit impaired and not recoverable.

14 Trade and other receivables (continued)

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. During the year, the Group has written off AED 186 million (2023: AED 57 million) subject to enforcement activities. The Group had assigned full impairment allowances for these trade receivables in previous years.

The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer segments.

	Not past due AED'000	0 - 90 days AED'000	91 - 180 days AED'000	181 - 270 days AED'000	271 - 365 days AED'000	> 365 days AED'000	Individually assessed AED'000	Total AED'000
31 December 2024								
Total gross carrying amount	1,298,195	810,543	358,431	248,763	153,297	284,024	617,710	3,770,963
Expected credit loss rate (average)	12,084	9,165	10,527	14,018	10,093	41,260	617,710	714,857
Lifetime ECL	0.93%	1.13%	2.94%	5.64%	6.58%	14.53%		
31 December 2023								
Total gross carrying amount	844,920	706,078	341,252	247,498	157,967	364,909	464,786	3,127,410
Expected credit loss rate (average)	1.51%	2.12%	5.42%	9.89%	12.09%	15.84%		
Lifetime ECL	13,981	14,963	18,500	24,488	19,093	57,814	464,786	613,625

Movements in the allowance for impairment of trade and other receivables were as follows:

	Collectively assessed AED'000	Individually assessed AED'000	Total AED'000
At 1 January 2023	156,758	637,288	794,046
Net remeasurement of loss allowance	39,526	40,568	80,094
Amounts written off	-	(56,977)	(56,977)
Foreign exchange difference	-	366	366
At 1 January 2024	196,284	621,245	817,529
Net remeasurement of loss allowance	3,550	182,521	186,071
Amounts written off	-	(185,934)	(185,934)
Foreign exchange difference	-	29,575	29,575
At 31 December 2024	**199,834**	**647,407**	**847,241**

Out of total allowance for impairment of trade and other receivables, AED 132 million (2023: AED 204 million) is related to un-billed lease receivables, accrued income and due from related parties.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

15 Prepayments and advances

	2024 AED'000	2023 AED'000
Non-current portion		
Advance to suppliers	-	41,096
Prepaid expenses	13,765	-
	13,765	41,096
Current portion		
Advance on acquisition of investment (note 15(i))	-	587,600
Advance payments to contractors	436,045	245,292
Prepaid expenses	353,023	333,812
	789,068	1,166,704

(i) During the year ended 31 December 2023, The Group has signed an agreement to acquire 51% ownership in Delanord Investments Limited, a global container shipping company. The purchase consideration of the acquisition was AED 1,873 million out of which AED 588 million was paid. The transaction was completed on 31 January 2024.

16 Inventories

	2024 AED'000	2023 AED'000
Spare parts	94,610	65,204
Fuel	103,020	56,457
Vessels	-	264,676
Less: provision for obsolete and slow-moving inventories	(16,790)	(11,670)
	180,840	374,667

The cost of inventories recognised as an expense during the year was AED 34.6 million (2023: AED 20.50 million).

Movements in the provision for obsolete and slow-moving inventories are as follows:

	2024 AED'000	2023 AED'000
At 1 January	11,670	9,747
Provided during the year (note 29.1)	5,120	1,923
At 31 December	16,790	11,670

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

17 Term deposit and cash and bank balances

Term deposit is comprised of the following:

	2024 AED'000	2023 AED'000
Non-current portion		
Term deposit with maturity of more than one year	**50,000**	50,000

For the purpose of the consolidated statement of cash flows, cash and cash equivalents are comprised for the following:

	2024 AED'000	2023 AED'000
Current portion		
Cash at bank	**2,496,363**	3,167,486
Cash on hand	**18,580**	8,056
Short term deposits	**260,391**	107,548
Cash and bank balances	**2,775,334**	3,283,090
Less: deposits with an original maturity of more than three months	**(26,495)**	(15,685)
Cash and cash equivalents	**2,748,839**	3,267,405

Short term deposit deposits with banks carried an average interest rate of 2.00%-5.45% per annum (2023: 4.50%-5.15% per annum).

The term deposit with maturity of more than one year carried an average interest rate of 2% per annum.

Balances with banks are assessed to have low credit risk of default since these banks are highly regulated by the central banks of the respective countries. Accordingly, management of the Company estimates the loss allowance on balances with banks at the end of the reporting period at an amount equal to 12-month ECL. None of the balances with banks at the end of the reporting period are past due and taking into account the historical default experience and the current credit ratings of the bank, the management of the Company have assessed that there is no impairment, and hence have not recorded any loss allowances on these balances.

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

18 Income tax

18.1 Income tax expense

The Group calculates income tax expense using the tax rate that would be applicable to the expected net profit. The major components of income tax expense in the consolidated statement of profit or loss as follows:

	2024 AED'000	2023 AED'000
Current income tax		
Current income tax charged	**287,523**	16,577
Pillar Two	**5,775**	-
	293,298	16,577
Deferred income tax		
Relating to origination and reversal of temporary differences from foreign subsidiaries	**(29,243)**	3,407
Relating to enactment of UAE corporate income tax*	**-**	30,487
	(29,243)	33,894
Income tax expense recognised in the consolidated statement of profit or loss	**264,055**	50,471

Income tax reconciliation schedule as follows:

	2024 AED'000	2023 AED'000
Profit for the year before tax	**2,042,076**	1,410,689
Tax at the effective-statutory income tax rate 9% (2023: 0%)	**183,787**	-
Tax effect of difference:		
Adjustment for prior years	**753**	-
Disallowed expenses and other adjustments	**30,688**	-
Exempt income	**(45,469)**	-
Effect of different tax rates in other jurisdictions (rate differential)	**94,296**	19,984
Deferred income tax relating to enactment of UAE corporate income tax	**-**	30,487
Income tax expense	**264,055**	50,471

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

18 Income tax (continued)

18.2 Deferred tax assets/liabilities

The following are the major deferred tax assets and liabilities recognised by the Group. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

	2024	2023
	AED'000	AED'000
Deferred tax assets		
At 1 January	**38,809**	-
Acquired through business combination (note 37)	**200**	40,149
Against future unused tax loss and future deductible expense	**35,421**	(1,340)
Other movement	**3,425**	-
At 31 December	**77,855**	38,809

Unrecognized deferred tax assets/liabilities

There was no deferred tax assets/liabilities which have not been recognised during the year due to uncertainties over the timing and recoverability in the foreseeable future.

	2024	2023
	AED'000	AED'000
Deferred tax liabilities		
- Investment properties	**440,292**	202,238
- Property, plant and equipment	**1,136**	1,402
- Intangible assets and goodwill	**27,025**	29,085
- Others	**6,887**	-
	475,340	232,725

Deferred tax liabilities arises from the enactment of UAE corporate income tax (note 35) and on the acquisitions made during the year.

The movement in deferred tax liabilities is as follows:

	2024	2023
	AED'000	AED'000
At 1 January	**232,725**	-
Acquired through business combination (note 37)	**236,530**	200,171
Deferred income tax recognised on UAE CT enactment*	**-**	30,487
Relating to origination and reversal of temporary differences from foreign subsidiaries	**6,178**	2,067
Other movement	**(93)**	-
At 31 December	**475,340**	232,725

18 Income tax (continued)

The Group's head quarter is in United Arab Emirates and is taxed at UAE corporate income tax rate of 9%. The Group also own Noatum Group Head quarter in Spain and Delanord group Head quarter in Cyprus.

The Group operate in many countries and due to the nature of their operation (shipping, logistics and maritime income subject to deferent type of tax such as tonnage tax) the income of some of the subsidiaries are not subject to corporate tax.

On 9 December 2022, the UAE Ministry of Finance released the Federal Decree Law No. 47 of 2022 on the Taxation of Corporations and Businesses (the Law) to enact a Federal corporate tax regime in the UAE. The CT regime becomes effective for accounting periods beginning on or after 1 June 2023. Decision No. 116 of 2022 (published in December 2022 and considered to be effective from 16 January 2023) specifies that taxable income not exceeding AED 375,000 would be subject to the 0% UAE CT rate, and taxable income exceeding AED 375,000 would be subject to the 9% UAE CT rate. With the publication of this decision, the UAE CT Law is substantively enacted for the purposes of accounting for Income Taxes.

The Organisation for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting (BEPS) published the Pillar Two Anti Global Base Erosion Rules ("GloBE Rules") designed to address the tax challenges arising from the digitalization of the global economy. Similarly, at the EU level, on 23 December 2022, Council Directive (EU) 2022/2523) was unanimously approved. Both, the GloBE Rules, and the EU Directive, aim to ensure a global minimum level of taxation for multinational enterprise groups (and large-scale domestic groups in the Union).

On 21 December 2024, the Official State Gazette published Law 7/2024 of 20 December 2024 (Global Minimum Tax Law),which implements a top-up tax for large multinational and domestic groups in Spain. The approval of the Global Minimum Tax Law complies with the transposition obligation of the European Union Council Directive 2022/2523 of 15 December 2022 (EU Pillar Two Directive).

Also on 12 December 2024, the Cyprus Parliament voted to approve the draft domestic bill, entitled "The Global Minimum Tax Assurance for Multinational Enterprise Groups and Large-Scale Domestic Groups in the Union Act of 2024 which transposes the EU Council Directive 2022/2523 of 14 December 2022 on ensuring a global minimum level of taxation for multinational enterprise groups and large-scale domestic groups in the European Union, known as the EU Pillar Two Directive or the GloBE (Global anti-Base Erosion) Directive.

The law enters into force as from fiscal years starting on or after 31 December 2023.The Income Inclusion Rule (IIR) is set to become effective for fiscal years starting on or after 31 December 2023, whereas the Undertaxed Profits Rule (UTPR) would become effective for fiscal years starting on or after 31 December 2024. The legislation includes the option to apply a domestic top-up tax effective for fiscal years starting on or after 31 December 2024.

The Group is in scope of Pillar Two legislation as it operates in Cyprus and Spain that has substantively enacted Pillar Two legislation and its consolidated revenue exceeds €750 million threshold. Spain and Cyprus subgroup is within the scope of the enacted Pillar Two legislation under which, the Group is liable to pay a top-up tax for the difference between its GloBE effective tax rate in each jurisdiction and the 15% minimum rate.

The IIR is mandatory for accounting periods beginning on or after 31 December 2023. The, UTPR acting as a secondary mechanism, will be enforced for the accounting periods beginning on or after 31 December 2024. The group's current tax expense (income) related to Pillar Two income taxes is AED 5,775,156.

The Group has applied the temporary exception issued by the IASB in May 2023 from the accounting requirements for deferred taxes in IAS 12. Accordingly, the Group neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

19 Share capital

	2024 AED'000	2023 AED'000
Authorised, issued and paid up capital		
5,090,000 ordinary shares of AED 1 each (2023: 5,090,000 ordinary shares of AED 1 each)	**5,090,000**	5,090,000

Movement in the balance is as follows:

	2024 AED'000	2023 AED'000
Balance at the beginning and end of the year	**5,090,000**	5,090,000

In 2022, the Group made its first equity placement through a pre-listing private placement of 1,250 million of ordinary shares. Nominal value of a share is AED 1 and issued at a price of AED 3.20 per share. Total cash received from the share subscription was AED 4,000 million with a premium of AED 2,750 million. ADQ will remain as the majority shareholder with 75.42% ownership in the Company's share capital.

Treasury shares and call options

	2024 AED'000	2023 AED'000
At 1 January	**12,098**	12,098
Addition during the year	**2,428**	-
Call options on acquisition of subsidiary (note 37)	**146,796**	-
At 31 December	**161,322**	12,098

19 Share capital (continued)

Treasury shares acquired on merger with Al Eskan Al Jamae LLC ("EAJ")

In 2023, the Company acquired its 2,107,500 own ordinary shares through acquisition of EAJ (as these were held by EAJ at the time of transaction) at a total value of AED 12,098 thousand. These shares are held as treasury shares as at 31 December 2024.

Liquidity service provider

During the year ended 31 December 2024, the Group engaged a third-party licensed Market Maker that offers liquidity provision services, to place buy and sell orders of the Group's shares with the objective of reducing bid/ask spreads as well as reducing price and volume volatility. At 31 December 2024, the Market Maker held 2,428,236 of the Group's shares on behalf of the Group at par value and recorded the premium paid over and above par value as treasury share reserve of AED 10 million, which is classified under equity as at 31 December 2024. The initial advance balance remitted to the liquidity provider amounting to AED 38 million and the outstanding balance as of 31 December 2024 stands at AED 25 million.

Employee share incentive reserve

The Group operates an employee share incentive scheme. Under this scheme, certain employees are granted shares of the Group when they meet the vesting conditions. These shares were acquired and held by AD Ports Group until the vesting conditions are met. In that respect, the Group has acquired 5.2 million of its own shares for a consideration of AED 26.1 million. During the year ended 31 December 2024, the accumulated employee share incentive scheme expense recorded was AED 15.1 million.

20 Reserves

20(a) Statutory reserve

In accordance with the Articles of Association of the Company and in line with the provisions of the UAE Federal Decree Law No. 32 of 2021, the Company is required to transfer annually to a statutory reserve account an amount equal to 10% of its annual profit, until such reserve reaches 50% of the share capital of the Company.

20(b) Assets distribution reserve

As per the Executive Council resolution no. (108) of 2015, the Group should bear the cost of construction for certain Government Related Entities' ("GREs'') assets without requesting or obtaining any funds from the Government of Abu Dhabi. The Government of Abu Dhabi will compensate the Group by deducting the cost of these GREs' constructed assets from the future dividends to be declared annually.

20 Reserves (continued)

20(c) Cash flow hedge reserve

	2024 AED'000	2023 AED'000
Balance at 1 January	**43,964**	41,154
Gain arising on changes in fair value of hedging instruments during the year	**(7,207)**	2,810
Balance at 31 December	**36,757**	43,964

The cash flow hedge reserve represents the cumulative amount of gains and losses on hedging instruments deemed effective in cash flow hedges. The cumulative deferred gain or loss on the hedging instrument is recognised in profit or loss only when the hedged transaction affects the profit or loss, or is included directly in the initial cost or other carrying amount of the hedged non-financial items (basis adjustment).

20(d) Merger reserve

On 1 June 2020, the President of United Arab Emirates issued Law No. (16) for 2020 (the "Law"). As per the law, The Higher Corporation for Specialized Economic Zones in the Emirate of Abu Dhabi ("ZonesCorp") was dissolved and all its assets, rights and obligations were transferred to AD Ports Group from its immediate parent company, Abu Dhabi Development Holding Company PJSC ("ADQ").

ZonesCorp was primarily involved in the leasing of residential buildings and industrial plots in the Industrial City of Abu Dhabi and Al Ain Industrial City and provision of foreign labour services. ZonesCorp commenced its commercial activities effective from 1 October 2004.

Pursuant to applicable law, the Group will establish, own, plan, manage and operate economic zones, as well as develop its infrastructure, and provide services required by facilities or companies to practice their activities in the economic zones, in cooperation with relevant authorities. It must also provide economic zones with technical, administrative, logistic and technological support.

In accordance with the policy, the Group has accounted for the acquisition of ZonesCorp at book value, electing for retrospective accounting, which resulted in the restatement of the balances for the year ended 31 December 2019. During the year ended 31 December 2020, an adjustment was made to the merger reserve to reflect any difference between the consideration paid for the acquisition of ZonesCorp and its net capital. The consideration adjustment was reflected in the period in which the transaction occurred during the year ended 31 December 2020.

21 Deferred government grants

The Group has recognised several grants from the Government of Abu Dhabi as stated below:

1. During the prior years, the Government of Abu Dhabi granted the Group non-monetary assets comprising land in Taweelah, the head office building, furniture and fixtures, warehouses, commercial ports and other ports assets in Abu Dhabi. These non-monetary government grants are recognised at a nominal value of AED 1.

   Granted warehouses and portions of office buildings that are held to earn rentals are classified as investment properties (note 6). The remainders of the granted assets are either held for owner-occupation or under development for future owner-occupation and accordingly are classified as property, plant and equipment (note 5).

2. On 13 December 2011 the Executive Council approved additional funding to the Group as compensation for certain assets constructed by the Group and in December 2013 the Group signed an agreement with the Government of Abu Dhabi, through the Department of Finance – Abu Dhabi ("DOF") in relation to those assets. The significant terms of the agreement are as follows:

   DOF reimbursed the Group for the cost of constructing the assets for an amount of AED 6 billion. AED 5 billion of this was provided as loan which was subsequently waived off by DOF, along with all due interest;
   - As part of the settlement agreement, the Group further received an amount of AED 1 billion during 2013;
   - DOF granted the Group the perpetual possession and perpetual enjoyment of the assets under the agreement; and
   - AD Ports has the perpetual right to:
     - Develop, alter, modify, construct or otherwise treat the assets as it deems fit; and
     - Manage, use and benefit from the assets in accordance with its articles of association and the Decree.

   Management has assessed the agreement with DOF and concluded that it represents a monetary government grant. As such, a government grant of AED 6 billion has been recognised in the consolidated statement of financial position.

3. During 2020, the Group received grants of AED 322.9 million related to construction of COVID-19 related assets which mainly included a cold store and Razeen infrastructure.

4. Along with the transfer of the assets and liabilities of ZonesCorp to the Group during 2019, the Group has recognised government grant amounting to AED 223.8 million. There were further additions of AED 362.6 million during the year 2019. The closing balance of AED 498.5 million as at 31 December 2019 mainly included a grant amounting to AED 221.3 million received from Musanada, AED 90.3 million from the Executive Council and AED 186.8 million received from the DOF for specific projects.

21 Deferred government grants (continued)

5. During 2022, the Group received monetary grants of AED 21.6 million from the parent and AED 300.3 million from the DOF with the aim of financing the constructions of certain capital projects of the Group.

6. Government grants that are received to construct the assets and where construction of those assets is ceased, are transferred to the profit & loss upon completion of three years from the cessation of construction of assets or receipt of such government grants whichever is later.

7. During 2022, the Group has constructed improvements to Fujairah Port Infrastructure totaling to AED 500 million. The assets developed are funded by Ministry of Presidential Affairs and were disclosed under Receivable for Fujairah Port development (note 12) and Advances for Fujairah Port development project (note 23). During the prior year, the Group received communication from Ministry of Presidential Affairs to retain these assets and therefore these assets are transferred to "Property, plant and equipment" from Receivable and "Deferred government grants" (note 18) from "Advances for Fujairah Port development project" (note 23) respectively.

8. The Group has received a grant of AED 121 million (2023: AED 22.5 million) for constructing livestock facilities at Khalifa Ports from Abu Dhabi Agriculture and Food Safety Authority. Moreover, a grant of AED 36.6 (2023: AED 20.6 million was received from the Department of Municipalities and Transport ("DMT") to sponsor projects undergone by Abu Dhabi Maritime Authority.

Movement in the balance is as follows:

	2024 **AED'000**	2023 AED'000
At 1 January	**6,703,572**	6,841,612
Additions during the year	**157,397**	45,251
Amount recognised as revenue during the year (note 28)	**(188,623)**	(183,335)
Foreign exchange differences	**-**	44
At 31 December	**6,672,346**	6,703,572

The current and non-current classification of deferred government grants is as follows:

	2024 **AED'000**	2023 AED'000
Current liability	**188,479**	279,740
Non-current liability	**6,483,867**	6,423,832
	6,672,346	6,703,572

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

22 Provision for employees' end of service benefits

	2024 AED'000	2023 AED'000
At 1 January	**180,623**	157,308
Transferred through business combination (note 37)	**15,846**	2,429
Charged during the year	**43,902**	36,733
Paid during the year	**(16,419)**	(15,847)
At 31 December	**223,952**	180,623

23 Payable to the project companies

The balance is payable in relation to the following projects:

	2024 AED'000	2023 AED'000
Industrial City of Abu Dhabi (ICAD III)	**1,028,893**	1,050,785
Industrial City of Abu Dhabi (ICAD II)	**790,501**	776,117
Al Ain Industrial City (AAIC)	**348,936**	344,062
Industrial Effluent Treatment Plant (IETP)	**228,739**	235,985
	2,397,069	2,406,949

The movement in balance is as follows:

	2024 AED'000	2023 AED'000
At 1 January	**2,406,949**	2,418,446
Interest charge for the year (note 30)	**245,678**	243,300
Payments during the year	**(255,558)**	(254,797)
At 31 December	**2,397,069**	2,406,949

The current and non-current classification of payable to project companies is as follows:

	2024 AED'000	2023 AED'000
Current liability	**293,663**	296,185
Non-current liability	**2,103,406**	2,110,764
	2,397,069	2,406,949

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

23 Payable to the project companies (continued)

Amounts payable to project companies owned by ZIF represent amounts payable towards costs of construction of Industrial City of Abu Dhabi Extension Phase I (‘ICAD II’), Industrial City of Abu Dhabi Extension Phase II (‘ICAD III’), Al Ain Industrial City (‘AAIC’) and Industrial Effluent Treatment Plant (‘IETP’) in accordance with agreements with ICAD II Limited LLC, ICAD III Limited LLC, AAIC Project LLC and ICAD Industrial Waste Treatment Services LLC, respectively (the “Project Companies”).

The agreements oblige the project companies to:

- Design, develop and build ICAD II, ICAD III, AAIC and IETP;
- Operate and maintain IETP; and
- Finance the projects by obtaining bank borrowings or other funds.

In accordance with the restated agreements for ICAD II and ICAD III, and a variation order for AAIC, ZonesCorp has released the project companies from the obligation to operate and maintain the industrial cities.

Finance cost of AED 245.6 million (2023: AED 243.3 million) reflects the effective interest 9%-12% (2023: 9%-12%) on the amounts payable to project companies. The project companies have obtained borrowings from a bank to fund the construction of the above projects.

As per terms of the agreements, the Group shall make payments to the project companies for each contract month, which shall continue to occur during the tenure of the agreements as follows:

	Commencement date	**Maturity date**
Industrial City of Abu Dhabi (ICAD III)	26 October 2007	25 October 2037
Industrial City of Abu Dhabi (ICAD II)	14 February 2008	13 February 2038
Al Ain Industrial City (AAIC)	26 October 2009	25 October 2039
Industrial Effluent Treatment Plant	26 February 2009	25 February 2039

Payables to the project companies are measured under the amortised cost method, where the fair value approximates its present value.

24 Bond payable

The Company issued unsecured USD 1 billion 10-year bonds (the “Notes”) under a Euro Medium Term Note Programme (“EMTN Programme”), which was jointly listed on the London Stock Exchange (LSE) and Abu Dhabi Securities Exchange (ADX). The Notes will mature on 6 May 2031 and carry a coupon of 2.5% per annum. Proceeds of the Notes will be used for general corporate purposes and debt refinancing. The settlement of the offering occurred on 6 May 2021 and the Group received cash of USD 979.2 million (AED 3,579.2 million). The par value of the bond was USD 1,000 million (AED 3,673.5 million) and was issued at a price below par resulting in net proceeds being lower by USD 20.8 million (AED 76.3 million).

The fair value of the bond payable as of 31 December 2024 is USD 860.3 million, which is equivalent to AED 3,159 million (2023: USD 851.8 million and AED 3,128 million).

As of 31 December 2024, unamortised prepaid transaction cost for the bond is AED 13.9 million (2023: AED 16.2 million) and unmortised discount is AED 51.2 million (2023: AED 58.3 million).

25 Bank borrowings

	2024 AED'000	2023 AED'000
Non-current		
Loan facility (i)	**-**	3,672,435
Term loans (ii)	**10,066,941**	6,575,631
Ijara facility (iii)	**-**	917,500
	10,066,941	11,165,566
Current		
Loan facility (i)	**3,680,550**	-
Current portion of term loans	**478,828**	339,909
	4,159,378	339,909
Total bank borrowings	**14,226,319**	11,505,475

(i) Loan facility

In 2021, the Group secured an unsecured senior revolving credit facility with a credit limit of USD 1,000 million (AED 3,673.5 million) from a syndicate of local and international banks. This facility was intended to finance capital expenditure and general corporate purposes. The facility had an initial tenure of three years, with an option to extend for two additional years in one-year increments, which the Group exercised. The Group fully has repaid this loan facility subsequently on 9 January 2025.

(ii) Term loans

The carrying value of borrowings comprises secured and unsecured term and revolving credit facilities from local and international banks. These loans, which carry variable floating interest rates, were primarily obtained through arrangements with various banks and the acquisition of subsidiaries. The purposes of these loans include financing capital expenditure, acquiring investments, settling other financing arrangements, and general corporate purposes. During the year, the Group secured a new facility amounting to AED 10.2 billion, of which AED 9.18 billion was drawn down to fully repay an existing facility of AED 8.3 billion.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

25 Bank borrowings (continued)

(iii) Ijara facility

In June 2023, the Group signed a commercial terms agreement for Ijara facility with a local bank. The facility was a single tranche dirham facility of AED 917.5 million. The Group has fully paid off and closed the facility during the year.

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

	2024 AED'000	2023 AED'000
At 1 January	**11,505,475**	1,476,493
Loans drawdown during the year	**12,914,194**	9,694,221
Acquired during the business combination (note 37)	**222,321**	1,337,526
Loans repaid during the year	**(10,407,509)**	(1,000,144)
Foreign exchange differences	**(8,342)**	(2,621)
Other movement	**180**	-
At 31 December	**14,226,319**	11,505,475

26 Trade and other payables

	2024 AED'000	2023 AED'000
Non-current portion		
Deferred income	**523,110**	462,117
Customer deposits	**182,368**	137,183
Other payable	**72,065**	98,316
Concession liability	**231,935**	237,249
Purchase consideration payable	**7,828**	16,456
	1,017,306	951,321
Current portion		
Accrued expenses and construction related costs	**2,821,448**	2,086,260
Contractors and suppliers payables	**1,392,067**	1,121,103
Deferred income	**680,757**	599,565
Customer advances	**477,252**	296,507
Due to related parties (note 32)	**122,478**	131,055
Retentions payable	**49,907**	51,094
Other payables	**574,795**	205,084
Deferred financial liability	**11,423**	-
Discounts and rebates payable	**191,957**	91,482
Purchase consideration payable	**33,334**	29,452
	6,355,418	4,611,607

The average credit period is 60 days. The Group has financial risk management policies in place to ensure that payables are paid within credit time frame.

27 Revenue

The Group derives its revenue from contracts with customers for the transfer of goods and services over time and at a point in time and also recognises rental income from its properties in the following major segments. This disclosure is consistent with the revenue and rental income information that is disclosed for each reportable segment under IFRS 8 (note 34).

	2024 **AED'000**	2023 AED'000
Maritime & Shipping (a)	**8,117,100**	6,246,142
Economic Cities & Free Zones (b)	**1,923,331**	1,751,081
Ports (c)	**2,211,869**	1,569,829
Logistics (d)	**4,658,290**	1,921,287
Digital (e)	**337,435**	176,841
Corporate	**38,286**	13,350
	17,286,311	11,678,530

a) Maritime & Shipping services represent revenue from feedering, as well as transshipment and offshore support services within and outside UAE. Maritime mainly derives its revenue from port side service fees, feedering, offshore services, vessel chartering, underwater surveys and other general marine services.

b) Economic Cities & Free Zones leasing represents revenue earned from land leasing, warehousing and other built assets within KIZAD and ZonesCorp.

c) Ports operations represent revenue from general cargo, cruise and other operations within the different ports owned by the Group.

d) Logistics operations represent revenue earned from various logistics operations including freight forwarding, trucking and transportation.

e) Digital services represent revenue from digital and technology development and support to external customers as well as foreign labor services.

27 Revenue (continued)

In the following table, revenue from contracts with customers is disaggregated by products and service lines and timing of revenue recognition.

a) Disaggregation of revenue from contracts with customers:

	2024 **AED'000**	2023 AED'000
Services transferred at a point in time		
Maritime & Shipping	**8,123,845**	6,246,142
Logistics	**4,650,674**	1,921,287
Ports	**1,554,494**	990,963
Digital	**337,435**	176,841
Economic Cities & Free Zones	**46,608**	43,479
Corporate	**38,285**	**-**
	14,751,341	9,378,712
Services transferred over-time		
Economic Cities & Free Zones	**289,948**	276,571
Total revenue from contracts with customers	**15,041,289**	9,655,283

b) Disaggregation of revenue from rental income:

	2024 **AED'000**	2023 AED'000
Economic Cities & Free Zones services	**1,580,030**	1,444,381
Ports concessions and leasing	**657,376**	578,866
Other lease income	**7,616**	**-**
	2,245,022	2,023,247

28 Direct costs

	2024 AED'000	2023 AED'000
Freight forwarding costs	**3,161,860**	1,131,330
Vessel operating and charter costs	**2,060,502**	1,184,379
Manpower cost	**1,163,508**	826,962
Depreciation of property, plant and equipment and investment properties (note 5 and 6)	**1,066,535**	790,012
Warehousing and handling costs	**938,138**	601,153
Fuel and bunker cost	**906,496**	503,489
Outsourcing and external manpower	**498,517**	133,024
Port and cargo operations	**488,497**	211,371
Repair & maintenance	**426,697**	299,027
Non-vessel container carrier operating cost	**424,201**	201,558
Amortization of intangible assets	**294,254**	176,854
Utilities cost	**272,544**	299,658
Right of use assets depreciation	**206,746**	112,130
Other direct expenses	**180,648**	115,630
Equipment hire	**134,339**	75,579
Insurance expenses direct	**94,522**	83,246
Application license and maintenance	**74,159**	31,324
Consulting and professional fees	**39,724**	17,104
Materials and consumables	**34,618**	20,513
Concessions cost	**33,724**	-
HSSE costs	**18,507**	-
Foreign labor service charge	**14,307**	15,429
Cost of vessels purchased for sale	**-**	1,927,386
	12,533,043	8,757,158
Less: amortization of government grants (note 21)	**(188,623)**	(183,335)
	12,344,420	8,573,823

29.1 General and administrative expenses

	2024 AED'000	2023 AED'000
Manpower cost	**1,120,389**	745,558
Consulting and professional fees	**235,935**	213,567
Outsourcing and external manpower	**232,407**	147,916
Depreciation of property plant and equipment (note 5)	**133,029**	89,565
IT expenses	**89,556**	39,531
Administration expenses	**84,530**	28,117
Business travel expenses	**58,298**	43,250
Utility expenses	**36,462**	25,686
Repairs and maintenance	**28,101**	9,480
Insurance expenses	**22,113**	16,331
Facility management cost	**18,225**	21,888
Government related expenses	**17,462**	14,275
Provision for obsolete and slow-moving inventories	**5,120**	1,923
Other administrative and general expenses	**26,991**	10,784
	2,108,618	1,407,871

The Group made social contributions amounting to AED 401,898 during the year ended 31 December 2024 (2023: AED 660,767).

29.2 Staff cost

Staff costs of the Group comprised as follows:

	2024 AED'000	2023 AED'000
Salaries, bonuses and other benefits	**2,230,279**	1,528,282
Outsourced manpower and staffing costs	**730,924**	280,940
Employees' end of service benefits (note 22)	**43,902**	36,733
Staff training and development costs	**9,716**	7,505
	3,014,821	1,853,460

The Group has made pension contributions amounting to AED 136.0 million (2023: AED 129.9 million) in respect of UAE national employees to the Abu Dhabi Retirement Pensions and Benefits Fund in accordance with Law No. (2), 2000 of the Emirate of Abu Dhabi.

29.2 Staff cost (continued)

	2024 AED'000	2023 AED'000
Staff costs are allocated to:		
Direct costs	**1,662,025**	959,986
General and administrative expenses	**1,352,796**	893,474
	3,014,821	1,853,460

30 Finance cost

	2024 AED'000	2023 AED'000
Unitary payment to the project companies (note 23)	**245,678**	243,300
Interest on bond payable	**101,147**	100,941
Finance cost of lease liabilities (note 8)	**72,112**	61,351
Interest on bank borrowing	**840,928**	368,159
Other finance costs	**7,466**	6,283
Total interest expense	**1,267,331**	780,034
Less: amounts included in the cost of qualifying assets (note 5)	**(257,798)**	(113,077)
	1,009,533	666,957

Borrowing costs included in the cost of qualifying assets during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 3.62% (2023: 0.66%) to expenditure on such assets.

31 Other income, net

	2024 AED'000	2023 AED'000
Payable written back	**-**	98,314
Dividend income	**257,313**	-
Other income	**62,164**	5,615
Loss on disposal of property, plant and equipment	**(4,565)**	(1,377)
	314,912	102,552

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

32 Related party balances and transactions

In the ordinary course of business, the Group enters into transactions at agreed terms and conditions which are carried out on commercially agreed terms, with other business enterprises or individuals that fall within the definition of a related party contained in International Accounting Standard 24. Related parties comprise shareholders, Directors, key management staff, and business entities in which they have the ability to control or exercise significant influence in financial and operating decisions.

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions and balances with other related parties are disclosed in below note.

Terms and conditions of transactions with related parties

The services to and from related parties are made at normal market prices.

Balances with these related parties generally arise from commercial transactions in the normal course of business on an arm’s length basis. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received.

Balances with related parties reflected in the consolidated statement of financial position at the reporting date comprised:

	2024 AED’000	2023 AED’000
Due from related parties (note 14):		
Joint ventures		
Abu Dhabi Terminals Company LLC	**5,592**	48,050
Parent Company		
Abu Dhabi Developmental Holding ("ADQ")	**-**	103
Entities under common control		
Department of Economic Development LLC	**368,285**	83,407
Abu Dhabi National Oil Company	**305,910**	266,696
Tawazun Council	**77,504**	-
Abu Dhabi Polymers Co. Ltd (Borouge)	**63,617**	27,196
Emirates Steel Industries Co. PJSC	**51,724**	70,457
Department of Municipalities and Transport	**45,681**	2,739
Etihad Rail	**35,593**	-
Rafed Healthcare Supplies LLC	**15,696**	21,502
General Headquarter Armed Forces	**2,451**	3,287
Abu Dhabi Police	**-**	36,168
Department of Finance – Abu Dhabi	**-**	25,399
Other entities controlled by the Government of Abu Dhabi	**80,563**	141,231
	1,047,024	678,082
	1,052,616	726,235

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

32 Related party balances and transactions (continued)

Balances with related parties (continued)

	2024 AED'000	2023 AED'000
Accrued income (note 14)		
Parent Company		
Abu Dhabi Developmental Holding ("ADQ")	**12,628**	2,912
Joint venture		
Abu Dhabi Terminals Company LLC	**18,937**	17,532
Entities under common control		
Department of Economic Development LLC	**85,884**	-
Department of Municipalities and Transport	**71,380**	12,652
Abu Dhabi National Oil Company	**27,613**	61,405
Abu Dhabi Police	**9,379**	9,156
Tawazun Council	**9,167**	-
Rafed Healthcare Supplies LLC	**-**	3,694
Other entities controlled by the Government of Abu Dhabi	**22,135**	296
	225,558	87,203
	257,123	107,647
Unbilled lease receivables (note 14)		
Joint venture		
Abu Dhabi Terminals Company LLC	**326,979**	307,672
Entities under common control		
G42 Pharmaceutical Manufacturing LLC	**31,166**	24,937
Al Gharbia Pipe Company LLC	**27,342**	26,267
Twofour54 FZ LLC	**25,508**	19,899
CMA Terminal Khalifa LLC	**14,822**	-
Silal Food and Technology LLC	**7,763**	-
Abu Dhabi National Oil Company	**6,867**	4,474
LuLu Group International	**6,181**	14,936
Other entities controlled by the Government of Abu Dhabi	**46,758**	28,583
	166,407	119,096
	493,386	426,768
Loan to related parties (note 14)		
CMA Terminals Khalifa LLC	**57,571**	29,275
East Africa Gateway Limited	**121,392**	-
	178,963	29,275

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

32 Related party balances and transactions (continued)

Balances with related parties (continued)

	2024 AED'000	2023 AED'000
Prepayments and advances (note 15)		
Joint venture		
Abu Dhabi Terminals Company LLC	**15,200**	30,400
Entities under common control		
National Health Insurance Company PJSC (Daman)	**1,151**	12,954
	16,351	43,354
Cash and bank balances (note 17)		
Entity under common control		
Banks controlled by the Government of Abu Dhabi	**1,673,628**	2,756,215
Investment in joint ventures (note 9)	**647,713**	642,473
Impairment loss on financial assets and unbilled lease receivable (note 14)	**-**	7,935
Due to related parties (note 26)		
Parent Company		
Abu Dhabi Developmental Holding	**156**	323
Joint venture		
Abu Dhabi Terminals Company LLC	**20,674**	3,667
Entities under common control		
Ministry of Labor MOL Services	**45,128**	45,749
Department of Finance – Abu Dhabi	**23,402**	23,402
Abu Dhabi Retirement Pensions & Benefits Fund	**13,967**	11,949
Abu Dhabi National Oil Company	**230**	1,980
Abu Dhabi National Insurance Company	**-**	17,986
Other entities controlled by the Government of Abu Dhabi	**18,921**	25,999
	101,648	127,065
	122,478	131,055
Other income, net (note 31)		
Entities under common control		
Department of Finance – Abu Dhabi	**-**	98,314

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

32 Related party balances and transactions (continued)

	2024 AED'000	2023 AED'000
Payable to the project companies (note 23)		
Joint venture		
ZonesCorp Infrastructure Fund	**2,397,069**	2,406,949
Deferred government grants (note 21)		
Ultimate controlling undertaking		
Government of Abu Dhabi	**6,496,078**	6,513,589
Parent Company		
Abu Dhabi Developmental Holding	**176,268**	189,983
	6,672,346	6,703,572
Borrowings (note 25)		
Entities under common control		
First Abu Dhabi Bank	**6,104,223**	1,643,377
Abu Dhabi Commercial Bank	**-**	704,042
	6,104,223	2,347,419
Accrued expenses, customers deposits and advances and other payables (note 26)		
Joint venture		
Abu Dhabi Terminals Company LLC	**12,701**	-
Entities under common control		
Abu Dhabi National Oil Company	**28,792**	22,745
Abu Dhabi Distribution Company	**16,723**	-
Other entities controlled by the Government of Abu Dhabi	**11,133**	10,409
	56,648	33,154
	69,349	33,154
Owner's contribution		
Parent Company		
Abu Dhabi Developmental Holding	**6,054,935**	4,559,468

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

32 Related party balances and transactions (continued)

Significant transactions with related parties are as follows:

	2024 AED'000	2023 AED'000
Revenue (Note 27)		
Parent Company		
Abu Dhabi Developmental Holding	**260,511**	1,977,838
Joint venture		
Abu Dhabi Terminals Company LLC	**168,989**	147,886
Entities under common control		
Abu Dhabi National Oil Company	**535,879**	436,089
Emirates Steel Industries Co. PJSC	**181,153**	187,147
Tawazun Council	**119,691**	-
Abu Dhabi Polymers Co. Ltd (Borouge)	**38,533**	49,998
Department of Municipalities and Transport	**32,062**	138,782
Rafed Healthcare Supplies LLC	**21,822**	21,274
CMA Terminal Khalifa	**17,283**	-
Abu Dhabi Police	**1,248**	62,667
Other entities controlled by the Government of Abu Dhabi	**236,289**	172,955
	1,183,960	1,068,912
	1,613,460	3,194,636

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

32 Related party balances and transactions (continued)

Significant transactions with related parties (continued)

	2024	2023
	AED'000	AED'000
Transactions with joint ventures (note 9)		
Share of profit for the year	**85,854**	118,377
Share of other comprehensive income for the year	**8,673**	4,768
Dividend received	**45,011**	45,500
Expected credit loss allowance on trade and other receivables for entities under common control (note 14)		
Write off during the year	**-**	25,196
Owner's contributions received		
Parent Company		
Abu Dhabi Developmental Holding	**1,495,467**	91,813
Government grants related transactions (note 21)		
Grant received during the year	**157,397**	45,251
Amount recognised during the year	**188,623**	183,335
Loan to related parties transactions		
Loan provided during the year	**142,442**	**-**

32 Related party balances and transactions (continued)

Significant transactions with related parties (continued)

	2024 AED'000	2023 AED'000
Project payable related transactions with a joint venture- ZonesCorp Infrastructure Fund (note 23)		
Finance cost during the year	**245,678**	243,300
Payments made during the year	**255,558**	254,797
Bank borrowing related transactions with bank controlled by the Government of Abu Dhabi (note 25)		
Loan drawdown during the year	**4,798,669**	1,298,992
Repayments during the year	**(1,156,430)**	227,043
Finance costs during the year	**197,618**	91,604
Finance income on term deposits		
Finance income during the year	**37,532**	11,595
Advance payment made to a joint venture		
Abu Dhabi Terminals Company LLC	**15,200**	30,400
Key management compensation		
Short term employee benefits	**52,149**	60,064
Long term employee benefits	**6,431**	5,848
	58,580	65,912

Owner's contribution

Owner's contribution comprised of transfers of certain assets by the immediate parent to the Group without any obligation for the Group to deliver cash or other financial assets or deliver its own equity instruments of the Group.

33 Basic and diluted earnings per share

Basic earnings per share are calculated by dividing profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period. As there are no dilutive instruments outstanding, basic and diluted earning per share are identical. The calculation of basic and diluted earnings per share attributable to the owners of the Company is given below.

	2024	2023
Earnings (AED'000)		
Earnings for the purpose of basic and diluted earnings per share (profit for the year attributable to owners of the Group)	**1,330,143**	1,071,972
Weighted average number of share ('000)		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	**4,941,113**	5,087,893
Basic and diluted earnings per share attributable to owners of the Group in AED	**0.27**	0.21

34 Segment information

Information reported to the Group's Chief Executive Officer (the Chief Operating Decision Maker (CODM)) for the purposes of resource allocation and assessment of segment performance is focused on the category of customer for each type of activity. The operating segments are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic operating unit that offers different products and serves different markets.

Operating segments

For management purposes, the Group is currently organised into six major operating segments. These segments are the basis on which the Group reports its primary segmental information. These are:

- **Ports**, which owns or operates ports and terminals. Ports cluster mainly derives its revenue from general cargo operations, container terminal concessions and port infrastructure leases.

- **Economic Cities & Free Zones (EC&FZ)**, which principally operates KEZAD and other industrial cities. Economic Cities & Free Zones mainly derives its revenue from lease of land, warehouses, staff accommodation and other utility services.

- **Logistics**, which provides a range of logistical services, such as transportation, warehouse, freight forwarding, supply chain services and cargo handling services along with other value added services. Logistics mainly derives its revenue from warehouse management, freight forwarding and cargo services.

- **Maritime & Shipping**, which provides a range of marine services, feedering, as well as transshipment and offshore support services. Maritime & Shipping mainly derives its revenue from port side service fees, feedering, offshore services, vessel chartering, underwater surveys and other general marine services.

- **Digital**, which provides digital services to external customers through Maqta Gateway as well as services to the Group's other segments. Digital mainly derives its revenue from digitalisation of transactional services, software development and other support services.

- **Corporate**, responsible for managing investments held by the Group, development of infrastructure assets for other segments, management of administrative activities for the segments and general coordination of the Group's activities.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocations and performance management. Segment performance is measured based on adjusted EBITDA. Adjusted EBITDA is calculated by adjusting net profit for the period from continuing operations by excluding the impact of taxation, net finance costs, depreciation, amortisation, revenue from government grant, amortisation and impairment related to goodwill, intangible assets, property and plant and equipment and investment properties. The Group's management reporting process allocates intra-Group profit on a product sale to the market in which that sale is recorded.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

34 Segment information (continued)

	Ports AED'000	EC&FZ AED'000	Logistics AED'000	Maritime & Shipping AED'000	Digital AED'000	Corporate AED'000	Eliminations AED'000	Total AED'000
31 December 2024								
External revenue	2,251,077	1,951,875	4,562,782	8,027,319	396,741	96,517	-	17,286,311
Inter segment revenue	111,987	21,774	118,352	32,727	170,151	40,782	(495,773)	-
Total revenue (note 27)	**2,363,064**	**1,973,649**	**4,681,134**	**8,060,046**	**566,892**	**137,299**	**(495,773)**	**17,286,311**
Direct costs (note 28)	(1,086,531)	(817,458)	(4,028,256)	(6,244,006)	(207,277)	(131,928)	171,036	(12,344,420)
Gross profit/(loss)	**1,276,533**	**1,156,191**	**652,878**	**1,816,040**	**359,615**	**5,371**	**(324,737)**	**4,941,891**
General and administrative expenses (note 29.1)	(435,878)	(207,534)	(493,197)	(478,476)	(179,084)	(615,633)	323,379	(2,086,423)
Dividend income	-	29	-	-	-	257,285	-	257,314
Gain/(loss) on disposal of assets	695	(7,678)	694	2,428	-	(704)	-	(4,565)
Impairment of Investment in Associates	(23)	-	-	-	-	-	-	(23)
Impairment of Investment in JVs	-	-	-	(9,646)	-	-	-	(9,646)
Impairment of trade receivables	(19,871)	(88,097)	(10,509)	(62,137)	(7,452)	-	-	(188,066)
Other income/expenses	30,796	8,863	3,019	20,115	1,286	-	-	64,079
Selling and marketing expenses	(14,074)	(13,044)	(2,369)	(10,441)	(1,464)	(32,059)	845	(72,606)
Share of result from associates	(19,888)	-	38,788	5,840	-	-	-	24,740
Share of result from JVs	-	80,001	-	5,853	-	-	-	85,854
Unrealized (loss)/gain on FVTPL	(6,665)	(12,030)	-	-	-	-	3,456	(15,239)
Finance costs	(66,073)	(296,773)	(101,189)	(60,272)	(1,092)	(532,802)	48,667	(1,009,534)
Finance income	15,239	4,209	30,785	18,509	410	30,825	(45,678)	54,299
Income tax expense	(104,684)	(50,553)	(30,735)	(155,536)	(24,169)	102,098	(475)	(264,054)
Net profit/(loss) for the year	**656,107**	**573,584**	**88,165**	**1,092,277**	**148,050**	**(785,619)**	**5,457**	**1,778,021**
Adjustment for:								
Finance costs	66,073	296,773	101,189	60,272	1,092	532,802	(48,667)	1,009,534
Finance income	(15,239)	(4,209)	(30,785)	(18,509)	(410)	(30,825)	45,678	(54,299)
Depreciation of property, plant and equipment, investment properties	415,058	283,703	167,291	731,805	27,608	75,979	(878)	1,700,566
Government grants amortisation	(166,969)	(8,251)	-	(3,840)	-	(9,563)	-	(188,623)
Income tax expense	104,684	50,553	30,735	155,536	24,169	(102,098)	475	264,054
Adjusted EBITDA	**1,059,714**	**1,192,153**	**356,595**	**2,017,541**	**200,509**	**(319,324)**	**2,065**	**4,509,253**

34 Segment information (continued)

	Ports AED'000	EC&FZ AED'000	Logistics AED'000	Maritime & Shipping AED'000	Digital AED'000	Corporate AED'000	Eliminations AED'000	Total AED'000
31 December 2023								
External revenue	1,554,924	1,764,431	1,885,685	6,280,292	176,840	16,358	-	11,678,530
Inter segment revenue	37,506	15,906	49,523	9,412	276,978	281	(389,606)	-
Total revenue (note 27)	1,592,430	1,780,337	1,935,208	6,289,704	453,818	16,639	(389,606)	11,678,530
Direct costs (note 28)	(654,066)	(737,492)	(1,705,309)	(5,478,461)	(98,199)	(31,668)	131,372	(8,573,823)
Gross profit/(loss)	938,364	1,042,845	229,899	811,243	355,619	(15,029)	(258,234)	3,104,707
General and administrative expenses (note 29.1)	(333,872)	(156,921)	(195,466)	(273,339)	(119,130)	(507,136)	177,993	(1,407,871)
Impairment losses (including reversals of impairment Losses) on financial assets and unbilled lease receivables (note 14)	(4,749)	(43,203)	(10,523)	(25,560)	1,205	2,736	-	(80,094)
Selling and marketing expenses	(10,722)	(16,667)	(2,271)	(9,077)	(2,840)	(35,131)	28	(76,680)
Share of profit from joint ventures (note 9)	-	82,314	-	36,063	-	-	-	118,377
Share of profit from associate (note 10)	6,851	-	15,772	3,448	-	-	-	26,071
Reversal of impairment/ (impairment and write off)/ on investment properties (note 6)	-	363,501	-	-	-	-	-	363,501
Finance income	5,202	1,780	12,791	9,738	3	11,848	(10,124)	31,238
Finance costs (note 30)	(51,865)	(282,487)	(40,895)	(21,520)	(51)	(282,730)	12,591	(666,957)
Loss on investment at FVTPL (note 12)	-	(1,841)	-	-	-	-	(1,981)	(3,822)
Gain on disposal of associates (note 10)	39,119	-	-	-	-	-	-	39,119
Impairment of investment in associates (note 10)	-	-	(139,452)	-	-	-	-	(139,452)
Other income, net (note 31)	9	103,892	59	(1,410)	-	2	-	102,552
Income tax expense (note 18.1)	(18,618)	2,227	(10,158)	(18,122)	130	(5,930)	-	(50,471)
Net profit/(loss) for the year	569,719	1,095,440	(140,244)	511,464	234,936	(831,370)	(79,727)	1,360,218
Adjustment for:								
Finance costs	51,865	282,487	40,895	21,520	51	282,730	(12,591)	666,957
Finance income	(5,202)	(1,780)	(12,791)	(9,739)	(3)	(11,847)	10,124	(31,238)
Depreciation of property, plant and equipment, investment properties	299,097	238,506	54,061	286,471	14,801	20,575	(456)	913,055
Amortisation of right-of-use assets and intangible assets	58,619	18,660	63,586	116,728	1,611	-	(3,698)	255,506
Government grants amortisation	(166,164)	(5,056)	-	(12,115)	-	-	-	(183,335)
(Impairment and write off)/reversal of impairment on investment properties	-	(363,501)	-	-	-	-	-	(363,501)
Income tax expense	18,618	(2,227)	10,158	18,122	(130)	5,930	-	50,471
Adjusted EBITDA	826,552	1,262,529	15,665	932,451	251,266	(533,982)	(86,348)	2,668,133

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

34 Segment information (continued)

The segment assets and liabilities and capital expenditures are as follows:

	Ports AED'000	EC&FZ AED'000	Logistics AED'000	Maritime AED'000	Digital AED'000	Corporate AED'000	Eliminations AED'000	Total AED'000
31 December 2024								
Total assets	**34,728,530**	**27,578,964**	**9,632,168**	**24,822,501**	**2,899,433**	**62,563,750**	**(98,071,176)**	**64,154,170**
Total liabilities	**31,545,435**	**20,142,891**	**7,941,169**	**20,545,836**	**2,256,495**	**49,789,236**	**(95,801,125)**	**36,419,937**
Capital expenditures*	-	-	-	-	-	**4,234,084**	-	**4,234,084**
31 December 2023								
Total assets	28,985,100	17,758,920	8,240,549	20,145,633	2,171,776	53,337,434	(75,028,423)	55,610,989
Total liabilities	26,517,694	10,867,379	7,226,798	17,053,896	1,693,925	41,355,159	(73,413,075)	31,301,776
Capital expenditures*	-	-	-	-	-	4,696,803	-	4,696,803

*Capital expenditure is incurred by the corporate on behalf of other segments and assets are transferred to the segments upon completion.

34 Segment information (continued)

Capital expenditures

Capital expenditure is incurred by the corporate on behalf of other segments and assets are transferred to the segments upon completion.

Geographical information

The Group is principally operating in six geographical segments:

	2024 AED'000	2023 AED'000
Revenue (Note 27)		
United Arab Emirates	**12,843,591**	9,363,495
Rest of Middle East	**8,616**	3,146
Europe	**3,809,189**	1,378,178
America	**891,058**	368,199
Asia	**849,682**	261,685
Africa	**633,531**	303,827
Total revenue	**17,286,311**	11,678,530
Assets		
United Arab Emirates	**58,064,664**	51,800,308
Rest of Middle East	**126,538**	128,326
Europe	**4,098,221**	2,145,150
America	**277,577**	236,416
Asia	**677,447**	438,605
Africa	**909,723**	862,184
Total assets	**64,154,170**	55,610,989
Liabilities		
United Arab Emirates	**33,422,054**	28,670,848
Rest of Middle East	**38,060**	29,961
Europe	**2,118,142**	1,977,406
America	**226,877**	124,284
Asia	**309,236**	233,345
Africa	**305,566**	265,932
Total liabilities	**36,419,937**	31,301,776

34 Segment information (continued)

Revenues from major products and services

The Groups revenues from its major services are disclosed in note 27.

Information about major customers

Revenue of AED 365 million (2023: AED 1,978 million) was recognised from the Group's single largest customer. No other single customer contributed 10% or more of the Group's revenue in either 2024 or 2023.

35 Contingent liabilities and commitments

Contingent liabilities

	2024 AED'000	2023 AED'000
Bank guarantees	**420,346**	348,549
Financial guarantees	**367,500**	367,500

The Group's policy is to provide financial guarantees for subsidiaries and joint ventures' liabilities. The Group has the following guarantees in effect as at the reporting date.

i) The Group has issued guarantee in 2019 to Abu Dhabi Commercial Bank PJSC in respect of credit facility granted to its joint venture ADT, equal to 50% of the principal amount of the facility then outstanding, such aggregate amount shall not exceed AED 367.5 million, which is the maximum amount the Group is exposed to.

Commitments

	2024 AED'000	2023 AED'000
Commitments for fixed assets	**3,041,284**	1,301,553
Commitments for investments	**3,075,600**	1,252,000

35 Contingent liabilities and commitments (continued)

Operating lease arrangements

The Group as lessor

Operating leases, in which the Group is the lessor, relate to investment property owned by the Group with lease terms of between 1 to 5 years. All operating lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

The unguaranteed residual values do not represent a significant risk for the Group, as they relate to property which is located in a location with a constant increase in value over the last 10 years. The Group did not identify any indications that this situation will change.

36 Financial instruments

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 3 to the consolidated financial statements.

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

36 Financial instruments (continued)

Categories of financial instruments

	Financial assets			Financial liabilities		Hierarchy levels			
	FVTPL AED'000	**FVTOCI AED'000**	**Amortised cost AED'000**	**Amortised cost AED'000**	**Total AED'000**	**1 AED'000**	**2 AED'000**	**3 AED'000**	**Total AED'000**
31 December 2024									
Term deposits	-	-	**50,000**	-	**50,000**	-	-	-	-
Derivative financial assets	**17,820**	-	-	-	**17,820**	-	**17,820**	-	**17,820**
Cash and bank balances	-	-	**2,775,334**	-	**2,775,334**	-	-	-	-
Trade and other receivables	-	-	**10,234,787**	-	**10,234,787**	-	-	-	-
Investment at FVTPL	**36,092**	-	-	-	**36,092**	**36,092**	-	-	**36,092**
Investment at FVOCI	-	**2,099,526**	-	-	**2,099,526**	**2,040,738**	-	**58,788**	**2,099,526**
Bank borrowings	-	-	-	**14,226,319**	**14,226,319**	-	-	-	-
Bond payable	-	-	-	**3,608,368**	**3,608,368**	-	-	-	-
Trade and other payables	-	-	-	**5,760,129**	**5,760,129**	-	-	-	-
Payable to project companies	-	-	-	**2,397,069**	**2,397,069**	-	-	-	-
Lease liabilities	-	-	-	**1,190,485**	**1,190,485**	-	-	-	-
Total	**53,912**	**2,099,526**	**13,060,121**	**27,182,370**		**2,076,830**	**17,820**	**58,788**	**2,153,438**
31 December 2023									
Term deposits	-	-	50,000	-	50,000	-	-	-	-
Derivative financial assets	23,990	-	-	-	23,990	-	23,990	-	23,990
Cash and bank balances	-	-	3,283,090	-	3,283,090	-	-	-	-
Trade and other receivables	-	-	7,153,855	-	7,153,855	-	-	-	-
Investment at FVTPL	71,627	-	-	-	71,627	71,627	-	-	71,627
Investment at FVOCI	-	2,518,539	-	-	2,518,539	2,459,751	-	58,788	2,518,539
Bank borrowings	-	-	-	11,505,475	11,505,475	-	-	-	-
Bond payable	-	-	-	3,599,058	3,599,058	-	-	-	-
Trade and other payables	-	-	-	4,204,734	4,204,734	-	-	-	-
Payable to project companies	-	-	-	2,406,949	2,406,949	-	-	-	-
Lease liabilities	-	-	-	1,076,531	1,076,531	-	-	-	-
Total	95,617	2,518,539	10,486,945	22,792,747		2,531,378	23,990	58,788	2,614,156

36 Financial instruments (continued)

Reconciliation of liabilities arising from financing activities

The below table details changes in the Company's liabilities arising from financing activities, including both cash and non-cash changes

	At 1 January 2024	Financing cash flows	Non-cash changes (other movements)						At 31 December 2024
			Amount recognised as revenue during the year	Interest charge	Acquisitions	Foreign exchange differences	Additions	Other movement	
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Bank borrowings	**11,505,475**	**2,506,685**	**-**	**-**	**222,321**	**(8,342)**	**-**	**180**	**14,226,319**
Bond payable	**3,599,058**	**-**	**-**	**-**	**-**	**-**	**-**	**9,310**	**3,608,368**
Deferred government grants	**6,703,572**	**157,397**	**(188,623)**	**-**	**-**	**-**	**-**	**-**	**6,672,346**
Payable to the project companies	**2,406,949**	**(255,558)**	**-**	**245,678**	**-**	**-**	**-**	**-**	**2,397,069**
Lease liabilities	**1,076,531**	**(223,096)**	**-**	**72,112**	**139,481**	**471**	**119,398**	**7,953**	**1,192,850**
Total liabilities from financing activities	**25,291,585**	**2,220,938**	**(188,623)**	**317,790**	**326,294**	**(7,871)**	**119,398**	**17,441**	**28,096,952**

36 Financial instruments (continued)

Reconciliation of liabilities arising from financing activities (continued)

	At 1 January 2023	Financing cash flows	Non- cash changes (other movements)								At 31 December 2023
			Amortisation of discounts	Amount recognised as revenue during the year	Termination	Interest charge	Acquisitions	Foreign Exchange differences	Additions	Other Movements	
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Bank borrowings	1,476,493	8,694,077	-	-	-	-	1,337,526	(2,621)	-	-	11,505,475
Bond payable	3,589,954	-	9,104	-	-	-	-	-	-	-	3,599,058
Deferred government grants	6,841,612	40,733	-	(183,335)	-	-	-	44	4,518	-	6,703,572
Payable to the project companies	2,418,446	(254,797)	-	-	-	243,300	-	-	-	-	2,406,949
Lease liabilities	915,327	(146,365)	-	-	(209,656)	61,351	304,330	2,191	203,897	(54,544)	1,076,531
Total liabilities from financing activities	15,241,832	8,333,648	9,104	(183,335)	(209,656)	304,651	1,641,856	(386)	208,415	(54,544)	25,291,585

36 Financial instruments (continued)

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to shareholders through the optimisation of the debt and equity balance (excluding cash flow hedge reserve, assets distribution reserve, merger reserve and owner's contribution).

The capital structure of the Group consists of net debt (borrowings disclosed as in notes 8, 23, 24 and 25) after deducting cash and bank balances) and equity of the Group (comprising share capital, share premium, treasury shares, statutory reserve, retained earnings, and owner's contribution) is measured at AED 20,902 million as at 31 December 2024 (2023: AED 18,236 million).

	2024 **AED'000**	2023 AED'000
Total debt	**21,424,606**	18,588,013
Less: cash and bank balances	**(2,775,334)**	(3,283,090)
Net debt	**18,649,272**	15,304,923
Total equity attributable to the owners of the Company (excluding cash flow hedge reserve, assets distribution reserve, investment revaluation reserve, foreign currency revaluation reserve, Employee share incentive reserve and merger reserve)	**20,901,798**	18,236,190
Net debt to adjusted equity ratio	**0.89**	0.84

Market risk management

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

Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

36 Financial instruments (continued)

Foreign currency risk management (continued)

Foreign currency	Assets		Liabilities	
	2024	2023	**2024**	2023
	AED '000	AED '000	**AED '000**	AED '000
United Arab Emirates Dirham	**11,472,516**	11,548,707	**14,294,843**	20,527,934
Euro	**2,118,195**	1,167,455	**1,910,324**	1,902,508
US Dollars	**1,355,181**	138,463	**1,069,448**	84,563
Pakistani Rupee	**148,376**	65,361	**282,520**	162,815
Iraqi Dinar	**82,832**	120,181	**-**	-
Egyptian Pound	**34,522**	36,942	**29,339**	82,028
Jordanian Dinar	**1,891**	5,324	**38,128**	29,937
Georgian Lari	**46**	-	**1,171**	-
Indian Rupee	**-**	55	**-**	-
Vietnamese Dong	**-**	18,613	**-**	2,962
Total	**15,213,559**	13,101,101	**27,182,370**	22,792,747

Foreign currency sensitivity analysis

The Group is mainly exposed to the currencies disclosed in the above table. The following table details the Group's sensitivity to a ten percent increase and decrease in currency units against the relevant foreign currencies. Ten percent is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a ten percent change in foreign currency rates.

A positive number below indicates an increase in profit where currency units strengthen ten percent against the relevant currency. For a ten percent weakening of currency units against the relevant currency, there would be a comparable impact on the profit, and the balances below would be negative.

	Profit or loss		Other equity	
	2024	2023	**2024**	2023
	AED '000	AED '000	**AED '000**	AED '000
Egyptian Pound	**-**	-	**(518)**	4,509
Euro	**-**	40,187	**(20,787)**	33,318
Indian Rupee	**-**	(6)	**-**	-
Iraqi Dinar	**(8,283)**	(12,018)	**-**	-
Jordanian Dinar	**3,624**	2,461	**-**	-
Pakistani Rupee	**-**	-	**13,414**	9,744
Vietnamese Dong	**-**	(1,565)	**-**	-
Georgian Lari	**-**	-	**113**	-
Total	**(4,659)**	29,059	**(7,778)**	47,571

The functional currency of the Group is UAE dirham. UAE dirham is pegged to USD and therefore the Group has no foreign currency risk on these balances. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

36 Financial instruments (continued)

Interest rate risk management

The Company is exposed to interest rate risk as it borrows funds and Bond at both fixed and floating interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

Interest rate sensitivity analysis

At 31 December 2024, if interest rates on borrowings had been 100 basis points higher/lower with all other variables held constant, profit for the year would have been AED 121.3 million (2023: AED 73.5 million) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

Credit risk management

In order to minimise credit risk, the Group has adopted a policy of only dealing with creditworthy counterparties. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific non-related counterparties, and continually assessing the creditworthiness of such non-related counterparties.

Credit approvals and other monitoring procedures are also in place to ensure that follow-up actions are taken to recover overdue debts. Furthermore, the Group reviews the recoverable amount of each trade and other receivables including dues from related parties on an individual basis at the end of the reporting period to ensure that adequate loss allowance is made for irrecoverable amounts. In this regard, management considers that the Group’s credit risk is significantly reduced. Trade receivables consist of a large number of customers. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

Of the trade receivables balance at the end of the year, AED 78 million (2023: AED 75 million) is due from the Group’s largest customer. Apart from this, the Group does not have significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are related entities. Concentration of credit risk did not exceed 20% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty did not exceed 5% of gross monetary assets at any time during the year. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

36 Financial instruments (continued)

Credit risk management (continued)

Overview of the Group's exposure to credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The tables below detail the credit quality of the Group's financial assets and unbilled lease receivable, as well as the Group's maximum exposure to credit risk:

	Notes	External credit ratings	12 month or lifetime ECL	Gross carrying amount AED'000	Loss allowance AED'000	Net carrying amount AED'000
31 December 2024						
Trade and other receivables (including unbilled receivables, accrued income and due from related parties)	14	N/A	Lifetime ECL	**11,082,028**	**(847,241)**	**10,234,787**
Term deposit	17	A+ B2	12-month ECL	**50,000**	**-**	**50,000**
Cash and bank balances	17	A+ B2	12-month ECL	**2,775,334**	**-**	**2,775,334**
31 December 2023						
Trade and other receivables (including unbilled receivables, accrued income and due from related parties)	14	N/A	Lifetime ECL	8,052,194	(898,339)	7,153,855
Term deposit	17	A+ B2	12-month ECL	50,000	-	50,000
Cash and bank balances	17	A+ B2	12-month ECL	3,283,090	-	3,283,090

For trade receivables, due from related parties, accrued income and unbilled lease receivable, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix. Note 12 include further details on the loss allowance for these assets respectively.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

36 Financial instruments (continued)

Liquidity risk management

Liquidity risk is the risk that the Group will be unable to meet its net funding requirements. Liquidity risk can be caused by market disruptions or credit downgrades which may cause certain sources of funding to dry up immediately. To guard against this risk, management has diversified funding sources and assets are managed with liquidity in mind, maintaining a healthy balance of cash, cash equivalents, and readily marketable securities.

The table below summarises the maturities of the Group's undiscounted cash flows on financial liabilities as of 31 December 2024 and 2023 based on contractual payment dates and current market interest rates.

	Weighted Average effective Interest rate	Less than one year AED'000	1 to 5 Years AED'000	After 5 years AED'000	Total AED'000
31 December 2024					
Non-interest-bearing financial liabilities					
Trade and other payables	**-**	**5,265,933**	**494,196**	**-**	**5,760,129**
Interest bearing financial liabilities					
Payable to the project companies	**10.30%**	**293,663**	**1,168,440**	**934,966**	**2,397,069**
Bond payable	**2.70%**	**-**	**-**	**3,608,368**	**3,608,368**
Bank borrowings	**5.58%**	**4,159,378**	**9,949,034**	**117,907**	**14,226,319**
Lease liabilities	**6.06%**	**214,178**	**720,392**	**1,223,301**	**2,157,871**
		4,667,219	**11,837,866**	**5,884,542**	**22,389,627**
31 December 2023					
Non-interest-bearing financial liabilities					
Trade and other payables	-	3,767,680	437,054	-	4,204,734
Interest bearing financial liabilities					
Payable to the project companies	10.30%	296,185	1,392,189	718,575	2,406,949
Bond payable	2.70%	-	-	3,599,058	3,599,058
Bank borrowings	5.53%	339,909	11,010,426	155,140	11,505,475
Lease liabilities	5.09%	198,252	513,557	-	2,099,342
		834,346	12,916,172	4,472,773	19,610,824

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function and all lease obligations are denominated in AED.

36 Financial instruments (continued)

Liquidity risk management (continued)

The Group is using combination of the cash inflows from the financial assets and the available bank facilities to manage the liquidity.

Fair value of financial instruments

The Group's management considers that the carrying amount of financial assets and financial liabilities approximates their fair value.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

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

36 Financial instruments (continued)

Fair value of financial instruments (continued)

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

Following table gives information about how the fair value of financial asset at fair value through other comprehensive income is determined.

	Fair value AED'000 2024	2023	**Fair value hierarchy**	**Valuation technique(s) and key input(s)**	**Significant unobservable input(s)**	**Relationship and sensitivity of unobservable inputs to fair value**
Financial asset at fair value through other comprehensive income (note 11)	**58,788**	58,788	Level 3	Dividend Discount Method has been used for valuing the present of future dividends to assess the value of investment	Long-term revenue growth rates, taking into account management's experience and knowledge of market conditions of the specific industries, ranging from 2% to 22% per cent	The higher the revenue growth rate, the higher the fair value.
					Long-term EBIDA margin, taking into account management's experience and knowledge of market conditions of the specific industries, ranging from 26% to27% per cent	The higher the pre-tax operating margin, the higher the fair value.
					Weighted average cost of capital, determined using 5.6% which is based on the mix of Equity/Debt.	The higher the weighted average cost of capital, the lower the fair value.
Financial asset at fair value through other comprehensive income (note 11)	**2,040,738**	2,459,751	Level 1	Quoted bid prices in an active market.	N/A	N/A
Derivative financial assets (note 13)	**17,820**	23,990	Level 2	Market comparable	N/A	N/A
Financial asset at fair value through profit or loss (note 12)	**36,092**	71,627	Level 1	Quoted bid prices in an active market.	N/A	N/A

During the year, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements. Also, there is no movement in fair value of investments categorised within Level 3 during the year ended 31 December 2024 and 2023.

There were no financial instruments that are measured at amortised cost but for which fair value was disclosed classified as Level 3 either in current year or in prior year.

37 Business combinations

(i) Acquisition made during the year ended 31 December 2024

DT Global Holdings Limited ("Dubai Technologies")

During 2024, the Group (the "Buyer") entered into a sale and purchase agreement with the shareholders of DT Global Holdings Limited to acquire 60% of stake in Dubai Technologies. The acquisition was effective 1 March 2024. The total purchase consideration for 60% ownership in Dubai Technologies amounts to AED 11.8 million.

Dubai Technologies is a global mobility technology company providing Artificial Intelligence and Internet of Things (loT) based sustainable urban mobility and smart city solutions across different sectors in the MENA region.

The amounts recognised in respect of the fair values at the date of acquisition of the identifiable assets acquired and liabilities assumed as set out in the table below are complete and accurate as per the purchase price allocations:

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**2,364**
Right of use asset	**1,502**
Intangible assets	**23,949**
Inventory	
Trade and other receivables	**28,921**
Cash and bank balances	**2,887**
Total assets	**59,623**
Liabilities	
Bank borrowings	**8,289**
Trade and other payables	**11,206**
End of service benefits	**4,553**
Lease liabilities	**1,990**
Total liabilities	**26,038**
Total identifiable net assets at fair value	**33,585**
Add: goodwill	**5,409**
Less: non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities	**(13,434)**
Total purchase consideration	**25,560**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

DT Global Holdings Limited ("Dubai Technologies") (continued)

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	**(25,560)**
Net cash acquired on business combination	**2,887**
Net cash outflows on acquisition (included in cash flows from investing activities)	**(22,673)**
Net cash outflow on acquisition	**(22,673)**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

Delanord Investments Limited ("Delanord")

During 22 November 2023, the Group (the "Buyer") entered into a sale and purchase agreement with the shareholders of Delanord Investments Limited to acquire 51% of stake in Delanord. The acquisition was effective 1 February 2024. The total purchase consideration for 51% ownership of Delanord amounts to AED 1,957 million.

Delanord is the holding company of the GFS Group whose principal activities are the provision of container feeder sea transportation services through the use of both owned and chartered in vessels. The GFS Group also undertakes shipping agency activities, NVOCC (Non-vessel Operating Common Carrier) business and provides haulage services in Africa.

The amounts recognised in respect of the fair values at the date of acquisition of the identifiable assets acquired and liabilities assumed as set out in the table below are complete and accurate as per the purchase price allocations:

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**1,164,251**
Right of use asset	**176,715**
Intangible assets	**679,816**
Inventory	**75,488**
Deferred tax asset	**200**
Trade and other receivables	**603,000**
Investment in joint ventures	**240**
Cash and bank balances	**69,403**
Total assets	**2,769,113**
Liabilities	
Bank borrowings	**176,263**
Trade and other payables	**678,810**
Deferred tax liabilities	**106,502**
End of service benefits	**11,293**
Lease liabilities	**176,715**
Total liabilities	**1,149,583**
Total identifiable net assets at fair value	**1,619,530**
Add: call options for equity shares	**146,796**
Add: goodwill	**984,160**
Less: non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities	**(793,570)**
Total purchase consideration	**1,956,916**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

Delanord Investments Limited ("Delanord") (continued)

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	**(1,956,916)**
Settlement of pre-acquisition loan	**83,939**
Settlement of pre-acquisition advance	**587,600**
Net cash acquired on business combination	**69,403**
Net cash outflows on acquisition (included in cash flows from investing activities)	**(1,215,974)**
Net cash outflow on acquisition	**(1,215,974)**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

Sesé Auto Logistics ("Sesé")

The Group completed the acquisition of 100% ownership of Sesé Auto Logistics, the Finished Vehicles Logistics (FVL) business of Grupo Logístico Sesé to enhance Noatum's standing in the European automotive logistics market. Sesé Auto Logistics specialises in the road transport logistics of light and heavy vehicles, operates in most European countries, with offices in Spain, Germany, Poland, Czech Republic, and Hungary, and a fleet of over 200 trucks covering more than 30 million km annually. The acquisition was effective 1 February 2024.

The amounts recognised in respect of the fair values at the date of acquisition of the identifiable assets acquired and liabilities assumed as set out in the table below are complete and accurate as per the purchase price allocations:

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**8,692**
Intangible assets	**211,344**
Inventory	**761**
Trade and other receivables	**80,307**
Cash and bank balances	**53,604**
Total assets	**354,708**
Liabilities	
Bank borrowings	**3,823**
Deferred tax liabilities	**49,417**
Trade and other payables	**89,479**
Lease liabilities	**6,106**
Total liabilities	**148,825**
Total identifiable net assets at fair value	**205,883**
Add: goodwill	**101,075**
Total purchase consideration	**306,958**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

Sesé Auto Logistics ("Sesé") (continued)

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	(306,958)
Net cash acquired on business combination	53,604
Net cash outflows on acquisition (included in cash flows from investing activities)	(253,354)
Net cash outflow on acquisition	**(253,354)**

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

APM Terminals Castellón ("APM")

The Group, through Noatum Terminals, acquired 100% stake in APM Terminals Castellón in Spain. Together with its existing multipurpose terminal, Noatum Terminals' combined capacity in Castellón has expanded to 250,000 TEUs in the container business and 2 million tons of bulk cargo, in addition to its Ro-Ro capabilities. The acquisition was effective 1 February 2024.

The amounts recognised in respect of the fair values at the date of acquisition of the identifiable assets acquired and liabilities assumed as set out in the table below are complete and accurate as per the purchase price allocations:

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**24,910**
Intangible assets	**10,100**
Inventory	**154**
Trade and other receivables	**2,462**
Cash and bank balances	**1,947**
Total assets	**39,573**
Liabilities	
Bank borrowings	**174**
Trade and other payables	**338**
Deferred tax liabilities	**1,999**
Total liabilities	**2,511**
Total identifiable net assets at fair value	**37,062**
Add: goodwill	**-**
Total purchase consideration	**37,062**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

APM Terminals Castellón ("APM") (continued)

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	**(37,062)**
Net cash acquired on business combination	**1,947**
Net cash outflows on acquisition (included in cash flows from investing activities)	**(35,115)**
Net cash outflow on acquisition	**(35,115)**

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

UECC Terminal Pasajes ("UECC")

The Group, through Noatum Terminals, has increased its ownership stake in UECC Terminal Pasajes in Spain to 51%. Consequently, the Group has gained control over UECC, thus derecognizing it as an associate. This move boosts Noatum Terminals' capacity in the Ro-Ro business to 300,000 vehicles annually. With this acquisition, Noatum Terminals strengthens its position in the Ro-Ro sector and combined with its other terminals handles a total of 1,200,000 vehicles per year. This acquisition enhances capacity and reinforces the Company's commitment to providing top–tier logistics solutions in the Ro–Ro sector. The acquisition was effective 1 June 2024.

The amounts recognised in respect of the fair values at the date of acquisition of the identifiable assets acquired and liabilities assumed as set out in the table below are complete and accurate as per the purchase price allocations:

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**36,161**
Intangible assets	**56,992**
Trade and other receivables	**13,806**
Cash and bank balances	**7,150**
Total assets	**114,109**
Liabilities	
Bank borrowings	**32,557**
Trade and other payables	**7,023**
Deferred tax liabilities	**13,626**
Total liabilities	**53,206**
Total identifiable net assets at fair value	**60,903**
Add: goodwill	**-**
Less: non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities	**(29,842)**
Derecognition of investment in associate (note 10)	**(8,945)**
Gain on step up acquisition	**22,116**

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

UECC Terminal Pasajes ("UECC") (continued)

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	**-**
Net cash acquired on business combination	**7,150**
Net cash inflows on acquisition (included in cash flows from investing activities)	**7,150**
Net cash inflow on acquisition	**7,150**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

TDP Investment Limited

During 2024, the Group (the "Buyer") entered into a sale and purchase agreement with the shareholders of TDP Investments Limited to acquire 80% of stake in TDP Investments Limited. The acquisition was effective 17 July 2024. The total purchase consideration for 80% ownership in TDP Investments Limited amounts to AED 59.2 million.

TDP Investments Limited is main activity is in the construction sector with subsequent warehouse facility operations.

The initial accounting for this transaction (which was assessed as a business acquisition in line with IFRS 3) was incomplete as at 31 December 2024, therefore the Group has recognised identifiable assets acquired and liabilities assumed using provisional amounts and the difference between the identifiable net assets acquired and the consideration is recognised as goodwill.

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**53,338**
Inventory	**2**
Trade and other receivables	**619**
Cash and bank balances	**46**
Total assets	**54,005**
Liabilities	
Trade and other payables	**1,198**
Total identifiable net assets at fair value	**52,807**
Add: goodwill	**29,455**
Less: non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities	**(23,016)**
Total purchase consideration	**59,246**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

TDP Investment Limited (continued)

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	**(59,246)**
Net cash acquired on business combination	**46**
Net cash outflows on acquisition (included in cash flows from investing activities)	**(59,200)**
Net cash outflow on acquisition	**(59,200)**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

Safeena Inernational B.V.

During 2024, the Group (the "Buyer") entered into a sale and purchase agreement to acquire 90% of stake in Safeena International B.V. The acquisition was effective 01 October 2024. The total purchase consideration for 70% ownership in Safeena International B.V to AED 22.9 million.

Safeena International B.V's main activity is to provide maritime agency and cargo services in Egypt and across middle East region.

The initial accounting for this transaction (which was assessed as a business acquisition in line with IFRS 3) was incomplete as at 31 December 2024, therefore the Group has recognised identifiable assets acquired and liabilities assumed using provisional amounts and the difference between the identifiable net assets acquired and the consideration is recognised as goodwill.

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**58**
Right of use asset	**369**
Trade and other receivables	**15,958**
Cash and bank balances	**15,958**
Total assets	**32,343**
Liabilities	
Bank borrowings	**1,215**
Trade and other payables	**22,932**
	24,147
Total identifiable net assets at fair value	**8,196**
Add: goodwill	**17,161**
Less: non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities	**(2,459)**
Total purchase consideration	**22,898**

37 Business combinations (continued)

(i) Acquisition made during the year ended 31 December 2024 (continued)

Safeena Inernational B.V. (continued)

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	**(22,898)**
Net cash acquired on business combination	**15,958**
Net cash inflows on acquisition (included in cash flows from investing activities)	**(6,940)**
Net cash inflow on acquisition	**(6,940)**

(ii) Acquisition made during the year ended 31 December 2023

Noatum Holdings, S.L.U and Subsidiaries ("Noatum")

During November 2022, the Group (the "Buyer") entered into a sale and purchase agreement with the shareholders of Noatum LLC to acquire 100% of Noatum. The acquisition was effective 30 June 2023.

Noatum is a global integrated logistics services provider with presence across 26 countries. AD Ports Group received the final approval from Spanish Authorities, after it attained regulatory clearance from the European Commission earlier in the year. The total purchase consideration for 100% ownership of Noatum amounts to EUR 541 million (AED 2,192 million).

Recognising Noatum's high growth potential and capacity to scale, AD Ports Group intends to create a market-leading international logistics brand, merging its existing logistics business with Noatum to create a significant presence in the region and enhancing services across the company's global footprint.

37 Business combinations (continued)

(ii) Acquisition made during the year ended 31 December 2023 (continued)

Noatum Holdings, S.L.U and Subsidiaries ("Noatum") (continued)

The amounts recognised in respect of the fair values at the date of acquisition of the identifiable assets acquired and liabilities assumed as set out in the table below are complete and accurate as per the purchase price allocations:

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	483,382
Right of use asset	245,251
Intangible assets	1,011,692
Investment in associate	113,796
Inventory	5,640
Deferred tax asset	40,149
Trade and other receivables	796,962
Prepayments and advances	42,265
Financial assets through OCI	1,221
Derivative financial assets	3,102
Tax receivables	179,716
Cash and bank balances	518,105
Total assets	**3,441,281**
Liabilities	
Bank borrowings	341,176
Trade and other payables	1,419,602
Deferred tax liability	179,221
Tax payables	105,917
Derivative financial liabilities	195
Lease liabilities	244,409
Total liabilities	**2,290,520**
Total identifiable net assets at fair value	1,150,761
Add: goodwill	1,146,660
Less: non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities	(105,100)
Total purchase consideration	**2,192,321**

37 Business combinations (continued)

(ii) Acquisition made during the year ended 31 December 2023 (continued)

Noatum Holdings, S.L.U and Subsidiaries ("Noatum") (continued)

The goodwill of AED 1,147 million arising from the acquisition consists of assembled work-force and processes that do not qualify for separate recognition under IAS 38.

The initial accounting for the acquisition of Noatum Holdings, S.L.U and subsidiaries had only been provisionally determined at 31 December 2023 based on management's best estimate, therefore, consolidated financial statements of the Group for the year ended 31 December 2023 were prepared based on provisional amounts for these acquired businesses as the initial accounting for business combinations ("Purchase Price Allocation") was incomplete. During the year ended 31 December 2024, the Group completed the Purchase Price Allocation exercise for these acquired businesses and, accordingly, has adjusted the provisional values recognised for business combinations as of 31 December 2023 as required by IFRS 3, and resulted in the following main adjustments: an increase in purchase consideration by AED 48,911, an increase in goodwill of AED 174,205 thousands (note 7), increase in other intangible assets and customer contracts and relationships by AED 2,566 thousands (note 7), increase in property and equipment of AED 17,463 thousands (note 5.1), decrease in right of use asset AED 44,929 thousand, decrease in trade and other receivables of AED 2,804 thousands, decrease in lease liabilities of AED 45,330 thousands, increase in deferred tax liabilities of AED 64,986 thousands (note 25.2), increase in trade and other payables AED 4,123 thousands, and increase in non-controlling interest amounting to AED 73,811 thousands (note 34).

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	**(2,192,321)**
Net cash acquired on business combination	**518,105**
Net cash outflows on acquisition (included in cash flows from investing activities)	**(1,674,216)**
Net cash outflow on acquisition	**(1,674,216)**

37 Business combinations (continued)

(ii) Acquisition made during the year ended 31 December 2023 (continued)

Al Eskan Al Jamae LLC

During December 2022, the Group (the "Buyer") entered into a sale and purchase agreement with the shareholders of Al Eskan Al Jamae LLC (EAJ) to merge 100% of EAJ with Kizad Communities Development & Services Company (KC), a 100% owned subsidiary of the Group. The merger was effective 01 January 2023 and, as part of the merger, the shareholders of EAJ were issued 47.8% share of KC in the value of AED 2,686 million.

EAJ, a leading staff accommodation owner and operator in Abu Dhabi, is a real estate development and management company that owns and operates ICAD Residential City in Mussafah, Abu Dhabi. The residential city has circa. 58k beds along with support amenities. EAJ also operates fully owned subsidiaries offering support services, including Khadamat, a facilities management company, EJRC, a property management company and Your Laundry.

The transaction qualifies as a business combination under IFRS 3 and support the Group's wider growth targets in expanding business mass group accommodations and management of workers residential cities.

The transaction has been accounted for using the acquisition method of accounting, and accordingly, the identifiable assets acquired and liabilities assumed, have been recognised at their respective provisional fair values.

The consolidated financial statements include the results of EAJ for the year ended 31 December 2023. For the non-controlling interests in the resulting entity, the Group elected to recognise the non-controlling interests at its proportionate share of the combined assets and liabilities.

**Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)**

37 Business combinations (continued)

(ii) Acquisition made during the year ended 31 December 2023 (continued)

Al Eskan Al Jamae LLC (continued)

The amounts recognised in respect of the fair values at the date of acquisition of the identifiable assets acquired and liabilities assumed as set out in the table below as per the purchase price allocations finalized during the year:

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**2,388**
Investment properties	**3,461,948**
Inventories	**2,197**
Financial asset at fair value through profit or loss	**75,457**
Own shares buy back	**12,098**
Derivative financial asset	**38,509**
Term deposit with maturity of more than one year	**50,000**
Trade and other receivables	**32,213**
Prepayment and advances	**4,842**
Cash and bank balances	**48,233**
Total assets	**3,727,885**
Liabilities	
End of service benefit	**2,429**
Bank borrowings	**996,350**
Trade and other payables	**189,787**
Deferred tax liability	**85,936**
Total liabilities	**1,274,502**
Total identifiable net assets at fair value	**2,453,383**
Add: goodwill	**232,489**
Total purchase consideration	**2,685,872**
Satisfied by:	
Cash	**16,305**
Equity shares	**2,669,567**
	2,685,872

37 Business combinations (continued)

(ii) Acquisition made during the year ended 31 December 2023 (continued)

Al Eskan Al Jamae LLC (continued)

The goodwill of AED 232.5 million arising from the acquisition consists of assembled work-force, processes mainly in wholly owned subsidiaries of EAJ that do not qualify for separate recognition under IAS 38.

Acquisition related costs amounting to AED 1.2 million were expensed during the year ended 31 December 2023 and are included in general and administrative expenses.

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	(16,306)
Net cash acquired on business combination	48,233
Net cash inflows on acquisition (included in cash flows from investing activities)	31,927
Net cash inflow on acquisition	**31,927**

TTEK Inc.

During April 2023, the Group (the "Buyer") entered into a sale and purchase agreement with the trustee and other minority interest option holders (the "Sellers") to acquire 100% stake of TTEK Inc. ("TTEK") for a total consideration of USD 17.9 million. The sale terms specified in the agreement were satisfied, rights and cash transferred and obligations attached to the transaction was completed during May 2023.

TTEK is a Barbados based entity, specializing in developing and deploying technology for the optimization of customs and border processing.

The acquisition has been accounted for using the acquisition method of accounting in 2023, and accordingly, the identifiable assets acquired and liabilities assumed, have been recognised at their respective fair values. These consolidated financial statements include the results of TTEK from the acquisition date.

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

37 Business combinations (continued)

(ii) Acquisition made during the year ended 31 December 2023 (continued)

TTEK Inc. (continued)

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	**36**
Intangible assets	**41,156**
Trade and other receivables	**2,755**
Cash and bank balances	**10,916**
Total assets	**54,863**
Liabilities	
Trade and other payables	**2,765**
Total identifiable net assets at fair value	**52,098**
Add: goodwill	**46,390**
Total purchase consideration	**98,488**

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	**(98,488)**
Net cash acquired on business combination	**10,916**
Net cash outflows on acquisition (included in cash flows from investing activities)	**(87,572)**
Net cash outflow on acquisition	**(87,572)**

38 Assets classified as held for sale and distribution

	2024 AED'000	2023 AED'000
At 1 January	**226,895**	-
Transfer from property, plant and equipment (note ii)	**801,000**	226,895
Transferred to receivable from a related party (note i)	**(226,895)**	-
Completion of sale (note (ii))	**(400,686)**	-
At 31 December	**400,314**	226,895

(i) During the year ended 31 December 2023, the Group has reached an agreement for the development and transfer of certain assets to a related party having a carrying amount of AED 226.9 million. During the year ended 31 December 2024, management confirmed that the economic benefits on the use of the platform are not being given to the Group, instead these are being remitted directly to DED. Hence, the Group does not have control on the assets as it is only acting in the capacity of an agent for DED. Consequently, this asset has been reclassified under receivable from a related party.

(ii) The Group agreed to return two ConRo vessels, namely, Al Bateen and Al Samha to ADQ amounting to AED 801 million. Accordingly, these vessels were reclassified from property, plant and equipment to Assets held for distribution. In December 2024, the Group has returned one of the ConRo vessels amounting to AED 400 million.

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

39 Non-controlling interests

Summarised financial information in respect of each of the Group’s subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	OFCO Offshore Support and Logistics services LLC		Delanord Investment Limited		International Associated Cargo Carrier B.V.		Safeen Diving and Subsea Services LLC		Safeen Drydock LLC		Emirates Sdeira Real Estate Investment Group L.L.C		Infrastructure and Development Investments Limited		Other subsidiaries		Total	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023	**2024**	2023
	AED’000	AED’000	**AED’000**	AED’000	**AED’000**	AED’000	**AED’000**	AED’000	**AED’000**	AED’000	**AED’000**	AED’000	**AED’000**	AED’000	**AED’000**	AED’000	**AED’000**	AED’000
Current assets	**334,997**	258,004	**1,143,019**	-	**309,306**	233,072	**986,070**	559,422	**255,304**	-	**3,669,201**	5,100,948	**238,590**	79,492	**1,257,787**	343,345	**8,194,274**	6,574,283
Non-current assets	**65,767**	70,043	**1,848,024**	-	**343,527**	416,623	**749,486**	255,326	**87,775**	-	**6,776,050**	5,210,019	**255,821**	259,027	**671,898**	356,838	**10,798,348**	6,567,876
Current liabilities	**(217,927)**	(180,659)	**(689,412)**	-	**(185,437)**	(125,321)	**(1,144,374)**	(329,408)	**(273,348)**	-	**(3,577,584)**	(3,363,742)	**(249,812)**	(32,486)	**(692,504)**	(331,216)	**(7,030,398)**	(4,362,833)
Non-current liabilities	**(4,216)**	(3,757)	**(309,042)**	-	**(51,694)**	(86,128)	**(9,313)**	(8,450)	-	-	**(726,395)**	(867,448)	**(35,747)**	(29,936)	**(215,929)**	(166,395)	**(1,352,336)**	(1,162,116)
Net assets	**178,621**	143,631	**1,992,589**	-	**415,702**	438,246	**581,869**	476,890	**69,731**	-	**6,141,272**	6,079,777	**208,852**	276,097	**1,021,252**	202,572	**10,609,888**	7,617,210
Equity attributable to owners of the Company	**90,131**	73,252	**1,011,515**	-	**296,570**	306,772	**296,753**	243,214	**35,570**	-	**3,220,393**	3,188,297	**125,311**	165,658	**731,451**	155,726	**5,807,694**	4,132,918
Non-controlling interests	**88,490**	70,379	**981,074**	-	**119,132**	131,474	**285,116**	233,676	**34,161**	-	**2,920,879**	2,891,480	**83,541**	110,439	**289,801**	46,844	**4,802,194**	3,484,292

Notes to the consolidated financial statements for the year ended 31 December 2024 (continued)

39 Non-controlling interests (continued)

	OFCO Offshore Support and Logistics services LLC		**Delarnod Investment Limited**		**International Associated Cargo Carrier B.V.**		**Safeen Diving and Subsea Services LLC**		**Safeen Drydock LLC**		**Emirates Sdeira Real Estate Investment Group L.L.C**		**Infrastructure and Development Investments Limited**		**Other subsidiaries**		**Total**	
	2024 AED'000	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000	**2024 AED'000**	2023 AED'000
Revenue	**476,861**	405,512	**2,683,305**	-	**927,986**	285,197	**1,095,445**	483,139	**233,395**	-	**518,712**	816,225	**143,955**	93,427	**5,550,111**	697,491	**11,629,770**	2,780,991
Expenses	**(438,017)**	(376,410)	**(2,124,906)**	-	**(708,417)**	(296,492)	**(990,304)**	(434,552)	**(208,489)**	-	**(408,319)**	(337,549)	**(112,296)**	(62,690)	**(4,793,242)**	(669,343)	**(9,783,990)**	(2,177,036)
Profit for the year	**38,844**	29,102	**558,399**	-	**219,569**	(11,295)	**105,141**	48,587	**24,906**	-	**110,393**	478,676	**31,659**	30,737	**756,869**	28,148	**1,845,780**	603,955
Profit attributable to owners of the Company	**19,810**	14,842	**351,071**	-	**153,708**	(7,907)	**53,621**	24,779	**22,704**	-	**57,614**	249,821	**18,995**	18,442	**720,379**	15,732	**1,397,902**	315,709
Profit attributable to the non-controlling interests	**19,034**	14,260	**207,328**	-	**65,861**	(3,388)	**51,520**	23,808	**2,202**	-	**52,779**	228,855	**12,664**	12,295	**36,490**	12,418	**447,878**	288,248
	38,844	29,102	**558,399**	-	**219,569**	(11,295)	**105,141**	48,587	**24,906**	-	**110,393**	478,676	**31,659**	30,737	**756,869**	28,150	**1,845,780**	603,957
Total comprehensive income attributable to owners of the Company	**19,810**	14,842	**330,653**	-	**153,708**	(21,246)	**53,621**	24,779	**22,704**	-	**57,614**	242,244	**18,995**	18,972	**720,379**	15,730	**1,377,484**	295,321
Total comprehensive income attributable to the non-controlling interests	**19,034**	14,260	**207,328**	-	**64,106**	(9,105)	**51,520**	23,808	**2,202**	-	**49,829**	221,914	**12,664**	12,648	**36,489**	12,418	**443,172**	275,943
	38,844	29,102	**537,981**	-	**217,814**	(30,351)	**105,141**	48,587	**24,906**	-	**107,443**	464,158	**31,659**	31,620	**756,868**	28,148	**1,820,656**	571,264

Notes to the consolidated financial statements
for the year ended 31 December 2024 (continued)

39 Non-controlling interests (continued)

	2024 AED'000	2023 AED'000
At 1 January	**3,484,292**	387,403
Share of profit	**447,878**	288,246
Share from other comprehensive income	**(4,706)**	(12,305)
Payment of dividends	**(120,688)**	(17,688)
Non-controlling interests arising on the acquisitions (note 37)	**936,132**	19,460
Additional contribution made by NCI	**34,163**	2,821,257
Other movements	**25,123**	(2,081)
At 31 December	**4,802,194**	3,484,292

40 Events after the reporting period

- Subsequent to the reporting date, NMDC Group PJSC has declared a dividend of AED 0.83 per share to its shareholders. The Group is entitled to an amount of AED 68.4 million.

- In January 2025, the Group has fully repaid the syndication revolving credit facility loan amounting to USD 1 billion to First Abu Dhabi Bank. Moreover, Abu Dhabi Ports Company PJSC has contracted a senior revolving credit facilities ("Facility Agreement") arranged by Financial Institutions as defined in the Facility Agreement with First Abu Dhabi Bank PJSC , Abu Dhabi Commercial Bank PJSC and Emirates NBD Capital Limited as Bookrunners and with First Abu Dhabi Bank PJSC as Coordinator and Facility Agents of AED 4.5 billion and USD 0.9 billion, having interest rate of an aggregation of Base Margin, Utilisation Margin and Term Reference Rate and Repayment terms as defined in the Facility Agreement.

- In February 2025, AD Ports Group has established an agreement with Erkport, a Turkish based maritime company to acquire 60% stake in the investee.

41 Approval of consolidated financial statements

These consolidated financial statements were approved by the Board of Directors and authorised for issue on 11 March 2025.