AD PORTS GROUP

# Scaling up Synergies

AD Ports Group
Integrated Annual Report & Accounts 2024

Includes Sustainability Report and Corporate Governance Report

## Introduction

# AD Ports Group is a leading global enabler of trade, transport, industry, and logistics.

The Group operates an integrated ecosystem of Ports, Economic Cities & Free Zones, Maritime & Shipping, Logistics, and Digital clusters across more than 50 countries on five continents, which enables global trade and generates value-enhancing expansion and symbiotic, synergistic growth.


→ See our Governance Report
https://www.adportsgroup.com/en/investors/corporate-governance/documents

→ See our Sustainability Report
https://www.adportsgroup.com/en/sustainability

### Our vision

To drive global trade through an integrated global portfolio of leading world-class ports, industrial zones, maritime assets, and logistics supply chains.

### Our mission

To position Abu Dhabi at the forefront of global trade, by establishing and managing new world-class global logistic value chains, driving operational excellence by leveraging digital technologies, meeting stakeholders' dynamic needs, forging relationships, and maximising synergies and shareholder value.

### Our values

**Ready to respond**

**Eager to collaborate**

**Safe, secure & sustainable**

**Innovative for excellence**

**Fair & committed**

→ Discover more online at www.adportsgroup.com/en/about-us


Watch our video

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# At a Glance

AD Ports Group is a major trade gateway to Abu Dhabi, one of the world's fastest growing economies. The Group's ecosystem generated close to 23% of the Emirate's and approximately 12% of the UAE's non-oil GDP in 2022, according to Oxford Economics. Listed on the Abu Dhabi Securities Exchange (ADX) since 2022, AD Ports Group is 75.42% owned by ADQ, an Abu Dhabi sovereign investment holding company. The Group's elite end-to-end solutions add value to businesses across the entire global supply chain.

## Ports

34
**terminals**
(**28** operational)

7.8 Mn TEUs
**container terminal capacity** in the UAE growing to **12 Mn** Twenty Foot Equivalent Units (TEUs) by 2028

30-35 yrs
**container terminal concession agreements**, with fixed and variable fees

56.1 mt
handled of **general & bulk cargo** volumes

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## Economic Cities & Free Zones

55%
of the **UAE's industrial area**

550 km$^2$
**of total land area** in Abu Dhabi

99 km
**gas network**

40+
**staff accommodation** complexes with **138,900** beds under management

2,150+
**investors** from seven key industries

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## Maritime & Shipping

75
**ports** connected across **28 countries** through the container shipping network

247
**vessel fleet**

46
container feeder vessel fleet with **129,000** TEUs capacity deployed on **24 services**

25
dry & liquid bulk, Ro-Ro, and multipurpose vessels

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## Logistics

260,000 m$^2$
**total warehouse capacity** across South and North America, North Europe, West Med, Asia, and Middle East

37,000+ tonnes
of **air freight volumes**

393,000 TEUs
of **ocean freight** volumes

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## Digital

145 Mn+
**digital transactions** conducted through the Advanced Trade and Logistics platform (ATLP) since inception

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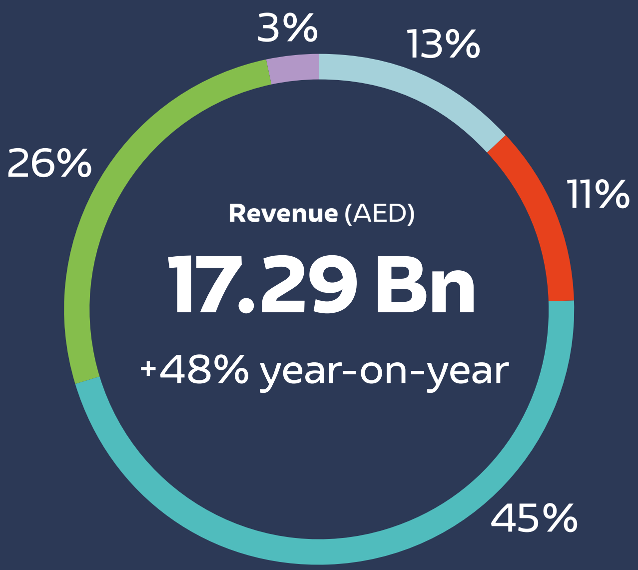
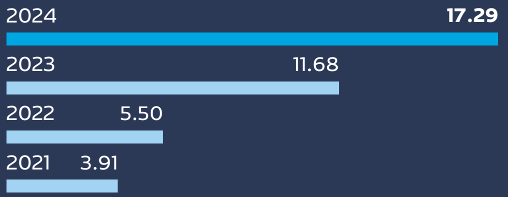
# Financial Highlights

### **Revenue composition by Cluster** (%)

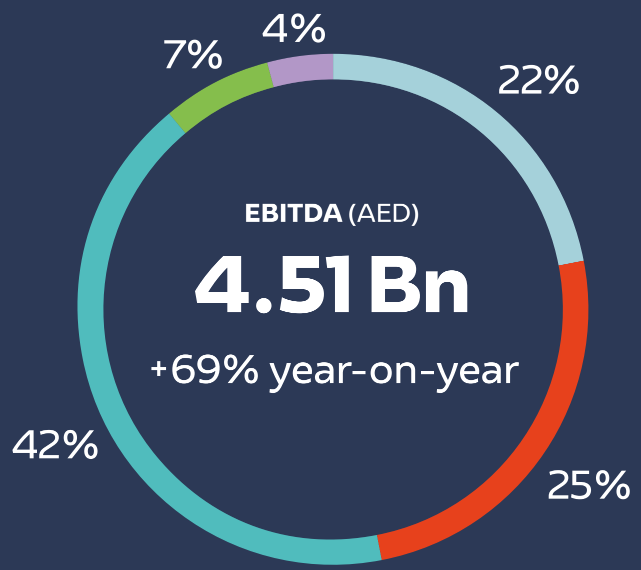



### **Revenue** (AED Bn)

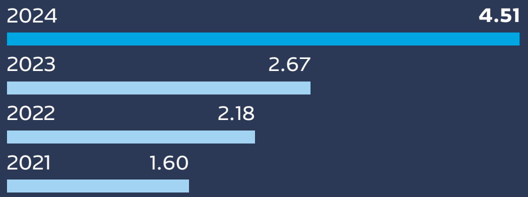



Revenue and EBITDA compositions exclude Corporate segment and Group eliminations

### **EBITDA composition by Cluster** (%)




### **EBITDA** (AED Bn)




**Revenue** (AED)
17.29 Bn
**+48% year-on-year**

**EBITDA** (AED)
4.51 Bn
**+69% year-on-year**

**Net Profit** (AED)
1.78 Bn
**+31% year-on-year**

**Total Assets** (AED)
64.15 Bn
**+15% year-on-year**

**Net Debt/EBITDA**
3.3x

- Ports
- Economic Cities and Free Zones (EC&FZ)
- Maritime & Shipping
- Logistics
- Digital

# AD Ports Group: Achievements & Rankings

Operates **the world's third-largest pure independent feeder shipping service** by vessel capacity.[1]

One of the **most investor-friendly, sustainably minded transport companies** in the EMEA region.[5]

KEZAD **network of integrated economic cities** and **free zones** is **the largest in the Middle East**.[2]

Ranked in the **top 15%** of all global transport operators in **financial strength and performance**.[6]

Ranked among the **world's 20 largest container port operators**.[3]

Recognised as a **global leader** for its exceptional **employee workplace environment**.[7]

One of the **world's 25 largest container shipping companies**, with a **5% market share** by volume.[4]

**Khalifa Port container throughput market share** in the Arabian Gulf region increased from 13% in 2019 to **21% in 2024**

1 According to Alphaliner 2024 ranking of pure feeder operators by vessel capacity.
2 Based on UAE government, global industry figures.
3 Drewry International 2024/2025 Ranking of Top 20 Global Container Port Operators.
4 According to Alphaliner 2024 ranking of container shipping companies, and global market share data.
5 Extel 2024 EMEA Executive Survey: Winner in the Transportation Sector in the Emerging EMEA Large Cap category and top spot in 5 categories: Best IR Team, Best IR Professional, Best IR Program, Best ESG Program, and Best Investor/Analyst Day.
6 MSI 2000 Certification Audit, MSI International, International Group for Sustainable Finance (IGSF).
7 "We Invest in People" Platinum Accreditation, Investors In People (IIP).

# Key facts

Exclusive developer and regulator of ports and related infrastructure in Abu Dhabi

Strategic trade gateway to the UAE, the Arabian Gulf, and the Red Sea

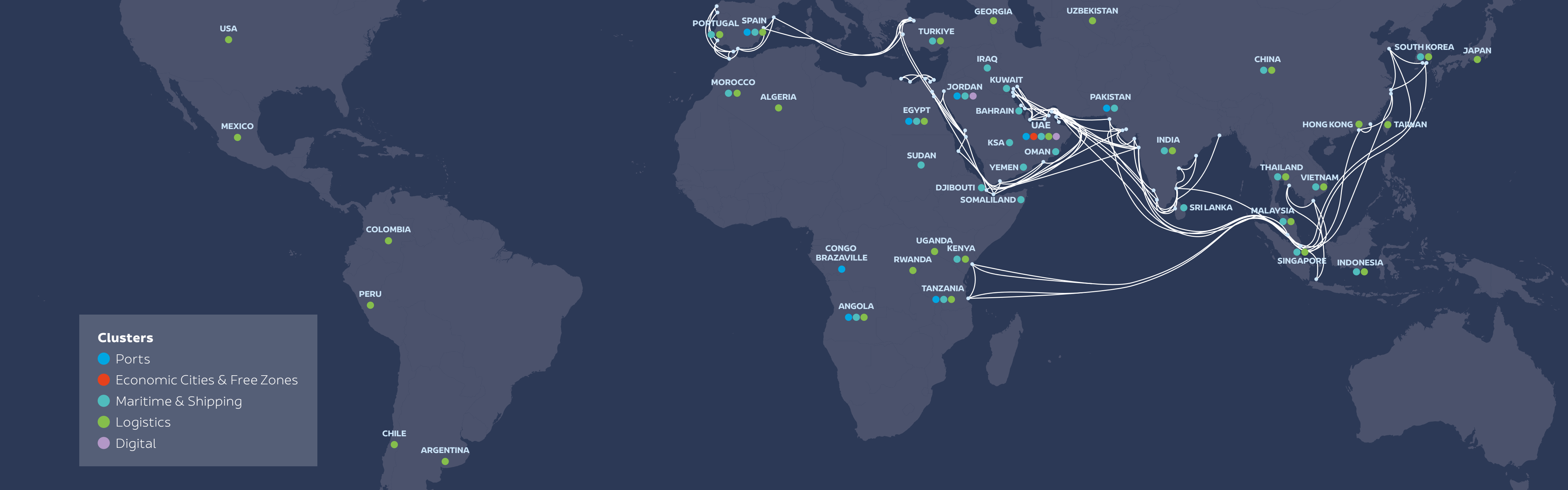
One of the world's fastest-growing vertically integrated ports and logistics group

A global end-to-end logistics provider with a vertically integrated offering for global automakers

Khalifa Port is part of an elite group of global ports to host three of the world's largest container shipping companies

# Our Global Presence

Active in over 50 countries around the world, located primarily in the Middle East, Africa, the Indian Subcontinent, Southeast Asia, Central Asia, and Europe.



# 2024 Highlights

### Investment in core business infrastructure

In the UAE, the Group added 3.0 km$^2$ net new land leases to its KEZAD economic cities ecosystem while it continued to invest in the development of built-up assets (warehouses, BTS assets, commercial and retail space at Rahayel Auto and Mobility City, AgTech Park, Abu Dhabi Food Hub, and Abu Dhabi Global Auto Hub) and expanded its flagship Khalifa Port container terminal capacity by 23% with the inauguration of CMA Terminals Khalifa Port. Overseas, the Group secured concessions to develop or upgrade terminals in Pakistan, Egypt, and Angola. It also acquired APM Terminals Castellón in Spain, widening its existing terminal operations in Castellon, and a minority stake in the company running the container terminal at Dar es Salaam Port in Tanzania. And finally, it invested organically and inorganically in logistics and maritime capabilities in Georgia and Egypt.

### Targeted global infrastructure expansion

The Group secured long-term concessions to build and operate multipurpose terminals, logistics businesses and intermodal facilities in Egypt, Pakistan, Angola, Republic of Congo-Brazzaville, Tanzania, and Georgia, selectively extending its global reach along some of the world's fastest-growing trade routes.

### Increased business synergies in Egypt

The Group acquired Safina B.V., a provider of maritime agency and cargo logistics services, and finalised concessions to develop and operate three passenger cruise terminals in Safaga, Hurghada, and Sharm El Sheikh.

### Resilient response to market turbulence

Real-time adaptation to the market-moving consequences of geopolitical disruptions in the Red Sea allowed the Group to capture shifting trade volumes in turbulent markets. The creation of 90,000 m$^2$ of Ro-Ro parking space at Autoterminal Khalifa Port (ATK) led to a 48% year-on-year increase in vehicles handled.


### Successful integration of recently acquired companies

The successful integration of major recent acquisitions, Europe-based Noatum Group, which was completed in 2023, and Dubai-based Global Feeder Shipping (GFS), which was completed in 2024, allowed the Group to harness newly consolidated resources and drive record revenue and profit growth.

### Achievements in sustainability leadership

The Group reduced the carbon intensity of its container handling operations through greater efficiencies and use of photovoltaic electricity, while winning an award and a Guinness World Record™ for launching the region's first autonomous surveying vessel and the world's strongest e-tugboat.

### Growing international recognition

The Group entered the top 20 (position 19) ranking of the world's largest container ports, while accelerating its role as a major driver of economic diversification in the UAE, and collected a series of prestigious global awards for financial strength, investor relations, and ESG policies.

# Year in Review 2024

The Group benefited in 2024 from rising global freight rates, its agile response to Red Sea disruptions, strategic acquisitions in Egypt, sub-Saharan Africa and Central Asia, a major expansion of Khalifa Port, and strong growth across KEZAD's economic cities, while being recognised for innovation, financial management, and investor relations.

## January

### Ports

The EUR 10 million (AED 38.2 million) acquisition of APM Terminals Castellón, a terminal operator in southern Spain, helped consolidate the Group's position in the western Mediterranean, following the 2023 purchase of European logistics, ports and maritime company Noatum.

### EC&FZ

The commencement of building more than 250,000 m$^2$ of warehouses, boosting Khalifa Economic Zones Abu Dhabi's (KEZAD) total warehousing capacity by 43%, positioned the Group to capture rising demand for new facilities.

### Logistics

The purchase of Spain-based Sesé Auto Logistics, a finished vehicles logistics (FVL) services provider with a fleet of over 200 trucks, bolstered the Group's end-to-end solution in Europe. In line with the rebranding strategy following the Noatum purchase, MICCO Logistics was rebranded as Noatum Logistics Middle East.

### Digital

An agreement to jointly develop a digital Port Community System (PCS) with Aqaba Development Corporation (ADC) will enhance the Group's ports infrastructure in Jordan, following the 2023 opening of Aqaba Cruise Terminal, and represents the first export of the Group's technology platform outside the UAE.

## February

### Ports

The award of a 25-year concession to develop a seven-berth bulk and general cargo terminal at Karachi Port's East Wharf with Kaheel Terminals expanded the Group's growing presence in Pakistan, following 2023's award of a separate concession to manage, operate and develop a four-berth container terminal in East Wharf.

### EC&FZ

Lease agreements paved the way for Titan Lithium's AED 5 billion lithium processing facility for e-vehicle batteries; Gulf Polymers Industries Ltd.'s 135,000 m$^2$ facility making the Middle East's first biodegradable polymers; and Al Ghurair Group's 30,000 m$^2$ Automotive Precision Technology facility for aluminium auto components.

### Digital

Maqta Gateway's acquisition of a 60% stake in Dubai Technologies supplemented the Group's award-winning Single Window customs solution with a range of intelligent ports operations management tools such as Minato®.

# Year in Review 2024 continued

## March

### Maritime & Shipping

The inauguration of Saadiyat Marina & Ferry Terminal and Rabdan Marina, which were both architecturally designed to protect marine life, expanded the Group's offering to Abu Dhabi's maritime community and its cooperation with the Abu Dhabi Department of Municipalities and Transport (DMT).

### EC&FZ

A land lease enabled UAE-based Green Metal Industries to proceed with plans to build an AED 367 million, 116,000 m² special steel recycling and production facility in KEZAD Al Ma'mourah (KEZAD A), which will be a catalyst for sustainable innovation in the construction industry in the Gulf Cooperation Council (GCC) region. Al Masaood Automobiles, distributor of Nissan, Infiniti and Renault vehicles in Abu Dhabi and western UAE, signed a lease to operate a 12,000 m² spare parts logistics centre in KEZAD Logistics Park Phase 5.

## April

### Ports

A 20-year extendable concession to invest up to USD 339 million (AED 1.2 billion) to build, manage and operate a multipurpose terminal at the Port of Luanda in Angola, and to establish an associated integrated logistics business serving the regional market with local partners Multiparques and Unicargas, expanded the Group's presence in sub-Saharan Africa. A strategic agreement reached with ADNOC Distribution to distribute marine and automotive lubricants at the Group's 34 port terminals worldwide enhanced the Group's marine services offering.

## May

### EC&FZ

The decision by Ducab Metals Group to sign a 50-year lease doubling its manufacturing footprint to 101,015 m² was the latest sign of KEZAD's success in building a regional metals industry hub. UAE-based Golden Spike & Wheat's signing of a 50-year land lease agreement for a 26,000 m² bakery and sweets manufacturing facility in KEZAD Musaffah (ICAD III) advanced KEZAD's Abu Dhabi Food Hub and the UAE's food security agenda.

### Maritime & Shipping

The opening of the first Noatum Maritime offices in Türkiye, in Istanbul and Izmir, strengthened the Group's maritime agency services offering in the Mediterranean, and supported the Central Asian business of Noatum Logistics's East Europe, Türkiye & Commonwealth of Independent States (CIS) hub office.

## June

### Ports

The preliminary initialling of 30-year concessions with the Suez Canal Economic Zone (SCZone) to develop, manage and operate a Ro-Ro terminal and a passenger cruise terminal at Ain Sokhna Port, and the signing of a concession agreement with the Red Sea Ports Authority to invest USD 4.7 million (AED 17.3 million) over 15 years to manage and operate cruise terminals in Hurghada, Safaga and Sharm El Sheikh, increased the Group's investment in Egypt, where it has recently committed about USD 324 million (AED 1.2 billion) for marine infrastructure and maritime assets.

# Year in Review 2024 continued

### EC&FZ

A 50-year lease signed by NMDC Energy, a subsidiary of National Marine Dredging Company (NMDC), for a new AED 367 million, 224,000 m² modular parts manufacturing facility in KEZAD is expected to create 3,000 jobs and advance the Group's efforts to develop the UAE's energy, logistics, and marine engineering services infrastructure. A lease agreement with UAE-based Astha Biotech for an AED 44 million, 38,000 m² new facility in KEZAD Al Ain to make microalgae that will consume up to 1,000 metric tonnes of $CO_2$ that is produced each year in the health, food, cosmetics and aquaculture sectors, supported the growth of sustainable industry in the UAE.

## July

### EC&FZ

The commissioning of an AED 300 million, 30 km addition to KEZAD A's natural gas network will provide more KEZAD tenants with a source of cleaner-burning fuel and support the Group's goal of reducing emissions from operations. The project supplements 82 km of natural gas network in KEZAD A and ICAD III.

## August

### Ports

The ranking of AD Ports Group for the first time in the top 20 (19th place) of the world's largest container operators by industry expert Drewry International reflects the Group's growing international weight and prominence following three years of rapid expansion.

### Logistics

Completion of the Group's purchase of a 60% stake in Tbilisi Dry Port in Georgia provided a strategic multimodal logistics hub at a key point along the "Middle Corridor" route linking manufacturing hubs in West Asia to Eastern Europe, and expanded the Group's Central Asian footprint beyond Kazakhstan, Uzbekistan, and Türkiye.

### Maritime & Shipping

The purchase of a majority stake in Safina B.V., a leading provider of maritime agency and cargo services in Egypt and across the Middle East, bolstered the Group's growing Egyptian maritime operations, which were organised under the Noatum Maritime brand. The Group gained the ability to offer liner and tramp agency services to the metals, minerals and fertiliser sectors at 15 Egyptian ports, and transit service through the Suez Canal.


## September

### Groupwide

The successful refinancing of USD 2.25 billion (AED 8.3 billion) in corporate debt reduced the Group's borrowing costs and better positioned it to exploit the easing cycle in global interest rates. A new Sustainability Report underlined the Group's commitment to environmental protection, disclosing comprehensive Scope 3 carbon emissions data that documented the Group's success at reducing the carbon footprint of its port handling operations with data showing declining greenhouse gas emissions and electricity consumption intensity levels.

### Logistics

The launch of Noatum Logistics' first rail service from Khalifa Port to Fujairah Terminals through Etihad Rail ushered in a new era of multimodal possibilities for the Group and Abu Dhabi's flagship port, which is expected to shorten delivery times, revolutionise the domestic logistics industry, and speed economic growth across the UAE.

# Year in Review 2024 continued

### Ports

Ro-Ro volumes at ATK, a joint venture with Autoterminal Barcelona, almost doubled in 2024 to 1.43 million units, as the Ports Cluster built 90,000 m² of extra ship parking capacity – the equivalent of more than 12 soccer fields – in two weeks to capture overflow business from the geopolitically turbulent Red Sea region. The award of AED 420 million in contracts to Zhenhua Heavy Industries Co. of Shanghai for six ship to shore (STS) and 17 hybrid rubber tyred gantry (RTG) cranes secured modern infrastructure for the Group's new terminals in Angola and Republic of Congo.


## October

### Groupwide

In a major endorsement of its investor relations (IR) efforts, AD Ports Group won first place in the transportation sector in the prestigious 2024 Emerging EMEA Large Cap Executive survey conducted by Institutional Investor/Extel. The Group was named "Most Honoured Company", reflecting excellence in investor relations and corporate governance. The survey awarded the Group top honours for Best IR Professional, Best IR Program, Best IR Team, Best ESG Program, Best Investor/Analyst Day. The Group also received a Bronze Award for Best CFO.

### Groupwide

An analysis by Oxford Economics confirmed the major role the AD Ports Group ecosystem plays in promoting the economic diversification of Abu Dhabi and the UAE. The report found that the Group's operations and those of its tenants in 12 economic cities and free zones generated approximately 22% of Abu Dhabi's and 12% of the UAE's non-oil based GDP growth in 2022, the latest period for which data was available.

### EC&FZ

The 50-year, AED 1 billion commitment by Azizi Developments to build 12 factories in KEZAD A, one of the largest land leases signed during 2024, will establish a UAE modular construction components industry that meets local housing demand for coming decades. A land lease enabling UK-based Emtelle to build a USD 50 million (AED 183.5 million), 48,000 m² fiber optic and microduct production facility, which will position the UAE at the centre of the global fiber optic cable industry, demonstrated the growing popularity of KEZAD's build-to-suit approach.

### Maritime & Shipping

The Group became the first transport and maritime company in the Middle East to launch an autonomous underwater surveying vessel, called the SAFEEN Green, which is being operated by the Group's SAFEEN subsea joint venture with NMDC. The remote controlled vessel saves time and $CO_2$ emissions and eliminates human risk, and is the first in a new generation of autonomous maritime vessels that will be deployed by the Group.

## November

### Maritime & Shipping

The Group set a Guinness Book of World Records™ in November when SAFEEN Group and joint venture partner Damen Shipyards Group of the Netherlands successfully operated the world's most powerful electric tugboat. The Bu Tinah demonstrated average high peak pull of 78.2 tonnes at Khalifa Port. In its shared role with DMT as regulator of Abu Dhabi's waterways, the Group hosted the 2nd Annual Abu Dhabi Maritime Awards (Marinas Edition), which drew a record 120 competitors. A record 21 awards were handed out for exceptional achievement in sustainability, health and safety, innovation, customer experience, employer excellence, and outstanding and most popular marinas.

# Year in Review 2024 continued

## EC&FZ

Recognising its growth as a business line within KEZAD, KEZAD Communities was rebranded Sdeira Group, overseeing an integrated residential complex solutions of almost 140,000 beds. To boost domestic production of fish and food, KEZAD announced plans to develop a special zone for aquaculture and food industries. A 50-year land lease with Delmon Group of Companies of Saudi Arabia will enable construction of an AED 50 million, 59,000 m$^2$ manufacturing facility in ICAD III serving oil and gas companies. A 50-year lease agreement with Pipetec Solutions Manufacturing made possible the establishment of an AED 100 million state-of-the-art steel pipe bending facility in KEZAD A.

## Groupwide

A framework agreement with the Egyptian government moved the Group a step closer to building, operating and transferring a new economic zone in East Port Said near the Mediterranean mouth of the Suez Canal. The project would be the Group's first economic zone outside the UAE.

# December

## Ports

The inauguration of CMA Terminals Khalifa Port, an AED 3.1 billion container terminal jointly managed with French global shipping company CMA CGM Group, increased the capacity of Abu Dhabi's flagship port by 23%, and positioned the Emirate to remain at the forefront of global trade. The new terminal addition made Khalifa Port one of an elite group of global ports to host three of the world's leading container shipping companies.

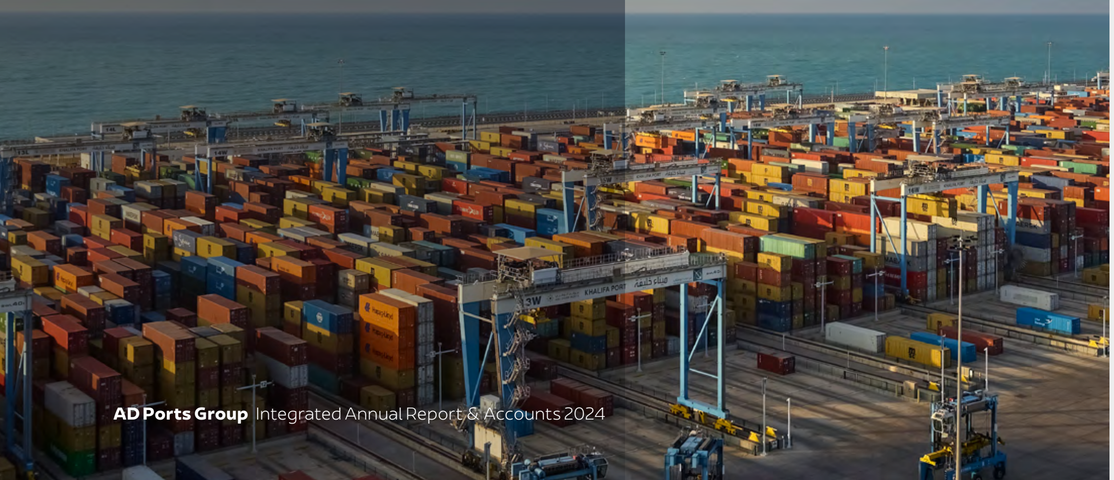
## Digital

The rebranding of Maqta Gateway to Maqta Technologies Group reflected the evolution of the Digital Cluster from a support unit to the other business clusters into a profitable standalone business unit also serving its own external clusters, which was accelerated by its integration of Dubai Technologies.

# Chairman's Statement

"In a year marked by geopolitical instabilities and evolving global trade routes, AD Ports Group achieved record results, adeptly navigating challenges, and seizing opportunities to advance a value-enhancing international expansion strategy.

**His Excellency Mohamed Hassan Alsuwaidi**
Chairman, AD Ports Group



**AD Ports Group, the integrated trade, transport, and logistics group, became a truly global player in 2024, achieving a new level of geographic reach, international recognition, and financial strength.**

In a year marked by geopolitical instabilities and evolving global trade routes, AD Ports Group achieved record results, adeptly navigating challenges and seizing opportunities to advance a value-enhancing international expansion strategy that keeps Abu Dhabi and the UAE at the forefront of world trade.

Not only did the Group produce record revenue and EBITDA during 2024, it also elevated Abu Dhabi's international standing as one of the world's leading trade hubs, completing an AED 3.1 billion (USD 845 million) expansion to the Group's flagship Khalifa Port, which officially entered the ranks of the world's top 20 container ports.

Having strong partners like globally leading shipping lines CMA CGM, COSCO and MSC to navigate the world of global trade, where the path from producer to consumer is complex and ever-changing, is critical to secure trade flows. AD Ports Group also has the right infrastructure, a growing global network of 34 efficient ports and terminals, 247 vessels including the world's third-largest pure feeder shipping fleet, and the Middle East's largest system of integrated economic zones.

This unique, complementary ecosystem of interrelated businesses in 2024 leveraged AD Ports Group's synergistic potential as never before, optimising gains from a selective internationalisation strategy to accelerate the Group's transformation from a regional into a truly global integrated trade, transport and logistics group.

Major drivers of success in 2024 were the integration of the Group's two biggest acquisitions – global logistics firm Noatum and container feeder shipping company GFS, which produced synergies and three powerful new global brands – Noatum Ports, Noatum Maritime and Noatum Logistics.

The Group will continue its efforts to look for solutions to reduce its greenhouse gas emissions and electricity consumption, after making progress through the introduction of photovoltaic generation and enhanced efficiencies in some of its operations.

# Chairman's Statement continued

Deploying innovative technology such as the world's most powerful electric tugboat, the Bu Tinah, which won a Guinness Book of World Records™ Award in 2024, and the SAFEEN Green, one of the world's first autonomous underwater surveying and monitoring vessels, AD Ports Group continued to test solutions to accelerate the transition to green industry.

Long-term concessions signed in 2024 to build and operate multipurpose terminals, to launch logistics businesses, and to setup intermodal facilities in Pakistan, Egypt, Angola, and Georgia, laid the foundation for future revenue and earnings growth along some of the world's fastest-growing trade corridors.

As the Group grew in magnitude, it added critical mass in markets such as in Pakistan, where we added a second cargo concession, in bulk and general cargo, to complement our container concession at Port of Karachi's East Wharf, and in Egypt, where the acquisition of maritime agency services provider Safina B.V. and Ro-Ro and cruise terminal concessions at four Red Sea ports expanded our service and asset portfolio.

The Group again secured long-term revenue and earnings, adding a net 3.0 $km^2$ of new 25- to 50-year land leases for industrial and manufacturing developments at KEZAD, the heart of our EC&FZ Cluster.

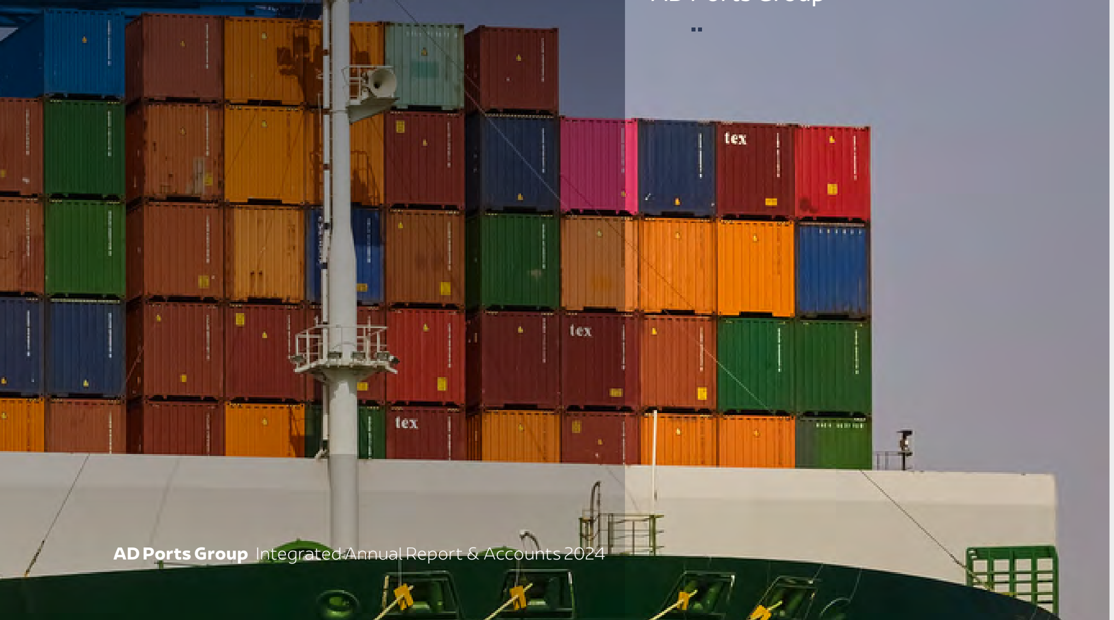
I want to express my gratitude to our wise leadership, my fellow Board members, our employees and our partners, who have unequivocally supported the growth of AD Ports Group from its founding in 2006 through to its current global expansion, which continues to return benefits to stakeholders and the residents of the UAE.

**His Excellency**
**Mohamed Hassan Alsuwaidi**
Chairman, AD Ports Group

# Group CEO's Statement

> In 2024, AD Ports Group delivered on its primary mission to enable trade. The Group deployed an agile and effective business strategy that translated geopolitical uncertainty in regions such as the Red Sea into record revenue and profit.

**Captain Mohamed Juma Al Shamisi**
Managing Director and Group CEO, AD Ports Group



**We leveraged the integration of our two largest acquisitions to date – Noatum and GFS – to attain a new level of efficiency, international significance, and organisational focus.**

Our Group not only grew more global, but also more cohesive and profitable, as we invested in core infrastructure in Abu Dhabi and continued our selective internationalisation through organic growth and acquisitions, expanding our footprint to more than 50 countries on five continents.

The inauguration in December of CMA Terminals Khalifa Port, an AED 3.1 billion (USD 845 million) collaboration with French shipping line CMA CGM Group, was a highlight, expanding the capacity of our flagship port by 23%, and positioning Abu Dhabi for a new era of global trade.

The sustainably designed terminal was the largest capital expenditure ever undertaken by the Group since its public listing in 2022. But like many financial records set and broken during our recent global expansion, it will one day be overtaken by larger projects, as our Group continues to grow.

## Despite 2024's achievements, AD Ports Group is just beginning its mission to enable trade.

Our Group is building trade routes, providing market access to landlocked and other economically challenged countries. It is the reason why, in 2024, we invested in new ports, logistics, and terminals in countries such as Angola, Pakistan, and Georgia, where we selectively extended our global reach along some of the world's fastest-growing trade corridors.

By connecting countries better to the world trade grid, AD Ports Group is enabling trade – benefiting not only stakeholders, but also the UAE's international trade partners, who share in the economic growth and job benefits that our holistic business ecosystem brings.

With our expanding five-cluster business structure of Ports, Economic Cities & Free Zones, Maritime & Shipping, Logistics, and Digital services, we are building a critical mass of elite, interrelated product solutions for customers in any operating environment.

# Group CEO's Statement continued

At AD Ports Group, we strongly believe that the world's most efficient transport and trade ecosystem will have little value unless it first and foremost serves the current and future needs of its customers. Hence the additions we are making to our holistic business ecosystem, including the expansions undertaken in 2024, in port concessions, maritime shipping, digital solutions, and economic city infrastructure, all share a common goal – to improve the quality of customer service as well as meet and exceed our stakeholders' expectations.

The global shipping and logistics industry is at an inflection point, where customer expectations for efficiency, transparency, and sustainability are shaping the future of supply chains. As an emerging industry leader, AD Ports Group recognises the imperative to integrate a broad range of advanced solutions into our global network capabilities, to provide unparalleled service to customers.

That is what our 2024 results show: AD Ports Group is ready to deploy the rights assets at the right time to enable trade.

## We have the scale, the means, and the strong global partners, to enable trade anywhere in the world.

As we grow, we will continue to operate more efficiently, reducing our carbon footprint. We are already on our way, having reduced the greenhouse gas emissions intensity and the electricity intensity of our container handling operations at Khalifa Port by 3% and 7%, respectively, in our latest reporting period.

Sustainability is high on our agenda, locally and internationally. We are focusing on sustainability, from planning to Group operations, and investing heavily in innovative technologies such as the Bu Tinah, the world's most powerful electric tugboat, which was a first in our region, and won a Guinness Book of World Records™ Award in 2024.

The SAFEEN Green, an autonomous unmanned marine surveying and monitoring vessel launched by our SAFEEN Subsea joint venture with NMDC, was also a regional first, and a testament to AD Ports Group's commitment to environmental stewardship.

Looking ahead to 2025, our Group will continue to expand, selectively and profitably, and remain agile, ready for any eventuality in its corporate evolution.

We are building critical mass across the region, in markets such as Egypt, where in 2024 we initialled agreements to build and operate a Ro-Ro terminal in Ain Sokhna, and secured concessions to manage and operate cruise terminals in Hurghada, Safaga, Ain Sokhna, and Sharm El Sheikh. Wherever we can, and wherever it makes sense, we will attempt to export and replicate the full capabilities of our ecosystem to serve our customers, which multiplies our revenue and earnings potential, and our end-to-end possibilities.

## We are building on a strong base as we enter 2025.

Group revenue in 2024 rose 48% to AED 17.29 billion, while EBITDA surged 69% to AED 4.51 billion, both records.

Revenue rose strongly across all of our business clusters, led by Logistics, where revenue more than doubled to AED 4.68 billion, generating 26% of the Group's top line.

# **Group CEO's Statement** continued

Our biggest revenue contributor in 2024 was again Maritime & Shipping, where revenue rose 28% to AED 8.06 billion, representing nearly half, 45%, of Group revenue. Our Ports Cluster was the Group's third-biggest revenue contributor, with AED 2.36 billion, up 48% from 2023.

Our Economic Cities & Free Zones Cluster recorded another year of solid growth, adding 3.0 km of new net land leases, and AED 1.97 billion in revenue, up 11% from 2023. The largest integrated economic cities and free zones system in the Middle East will continue to anchor our global business, and expand the industrial base of Abu Dhabi and the UAE.

Our Digital Cluster boosted revenue 25% during 2024 to AED 567 million, as it integrated newly acquired solutions maker Dubai Technologies, and Maqta Gateway contracted to devise a digital PCS for the Port of Aqaba in Jordan, the first export of the Group's in-house technology.

Capping the Digital Cluster's transformative year and growing role as an external solutions and services provider, Maqta Gateway was rebranded Maqta Technologies Group.

In closing, I want to sincerely thank our Board for its unwavering support; our employees for their hard work and commitment; our shareholders and customers for the trust they place in our Group, and stakeholders in the UAE and around the world, for supporting our mission to enable trade.

**Captain Mohamed Juma Al Shamisi**
Managing Director and Group CEO,
AD Ports Group

# Vertically integrated business ecosystem

Our Ecosystem of five clusters: Ports, Economic Cities & Free Zones, Maritime & Shipping, Logistics, and Digital, provides stability and a platform for predictable long-term growth.

## Robust strategy for growth

The Group's growth strategy is driven by a de-risked approach, given its commercially-backed, infrastructure-focused capital allocation strategy with highly predictable revenues associated to it, its strong alignment with government initiatives aimed at boosting and diversifying the UAE economy, and the overall supportive macro and top-down story.

The Group's growth strategy with complementary drivers – the operational ramp-up of existing assets, continued growth investments, and M&A activity domestically and internationally – is well supported by improving cash flow generation and a quality asset base, and will ensure resilient expansion through economic and industry cycles.

With clear outcomes and objectives, the Group's growth strategy sets out to consolidate its position in Abu Dhabi and the UAE, deliver focused regional expansion, and expand globally to become a leading trade enabler.

The Group has transformed itself in a short period of time from a regional and Abu Dhabi-focused player into a company with 147 offices and a geographic footprint and reach in more than 50 countries around the world. The Group is now working on scaling up its world-class capabilities further to create a truly end-to-end globalised logistics provider and trade enabler.

Major acquisitions such as Noatum in logistics and GFS in container feeder shipping have been massive milestones in the Group's recent growth.

The Group is applying a focused inorganic expansion strategy that is built around well-defined criteria to proactively pursue opportunistic complementary, synergetic, and value-added investments. Inorganic investments will primarily concern logistics, maritime, and port assets, to enhance customer relationships, influence trade routes, improve connectivity, expand the logistics footprint, and build its larger Abu Dhabi-based assets. That said, most investments are currently made in Abu Dhabi, which continues to anchor the Group's global business and drive its expansion abroad. AD Ports Group's growth strategy is intricately linked to leveraging Abu Dhabi's world-class assets as a global trading hub. The select international opportunities have to offer appropriate scale, and strong and stable management, while being financially attractive.

**147**

offices and a geographic reach of **50+ countries** worldwide

# Investment Case continued

## World-class assets

Investors are attracted to our world-class assets, infrastructure, and investments, such as our state-of-the art container, Ro-Ro, general and bulk cargo, and cruise facilities. Our UAE land bank of more than 550 km² for industrial development is a significant strength. We plan to turn KEZAD into one of the world's largest economic and industrial free trade zones.

Our mix of landlord and operating business models and our diversified revenue streams are key value propositions for investors.

## Focus on infrastructure investments

Our Capital Expenditure commitment remains anchored in Abu Dhabi Emirate and in the UAE, where during 2024 we inaugurated an AED 3.1 billion (USD 845 million) expansion of our flagship Khalifa Port container terminal, called CMA Terminals Khalifa Port, which is the largest single investment since our 2022 public listing. We also continued to add international ports and terminal concessions, and maritime and logistics assets, that strengthened our integrated business ecosystem, which enables trade.

## Shareholder support

Our anchor shareholder, Abu Dhabi Developmental Holding Company (ADQ), with a 75.42% stake, is deeply aligned with our growth plans, including international expansion. We are on a long-term investment journey and have the full support of our shareholders. Since our direct listing, we have raised our foreign investor base to 9% through 2024. AD Ports Group is committed to maximising shareholder value as it leverages its unique business ecosystem to bring about one of the world's leading integrated ports and logistics trade hubs, driven to set the standard for excellence at the forefront of a changing industry.

# **Investment Case** continued

## Experienced management

Our investors can rely on our highly experienced management team, who consistently identify and capitalise on opportunities to drive our ambitious growth strategy forward. This decisive approach has enabled the Group to execute value-accretive, transformative acquisitions such as Noatum, and to leverage the financial and operational consolidation of majority-owned companies such as GFS. A key aspect of our inorganic growth strategy is to ensure acquired companies possess exceptional managerial expertise, which contributes to the overall quality and success of our expanding operations.

## Solid financial base

Our well-balanced capital structure and solid financial position are reflected in our top investment-grade credit ratings from Moody's and Fitch Ratings, aided by our diversified portfolio and partnership model. Our February 2022 direct listing raised AED 4 billion.

In September 2024, the Group refinanced its USD 2.25 billion syndicated loan (AED 8.3 billion) at more favourable terms, gaining flexibility to optimally time a return to debt capital markets in line with our strategy to utilise bonds as the predominant, long-term funding vehicle. In December 2024, the Group refinanced and upsized its Revolving Credit Facility (RCF) from USD 1 billion to USD 2.25 billion (AED 3.7 billion to AED 7.8 billion) for greater financial flexibility, lower funding costs, and better planning options.


## Improved cash flow generation

In 2024, we grew our cash flow from operations almost three-fold to AED 3.94 billion as a result of our strong organic performance boosted by the earnings-accretive acquisitions we completed in 2023 and 2024, Noatum and GFS in particular, and our increasing focus on cash conversion.

We reached Free Cash Flow to the Firm (FCFF) positive on a quarterly basis two quarters in a row in 2024, and we target to be Free Cash Flow to Equity (FCFE) positive on a sustainable basis from 2026 onwards.

2024 Features

# Scaling Up Synergies

With its ecosystem of trade-enabling businesses, AD Ports Group in 2024 achieved record results, as collaboration by its five business clusters amplified the Group's returns from rising global trade.

### In this section



**Not only did the Group's global footprint grow bigger and more diverse, but it also became more profitable as the five core business clusters – Ports, Economic Cities & Free Zones, Maritime & Shipping, Logistics and Digital – leveraged the synergies of their expanding complementary portfolio.**

With multimodal global connectivity across sea, road, and, for the first time at Khalifa Port, rail, the Group's multi-cluster business ecosystem delivered on its mission to enable increasing levels of trade in the Middle East as well as across its growing global footprint of more than 50 countries.

Keys to growth in 2024 were the full integration of Noatum, a European logistics, maritime and ports operator, and the financial and operational consolidation of GFS, a Dubai-based feeder container shipping line, which transformed the Group's reach and connectivity, generating savings and creating new cross-market routes, products, and end-to-end solutions, which drove record results.

The Noatum and GFS acquisitions are among 14 companies acquired for approximately AED 6.1 billion by AD Ports Group since 2022, which, as they became fully consolidated, raised the performance of the Group and powered its profitable, selective intelligent internationalisation.

Newly acquired entities contributed AED 5.5 billion or 32% of revenue to the Group's results in 2024, a record amount for a single year, and a sign of the accelerating holistic growth sustaining the Group's expansion.

**5** continents

**34** Group terminals

**7,307** Group employees

# 2024 Features – Scaling Up Synergies

The positive effects of the Noatum and GFS consolidations directly drove rising EBITDA and record revenue in the Ports, Maritime & Shipping, and Logistics Clusters, which were restructured around the new Noatum Ports, Noatum Maritime and Noatum Logistics core global brands.

The restructured clusters in turn catalysed revenue and EBITDA growth in the EC&FZ and Digital clusters, whose rising inventory of industrial tenants and sales of digitally efficient software solutions, respectively, contributed to record Group revenue and EBITDA in 2024.

The Group's enhanced logistics, ports, and maritime activities were supported by EC&FZ, which signed 3.0 km$^2$ of new net land leases in 2024 with major tenants such as Titan Lithium, a processor of lithium for EV-autos, and Azizi Developments, a manufacturer of modular building elements, providing long-term customers for the wider Group.


**26%**

Group EBITDA margin

**6.8%**

Group return on average capital employed (RoACE)

The Digital Cluster increasingly targeted outside clients, as it integrated products from Dubai Technologies, which was acquired in 2024, and TTEK Inc., acquired in 2023, into the Group's software solutions suite. Recognising the Cluster's evolution into a standalone profit centre, the Group rebranded the Cluster's Maqta Gateway digital arm to Maqta Technologies Group.

Four compelling examples of synergy illustrated the symbiotic nature of AD Ports Group's success in 2024 – the expansion of the Group's Egypt business ecosystem; the increase in revenue from the addition of a new bulk and general terminal concession in Karachi, Pakistan, supplementing the Group's container terminal concession; the acceleration of a robust global logistics business in 38 countries under the Noatum Logistics brand; and the Group's resilient response to Red Sea geopolitical disruption, which drove record levels of revenue in the Maritime & Shipping Cluster, including a 48% year-on-year growth of Ro-Ro units handled at Khalifa Port.

# **2024 Features – Scaling Up Synergies** continued

## Egypt

The Group's business achieved a new magnitude in Egypt in 2024 with the acquisition of another local maritime company, Safina B.V., and concessions to operate cruise terminals in Hurghada, Safaga and Sharm El Sheikh.

These additions expanded the Group's presence in the Red Sea, which already included Aqaba Cruise Terminal in Jordan. Since entering Egypt in 2022 with the acquisition of IACC, owner of the Transmar regional shipping line, and TCI, a stevedoring company at the port of Adabiya, AD Ports Group has committed investments of approximately AED 1.3 billion, including a 30-year concession to develop a greenfield multipurpose port in Safaga, which is being built by leading Egyptian engineering firm Hassan Allam Construction.

The multipurpose terminal will transform the efficiency of ports infrastructure in Upper Egypt. The Group's expanded Egyptian footprint drove growth in its regional feeder and container shipping businesses.

## Pakistan

The Group's management with Kaheel Terminals of a five-berth container terminal on the East Wharf of the Port of Karachi created new maritime and logistics connectivity with Khalifa Port in Abu Dhabi.

This in turn attracted new customers to the UAE-Pakistan corridor such as Borouge, which operates one of the world's largest integrated polyolefin complexes in Al Ruwais Industrial City.

The Group's presence in Pakistan grew when it obtained a 25-year concession, with Kaheel Terminals, to operate seven bulk and general cargo berths on Karachi's East Wharf through the newly created Karachi Gateway Terminal Multipurpose Limited (KGTML) joint venture.

A series of Memoranda of Understanding (MoUs) signed in 2024 with the Pakistan government have the potential to significantly expand the Group's leadership role in developing Pakistan's logistics, maritime, air transport, and rail sectors.

# 2024 Features – Scaling Up Synergies continued

## Noatum Logistics

**The integration during 2024 of the logistics activities of Noatum, the Group's largest-ever acquisition, transformed the Group, creating a global platform with a broad range of new integrated logistics services, which attracted new global customers to the Group's growing international route network.**


The January 2024 acquisition of Spain-based Sesé Auto Logistics, a finished vehicles logistics (FVL) services provider with a fleet of more than 200 trucks, enhanced the Group's integrated end-to-end vertical logistics and transport offering to global automakers from China to Europe.

The integration of Noatum brought strong brand recognition and solid positioning with carriers, and improved negotiation power to the Group's growing global freight network. It has expanded the Group's offering of contract logistics capabilities in the UAE, and in specialised project cargo services, including a dedicated chartering desk and engineering planning expertise. With Noatum, the Group has become a strategic logistics partner across industries and geographies, and its expanded capabilities have enabled more seamless, end-to-end solutions for clients worldwide.

The Group's air freight offering was strengthened across regions by the addition of Noatum's assets, which generated a nearly 20% increase in managed volumes during 2024. The rollout of a unified customer relations management (CRM) system improved integrated commercial management across regions and positioned the Logistics Cluster for growth and future integrations. The creation of global pricing and tender management teams unified pricing processes, and a global Quality Management System (QMS) for air and ocean freight helped generate higher volumes.

New policies for air, ocean, contract logistics, and pricing, enhanced the Group's control systems, reduced risks, and fostered collaboration across teams – leading to greater opportunities and improved performance. Trade lane strategies were strengthened, and dedicated teams incorporating the new Middle East region, and a series of new regional team leaders, boosted collaboration between offices and countries, leveraging bilateral opportunities across the global network.

## Red Sea pivot

**The Group's swift and effective response to rising Red Sea geopolitical turbulence in 2024 showcased the synergistic potential of the Group's five-cluster business structure of interrelated trade, transport, and logistics businesses.**

As some shipping lines began to avoid the Red Sea, the Group decisively captured a portion of the diverted trade at Khalifa Port in Abu Dhabi. Within two weeks, the Group built 90,000 m$^2$ of new vehicle parking space at ATK to accommodate Ro-Ro vessels wanting to offload cargoes. The Ports Cluster's agile manoeuvre to expand ATK's yard capacity led to a 48% year-on-year increase in Ro-Ro vehicles handled in 2024.

# Geopolitical rate impacts

- Shipping rates rise as Red Sea turbulence reshapes supply-demand dynamics
- A positive year for the container, bulk, and Ro-Ro segments

**A positive year for container, bulk, Ro-Ro, tanker, and offshore segments and looking ahead to another year of strong growth.**

The roughly 3% growth in global seaborne trade volumes during 2024, according to Clarkson's Research, coupled with Red Sea geopolitical disruptions that elevated container shipping rates, and diverted Ro-Ro volumes to ATK, helped drive the Group's record revenue and earnings. While global cargo demand may soften slightly in 2025, a new series of UAE bilateral trade deals and a government strategy to double cumulative Foreign Direct Investment (FDI) by 2031 are seen as sustaining demand.

**The UAE economy, boosted by higher oil production and rising exports, continued to outperform the global economy.**

The UAE economy grew 3.8% during the first nine months of 2024 compared to the same period in 2023, according to the UAE Ministry of Economy, with the pace seen accelerating to 4% to 5% in 2025, amid increasing oil and non-oil based GDP growth, and expected interest rate easing by the Central Bank of the UAE.

**Red Sea turbulence benefits shipping rates.**

2024 was a strong year across most cargo segments, as China remained a key driver of the world economy. General cargo volumes were up about 40% year-on-year, supported by the Group's Karachi Bulk Terminal, which commenced operations in early 2024.

General cargo volumes were up worldwide

**40%**

year-on-year

# **Market Overview** continued

UAE volumes were resilient due to strong lay-by and high-yield steel cargo. The Group's ports container volumes rose 29% year-on-year to a record 6.3 million TEUs, as feedering container volumes surged five-fold to 2.4 million TEUs, driven by the GFS acquisition. Container volumes reached their highest since the onset of COVID-19.

Global deliveries of new container ships hit a record high of 471 in 2024, according to Shanghai analytics firm Linerlytica, adding 2.94 million TEUs in worldwide capacity, a new annual record, equivalent to 10.1% net growth in global supply. Supply growth is expected to be more muted in the next two years, at 5.5% and 3.7% respectively for 2025 and 2026.

The Group's container and Ro-Ro businesses were supported by the Red Sea situation, whereas the European auto industry and trade tension led to declining volumes in Spain.

## Seaborne trade volumes on the rise

Global seaborne trade volumes were expected to rise 2.2%, according to Clarkson's Research, to reach 12.6 billion tonnes in 2024, with growth seen softening to 2% in 2025. Geopolitical disruptions to global trade flows, such as in the Red Sea, may persist into 2025, which could influence cargo rates, with a full return to normalcy not seen until later in the year. Tonnage transits through the Red Sea were running at about 70% below normal in 2024, according to Clarkson's Research, although the Group was able to capture higher rates by deploying about 30% of its owned-asset container shipping fleet in the region. Offshore oil and gas markets remained strong, as did vehicle Ro-Ro transports through Khalifa Port, generating strong double-digit percentage growth.

## Fleet market overview

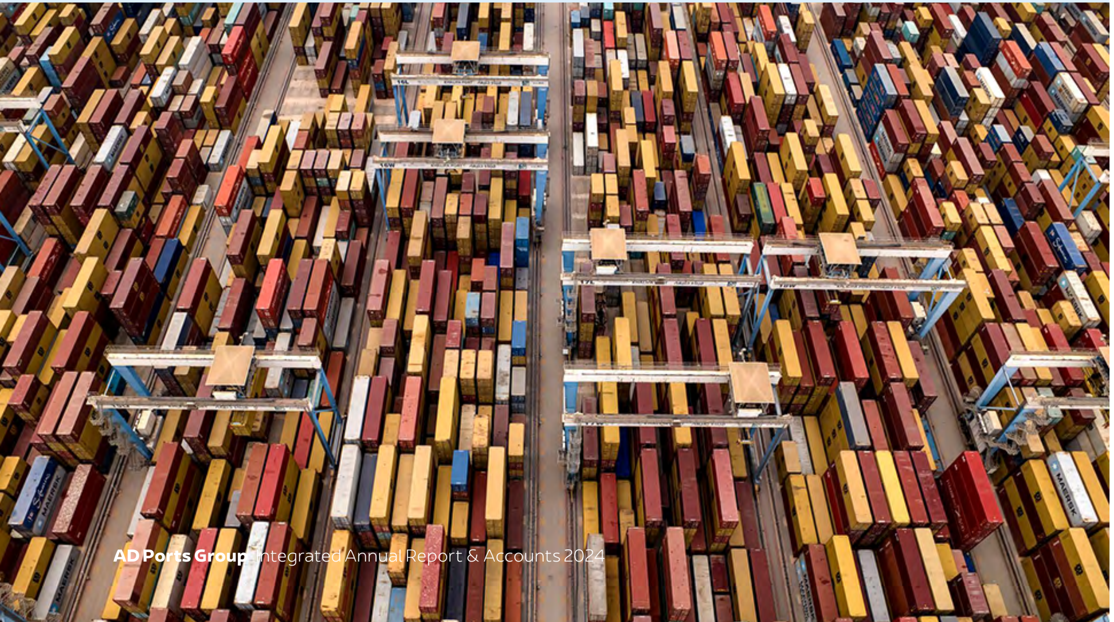
2024 was another very good year for the spot tanker market, with rates well above long-term average levels. For 2025, a slight strengthening of market conditions for crude tankers, and a slight weakening for product tankers, is expected, with an increase in demand forecast for both sectors of 2.5% to 3.5%, according to Argus. Very Large Crude Carrier (VLCC) rates in 2024 came under significant pressure in the second half amid a slowdown in demand from China, which accounted for nearly 40% of all VLCC voyages in 2024.

In the offshore oil and gas (O&G) sector, markets continued to strengthen in 2024, with the Clarkson's Offshore Index, which tracks Offshore Supply Vessels (OSVs), rigs and subsea vessels, hitting a nine-year high in July. Firmer oil and gas prices underpinned higher capital expenditure, with USD 68 billion (AED 250 billion) of offshore oil and gas projects reaching final investment decisions in the first half of 2024, up 57% year-on-year.

# **Market Overview** continued

The chemical tankers market size continued its strong growth in 2024, rising by 6.8% to USD 37 billion (AED 135.8 billion), on upsurges in the production and consumption of chemicals, amplified oil and gas exports, burgeoning economic output in emerging markets, and a boom in seaborne trade, according to the Chemical Tankers Global Market Report.[8]

[8] Chemical Tankers Global Market Report 2024 – Chemical Tankers Market Opportunity and Forecast



## 2025 outlook

The outlook for the global container shipping market in 2025 remains subject to its ongoing exposure to geopolitical conflicts, especially turbulence in the Red Sea, according to Fitch Ratings. A decisive factor on the market's development in 2025 will be the success of lasting peace efforts in the region. The faster the return to normalcy in the Red Sea, the more downward pressure is likely on container rates. Conversely, a stable to improving forecast is seen in other shipping sub-sectors, including tanker and bulk, with strong tanker growth expected to persist.

Another unknown that may affect global shipping in 2025 is the effects of trade policy changes that could be implemented by the incoming Trump Administration in the US. A significant rise in tariffs could reduce demand for shipping, and lead to a diversification of new trade routes designed to avoid the punitive effects of any US sanctions that might be imposed.

In terms of global vessel fleet capacity, recent record fleet growth is forecast to slow in 2025 to 4.5%, according to Lloyd's List, as carriers exercise caution amid underlying geopolitical uncertainties.

Import demand could be set to dip in 2025, according to Norwegian ocean and air freight analytics firm Xeneta, as the frontloading of imports ahead of possible US trade sanctions begins to decline. This has been suggested by Xeneta's trade-to-GDP multiplier, which measures underlying consumer demand. Recent data suggests shippers will begin to draw down on inventories in 2025, as the effects of frontloading begin to dissipate amid continued robust consumer demand.

After five years of unforeseen supply shocks, the outlook for 2025 is cautiously guarded, according to Lloyd's List, which anticipates that tanker fleet growth in 2025 may outpace demand, further pressuring rates.

In containers, Lloyd's anticipates that if carriers make an impromptu return to the Red Sea, overcapacity will become an issue almost overnight.

In dry bulk, the growth expectations for 2025 are muted, but the sector's fortunes will be bolstered by tightening supply.

Given disruptions in many parts of the world, geopolitical risk is a significant factor that will affect the shipping industry in 2025.

# Business Model

## Our vertically integrated operations allow us to generate synergies across our five core business clusters.

**We leverage our sources of competitive advantage…**

**…to operate our unique business ecosystem to develop one of the world's leading integrated ports and logistics trade hubs.**

**AD Ports Group is a trade enabler and an integrated maritime transport and logistics group.**

### World-class assets
Well-invested assets and unrivalled capacity including state-of-the-art container, Ro-Ro, general cargo and cruise facilities, and a land bank of more than 550 km² for industrial development. AD Ports Group is building trade corridors and improving countries' connections to the world trade grid.

### Innovative technology
Digital solutions that increase the efficiency and productivity of maritime business interactions, fostering transparency and access to real-time information, including the ATLP the official single window for trade in Abu Dhabi.

### Strategic partnerships
Joint ventures and partnerships within the UAE and internationally, with industrial leaders and strong institutional support from the Emirate of Abu Dhabi.

### Respected reputation
Recognition by numerous prestigious industry bodies and global leaders in maritime trade and logistics. AD Ports Group has the global scale and means. It is ready to deploy the right assets at the right time.

## Integrated business model with clear revenue synergies and cross-selling opportunities.

**Maritime & Shipping**
Marine, offshore & subsea, and shipping – bulk, transshipment and container – commercial representation, port agency, drydock, ship and specialized services

**Digital**
Advanced, smart, and innovative solutions for all maritime, trade and logistics stakeholders in Abu Dhabi and Aqaba (Jordan)

**Logistics**
Holistic, fully-integrated, and technologically innovative logistics solutions, including contract logistics, freight forwarding, and transportation. Global logistics platform in 38 countries

**Ports**
34 Terminals (28 operational), UAE - 7, Egypt - 5, Jordan - 1, Congo Brazaville - 1, Pakistan - 2, Spain - 15, Angola -1, Tanzania - 1

**Economic Cities & Free Zones**
Industrial, economic, and free zones with a total land bank of 550 km² and multimodal connectivity in Abu Dhabi

### Customers
We build long-lasting partnerships with our customers, collaborating with them to meet their goals, providing high-quality, efficient and value-added services.

### Employees
We provide a safe, rewarding and inspiring place for employees to work and develop their careers.

### Investors
We manage risk prudently and provide attractive returns to our shareholders, investing in our assets for long-term growth.

### Communities & society
We are an enabler of trade, industrialisation and economic diversification, supporting Abu Dhabi's aims to be a leading global hub for trade and logistics. We provide jobs, skills, and training in the communities in which we operate, and are committed to social and environmental sustainability.

**Underpinned by:**

- **Strong culture and values**
- **Robust risk management**
- **Creating value for our stakeholders**
- **Responsible governance**

# Multilayered geographic expansion strategy

## 1 Consolidate position in Abu Dhabi and the UAE

- Become the dominant ports and maritime group in the Gulf and Red Sea
- Establish Abu Dhabi and the UAE as the Middle East's leading regional trading and industry hub

→ Read more on page 31

## 2 Focused regional expansion

- Promote Abu Dhabi as the leading hub for East-West trade between Europe, Africa, and Asia
- Further the development of KEZAD as a leading Middle East industrial and trade hub

→ Read more on page 32

## 3 Expand globally to become the leading logistics and trade services enabler

- Expand through acquisition to build a global footprint of major routes and facilities

→ Read more on page 33

# **Our Strategy** continued

## Strategic Outcomes

### Maximising returns and portfolio synergies

- The completed integration of Noatum and other recent acquisitions, and the financial and operational consolidation of GFS, started to generate material Group synergies in 2024.
- The Noatum integration expanded the Group's logistics presence in Europe and China in 2024, and led to rising ocean freight volumes in the Asia-West Med, Intra-Europe and Asia-LatAm trade lanes, and in air freight in the Asia-America, Intra-Europe and West Med-UAE trade lanes.
- The integration of auto specialist Sesé Auto Logistics provided an attractive, end-to-end vertical solution to global automakers, which raised revenue in the Group's automotive logistics market.
- The signing of new ports terminal and logistics concessions in the Republic of the Congo, Angola, Pakistan, Tanzania and Egypt, as well as the purchase of a controlling stake in Tbilisi Dry Port in Georgia in Central Asia, provided the Group with long-term sources of revenue and profit growth.
- The refinancing of a USD 2.25 billion (AED 8.3 billion) syndicated loan at favourable terms positioned the Group to save up to AED 44 million (USD 12 million) in finance costs over 12 months.
- The refinancing and upsizing of our RCF from USD 1 billion to USD 2.125 billion (AED 3.7 billion to AED 7.8 billion) provided greater financial flexibility, lower cost of funding, and more optionality.
- The rebranded Maqta Technologies Group enhanced the versatility of our digital ports and customs platform following purchase of solutions maker Dubai Technologies, as the Group agreed to export its first software solution to ADC in Jordan.

### Maximising customer 'stickiness'

- The record-time construction of 90,000 $m^2$ of parking yard capacity at ATK won new business for the Group, and drove a 48% year-on-year increase in Ro-Ro vehicles handled in 2024.
- The December 2024 inauguration of the AED 3.1 billion (USD 845 million) CMA Terminals Khalifa Port container terminal transformed the Group into an elite host of three of the largest container shipping companies – COSCO, MSC and CMA CGM Group.
- The acquisition of shipping line Safina B.V. and concessions to operate cruise terminals in Safaga, Hurghada and Sharm El Sheikh strengthened the Group's footprint in Egypt.
- KEZAD's AED 621 million investment to build 250,000 $m^2$ of logistics and warehousing facilities, which will expand warehouse capacity by 43%, positioned the Group to obtain new tenants.
- The commissioning of an AED 300 million, 30 km addition to KEZAD A's natural gas network will provide more KEZAD tenants with access to a lower-emission, cleaner-burning fuel.

### Superior supply chain outcomes

- The launch of Noatum Logistics' first rail service from Khalifa Port to Fujairah Terminals through Etihad Railways ushered in a new era of multimodal possibilities for the Group.
- The Group's new bulk, general and container handling capabilities at Karachi Port in Pakistan attracted new business for the Group, which created significant new revenue streams.
- The acquisition of the intermodal Tbilisi Dry Port in Georgia, and opening of the first Noatum Maritime offices in Türkiye, strengthened the Group's maritime agency offering in the Mediterranean, and logistics business in Central Asia.
- The acquisition of a multipurpose terminal concession and logistics business in Luanda, Angola, and an interest in Tanzania's largest container terminal operator in Dar es Salaam, strengthened our sub-Saharan African presence, which includes a terminal in Pointe Noire, Republic of Congo.

# Our Strategy continued

## 1 Consolidate position in Abu Dhabi and the UAE

### 2024 activity

- Our AED 3.1 billion (USD 845 million) investment with CMA CGM Group in CMA Terminals Khalifa Port expanded the capacity of Abu Dhabi's flagship port by 23%, and provided a powerful platform for the next stage of economic growth in Abu Dhabi and the UAE.
- We opened Hidd Al Saadiyat Marina & Ferry Terminal, and Rabdan Marina, in cooperation with the Abu Dhabi Department of Municipalities and Transport, which expanded the quality of Abu Dhabi's maritime ecosystem.
- We launched intermodal logistics service, with Etihad Rail, from Khalifa Port to Fujairah Terminals, which will revolutionise the UAE's logistics sector and provide a new level of connectivity with other Gulf nations.
- We invested AED 300 million on a 30 km extension of KEZAD's natural gas network that will further reduce our carbon footprint, and AED 621 million to expand KEZAD's warehouse capacity by 43%, which lays the foundation for further development of the nation's industrial base.
- We onboarded sustainability minded tenants to KEZAD that will recycle steel and produce solar panels, $CO_2$-eating microalgae, and components for electric vehicle batteries, while reducing the greenhouse gas emissions and electricity intensity of our container handling at Khalifa Port through efficiencies and photovoltaic power.

### Future plans

- We plan to commercialise and drive up utilisation of existing and upcoming assets to maximise value.
- We will continue to consolidate our position in Abu Dhabi across all clusters as foreign direct investments in the UAE continue to increase in line with the government's aggressive strategy to diversify the economy away from the oil and gas sector.

### In action: CMA Terminals Khalifa Port


**The inauguration in December 2024 of CMA Terminals Khalifa Port, a new container terminal with France's CMA CGM Group, was the largest single investment of AD Ports Group since its listing, one that not only raised the company's stature globally but set the stage for the next phase of growth in Abu Dhabi and the UAE.**

The addition of the container facility expanded Khalifa Port's capacity by 23%, and elevated Abu Dhabi into the elite leagues of global container port operators, with the ability to host three of the world's top four container shipping lines, COSCO, MSC and CMA CGM.

# **Our Strategy** continued

## 2 Focused regional expansion

### 2024 activity

- We secured a concession to operate seven berths for bulk and general cargo at Port of Karachi's East Wharf in Pakistan, which attracted new business to the Group along the UAE-Pakistan maritime corridor.
- We obtained concessions to operate and manage cruise terminals in Hurghada, Safaga and Sharm El Sheikh, Egypt, and preliminary approval to develop, manage and operate a Ro-Ro and cruise terminal in Ain Sokhna.
- We agreed with ADC in Jordan to develop a PCS system for the Port of Aqaba, the first export of the Group's technology platform outside the UAE.
- We signed an agreement with ADNOC Distribution to distribute the UAE energy company's line of marine lubricants at the Group's 34 ports and terminals.
- We enabled the establishment of a regional e-car production hub with our 50-year land lease to Titan Lithium, which plans to build an AED 5 billion lithium processing plant at KEZAD.
- We launched the Noatum Logistics Middle East brand, replacing our Micco Logistics brand, to fully leverage the synergies from our Group's acquisition of Noatum Group.
- Through our Abu Dhabi Maritime Academy, we opened the Maritime Sustainability Research Centre, which is dedicated to joint industry-government research focusing on sustainability and innovation in the region.

### Future plans

- We will continue our selective, value-enhancing expansion strategy to open up new opportunities in the Arabian Gulf, the Red Sea, Central Asia, Africa, and the Indian Subcontinent.
- The Middle East and North Africa (MENA) region includes some of our major trading partners, especially on the export and re-export side. Developing a network of assets, densifying connectivity, and improving trade and logistics capacity across the MENA region, is a key value proposition for international customers that have been increasingly investing resources to increase exposure or develop their business in the region.

### In action: East Wharf, Port of Karachi, Pakistan

**Our expansion activities in the Port of Karachi in Pakistan advanced the Group's regional agenda in 2024, as the new bulk and general cargo concession to operate seven berths at East Wharf complemented the already operational nearby, five-berth container terminal, also at East Wharf.**

The expansion not only opened up new business along the UAE-Pakistan trade corridor, but also supported the Group's Central Asia expansion by providing new gateway access to the region through Pakistan.

# **Our Strategy** continued

## 3 Expand globally to become a leading logistics and trade services enabler

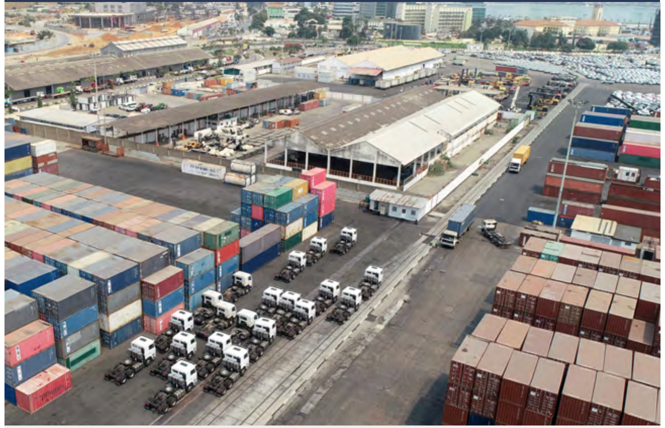
### 2024 activity

- The selective expansion in 2024 into new markets in Republic of Congo, Angola, Tanzania, Georgia, and continued build-up of presence in Egypt and Pakistan, broadened the Group's focus to strategic, fast-growing trade corridors.
- Through acquisitions and organic growth, AD Ports Group advanced for the first time into the top 20 (19th place) of world container port operators, according to a ranking by industry expert Drewry International.
- The consolidation of GFS into the Group's Maritime & Shipping Cluster, under the core brand Noatum Maritime, created the world's third-largest pure feeder shipping service.
- The inauguration of CMA Terminals Khalifa Port elevated Abu Dhabi into an exclusive league, hosting three of the world's top four container shipping lines.
- The integration of Europe's Noatum Group in 2024 transformed the Group's global logistics business, boosting sales, and profitability and extending the range of operations from the Americas to Southeast Asia.
- The Group was recognised as being in the world's top 15% of global transport operators in terms of financial strength and performance by MSI International in its MSI 2000 audit.
- The Group entered the ranks of the world's 25 largest container shipping companies in 2024, according to industry expert Alphaliner.

### Future plans

- We plan to continue to leverage trade flows between the UAE, Africa, Southeast Asia, CIS countries, and the Mediterranean, not only in the container business, but in other segments and clusters, including bulk and general cargo, Ro-Ro, offshore services, logistics, and digital services.

### In action: Port of Luanda, Angola



**The decision to invest up to USD 250 million (AED 917.5 million) in phase 1 to build, manage and operate a multipurpose terminal at the Port of Luanda in Angola, and to establish an associated integrated logistics business serving the regional market with local partners Multiparques and Unicargas, spearheaded the Group's expansion in sub-Saharan Africa.**

The Angola investment expands the Group's growing presence in central West Africa, where it already has a concession to manage and operate the New East Mole Terminal in Pointe Noire, Republic of Congo-Brazzaville.

# Stakeholder Engagement

## Stakeholder

### Customers

We aim through our maritime, logistics and industrial trading activities to provide innovative, end-to-end solutions to our customers around the world, tailored to their individual needs.

## Why they matter

Simply put, our customers are at the core of everything we do, so we strive in all of our endeavours to make sure our customers are satisfied and have a good reason to continue doing business with us.

## How we engage

We use state-of-the-art customer relations management tools to stay in close contact with our clients, reaching out and evaluating their feedback, and exploring ways to be better at what we do.

## How they benefited

- We offered Group clients expanded maritime and shipping, and logistics services, following our integration of newly acquired companies Noatum, and Safina, and the financial and operational consolidation of GFS, and other entities.
- We offered our Global clients an improved package of digital ports and customs solutions following our purchase of ports management software developer Dubai Technologies.
- We built new natural gas supply lines, and warehousing, for existing and future clients in KEZAD economic cities and free zones.
- We offered a more focused set of tenant support services to KEZAD clients through our rebranded Sdeira unit, the successor to KEZAD Communities, and through our new ability to issue building permits, which we obtained after receiving Delegation of Authority approval capability from the Abu Dhabi Department of Municipalities and Transport (DMT).
- KEZAD customers will benefit from the Group's decision to invest AED 300 million to build a 30 km addition to KEZAD A's natural gas network, which will provide cleaner-burning energy options, and reduce the Group's emissions footprint.
- We offered global automakers an end-to-end vertical logistics solution following our purchase of Spain-based Sesé Auto Logistics, a FVL services provider with a fleet of over 200 trucks in Europe.

# **Stakeholder Engagement** continued

## Stakeholder

### Our people

The 7,307 employees of the Group are the lifeblood of our company, and the reason for AD Ports Group's success and growth. Through our best-in-class human capital policies, which have been recognised globally by prestigious accreditation organisations such as IIP and Great Place to Work®, we provide an industry leading standard of employee care and career development, which is regularly recognised for its top quality.

## How they benefited

- We developed the fundamentals of a groupwide operating framework for human capital that will leverage the strengths of our increasingly international Group when it is introduced in 2025.
- The Group conducted an inclusive, high-level interdisciplinary review process to develop and adapt our Human Capital operating framework to the management realities of our changing global organisation.
- We invested significantly in holistic wellbeing, and offered a differentiated benefits package which included many physical, emotional, social, and financial wellness programmes including counselling.
- We adapted our strategic planning and alignment procedures, talent management systems, performance culture systems, and employee evaluation systems, to upskill, incentivise, and continually develop our global workforce.
- As the Group grew, we prioritised our global breadth and core corporate values of always being ready to respond, eager to collaborate, safe, secure and sustainable, fair and committed, and innovative to further excellence.

## Why they matter

The maritime, logistics and trade sectors are increasingly digitalised, but AD Ports Group remains a synergistic team of motivated, highly trained, high-performing individuals, who are actively pursuing personal and corporate excellence.

## How we engage

We offer a range of best-practice outreach, employee assistance and career development training programmes to our international workforce, which is made up of more than 100 nationalities. We also seek their feedback regularly, and act on it when necessary to improve workplace excellence.

# **Stakeholder Engagement** continued

## Stakeholder

### Investors

Our investor stakeholders provide the financial resources that are driving the global expansion of AD Ports Group and Abu Dhabi as a leading international trade hub.

## Why they matter

Delivering shareholder value and providing positive societal benefits are core principles of the Group, which guide our growth strategy in the UAE and abroad through prudent and profitable channels.

## How we engage

Our award-winning investor relations outreach educated the market on key developments, and widened our investor audience. Our successful business execution, and cost controls, led to another year of record revenue and EBITDA in 2024.

## How they benefited

- Investors benefited when AD Ports Group was awarded the top prize in 2024 for having the Best Investor Relations Team in the EMEA Region's Transport Sector by Institutional Investor/Extel.
- Investors benefited when AD Ports Group was awarded an initial A1 credit rating with a stable outlook from Moody's Ratings, reflecting our strong financial performance and robust growth prospects.
- Stakeholders benefited when the Group generated record annual levels of revenue and EBITDA in 2024, as it leveraged a series of value-enhancing acquisitions and benefited from organic growth across its core businesses.
- Shareholders benefited when the Group was classified as being in the top 15% of global transport operators in terms of financial strength and performance by MSI International.
- Stakeholders profited following the integration and restructuring of Noatum, and the financial and operational consolidation of GFS, which drove rising levels of revenue and profit, and will continue to produce synergistic gains in coming years.
- Investors benefited from the launch of global core brands Noatum Maritime and Noatum Ports, which alongside Noatum Logistics, provides an effective branding platform for future international growth.
- Shareholders will benefit from acquisitions announced during 2024 in Egypt, sub-Saharan Africa and in Central Asia, which position the Group to capture future trade flows in these regions.
- Sustainability minded portfolio investors benefited from AD Ports Group's decision to provide full transparency in its environmental impact reporting, which included Scope 3 emissions across its global ecosystem.

# **Stakeholder Engagement** continued

## Stakeholder

### Communities

We seek to improve the lives of all communities in which we operate, and our business strategy targets sustainable, environmentally sound development of the world's ports, maritime, and trade infrastructure.

## Why they matter

Our people and their families live in the communities in which we work, in the UAE and around the world. A basic part of our passion is to improve the local environment wherever we are present.

## How we engage

We conduct our business under exacting environmental and social standards in the UAE and all jurisdictions in which we operate, under strict environmental, social and governance (ESG) guidelines.

## How they benefited

- Residents of Pointe Noire, Republic of Congo, benefited when the Group conducted an environmental and social impact audit to ensure the upgraded multipurpose terminal at New East Mole Port will limit its impact on the surrounding nature.
- Abu Dhabi residents benefited from the Group's work with partners Ecocean and Archireef to preserve aquatic diversity and attract marine life at Khalifa Port, Al Aliah Ferry Terminal, and Saadiyat Marina and Ferry Terminal.
- Residents of Abu Dhabi and the UAE continue to benefit from the economic diversification effects of AD Ports Group's operational and tenant ecosystem, which generated approximately 22% and 12%, respectively, of non-oil related GDP growth in Abu Dhabi and the UAE, according to a study by Oxford Economics.
- Residents will also benefit from the Group's agreement with Sam Force Trading, an Abu Dhabi real estate developer, to build and operate two community retail centres in KEZAD Al Ma'mourah and ICAD (KEZAD Musaffah) that include restaurants, cafes, supermarkets, and business centres, enriching community lifestyle.
- Abu Dhabi's maritime community benefited from the opening of Saadiyat Marina & Ferry Terminal, which has 64 floating pontoons for vessel mooring, a 10-metre-wide slipway, 12 dry berths, six commercial outlets, 70 parking spaces, modern administrative buildings, and a state-of-the-art ferry terminal with two ramps; and the opening of Rabdan Marina, with 19 berths for leisure boats and jet skis, a 14-metre-wide slipway, 18 dry berths, F&B outlets, utilities on the dock, and 24/7 security and CCTV surveillance.

# Stakeholder Engagement continued

## Stakeholder

### Governments & Regulators

AD Ports Group complies with all laws and regulations of the UAE and the 50+ countries in which we operate. Domestically, the Group seeks to align its business activities in maritime and shipping, ports, industry, and logistics to support the UAE's trade development goals with major partners.

## How they benefited

- We committed through the Maqta Ayla joint venture with ADC to build a digital PCS to modernise the operations of the Port of Aqaba, which supports the Jordanian government's tourism, and economic development goals.
- We are exploring with the governments of Madagascar, Vietnam, Somalia, Pakistan, Jordan, Egypt, and the Indian state of Gujarat, among others, the possibility of jointly developing ports, maritime, fishing, tourism and industrial development infrastructure, which would support job creation and local development goals.
- We signed an agreement with the International Trade Centre, a unit of the United Nations (UN) and the World Trade Organization (WTO), to explore deploying digital trade solutions in the Gulf region to simplify trade, and to lower the barriers to participation for the Least Developed Countries (LDCs).

## Why they matter

The vision, guidance, and support from the wise leaders of the UAE continues to inspire the Group's strategic expansion and its advocacy as a catalyst for sustainable development. We support the country's Comprehensive Economic Partnership Agreements with nations such as India, Indonesia and Türkiye.

## How we engage

The Group supports the economic and sustainability goals of the UAE and all countries in which it does business. For example, we are building a specialised zone in KEZAD to promote the development of a domestic aquaculture industry with the AgriFood Growth and Water Abundance Cluster (Agwa) of the Abu Dhabi Department of Economic Development. In Republic of Congo-Brazzaville, we are also expanding a multipurpose port in Pointe Noire to make sure that its impact is in line with local environmental regulations.

# Leveraging Diversity


Recognising diversity as a powerful competitive advantage, we continue to leverage the strength of our multicultural workforce, now spanning over 50 countries and encompassing more than 100 nationalities.

In 2024, AD Ports Group embarked on a transformative journey to reshape its Human Capital framework into a truly global operating model.

This initiative is designed to meet the demands of our rapidly growing and increasingly international organisation. It reflects our commitment to aligning human resource practices across geographies, fostering collaboration, and building a unified workforce capable of driving innovation and excellence on a global scale.

These efforts are reflected in strengthening our international presence through our new core global brands Noatum Logistics, Noatum Ports, and Noatum Maritime. This alignment with our global operating framework enables us to deliver seamless services while maintaining consistency across our expanding global footprint.

Work is in progress to harmonise processes and implement advanced systems, laying a strong foundation for a global HR framework that not only supports our growth, but also stays true to our core values.

## Enhanced global HR services

By the end of 2024, as the Group consolidated Noatum and other acquired companies, we developed a groupwide Human Capital framework that ensures our corporate culture remains grounded in a growth mindset, while leveraging diversity to deliver equal opportunity across gender, age, nationality, and People of Determination.

As AD Ports Group expanded globally through organic growth and acquisitions during 2024, the Group conducted an inclusive, high-level interdisciplinary review process to enhance the people management aspects of our growth, and adapt our Human Capital operating framework to the realities of our changing global organisation.

# Human Capital continued

Embracing the increasingly international nature of our global workforce, the Group finalised major elements of our new global Human Capital framework, including strategic planning and alignment procedures, talent management systems, performance culture systems, and employee evaluation systems, to upskill, incentivise, and develop our workforce.

## Core values, global strengths

At its core, AD Ports Group remains an international company of Emirati origin headquartered in Abu Dhabi, whose success increasingly depends on its ability to build a global, efficient, agile set of business operations that combine local market know-how with world-class trade solutions.

Our new Human Capital operating framework, when put into action during 2025, will formalise our commitment to diversity and AD Ports Group's traditional corporate values of always being ready to respond, eager to collaborate, safe, secure and sustainable, fair and committed, and innovative to further excellence.

With a global Human Capital regime that is fit to task, AD Ports Group will continue to promote best-in-class standards in Human Capital across our entire international operational footprint.

## Global recognition for workplace excellence

The Group once again received the IIP "We Invest in People" Platinum Accreditation, awarded to only 7% of IIP-accredited organisations globally, for outstanding commitment to cultivating an exceptional workplace environment. We also obtained Great Place to Work® certification, recognising the pride and enjoyment our employees take, regardless of position, in working at AD Ports Group.

The Group also earned a series of world-class certifications, and business excellence and outstanding employees were recognised across the Group based on European Foundation for Quality Management (EFQM) standards, with 69 total awards received in different categories.

The Human Capital team received a prestigious gold award from the Harvard Business Council International Award and has been recognised with high four-level awards by the Global EFQM standard for Outstanding Corporate Unit, Best in Creating Value and Managing Processes, Best in Governance and Sustainability Management, and Best in Performance-Innovation-Transformation. The Human Capital team successfully attained ISO 30414 for Human Capital reporting, and ISO 30401 certification for Knowledge Management, demonstrating its commitment to international best practices and excellence.

## Integrating the metaverse and AI

In 2024, we continued our transformative journey by preparing to leverage the latest innovations in HR management.

We set the strategy to integrate Generative Artificial Intelligence (Gen-AI) into our HR functions. This strategic move will significantly enhance our HC operations, enabling more efficient talent acquisition, improved employee engagement, and streamlined performance management and talent development.

We also pioneered a groundbreaking metaverse project to host virtual interviews, offering an immersive and interactive experience for both candidates and interviewers.

# Human Capital continued

## Employee engagement, recognition and wellbeing

As we strategically aligned our Human Capital practices across regions to ensure consistency, cultural adaptability, and the efficient utilisation of talent worldwide, we remained focused on developing global structures to maintain employee engagement and wellbeing across time zones and geographies.

Through our Performance Recognition Programme, we celebrated 1,359 employees for great performance. Through KAFU, our internal recognition programme, we honoured 155 employees who demonstrated excellence.

An Employee Handbook was introduced in UAE operating companies, and we began developing international HR policies in Egypt, Jordan, Angola, and Georgia. We upgraded HR systems in the UAE, and implemented new systems in Angola and Georgia.

We began developing a global health insurance policy for employees around the world, and we launched standardised processes internationally for employee orientation and HR due diligence in our international markets.

In training and development, we initiated a Global Leadership Development Programme in partnership with ADMA for our international employees, and developed manpower training plans for Egypt, Iraq, Jordan, and Georgia.

In Angola, we conducted Health, Safety, Security and Environment (HSSE) training for ports and logistics employees at the Port of Luanda, where AD Ports Group is developing a multipurpose terminal and an associated logistics business.

With our Employee Assistance Programme partner Lyra, we drove employee engagement through the Lyra Wellbeing app, providing topical webinars, direct and online mental health consultations, counselling sessions, and other engagements.

AD Ports Group outperformed global benchmarks in employee engagement, with 66% of employees participating in an employee engagement survey measuring commitment, recommendation, happiness, and work pride.

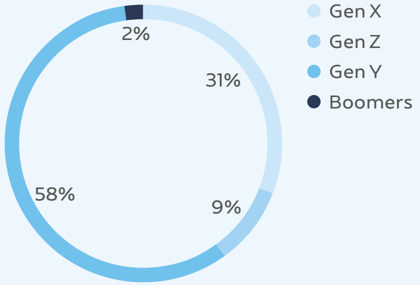
The Pride level for the UAE-based workforce was in the top tier globally with a satisfaction rate of 93%, and the Happiness level was also strong, with a satisfaction rate of 85%, according to Kantar Research, a market research agency.

**7,307** employees

**100+** nationalities

**73%/27%** male/female employees

### Generation




Generation % is based on UAE-based employees.

# Human Capital continued

## Our diverse, dynamic workforce

With a workforce of 7,307 employees representing over 100 nationalities, AD Ports Group thrives on diversity and inclusivity. Our gender distribution standards of 73% male and 27% female reflect a balanced and dynamic environment. Across generations, our UAE-based workforce is composed of 31% Generation X, 58% Generation Y, 9% Generation Z and 2% baby boomers.

## Talent management

Our talent management efforts took on new meaning in 2024, given the rapid expansion of the Group. The initiatives involved drew the participation of many employees, focusing on onboarding, corporate values and competencies, promoting skills development, learning opportunities, training hours, mentoring, and coaching.

We conducted over 67,500 hours of learning across UAE operating companies, ensuring a seamless integration experience for new employees, and reinforcing our commitment to talent development and engagement.

We achieved an 80% completion rate for personal development plans in UAE operating companies, with each employee receiving 36 hours of learning. We have provided approximately 365 sessions of mentoring and coaching so far to about 2,000 employees.

We partnered with INSEAD Executive Education to deliver 17 high-level, six-week programmes for 40 high-performing individuals.

In our talent marketplace, 73% of our managers are actively engaging in career development opportunities. In partnership with the Chartered Institute of Personnel and Development (CIPD), we delivered 872 hours of upskilling.

We implemented a comprehensive methodology to identify and develop high-potential employees based on personality, motivation, values, learning agility, past experience, and judgement abilities.

**67,500+**
employee learning hours in 2024

**365+**
mentoring and coaching sessions, in 2024

**+36**
training hours per UAE employee in 2024

**73%**
of managers in talent marketplace in 2024

**826**
hours line manager training, +2.7% versus 2023

# Human Capital continued

We developed success profiles for all N-1 roles reporting directly to the Group CEO, benchmarked against global standards, to ensure alignment with international best practices and organisational goals, involving tailored coaching sessions and personalised development plans.

Our Human Capital team played a key role in building global teams to support the global expansion.

## Fostering Emirati talent

As a UAE company founded in Abu Dhabi, AD Ports Group is committed to supporting the UAE government's efforts to increase Emirate employment and diversify the economy.

The Al Nukhba Programme to promote top Emirate talent was launched in 2024 with a 10-member cohort, followed by 15 in February 2025. The Voyage of Discovery one-year development programme for graduates has benefited 92 Emiratis since its founding in 2020. The Al Nawras Programme targeting school leavers was relaunched in 2024, with 11 candidates identified. With Mubadala Group, a Remote Work Initiative identified opportunities for UAE nationals living in Al Ain.

The GLOW Programme (Gain Leadership Opportunities for Women) to promote high-potential Emirati women and prepare them for leadership positions continued, and a GLOW Alumni Network of more than 65 women was established.

## Women's empowerment

We partnered with a global performance and wellbeing coaching and mentoring organisation that places mental fitness at the heart of its approach. Together, we launched the Empowering Women with Impactful Coaching and Mentoring Programme, with 45 group coaching sessions conducted 2024.

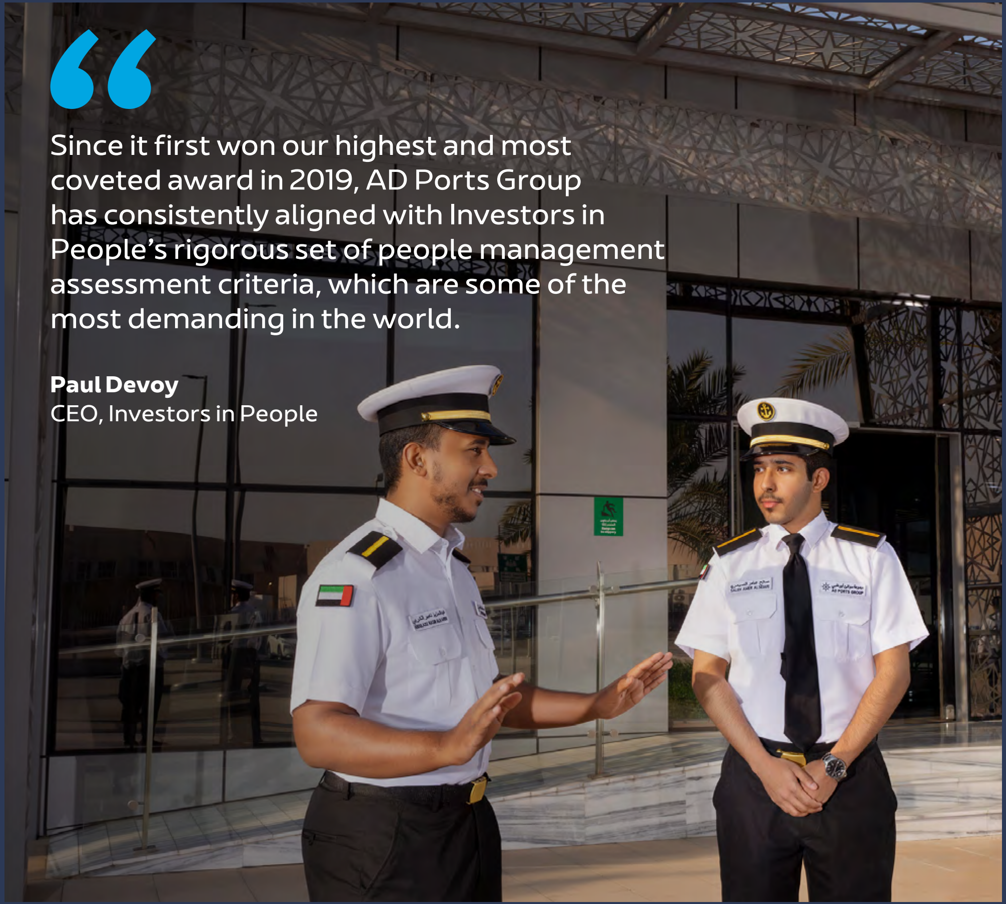
The GLOW Programme (Gain Leadership Opportunities for Women) to promote high-potential Emirati women and prepare them for leadership positions continued, and a GLOW Alumni Network of more than 65 women was established.

## Outlook

Looking ahead to 2025, Human Capital will work diligently to support the global Group through reskilling and upskilling the workforce to maintain a shared growth mindset and strategy that meets the needs of the company.

The rollout of our global Human Capital operating framework in 2025 will leverage the strengths and diversity of our international workforce, while supporting local community development goals, such as Emiratisation.

# **Human Capital** continued




## First-mover advantage: AD Ports Group and Investors in People

**No Middle Eastern company had ever won top global honours from IIP, one of the world's leading people management accrediting organisations, until AD Ports Group received the coveted Platinum accreditation in 2019.**

While some had tried and failed, only AD Ports Group was able to demonstrate the quality, commitment and dedication to creating a dynamic, high-performing culture that fosters success, growth, and trust to earn the top accolade, which is currently held by only 7% of IIP-accredited companies globally.

"Since it first won our highest and most coveted award in 2019, AD Ports Group has consistently aligned with Investors in People's rigorous set of people management assessment criteria, which are some of the most demanding in the world," said Investors in People CEO Paul Devoy.

"This kind of sustained, high-level performance demonstrates the Group's strong direction and leadership, its total culture of engagement and collaboration across clusters, and its pride, passion and commitment."

AD Ports Group was recognised as being at a "high-performing" level, and was praised by the IIP assessor for its dynamic working environment, which is driven by five key corporate values: responsiveness, collaboration, safety and sustainability, fairness and commitment, and innovation for excellence.

In December 2023, following another rigorous review, IIP renewed the Group's Platinum status for another three years. Assessors praised its vibrant work environment, shaped by core values of responsiveness, collaboration, safety, sustainability, fairness, commitment, and pursuit of innovation.

Clusters

# Ports

The Ports Cluster was a major focus of strategic growth during 2024, as the Group expanded its infrastructure network at home and abroad to 34 terminals by adding container, multipurpose, general cargo, dry bulk, Ro-Ro and cruise capabilities in the UAE, Pakistan, Spain, Egypt, Tanzania and Angola.

The inauguration of the CMA Terminals Khalifa Port container terminal in cooperation with partner CMA CGM Group of France, an AED 3.1 billion (USD 845 million) project and largest-ever capital expenditure since the Group's public listing, was a defining event that strengthened the Cluster's infrastructure assets and widened the long-term economic horizons of Abu Dhabi and the UAE.

# Clusters – Ports continued

**The inauguration in December 2024 of CMA Terminals Khalifa Port by His Highness Sheikh Khaled bin Mohamed bin Zayed Al Nahyan, Crown Prince of Abu Dhabi and Chairman of the Abu Dhabi Executive Council, underlined the significance of the sustainably designed state-of-the-art facility.**

The project expanded Khalifa Port's container capacity of 7.8 million TEUs by 23%, and reaffirmed the Group's commitment to maintaining Abu Dhabi at the forefront of leading international trade hubs. For the first time, AD Ports Group entered the global top 20, at place 19, in the widely respected Drewry International 2024-25 ranking of the world's largest container port operators.

Internationally, the Cluster grew significantly in reach and range of activity in 2024, adding three Red Sea cruise terminal concessions in Safaga, Hurghada and Sharm El Sheikh, Egypt, a multipurpose terminal concession and an associated inland logistics business in Luanda, Angola, a container terminal in Castellón, Spain, and a bulk and general cargo brownfield concession in Karachi, Pakistan.

The Group also initialled two 30-year concession agreements with the General Authority of the SCZone for the development, management, and operations of a Ro-Ro terminal and a cruise terminal at Ain Sokhna Port near the Red Sea mouth of the Suez Canal.

The series of international engagements strengthened the Group's strategic positioning along key, growing trade corridors in Asia, Africa, the Middle East, and Europe, that are designed to drive long-term revenue and earnings growth.

The 20-year concession to operate and upgrade a multipurpose terminal at Angola's Port of Luanda, the main trade gateway to Angola and Zambia, gave the Group an enviable position at a strategic trade crossroad in central West Africa, with a regional logistics business that leverages two strong local joint venture partners, Multiparques and Unicargas. The Group agreed to invest around USD 250 million (AED 918 million) through 2026, and up to USD 380 million (AED 1.4 billion) over the life of the concession, to modernise the terminal and fully develop the regional logistics business.

AD Ports Group along with its joint venture partners Adani Ports of India, and the UAE's East Harbour Terminals, acquired 95% of Tanzania International Container Terminal Services (TICTS), which operates berths 8-11 at Dar es Salaam port, Tanzania's main container terminal. The Group owns a 30% stake in the East Africa Gateway Limited joint venture, which is based at Khalifa Economic Zones Abu Dhabi (KEZAD).

The EUR 10 million (AED 40 million) acquisition of APM Terminals Castellón, Spain, consolidated the Group's position as a lead multipurpose terminal operator in the country, where it has been operating 15 port terminals since the acquisition of Noatum Group in June 2023.

**56.1 Mn**
tonnes of general and bulk cargo handled

**6.3 Mn**
TEUs of total container throughput

**523,800**
cruise passengers received in Abu Dhabi and Jordan

# **Clusters – Ports** continued

The bulk and general cargo concession at Karachi Port expanded the Group's presence in Pakistan, the gateway to Central Asia, where the Group has been active since 2023 after obtaining a concession to operate five container berths at Karachi's East Wharf. With its UAE-based partner, Kaheel Terminals, the Group plans to invest USD 175 million (AED 642 million) over seven years to increase the bulk and general cargo terminal's capacity by 75% to about 14 million tonnes per year.

As the Group added terminals in the Middle East and abroad, the Ports Cluster has started capitalising on synergies from its expanded infrastructure network. For example, the Group's expansion into Pakistan enabled it to secure new business from major companies, benefiting from its strategic presence and connectivity.

The transport of polymer products from Abu Dhabi and Fujairah in the UAE to clients in Pakistan and across the wider region generated more than AED 25 million in new revenue for the Group during 2024, which benefited the Ports, Maritime & Shipping and Logistics clusters.

## Financial headlines

Ports Cluster revenue grew 48% year-on-year to AED 2.36 billion in 2024, fueled by solid organic performance (+18% year-on-year), including commencement of fixed concession fees collected from the new CMA Terminals Khalifa Port in the UAE, and international operations from new terminals acquired in Spain as well as in Pakistan. Cluster EBITDA reached AED 1.06 billion, up 28% from AED 827 million in 2023.

The impacts of Noatum Terminals (six months) and Karachi's bulk and general cargo terminal (11 months) consolidation, supported growth in Ports Cluster's revenue, which was bolstered by additional business captured from the Red Sea, where geopolitical turbulence drove some shipping lines to do business through unaffected destinations such as Khalifa Port.

Container throughput grew to 6.3 million TEUs in 2024, up +27% year-on-year, as the overall utilisation rate of the Group's ports terminal facilities rose to 63% from 54% in 2023, driven by surging demand at Khalifa Port, where utilisation rose to 70%, from 58% in 2023.

# **Clusters – Ports** continued

General cargo volumes rose by 40% year-on-year, supported by the addition of Karachi Bulk Terminal that started in Q1-2024, to reach 56.1 million tonnes in 2024, compared with 40.0 million tonnes in 2023. UAE volumes were resilient, particularly due to strong bulk, lay-by and high-yield steel cargo.

Ro-Ro volumes nearly doubled to 1.43 million vehicles in 2024, up from 777,000 vehicles in 2023, as the Ports Cluster created 90,000 m$^2$ of additional vehicle parking capacity along South Quay at Khalifa Port to accommodate rising levels of diverted Ro-Ro traffic from the Red Sea. Over two weeks, the Cluster laid the equivalent of more than 12 professional football fields worth of artificial grass to create a secure storage surface for the new vehicles.

Red Sea disruptions, however, negatively affected the Group's cruise terminal operations, causing the number of passengers to decline 22% year-on-year compared with 2023, after geopolitical turbulences effectively cancelled the passenger cruise season at the Group's cruise terminal in Aqaba, Jordan.

## Noatum Ports brand

Under the restructuring completed in 2024 following the integration of Noatum Ports, the Ports Cluster was reorganised to maximise the international brand equity of Noatum and strengthen its global presence.

The creation of the global Noatum Ports brand, which manages the existing and future international ports of AD Ports Group excluding cruise terminals, which will be run as a separate brand, provided a coherent framework for international port expansion.

As part of AD Ports Group, Noatum Ports has emerged as a leading global multi-purpose ports operator, facilitating trade and enhancing connectivity with a network of 23 strategically located terminals, excluding cruise terminals. The company provides a full range of port services, including container handling, general cargo, Ro-Ro, breakbulk, dry bulk and project cargo.

# Economic Cities & Free Zones

The Economic Cities & Free Zones Cluster generated another year of consistent revenue and earnings growth as the Middle East's largest operator of integrated and purpose-built economic zones.

The diversification of the Cluster accelerated from land leasing into prebuilt warehouses, build-to-suit developments, and tenancy services in utilities, facilities management, and staff accommodation.

# Clusters – Economic Cities & Free Zones continued

**The Cluster inked 3.0 km² of net new land leases in 2024, with close to 70% of the land leases being industrial or manufacturing related. Market leadership was maintained by attracting a series of significant greenfield investments.**

Major leases announced included a 50-year lease to UAE-based Titan Lithium to build a 290,000 m², AED 5 billion battery-grade lithium processing plant at KEZAD A (KEZAD Al Ma'mourah), supplying the electric vehicle industry; a 50-year lease with Azizi Developments for an AED 1 billion network of 12 factories making modular home elements on 220,000 m²; a 50-year lease with NMDC Energy for a USD 100 million (AED 367 million), 224,000 m² modular parts factory for oil and gas sector clients that will create 3,000 jobs; and a 50-year lease with Pipetec Solutions Manufacturing for an AED 100 million pipe-bending facility spanning 18,000 m² in KEZAD A for the oil and gas, construction, petrochemicals, power, auto, aero, and shipbuilding industries.

While major new clients were added that will significantly contribute to rising future revenue, the Cluster also continued to actively invest in new infrastructure and services to enhance its portfolio of products and services to a broad range of prospective clients in its 12 economic zones in the UAE.

During 2024, the Cluster increased KEZAD's built-assets capacity by 11% year-on-year, or 60,000 m², to accommodate new facilities such as a USD 50 million (AED 183.5 million) global innovation and manufacturing facility for Emtelle, a manufacturer of fibre-optic and microduct solutions; and facilities for Rahayel, KEZAD's 4 km² automotive hub, and light industrial units (LIUs).

The Cluster invested AED 621 million to create 250,000 m² of prebuilt industrial and logistics facilities, which, during 2025, will increase KEZAD's warehouse capacity by 43% compared with 2024. Work also began on building 30 km of natural gas supply lines in KEZAD A that will ultimately reduce tenant emissions, adding to KEZAD's 2023 natural gas network of 82 km.

Significant progress was also made in broadening the Cluster's business mix to develop new services and value offerings that attract a range of specialised partners and investors. A highlight was the transformation of the Cluster's staff accommodation business, formerly called KEZAD Communities, into Sdeira Group, which has begun developing a range of high-quality integrated solutions and options for employee housing.

Sdeira Group has solidified its position as a leading provider of accommodation solutions in Abu Dhabi. The successful launch of Aryam Al Ma'mourah, along with the growing occupancy rates in Razeen and ICAD accommodation, has driven its operational expansion. Moreover, its facilities management (FM) company has expanded its services to new industries, while continuing to support the Group.

**92%**
customer satisfaction with KEZAD and its services

**+3.0km²**
net new land leases signed in 2024

**11%**
increase in KEZAD built-assets capacity versus 2023

# Clusters – Economic Cities & Free Zones continued

During the year, Sdeira Group achieved a significant milestone by earning the prestigious EFQM certificate, recognising its commitment to excellence, and has celebrated a new chapter in its journey with a successful rebranding event.

The Cluster also focused on creating new structures to enhance service and provide flexibility with potential partners and investors, incubating businesses such as KEZAD FM Services, KZ Media and KZ Sports, which are providing dedicated services to customers, sister companies, and other stakeholders.

A key achievement was the Cluster's ability during 2024 to obtain Delegation of Authority status from the Abu Dhabi Department of Municipalities and Transport, which gives KEZAD greater autonomy and control in management of municipal approvals which will facilitate investor journey and projects execution within its jurisdictions.

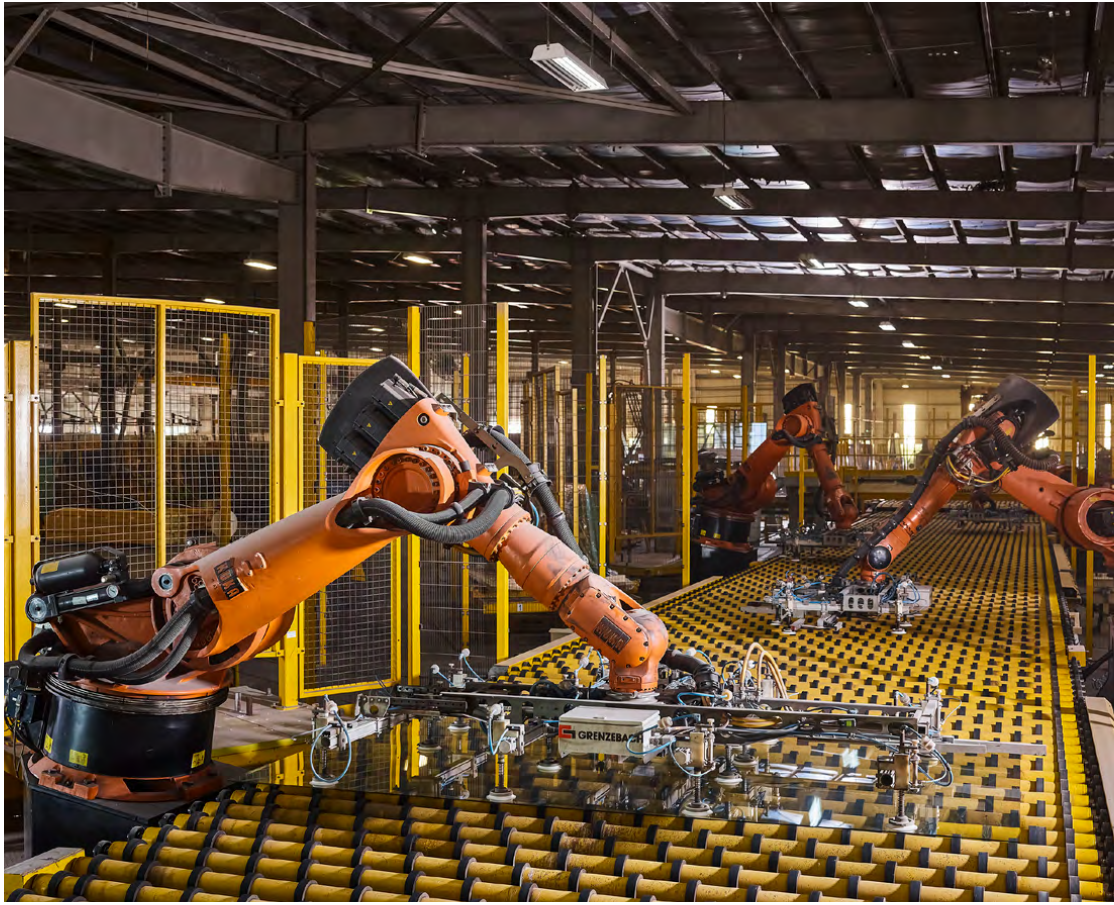
This significant new achievement – a first in Abu Dhabi for a non-governmental entity – will allow the Group to speed up development in all the Cluster's economic cities and free zones.

During 2024, customer satisfaction with KEZAD and its services was measured at 92%.

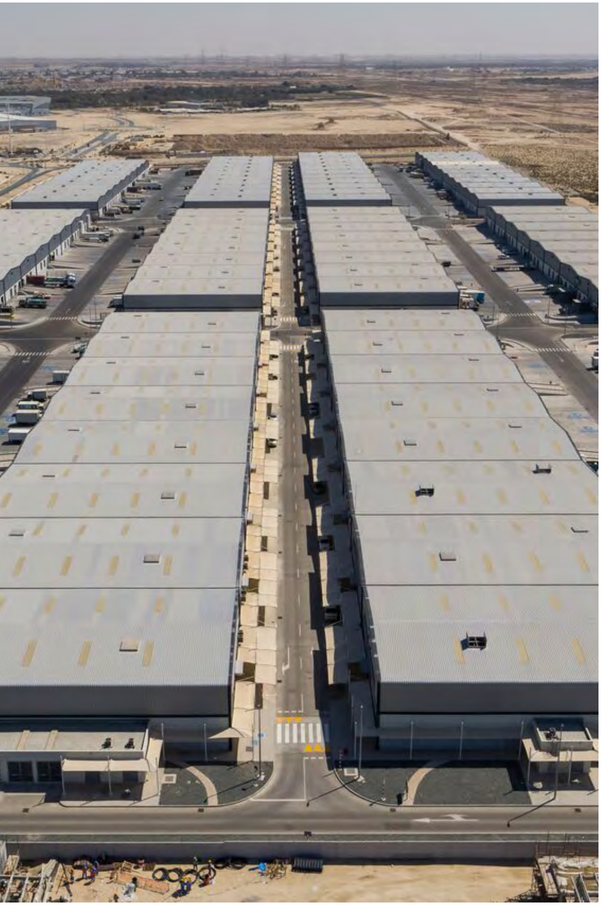
Other strategic high points in 2024 included completion and handover of Emtelle's USD 50 million facility, and the on-track development of a 252,000 $m^2$ fulfilment centre for noon.com, the Middle East's largest online retailer. The facility, to open in the first half of 2025, is the largest build-to-suit project ever realised by KEZAD. The centre features new automation technologies for storage, material movement, and sorting, and will create thousands of jobs while enabling the rapid delivery of products to millions of noon customers throughout the UAE.

Another watershed was the establishment of ZERO Farms, a vertical farming business in KEZAD's cutting-edge AgTech Park in Al Ain Industrial City, which underscored the Cluster's growing role in nurturing the local green business economy.

ZERO Farms, a partnership between AD Ports Group's majority shareholder ADQ and high-impact Italian technology company ZERO, pushes the boundaries of desert-climate farming, while supplementing



# Clusters – Economic Cities & Free Zones continued



KEZAD's growing ecosystem of food industry clients, whose products reduce import dependency through local production of crops, fruits and vegetables.

ZERO Farms is part of the Cluster's larger effort to develop marketplace partnerships such as the Food Hub, Auto Hub and Metals Park, which involve large new built-up areas and new leasing avenues designed to drive KEZAD's future revenue and earnings growth.

The Cluster also set new benchmarks during the year that reflect KEZAD's growing maturity as a multidimensional provider of real estate, infrastructure, and industrial facilities construction and management services. The number of Business Completion Certificates – which are generated when KEZAD tenants move from the planning to operational stage – exceeded 200 in 2024, a first for the Cluster and a sign of its growing efficiency.

The record number of projects that came on line during 2024 will have an impact from a synergy perspective on all future AD Ports Group projects, creating new revenue opportunities for other Group clusters, especially in Logistics, Maritime & Shipping, and Ports, which will in turn add value at the Group level.

## Financial headlines

The EC&FZ Cluster continued to be a major contributor to the Group's revenue and EBITDA in 2024.

Revenue increased by 11% year-on-year to reach AED 1.97 billion in 2024. This all-organic growth was primarily driven by the predominant landlord business model, with highly visible and predictable revenues.

The Cluster's EBITDA amounted to AED 1.19 billion for the year, translating into an EBITDA margin of 60%, compared to 71% in 2023, which was boosted by a one-off gain.

The Cluster's warehouse utilisation rate remained high at 97% in 2024. Utilisation in Sdeira Group continued to increase as well with the ramp-up of new facilities, reaching 67% by the end of 2024. Gas volumes were up 13% year-on-year with new customers from the expansion of the gas network.

## Outlook

Looking ahead, the EC&FZ Cluster plans to support further growth through automation and streamlining of business processes. 2024 saw a soft launch of the new KEZAD mobile app for customers and potential investors, which will become a potent channel for doing business within KEZAD. The Cluster is also developing the next phase of its online peer-to-peer platform Josoor, which will have greater functionality, allowing customers to engage with businesses through the platform.

The Cluster is also working on a new built-asset category for the start-up and small and medium enterprises (SME) sector, which will be the first of its kind in the region. During 2024, the Cluster largely completed the construction of its new KEZAD One headquarters building, which will increase its commercial offices portfolio.

# Maritime & Shipping

The Maritime & Shipping Cluster combined rising global shipping rates, the capture of new business in the dynamic Red Sea region, strong growth in its Marine Services, and Offshore & Subsea segments, and continued synergies from the consolidation of acquired companies such as GFS, Transmar, and TCI, to generate record revenue and profit.

Traditionally a major contributor to Group revenue and EBITDA, the Cluster reached a new level of weight and importance in 2024 as it took full advantage of the expanded maritime shipping opportunities made possible by the Group's growing ports, terminals and logistics networks.

# Clusters – Maritime & Shipping continued

The Group's diversification in maritime and shipping helped mitigate segmental risk to drive profitability for the Cluster, as freight rates rose in 2024 across the spectrum of shipping segments, from containers, to bulk, general, tankers, and Ro-Ro.

The expansive growth reflected the balanced nature of the Cluster's business mix, which range from the more cyclical container shipping business to the more contract-oriented Marine Services, Subsea and Offshore segments, where typical agreements can range up to five years or longer, providing stability to the long-term revenue outlook.

The Cluster benefited from growing connectivity provided by the Group's expanding network of ports and terminals, new end-to-end logistics services, and economic city ecosystem. The efficient deployment of the Group's feeder container fleet helped capture new business in the Red Sea region, where geopolitical disruptions affected the market dynamic.

In 2024, the Cluster increased the number of vessels serving the Red Sea from five to 17, and restructured services to maintain connectivity to the Mediterranean for clients in the Middle East and in Asia. Fleets were repositioned to optimise demand profiles, which allowed the Cluster to maximise gains from rising freight rates across the container, bulk, Ro-Ro, and general cargo markets.

The Cluster benefited from the Group's ability to deploy its owned-vessel fleet in a region where vessel supply was lacking, as many third-party vessel owners diverted their ships away from the Red Sea. The Cluster's fleet repositioning increased service to unaffected ports such as Khalifa Port, which drove a 48% year-on-year increase, for example, in Ro-Ro vehicles handled during 2024.

The same opportunistic management approach was applied to the Cluster's Marine Services, Subsea and Offshore segments, allowing the Group to maximise returns by serving markets facing significant logistical challenges.

Revenue from Marine Services, which includes towage, pilotage, mooring, bunkering, and tug escorts, among other services, was supported by key clients in the UAE such as national oil and gas company ADNOC, plus clients in Bahrain, Sri Lanka, and Africa.

A highlight was the successful ramp-up of Safeen Drydocks, the vessel repair and maintenance business the Group launched at the end of 2023, which experienced strong growth during 2024. Safeen Drydocks served the Group's own vessels, and those of third-party clients, leveraging the shortage of available drydock slots in the region. The growth of Safeen Drydocks is expected to continue into 2025, when the Group plans to open a second dry dock in January at Khalifa Port to meet rising demand.

Safeen Drydocks gave the Group a new ability in-house to modify ships to suit client wishes, expanding the Cluster's commercial range. The successful launch of Safeen Drydocks also established Khalifa Port as a growing hub for ship repairs.

In the Cluster's Subsea segment, strong growth came amid rising activity in the oil and gas sector.

**247**
total vessel fleet, +46% year-on-year

**45%**
contribution to consolidated Group revenue

**2.4 Mn**
feeder container volumes in TEUs +405% versus 2023

# Clusters – Maritime & Shipping continued

Revenue rose 30% year-on-year at the Group's Safeen Subsea joint venture with NMDC, the UAE national marine dredging company. Safeen Subsea, which performs geophysical and geotech surveys, often involving remote operating vehicles for inspection and repair maintenance, captured rising demand from clients such as ADNOC Drilling in the UAE, and Aramco in Saudi Arabia.

At the same time, the Group extracted rising profit from the consolidation of acquisitions such as GFS, Transmar and TCI, through the rationalisation of management structures and technical support systems.

As part of the Group's integration of European logistics, maritime and ports operator Noatum, the Group restructured maritime and shipping services in the Cluster under the new global Noatum Maritime brand, leveraging the company's international brand equity.

Noatum Maritime now represents the full range of maritime and shipping services, from containers to feeders, Ro-Ro, tanker, dry bulk, as well as offshore, subsea, dry dock, marine services, ship brokering and Divetech, and the retained brands GFS, Transmar, and the offshore services joint venture OFCO, and the CIMS joint venture in the Caspian Sea.

In 2024, the Cluster also acquired Safina B.V., a leading provider of maritime agency and cargo services in Egypt.

The Group's diversification in maritime and shipping helped mitigate segmental risk to drive profitability for the Cluster, as freight rates rose in 2024 across the spectrum of shipping segments, from containers, to bulk, general, tankers, and Ro-Ro.

As the Cluster's maritime shipping fleet and services offering has expanded, the Group has gained the ability to lower costs, deriving economy-of-scale benefits from operational areas such as procurement, staffing, and fleet insurance.

Organisationally, the Cluster restructured into five business sub-units in 2024, representing shipping, offshore & subsea, marine services including public water transportation, shipbuilding & drydocking, and agency services. Management structures were adjusted and new CEO positions created in shipping, maritime services, and offshore.

## Abu Dhabi Maritime

**A collaboration with the Abu Dhabi Department of Municipalities and Transport, Abu Dhabi Maritime is the custodian of the Emirate's waterways, regulating activities and development across 45,000 km$^2$ of sea.**

Founded in 2020, Abu Dhabi Maritime, which had been part of AD Ports Group's Maritime & Shipping Cluster, became an independent AD Ports Group corporate entity in April 2024.

Salient achievements during the year included the inauguration of new ferry terminals on Saadiyat and Al Aliah islands, which significantly expanded public maritime infrastructure in the Emirate.

Upgrades to Abu Dhabi Emirate's maritime safety maps, and the Al Nalia mobile app – which allows mariners and tourists to quickly view maritime zoning areas in Abu Dhabi – enhanced the availability of maritime services.

The publication of an ESG Handbook for the maritime sector, and the launch of the free online tool MARSDNA, simplified ESG planning for local enterprises.

The second Abu Dhabi Maritime Awards (Marinas Edition), which was held in November 2024, drew a record number of submissions from eight countries, and set new standards of excellence in the Middle East, North Africa and Türkiye (MENAT) region.

# Clusters – Maritime & Shipping continued

In terms of innovation, the Cluster broke ground with the launch of SAFEEN Green, a remote unmanned underwater surveying and monitoring vessel operated by SAFEEN Subsea. The vessel saved time and $CO_2$ emissions and eliminated human risk. It also represents the first of a new generation of unmanned vehicles that the Cluster plans to introduce into its maritime and shipping operations.

The first electric tug in the Middle East joined the Cluster's Marine Services fleet, and received a Guinness Book of World Records™ Award in November for being the world's most powerful electric tugboat. The Bu Tinah demonstrated an average high peak pull of 78.2 tonnes at Khalifa Port, signalling a positive shift towards development of low-carbon emissions alternatives.

To develop the Middle Route trade corridor between Europe and Asia, the Group opened a Noatum Maritime office in Türkiye, offering port and liner agency services in the Mediterranean, and new connectivity for logistics clients using the trade corridor through Pakistan to the former CIS countries of Central Asia, where the Group has businesses in Uzbekistan, Kazakhstan and Georgia.

## Financial headlines

Revenue in the Cluster increased 28% year-on-year to AED 8.06 billion in 2024, with Maritime & Shipping becoming the biggest top-line contributor to Group results, generating nearly half, 45%, of the Group's AED 17.29 billion total revenue during the year.

In 2024, the Cluster's EBITDA margin reached 25%, compared to 15% in 2023, as Maritime & Shipping activities benefited from increasing scale benefits, the increase in global freight rates, the growth in Marine Services, Subsea and Offshore businesses, as well as from several major new contracts entered.

The Maritime & Shipping Cluster benefited from strong growth across all operations in 2024. The total vessel fleet reached 247, including 226 owned vessels, up from 178 in 2022, adding capacity across all shipping segments.

Feedering container port calls increased by 34% year-on-year; feedering container volumes soared five-fold year-on-year to 2.4 million TEUs and marine services activities, including vessel calls, towing services, and pilot services, all experienced double-digit growth year-on-year.

In terms of performance, financial results, operations and the introduction of new technologies, 2024 was an exceptional year for the Cluster, which includes the world's third-largest pure feeder shipping service[8], which called at 75 ports across 28 countries.

The Cluster successfully leveraged rising global demand for container shipping, which generated about 35% of 2024 revenue, and benefited from strong performance across its less-cyclical contract businesses in Marine Services, Subsea and Offshore, which made up about 65% of revenue, to produce record top- and bottom-line results.

Revenue from shipping rose 21% year-on-year during 2024 to AED 4.77 billion, while revenue from Marine Services rose 87% to AED 1.3 billion. Offshore & Subsea revenue rose 42% to AED 2.0 billion.

[8] According to Alphaliner 2024 ranking of pure feeder operators by vessel capacity

## Outlook

Looking ahead to 2025, the Cluster anticipates another strong year of top-line growth, as it anticipates solid demand for its regional feeder shipping services and continued synergies and cost savings from the consolidations of GFS, Transmar and other recently acquired firms. The Cluster plans to continue its opportunistic market strategy approach maximising returns from the Red Sea, while building out its increasingly successful activities in Marine Services, Offshore and Subsea.

The Cluster will also position itself to address offshore services demand in Pakistan, sub-Saharan Africa, and in the Caspian Sea region, to transport crude oil and other energy-related products for UAE partner nations.

**Clusters** continued

# Logistics

The Logistics Cluster grew from a regional into a global international business in 2024, leveraging the Group's largest-ever acquisition, and capturing the benefits of newly won scale across five continents and 38 countries. Warehousing rates of 70-75%, an enhanced global brand presence, and strengthened commercial relationships, provided a new level of competitive advantages.

2024 marked a year of consolidation and integration for the Logistics Cluster, during which we reinforced and strengthened our teams to prepare for ambitious future growth plans. Revenue more than doubled year-on-year, driven by the first full-year contribution of results from Noatum, the European logistics firm acquired in 2023 for AED 2.65 billion, the Group's largest-ever single acquisition since its public listing in 2022.

# **Clusters – Logistics** continued

**The robust top-line growth in 2024 underscores the transformative impact of the Noatum acquisition on our logistics business. This strategic investment is expected to generate both top and bottom-line benefits for years to come, as we identify additional synergies and structural consolidations, unlocking new value and generating long-term positive contributions to Group results.**

Noatum's reach, networks, and customer relationships transformed AD Ports Group from a regional player into a truly global provider of vertically integrated logistics services, with a growing international network and offices in Europe, Africa, the Middle East, Asia, and the Americas.

The Cluster's increased scale opened new opportunities in 2024, combining favourable market conditions with the business' ability to navigate local challenges, resulting in robust revenue growth across all regions.

The Cluster's diversified product offering and global presence were crucial in driving growth during 2024. This was particularly evident in regions with exposure to high freight rates, where our procurement capabilities and positioning allowed us to capitalise on market opportunities. Additionally, polymer storage in the Middle East significantly contributed to our bottom line.

In the ocean freight segment, despite an increased freight rate environment, the Cluster successfully protected volumes and expanded operations, particularly in the Asia-WestMed, Intra-Europe, and Asia-LatAm trade lanes, boosting margins per TEU by over 30%.

In air freight, volumes increased by about 20%, especially in the Trans-Pacific Eastbound (Asia-America), Intra-Asia, and India Subcontinent-America trade lanes. We supported our business growth by investing in our regional teams, enhancing our buying power, and our verticals in 2024, positioning the Cluster to exceed the 4-6% growth in demand predicted for the global logistics market in 2025.

The Group's enhanced global brand presence and aggressive growth strategy also strengthened relationships with airlines and carriers, providing competitive advantages in negotiations of rebates and overall rates.

In warehousing, the Cluster experienced strong growth at key logistics centres, particularly in the UK, where a new warehouse operation commenced in 2024. Optimisation initiatives were carried out in the US, Spain, Abu Dhabi, Peru, and across our Asia operations. Our global warehouses achieved an overall 70-75% occupancy rate throughout the year. In 2025, the Cluster will continue to focus on strengthening specialised contract logistics teams, improving operational efficiency, and maximising the use of existing spaces while exploring new opportunities to expand capacity in the coming years. These significant gains were largely driven by the successful integration of Noatum's global logistics assets and capabilities into the Group, completed in 2024.

**+224%***

ocean FCL and Reefer revenue versus 2023

**+260%***

air freight revenue versus 2023

**+171%***

warehousing revenue versus 2023

* 6 months consolidation of Noatum in 2023

# **Clusters – Logistics** continued

With its presence in 38 countries, the expanded Cluster offered a new level of comprehensive logistics solutions across key global markets over the course of the year. The integration brought strong brand recognition, solid positioning with carriers, enhanced service portfolio and improved negotiating power. Additionally, the integration expanded the Group's offering in the UAE, creating a robust global freight network, and specialised project cargo services, including a dedicated chartering desk and engineering planning expertise. These capabilities enabled the Group to deliver seamless, end-to-end solutions for clients worldwide, positioning the Cluster as a strategic logistics partner across industries.

In the Middle East region, where Noatum Logistics replaced Micco Logistics as the core logistics brand, the Group's expanded capabilities resulted in unprecedented growth and enhanced market penetration, particularly in project cargo operations, supported by new tools such as the Noatum Control Tower concept, which expanded value-added solutions for clients.

The integration of Micco Logistics into Noatum Logistics Middle East contributed to the Cluster's bottom line in 2024. Micco had been the Group's freight forwarding arm since its acquisition in 2020, serving Abu Dhabi and the GCC region for over four decades. Inheriting Micco's strong ties to Abu Dhabi's natural resources sector, Noatum Logistics Middle East now supports an important share of Abu Dhabi's oil, gas, and petrochemical projects. Additionally, the September 2024 launch of Noatum Logistics' first rail shuttle service in cooperation with Etihad Rail, between Khalifa Port and Fujairah Terminals, diversified the Cluster's land freight offering in the region.

These strengthened capabilities and expanded assets enabled the Group to access new logistics clients during the year, representing untapped potential for new opportunity developments. Additionally, the global positioning and capabilities of the combined Group attracted new customers, including Lulu, Barakat, Star Market, and especially Edge. Edge, in particular, was acquired through a joint effort by our Middle East and UK teams.

# **Clusters – Logistics** continued

Employee involvement in the integration process was significant throughout 2024, with close collaboration for joint value creation and operational enhancement. A key highlight was a global Townhall held in July, involving hundreds of team members from all corners of Noatum Logistics' global ecosystem.

Several on-the-ground initiatives, such as the implementation of CargoWise and CRM systems in the Middle East, and enhanced collaboration with AD Ports Group's strategic accounts, exemplify the integration progress and the combined effort from global and local teams. A meeting of country commercial heads in Abu Dhabi provided opportunities to demonstrate how to best present new and global capabilities to key clients and align strategies for growth. As a result, a new sea-air product offering was developed, leveraging the combined strengths of the Group's GFS and Cordelia maritime carriers to secure new contracts with major cargo owners.

Overall, 2024 represented a significant milestone, marking the completion of the first phase of an integration that will serve as a solid foundation for future growth.

## Financial headlines

The Cluster's revenue rose 142% year-on-year in 2024 to AED 4.68 billion from AED 1.94 billion in 2023. EBITDA stood at AED 357 million, up 131% from AED 155 million in 2023 (adjusted for the AED 139 million one-off impairment charge), translating into an EBITDA margin of 8% (stable versus 2023). The Logistics Cluster came in, for the second year in a row, as the second-largest contributor to the Group's revenue in 2024 after the Maritime & Shipping Cluster, contributing 26% of the Group's total revenue during the year.

This growth has been driven by the integration of Noatum Logistics into the consolidated figures, but standalone performance has also demonstrated strength with revenue growth in both legacy organisations.

The number of TEUs handled across all our logistics offices, accounting for both import and export, increased by 4% despite one-time effects in 2023 derived from the devastating earthquakes in Türkiye, supply chain disruptions driven by the Gaza conflict, and volatility in freight rates. Freight rate volatility, combined with our capacity to optimise procurement, has resulted in significant revenue growth.

This revenue growth, combined with our efforts to keep the structure lean, resulted in healthy net income results of AED 87.33 million.

**Clusters** continued

# Digital

In 2024, the Digital Cluster made significant strides towards its strategic goal of global trade facilitation through digitalisation, marked by an expanded portfolio, advancements in the Group's digital transformation, introduction of new trade transformation initiatives for the Emirate, and its first technology export; all while achieving record revenue.

The majority stake acquisition in Dubai Technologies, a trusted regional trade, transport and mobility solutions developer, complemented the Cluster's existing digitalisation capabilities, enabling it to deliver key transformative solutions across the entire trade value chain – from customs, ports, maritime to logistics.

# **Clusters – Digital** continued

A 6-star rating by the prestigious European Foundation for Quality Management (EFQM) affirmed the Cluster's world-class standards, which continued to drive virtual connectivity and synergies across the Group.

With successful new initiatives, the Cluster contributed to the advancement of trade and investment in the Emirate, and leveraged the Group's established global presence to foray into international markets.

The rebranding of the Cluster's flagship brand, Maqta Gateway, to Maqta Technologies Group, announced in December, capped an eventful year for the Cluster. The new brand consolidated diverse capabilities gained through the TTEK Inc. acquisition in 2023, the majority stake in Dubai Technologies in 2024, and in the Maqta Ayla joint venture in Jordan, among others.

## Building Group synergies

During 2024, the Cluster worked across the Group to optimise synergies from consolidation of newly acquired ports, maritime and shipping and logistics assets, such as Spanish terminal operator APM Terminals Castellón, Sesé Auto Logistics, a FVL services provider with a fleet of over 200 trucks in Europe.

The Cluster also played a key, behind-the-scenes role in supporting the digital integration in 2024 of Noatum, helping the Group to consolidate the acquisition.

The Digital Cluster's work contributed to maximising the synergistic potential from these and other acquired companies by aligning their internal digital management systems to the Group's highly efficient platforms, and providing the visibility and digital tools needed to refine and optimise business performance.

By the end of 2024, the Cluster had digitally enabled significant Group achievements, such as the inauguration of CMA Terminals Khalifa Port and the digital solutions implementation for Karachi Gateway Terminal (Private) Limited (KGTL) – the joint venture between AD Ports Group and Kaheel Terminals.

In addition, the Cluster developed and implemented an in-house-built maritime and shipping solution to track international vessels, enabling enhanced visibility for the Group. Another development, a first-of-its-kind ESG assessment portal for Abu Dhabi Maritime, MARSDNA, allows maritime businesses and organisations to measure their standing on national and international ESG metrics, and provides near-instant, bespoke recommendations to strengthen their efforts.

The Digital Cluster is playing an increasingly central role in the Group's growth strategy, as the digital enabler of synergies and cost savings generated from acquisitions since 2022, which have transformed the Group from a regional into a global trade, transport and logistics ecosystem active in more than 50 countries.

The Cluster's ability to identify and unlock synergies from acquired businesses was aided by the Digital team's in-depth knowledge of the ports, logistics, maritime

**+30 Mn**
single Window transactions

**678,000**
metric tonnes of $CO_2$ saved in travel through digital solutions

**92%**
customer satisfaction rate with Maqta Gateway's ATLP platform

# **Clusters – Digital** continued

and shipping and economic development businesses, gained through the Cluster's long-standing support to these clusters.

As digital architect of a rapidly growing corporate enterprise, the Cluster helped boost the efficiency of the Group's operations, such as the handling of containers at Abu Dhabi's flagship port, Khalifa Port, which allowed the Group to lower the greenhouse gas emissions and electricity intensity required in the handling process.

The December inauguration of the new terminal at Khalifa Port, which hosts major regional container terminal hubs for global shipping lines COSCO, CMA CGM, and MSC, once again highlighted the Cluster's pivotal role in monetising synergies from the Group's global expansion.

During 2024, the Group integrated the sustainably designed state-of-the art container terminal and linked it to the ATLP, Abu Dhabi's official single window for trade, in the UAE, which offers shipping lines, shipping agents, customs agents, terminal operators and other government agencies a single point-of-access and real-time information across a wide range of services. Since its inception, the Digital Cluster's solutions have reduced the need for 523 million paper copies, generating savings for over 22,000 users of its digitalisation solution (ATLP).

In January 2024, the Cluster agreed to develop a digital PCS for the Port of Aqaba in Jordan through the Maqta Ayla joint venture with ADC.

## Expanding portfolio

The Cluster in 2024 initiated the full integration of TTEK Inc., whose artificial intelligence-driven customs modernisation solutions complement the Cluster's existing Single Window solution. The Group's 60% stake in Dubai Technologies, whose award-winning products include integrated logistics solutions, and intelligent mobility solutions, also strengthened the Cluster.

The Cluster also continued to work on productising and linking newly acquired technologies and organically created software solutions now owned by the Group to develop a suite of new software solutions that can be provided across the trade, transport and logistics supply chain for the Group and all its customers.

# Clusters – Digital continued


While the Digital Cluster will continue its primary mission as digital architect of the Group and its clusters, it will increasingly market new product solutions to external clients domestically and internationally.

## Promoting AI and autonomous technologies

Another significant highlight for the Cluster was the development and launch of an AI platform, built in-house leveraging leading proprietary models, to drive AI adoption among employees and encourage higher work efficiencies. In October 2024, the Cluster initiated a strategic partnership with Presight to deliver AI-powered solutions for the trade and logistics sectors. In collaboration with the Technology Innovation Institute (TII), the Cluster steered a series of cutting-edge proofs-of-concept, including for autonomous water transport and autonomous intra-terminal trucks.

The Cluster plans to continue innovating in AI to build use cases and applications in the ports, maritime, logistics, and economic development sectors to extract value from its ongoing AI research and development efforts.

## Enabling the Emirate’s trade transformation

Under the supervision of Abu Dhabi’s Department of Economic Development, the Cluster launched Abu Dhabi’s Trade Information Portal, a platform that hosts comprehensive information on trade-related policies and procedures, further advancing the digital maturity of trade through the Emirate.

By introducing online access to business financing services for the users of ATLP, Abu Dhabi’s official single window for trade, the Cluster complemented its existing vast array of services, offering a new value-added service to the Emirate’s importers and exporters.

## Financial headlines

The Digital Cluster achieved record revenue in 2024.

Cluster revenue rose to AED 567 million, with year-on-year growth of 25% compared to AED 454 million in 2023, driven by organic growth and the acquisition of Dubai Technologies, which had nine months impact on revenue.

The Cluster closed its books with a healthy EBITDA margin of 35%.

The Digital Cluster is focused on pursuing its mission of systematically digitalising global trade, by combining its expertise as a leading solutions developer and systems integrator, with the deep, industry-specific knowledge of trade, transport, logistics, and development.

# Financial Performance

2024 was a year of remarkable growth and resilience against an uncertain economic backdrop.

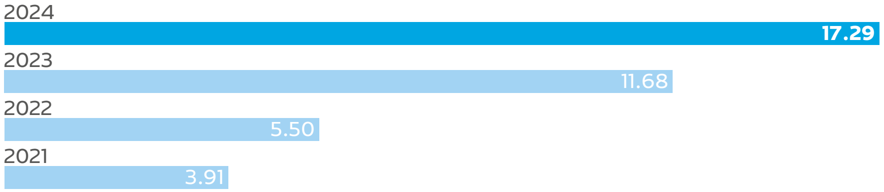
Through prudent financial stewardship and strategic capital deployment, we have ensured that AD Ports Group remains resilient in the face of global economic headwinds. Our latest financial results underscore the rigorous commitment to synergistic growth, cost optimisation, and revenue diversification. By maintaining a robust balance sheet, a strong credit rating, and prudent investment principles, we continue to position AD Ports Group for sustainable growth and long-term shareholder value creation.

→ Read more on our **Financial Performance**

## Revenue

AED 17.29 Bn

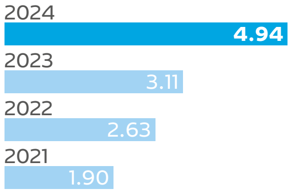
**+48% year-on-year**




## Gross Profit

AED 4.94 Bn

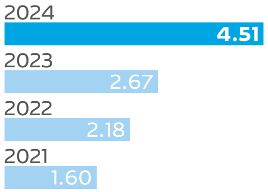
**+59% year-on-year**




## EBITDA

AED 4.51 Bn

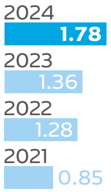
**+69% year-on-year**




## Total Net Profit*

AED 1.78 Bn

**+31% year-on-year**




* Net Profit Before Tax and Minorities

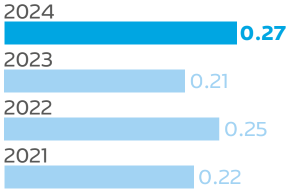
# **Financial Review** continued

The year 2024 was marked by significant growth in container markets, driven by rising demand amid strong economic recovery and supply chain disruptions. AD Ports Group capitalised on these business tailwinds by registering strong growth in volumes, aided by ocean freight rates, mainly on account of the Red Sea impact. The acquisition of Noatum, alongside the integration of GFS and the Karachi break bulk businesses, solidified our positioning as a global logistics trade platform. Our strategic focus for 2024 was on securing port assets and concessions, integrating recent acquisitions, and capturing growth synergies. The Group's resilient and highly visible cash flows across all business segments continue to underpin our strong and consistent growth trajectory.

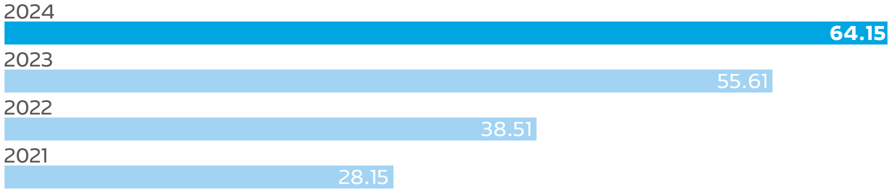
## Consolidated performance

Group **Revenue** increased 48% year-on-year to reach AED 17.29 billion in 2024, with **EBITDA** surging by an impressive 69% to AED 4.51 billion, implying an EBITDA margin expansion to 26.1% versus 22.8% in 2023. **Profit Before Tax and Minorities** rose by 45% year-on-year, while **Total Net Profit** increased 31% year-on-year to AED 1.78 billion in 2024, translating to a Net Profit margin of 10.3%.

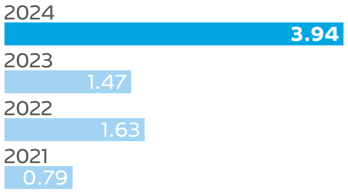
### EPS
AED 0.27




### Total Assets
AED 64.15 Bn

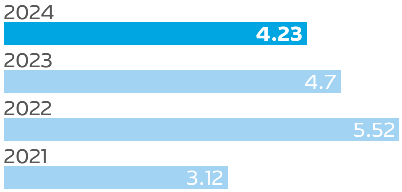



### Cash From Operating Activities
AED 3.94 Bn

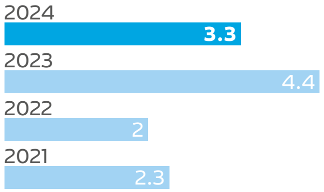



### Capital Expenditure
AED 4.23 Bn

**-10% year-on-year**




### Net Debt/EBITDA (x)
3.3x



# **Financial Review** continued


The Group's stellar performance was driven by organic growth across the Group's five business clusters – Ports, EC&FZ, Maritime & Shipping, Logistics, and Digital Clusters, supported by strategic M&A, notably GFS and Karachi Gateway Multipurpose Terminal (KGTML) in Q1-2024. The full-year impact of Noatum and Karachi Gateway Terminals Limited (compared to six months impact in 2023) further bolstered results.

## Robust and all-round growth across clusters

**The Ports Cluster** achieved record-breaking container throughput of 6.3m TEUs (+27% year-on-year) for the year, reflecting a strong utilisation of 63% (versus 54% in 2023), with utilisation levels specifically at Khalifa Port reaching 70% for the full year versus 58% in 2023. High-yield O&D volumes (+69% year-on-year) outpaced transshipment volumes (+17% year-on-year) in 2024, and AD Ports Group recorded an improvement in transshipment/O&D volume mix of 54%/46% in 2024 versus 61%/39% in 2023.

General cargo volumes grew 40% year-on-year to 56.1 m tons (24% like-for-like excluding M&A effect) on the back of steady growth in the UAE. High-yield steel (+40% year-on-year), lay-by cargo (4x) and paper pulp (+26% year-on-year) volumes drove UAE volumes (+6% year-on-year), supported by volume growth from KGTML, TCI, and Noatum terminals.

Ro-Ro volumes almost doubled, from 777,000 vehicles in 2023 to 1.43 million vehicles in 2024, benefiting from the full-year consolidated impact of Noatum. The current Red Sea crisis supported Ro-Ro volumes in Khalifa Port, while weaker demand in Europe, and EV-related trade tensions with China, led to softer Ro-Ro volumes in Spain. Cruise passenger volumes declined year-on-year due to the Red Sea disruptions, temporarily impacting operations at Aqaba Cruise Terminal. In the UAE, cruise passengers were down 12% year-on-year.

The Ports Cluster reported revenue growth of 48% year-on-year reaching AED 2.36 billion in 2024, fueled by solid organic growth, including the commencement of fixed concession fees from the new CMA terminal, as well as contributions from newly acquired terminals in Spain (Castellón and UECC in Spain), and KGTML in Pakistan. EBITDA for the Ports Cluster rose 28% year-on-year to AED 1.06 billion in 2024, while the EBITDA margin witnessed a small moderation to 45%, from 52% in 2023, due to the impact of international operations.

**The Economic Cities & Free Zones Cluster** clocked 3 km$^2$ of net new land leases in 2024, securing investments across key sectors, including EV battery processing plants, steel recycling, aluminium components manufacturing, EPC solutions, health and wellness, building materials, oil and gas, and energy sectors, as well as a build-to-suit facility developed for Emtelle (telecom). Warehouse utilisation remained high at 97% in 2024, up from 87% in 2023, despite adding 6% capacity during the year. KEZAD Communities (rebranded as Sdeira) also witnessed higher utilisation levels, despite the addition of 3,000 beds during the year, reaching 67% in 2024, up from 60% in 2023. Gas volumes grew 13% year-on-year, with strong demand from customers, and from the expansion of the gas pipeline network.

The EC&FZ Cluster recorded revenue increase of 11% year-on-year reaching AED 1.97 billion in 2024, driven by the stable, scalable, and predictable revenues from the landlord business model. Revenue from KEZAD Communities (+19% year-on-year) and warehouses (+45% year-on-year) also

# **Financial Review** continued

contributed to the overall revenue growth for the year. The EC&FZ Cluster's EBITDA amounted to AED 1.19 billion, translating into an EBITDA margin of 60%, compared to 71% in 2023 (or 65% excluding a one-off gain of AED 98 million related to a legacy payable). Excluding the one-off gain, EBITDA for the year grew 2% year-on-year.

**The Maritime & Shipping Cluster** recorded strong growth across all operational indicators. The Shipping segment significantly expanded the container vessel fleet to 46 vessels, from 16 in 2023. These vessels were deployed in 24 services (versus six services in 2023), connecting 75 ports across 28 countries. Feedering container volumes surged 5x in 2024 to 2.4 million TEUs, driven by the GFS acquisition, with about 70% of container feeder volumes culminating from the Gulf, Indian Subcontinent, and Red Sea regions. The Offshore & Subsea segment delivered robust growth year-on-year on the back of strong vessel demand. The Marine Services segment's growth was aided by the new business from Safeen Drydocks, as well as vessel traffic growth at Khalifa Port.

The Maritime & Shipping Cluster was the primary revenue growth engine of the Group, supported by the acquisition of GFS, portfolio synergies, and favourable market dynamics. Cluster revenue increased +28% year-on-year to AED 8.06 billion in 2024, and 87% year-on-year, excluding vessel trading pass-through revenues booked in 2023. In 2024, Maritime & Shipping Cluster EBITDA stood at AED 2.02 billion, recording a +116% year-on-year, and +24% year-on-year on a like-for-like basis, adjusted for the GFS acquisition, implying an EBITDA margin of 25%, benefiting from economies of scale, synergies, and an increase in freight rates.

**The Logistics Cluster** witnessed polymer volumes growth of 12% year-on-year. Air freight volumes grew 21% year-on-year, benefiting from the ongoing disruptions in ocean freight and strong demand, particularly from retail clients, e-commerce, and high-tech components. Ocean freight volumes were flat year-on-year.

Cluster revenues surged to AED 4.68 billion from AED 1.94 billion in 2023, driven by consolidation of Sesé Auto Logistics (from Q1-2024), the full-year impact of Noatum versus six months in 2023, as well as higher value-added services in the polymer business. EBITDA growth was predominantly revenue-led, reaching AED 357 million, from AED 155 million in 2023 (adjusted for the AED 139 million one-off impairment charge), translating into an EBITDA margin of 8%, stable versus 2023.

**Digital Cluster** revenues were supported by the acquisition of Dubai Technologies in Q1-2024, maintenance and services activities related to external projects, as well as services to internal stakeholders. Digital Cluster revenue grew by 25% year-on-year to AED 567 million in 2024, with all business segments growing at low- to mid-teens rates, while EBITDA for the year reached AED 201 million (-20% year-on-year) impacted by AED 80 million of deferred income.

## Cash Flows

In 2024, Cash Flow from Operations nearly tripled to AED 3.94 billion in 2024 from AED 1.47 billion in 2023 on the back of strong EBITDA growth, and higher cash conversion. Meanwhile Cash Used in Investing Activities amounted to AED 5.74 billion, reflecting disciplined investment spending, while Cash from Financing Activities amounted to AED 1.28 billion.

## Capital Expenditure

The Group's Capital Expenditure (CapEx) totalled AED 4.23 billion in 2024, representing a 10% reduction (AED 463 million) compared to 2023. The disciplined approach to CapEx spending is manifested in the strategic emphasis on infrastructure assets development in the Ports and EC&FZ Clusters, with newly secured concessions in Egypt, Pakistan, Republic of Congo, and Angola supplemented by vessel fleet augmentation under the Maritime & Shipping Cluster.

## Balance sheet

The Group's balance sheet remains robust with total assets growth of 15% year-on-year to AED 64.15 billion in 2024, while Total Equity increased 14% year-on-year to AED 27.73 billion.

AD Ports Group enhanced its liquidity position, ending the year with cash and equivalents of AED 2.82 billion, driven by earnings growth, and additional liquidity boosters, through the refinancing and upsizing of its bank facilities. In September 2024, the bridge loan facility amounting to AED 8.2 billion was refinanced and upsized by a term loan to AED 10.2 billion (AED and USD dual-tranche facility). The RCF was

# **Financial Review** continued

upsized from USD 1 billion to USD 2.125 billion (dual-tranche AED and USD facility) in December 2024, reducing spreads and extending maturities to 2027 and beyond. The funding strategy is anchored on utilisation of the debt capital markets as the predominant long-term funding vehicle, with the RCF facility serving as a liquidity backstop.

Significant growth in operating profits, together with stabilising debt levels, led to a reduction in Net Debt/EBITDA ratio to 3.3x as of December 2024, down from 4.4x in 2023. The Group's capital structure at year-end 2024 comprised 39% debt, including unsecured bonds under a Euro Medium Term Note Programme, term loan, RCF, and debt from newly acquired companies, including EAJ, GFS, and Noatum. The Group is focused on maintaining a strong standalone investment grade credit rating on a long-term sustainable basis. Fitch upgraded AD Ports Group to 'AA-' from 'A+' in March 2024, and Moody's assigned an initial 'A1' rating with stable outlook in December 2024.

## Sustaining growth amid economic and geopolitical uncertainties

Though we continue to live in a turbulent period with enhanced geopolitical and regional tensions, AD Ports Group is well positioned to navigate the uncertainties and capitalise on emerging business opportunities.

The Group has an integrated multi-sector business ecosystem enabling cross-selling of services and optimising of synergies. Our long-term contracted, scalable and predictable revenues provide a solid foundation for continued expansion, with prudent investments fostering organic and inorganic growth. As we look ahead into 2025 and beyond, we remain committed to maintaining prudent investments, operational excellence, and continued rapid growth, further reinforcing our leadership position in global maritime trade logistics.

# Corporate Governance

AD Ports Group achieved significant milestones in corporate governance during 2024, which enhanced the Group's stakeholder confidence, operational excellence, and compliance practices.

The Risk and Compliance unit strengthened the Group's corporate governance framework by introducing enhanced Governance, Risk, and Compliance ("GRC") services in four key areas:

**Assurance**
**Advisory**
**Culture**
**Functional management**

# Contents

# Foreword

**We are pleased to present AD Ports Group's ("Group" or the "Company") Corporate Governance Report ("Report") for 2024 which has been prepared in compliance with the requirements of our market regulator, the United Arab Emirates ("UAE") Securities and Commodities Authority ("SCA") Chairman's Decision No. 3 of 2020 on the Joint Stock Companies Governance Guide and Decision no. (2/RM) of 2024 (together, the "Governance Guide"), as amended from time to time and takes into consideration Global Reporting Initiatives ("GRI") sustainability reporting standards.**

The Group remains committed to upholding the highest standards of Corporate Governance, going beyond mere compliance with applicable laws and regulations. During 2024, we further embedded Environmental, Social, and Governance ("ESG") principles across our operations, integrating compliance and ESG initiatives in alignment with leading international standards with the aim to be a leader among our peers. We continued strengthening our governance model in line with our adopted principles of responsibility, accountability, equity, and transparency and fair disclosure. This dedication and commitment is also demonstrated by being awarded International Organization for Standardization (ISO) Certifications on Corporate Governance (ISO 37000:2021), Whistleblowing Management Systems (ISO 37002:2021), and obtained recertification for another three-year cycle for Risk Management (ISO 31000:2018), Compliance Management Systems (ISO 37301:2021), Anti-Bribery Management Systems (ISO 37001), and Information Security Management (ISO 27001:2022). This has underscored adherence to global governance standards and best practices and highlighted the Group's commitment to ethical conduct and transparency. Additionally, the Group's Risk and Compliance Unit was also awarded the European Foundation for Quality Management's ("EFQM") Certificate for Corporate Excellence, acknowledging the integration of an innovative GRC framework with robust oversight mechanisms.

In 2024, we welcomed three new members to the Group's Board of Directors following their approval by shareholders during the General Assembly Meeting. Board succession and diversity remain key pillars of the Securities and Commodities Authority ("SCA") Corporate Governance Regulations, which we fully support and integrate into our governance framework.

We also take this opportunity to extend our sincere appreciation to the former Chairman, who resigned during the year. We are grateful for his dedication, leadership, and invaluable contributions to the Company during his tenure on the Board.

This report provides an overview of the Group's Corporate Governance-related information and practices for the period from 1 January to 31 December 2024 and is published on the Abu Dhabi Securities Exchange ("ADX") website, as well as on the Group's website.

AD Ports Group Chairman

Audit and Risk Committee Chairman

Remuneration and Human Resources Committee Chairman

Chief Risk and Compliance Officer*

* Chief Risk and Compliance Officer oversees the Group Internal Control System

01

# Introduction

**Throughout 2024, AD Ports Group continued to fortify its commitment to exemplary Corporate Governance, underpinning our strategic objectives and operational excellence with robust governance principles.**

Our approach is rooted in transparency, accountability, and sustainability, driving value for our stakeholders and contributing to the broader economic landscape. This report outlines our governance structure including the pivotal role of our diverse and skilled Board of Directors, and the strategic oversight the members provide across our operations and subsidiaries. It also details our comprehensive governance framework, which integrates key policies and practices designed to ensure compliance, manage risks, and uphold ethical standards.

Through this framework, AD Ports Group ensures not only adherence to the SCA guidelines but also fosters a culture of integrity and responsibility that extends to our subsidiaries, reinforcing our position as a leader in global trade and logistics.

02

# Commitment towards Corporate Governance principles

The Group's Corporate Governance Policy establishes a structured governance framework that provides clear guidance and direction for the Group's business subsidiaries.

**This framework ensures that the distribution of rights and responsibilities among various stakeholders, including the Group Board of Directors, senior management, shareholders, regulatory bodies, and other stakeholders. It establishes rules and procedures for decision-making at the Group level, corporate affairs, and subsidiaries by their respective boards.**

The governance framework is designed to enhance organisational capabilities, while holding the core principles of transparency, accountability, responsibility, and fairness. It sets forth a set of Corporate Governance principles that the Group and related subsidiaries should comply with in their day-to-day activities. The Group's Governance Principles serve as the foundation for effective decision-making, risk management, and ethical leadership across the organisation. These principles ensure adherence to international Corporate Governance standards, and compliance with Abu Dhabi's strategic vision:

**Transparency:** Ensuring openness and clarity in operations, and in making information verifiable and subject to scrutiny.

**Accountability:** Enabling shareholders to hold senior management accountable for performance under the law and governance systems. It also ensures the responsibility of senior management before the Board of Directors, and the Board of Directors' responsibility to shareholders.

**Responsibility:** Elevating the sense of duty within management (both the Board of Directors and senior management) and ensuring that each Board member acts according to a high level of professional ethics. It acknowledges the legal rights of shareholders and encourages cooperation between the Group and shareholders on matters such as profit and job opportunities.

**Equality:** Ensuring rights equality between minor and major investors, as well as between local and foreign investors.

# Commitment towards Corporate Governance principles continued


This governance framework and its principles aim to set and monitor the achievement of the Group's objectives, ensuring the effective management and oversight of the organisation's performance and strategic direction.

In 2024, the Group reinforced its commitment to exemplary Corporate Governance, ensuring that our strategic objectives and operational excellence are supported by robust governance principles. Our governance approach is anchored in transparency, accountability, and sustainability, fostering long-term value creation for stakeholders, while contributing to economic growth. This report outlines our governance structure, including the strategic role of our diverse and experienced Board of Directors, whose oversight extends across our clusters and subsidiaries. It also details our comprehensive governance framework, which integrates key policies and best practices to ensure compliance, manage risks, and uphold ethical standards. Through this framework, the Group not only adheres to SCA guidelines, but also cultivates a culture of integrity and responsibility across all subsidiaries, reinforcing our position as a leader in global trade and logistics.

The Group's Corporate Governance Policy establishes a structured governance framework that provides clear guidance and direction for the Group's business subsidiaries. This framework defines the distribution of rights and responsibilities among key stakeholders, including the Group Board of Directors, senior management, shareholders, and other relevant parties. It also sets forth decision-making rules and procedures at both the Group and subsidiary levels, ensuring alignment with corporate objectives and regulatory requirements.

The governance framework is designed to strengthen the principles of transparency, accountability, responsibility, and fairness, fostering a corporate culture that supports sustainable growth.

AD Ports Group is committed to its Corporate Governance Principles, which serve as the foundation for setting strategic objectives, monitoring performance, and ensuring the effective management and oversight of the Group's operations.

03

# AD Ports Group governance structure and framework

**The Corporate Governance Operating Model adopted by the Group and its related units and subsidiaries is guided by the SCA Governance Guide.**

Key components of this model include:

## a. Board and Subsidiary Governance Structure

The Group Board of Directors is responsible for strategic oversight, risk management, financial governance, and compliance across the Group. Subsidiary Board of Directors operate with independent decision-making authority, while aligning with Group-wide policies and compliance frameworks. Group Board Committees (Audit & Risk, Remuneration and Human Resources, and Strategy & Investment) provide specialised governance oversight and decision-making support. The Board delegates specific powers and responsibilities to the Managing Director and Group Chief Executive Officer by virtue of a duly notarised Power of Attorney ("POA"), who subsequently sub-delegates specific authorities to members of senior management of the Group.

## b. Regulatory Compliance & Ethical Governance

The Group is committed to maintaining strong compliance with: (i) UAE Corporate Governance regulations, including SCA and ADX standards, (ii) Internal ethical policies, such as the Code of Business Conduct ("COBC"), Delegation of Authority ("DOA"), and Whistleblowing Framework, and (iii) Global sustainability goals, integrating ESG (Environmental, Social, and Governance) principles into Corporate Governance policies, among others. Additionally, a whistleblowing mechanism is in place to report governance violations, unethical conduct, and potential conflicts of interest – ensuring a culture of transparency and accountability.

## c. Cluster Board of Directors and Cluster Board Committees

Each cluster within AD Ports Group has a dedicated Cluster Board which is responsible for oversight over the implementation of the cluster's strategic and operational plans, reviewing financial results, and ensuring all activities, strategies, budgets, and expenditures align with the Group's expectations.

## d. Group & Subsidiaries DOA Matrix

A comprehensive DOA Matrix details the powers of shareholders, the Board, and the authorities delegated by the Board to Executive Management for the administration and affairs of the Group and subsidiaries in strategic, financial, compliance, and operational aspects, taking into consideration the Group's Articles of Association ("AoA") and the Memorandum of Association ("MOA") for each cluster. This tailored DOA approach empowers each cluster with the autonomy to drive their strategic objectives, underpinned by a strong governance framework that aligns with the Group's overarching principles and regulatory requirements.

# AD Ports Group governance structure and framework continued


**Key**

Direct reporting
flow of information
administrative reporting
direct access

04

# Board formation and governance

**During 2024, our Board of Directors was comprised of a balanced mix of members, each bringing a unique set of skills, extensive experience, and a commitment to the highest standards of Corporate Governance, which supports the Group's ambitions and operational excellence.**

AD Ports Group Board of Directors is constituted of a diverse blend of executive and non-executive members, each selected for their extensive experience, expertise, and ability to guide the Group towards achieving its strategic objectives. The Board's composition is a testament to our commitment to upholding the highest standards of Corporate Governance, with a clear focus on diversity, innovation, and leadership within the Ports, Economic Cities & Free Zones, Maritime & Shipping, Logistics, and Digital clusters.

# Board of Directors

## 4.1 Board Members Overview

### H.E. Mohamed Hassan Alsuwaidi
Chairman, Independent Non-Executive Director

Date of Appointment: 04/06/2024

#### Experience and qualifications
- The UAE Minister of Investment
- Managing Director and Group Chief Executive Officer at Abu Dhabi Developmental Holding Company (“ADQ”)
- Held several investment management positions covering sectors such as metals and mining, real estate, hospitality, infrastructure, technology, and agriculture at Mubadala
- Experience in banking and finance from his tenures with Union National Bank, Abu Dhabi Ship Building, and the General Secretariat of the Abu Dhabi Executive Council
- Bachelor’s degree in accounting from United Arab Emirates University

#### Other directorships
- Chairman of Abu Dhabi National Energy Company (“TAQA”)
- The Second Vice Chairman of Aldar Properties
- Board Member at Emirates Investment Authority
- Board Member at Abu Dhabi Pension Fund
- Board Member at Artificial Intelligence and Advanced Technology Council
- Board Member at Emirates Nuclear Energy Corporation
- Board Member at Al Dahra Holding

### Mr. Khalifa Sultan Al Suwaidi
Vice Chairman, Independent Non-Executive Director

Date of Appointment: 01/06/2020

#### Experience and qualifications
- Managing Partner at Lunate
- 23 years of experience, served as the CEO of Abu Dhabi Growth Fund
- Held the position of Group CIO at ADQ, and several senior managerial positions at Mubadala Investment Company and Abu Dhabi National Chemical Company
- Bachelor’s degree in business from California State University, and an EMBA with Distinction from Zayed University

#### Other directorships
- Chairman of Agthia Group
- Vice Chairman of Abu Dhabi National Energy Company (“TAQA’)
- Board Member at Etihad Airways PJSC

# Board of Directors

## 4.1 Board Members Overview continued

### Captain Mohamed Juma Al Shamisi
Managing Director and Group Chief Executive Officer

Date of Appointment: 06/12/2021

**Experience and qualifications**
- 20 years of maritime industry experience
- Master of Business Administration, University of Tasmania, Australia
- Advanced Diploma of Applied Science (shipmaster), Australian Maritime College
- Graduate Certificate of Management, the University of Tasmania, Australia
- Diploma of Applied Science (2nd Mate Class), Australian Maritime College

**Other directorships**
- Chairman of Aramex
- Chairman of Mair Group
- Vice Chairman of UAE Sailing & Rowing Federation
- Board Member of Etihad Aviation Group
- Board Member of Etihad Airways PJSC
- Board Member of the Abu Dhabi Airports Company
- Board Member of the UAE MAKE A WISH Foundation

### Mr. Jasim Husain Thabet
Independent Non-Executive Director

Date of Appointment: 01/06/2020

**Experience and qualifications**
- Group CEO & MD of Abu Dhabi National Energy (“TAQA”)
- Served as the CEO and Managing Director of Abu Dhabi Power Corporation and as the CEO of the National Central Cooling Company PJSC (Tabreed)
- Bachelor’s degree in Mechanical Engineering from Saint Martin’s University, USA

**Other directorships**
- Abu Dhabi National Energy Company PJSC
- Board member of Etihad Airways PJSC
- Board member of Abu Dhabi Future Energy Company (Masdar)

# Board of Directors

## 4.1 Board Members Overview continued

### H.E. Mansour Mohamed Al Mulla
Independent Non-Executive Director

Date of Appointment: 01/06/2020

**Experience and qualifications**

- Deputy Group CEO of Abu Dhabi Developmental Holding Company ("ADQ")
- Served as the Managing Director & CEO of EDGE Group, as the Group CIO at ADQ and as the CFO of the Petroleum & Petrochemicals Platform at Mubadala
- Bachelor's degree from Portland State University in Oregon, USA

**Other directorships**

- Board Member at Abu Dhabi National Energy Company ("TAQA")
- Board Member at Abu Dhabi Aviation Company PJSC
- Vice Chairman of Etihad Airways PJSC
- Board Member at Etihad Rail PJSC
- Board Member at Abu Dhabi Global Market ("ADGM")

### H.E. Mohamed Ibrahim Al Hammadi
Independent Non-Executive Director

Date of Appointment: 06/12/2021

**Experience and qualifications**

- Managing Director and CEO of the Emirates Nuclear Energy Corporation ("ENEC")
- Served as Board member at Terrapower, the National Marine Dredging Company and is Chaiman of the World Nuclear Association ("WNA")
- Bachelor of Science in Electrical Engineering and a Master of Science in Engineering Management from the Florida Institute of Technology, USA
- Honourary Doctorate from Ajou University of the Republic of Korea

**Other directorships**

- Vice Chairman of National Marine Dredging Company ("NMDC") BoD
- Board Member of ENEC Operations and ENEC Commercial
- Governing Board member of the WANO Atlanta Centre ("AC"), World Association of Nuclear Operators ("WANO")
- A member of the American Nuclear Society, and the Project Management Institute (USA)
- Senior member of the Institute of Electrical and Electronics Engineers (USA), the International Council on Large Electric Systems, and the Engineers Association of the UAE

# Board of Directors

## 4.1 Board Members Overview continued

### Mrs. Najeeba Hassan Al Jabri
Independent Non-Executive Director

Date of Appointment: 06/12/2021

**Experience and qualifications**
- Chief ESG & Sustainability Officer at Emirates Global Aluminium ("EGA")
- Two decades of experience in the chemical engineering industry
- Master in Process Control from Auckland University
- MBA from Hult International Business School
- Bachelor's degree in chemical engineering from United Arab Emirates University in Al Ain

**Other directorships**
- None

### Mr. Renzo Bravo Calambrogio
Independent Non-Executive Director

Date of Appointment: 18/04/2024

**Experience and qualifications**
- Logistics Director – Portfolio Management at Abu Dhabi Developmental Holding ("ADQ")
- Held several managerial positions at UPS, including Strategy Vice President – Emerging Markets and Marketing Vice President for India & the Subcontinent, Middle East & Africa. Also served as Europe Region Strategy Director
- MBA – Manchester Business School (United Kingdom)
- Columbia Business School – Leadership (New York)
- Bachelor's degree in business administration from the University of Lima

**Other directorships**
- None

### Mr. Soren Poulsgaard Jensen
Independent Non-Executive Director

Date of Appointment: 18/04/2024

**Experience and qualifications**
- Served as CEO of Scandlines Group, where he was instrumental in modernising the company and improving EBITDA from 2013 to 2019, while launching a green initiative that significantly reduced emissions
- Held several positions at Maersk Line, including General Manager for Eastern Europe and Vice President for Hong Kong
- Served as member of the Advisory Board for Ehrenberg Sørensen Kommunikation Aps
- Diploma from Copenhagen Business School, and an advanced programme, from London Business School

**Other directorships**
- Board Member of Esvagt A/S, where he is transforming the company into a premier supporter of windfarm developers in Europe, the UK and the US
- Advisor to the Board of Fjord1, a Norwegian ferry and infrastructure company that was acquired by a consortium of international PE and infrastructure investors

# Board formation and governance

## 4.2 Insiders Share Dealings

In 2024, AD Ports Group has continued to enhance its governance frameworks, with a particular focus on the management and oversight of insider information, and trading activities, in compliance with the SCA's regulations. The Group's Chief Risk and Compliance Officer manages the Insiders Register ("Register"), which captures information about Group's insiders. Quarterly reviews of the Register are carried out to ensure that the Register is kept up-to-date, and to monitor compliance with the Company's Insider Trading Policy, and applicable legal and regulatory requirements. The Register is also regularly shared with regulatory authorities, reflecting our commitment to transparency and regulatory compliance.

To safeguard the independence of the Risk & Compliance function, and guarantee the effective enforcement of various Corporate Governance, Risk, and Compliance policies across the Group, inquiries and requests for clarification regarding the Insider Trading Policy are directed to the Group Chief Risk & Compliance Officer. This protocol ensures that all insider trading activities are conducted within a framework of strict governance and oversight.

This structured approach to the DOA, and the meticulous oversight of insider trading practices, exemplifies AD Ports Group's unwavering commitment to governance excellence. By ensuring the robust management of the Register, and adhering strictly to our Insider Trading Policy, we reinforce our dedication to maintaining the highest standards of integrity and compliance across all aspects of our operations.

Based on a statement received from ADX, and confirmed by each of the Board members, the following table reflects each of the Board of Directors' positions (including spouses and children) in the Group's shares, and the net final balance, as of 31 December 2024. This transparency in reporting underscores our dedication to upholding the highest standards of governance and ethics in all our operations.

| Name | Position | Total shares as of 31 Dec 2024 | Total sell as of year 2024 | Total buy as of year 2024 |
|---|---|---|---|---|
| H.E. Mohamed Hassan Alsuwaidi | Chairman | – | – | – |
| Mr. Khalifa Sultan Al Suwaidi | Board member | 4,379,979 | 883,027 | – |
| Mr. Jasim Husain Thabet | Board member | – | – | – |
| H.E. Mansour Mohamed Al Mulla | Board member | 498,400 | – | – |
| H.E. Mohamed Ibrahim Al Hammadi | Board member | – | – | – |
| Captain Mohamed Juma Al Shamisi | MD and Group Chief Executive Officer | 8,216,699 | – | – |
| Mrs. Najeeba Hassan Al Jabri | Board member | – | – | – |
| Mr. Renzo Bravo Calambrogio | Board member | – | – | – |
| Mr. Soren Poulsgaard Jensen | Board member | – | – | – |

# **Board formation and governance** continued

## 4.3 Governance Structure and Board Composition

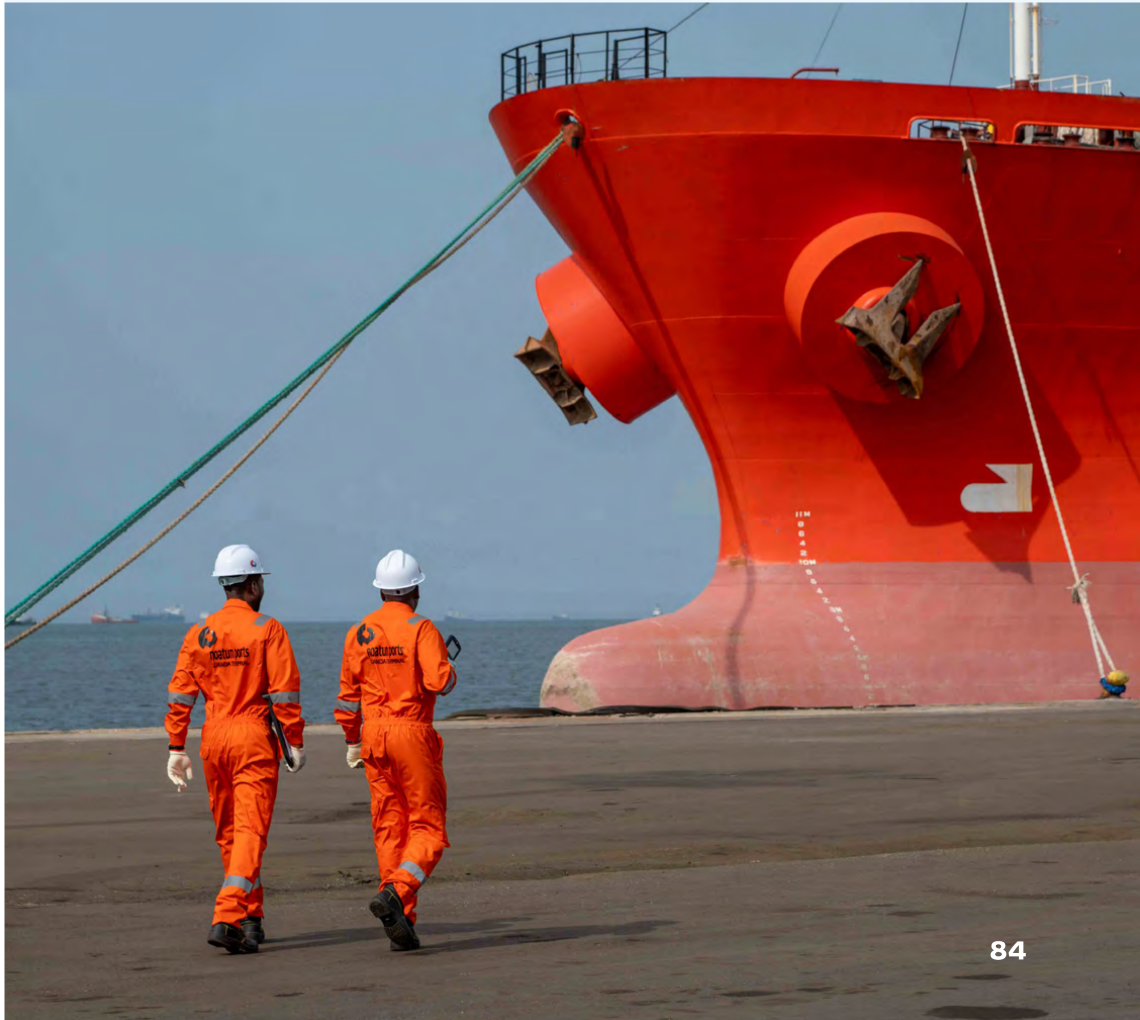
The Corporate Governance Operating Model adopted by AD Ports Group, and its related units and subsidiaries, is guided by the SCA Governance Guide. This model establishes a structured governance framework that ensures effective oversight, accountability, and decision-making across the Group, while maintaining operational autonomy at the cluster and subsidiary levels. The governance operating model ensures that the ultimate responsibility for governance and risk management of subsidiaries lies at the Group level, while clusters and subsidiaries operate within a defined regulatory and compliance framework. This approach strengthens transparency, internal controls, and strategic alignment across all business units.

## 4.4 Board Nomination and Remuneration

The Board Nomination and Remuneration Policy outlines a merit-based selection process for Board members, emphasising objective criteria that align with the best interests of the Group and its stakeholders. This policy ensures that our Board members are equipped to foster a governance framework that supports strategic decision-making, risk management, and stakeholder engagement. Moreover, our remuneration practices are designed to attract, retain, and motivate Board members, aligning their efforts with the Group's goals and enhancing stakeholder value.

In line with our governance principles, Board members do not receive attendance fees for participating in Board meetings. However, committee members (excluding executive members) are eligible for retainer payments and attendance fees, capped at nine meetings per year, reinforcing our commitment to active and engaged committee participation.

A total Board remuneration (including committee fees) of AED 10,902,000 was approved by the shareholders for the 2023 financial year, which were received by the Board members in 2024. For the financial year ending 31 December 2024, the Board will recommend the remuneration for approval by the shareholders at the 2025 General Assembly Meeting.



# Board formation and governance continued

## 4.5 Diversity and Empowerment

AD Ports Group is committed to fostering a diverse and inclusive governance structure, which includes advocating for women's empowerment and representation at all levels of leadership. We recognise the invaluable perspectives and contributions that women bring to our Board and executive teams, and we are dedicated to enhancing female representation in leadership roles within the Group. This commitment is reflective of our broader strategy to support diversity, equity, and inclusion across the organisation, ensuring a dynamic, innovative, and responsive governance culture.

## 4.6 Representation of Women

In 2024, AD Ports Group continued to exemplify exceptional governance through a meticulously structured Board of Directors, comprehensive policies on nomination and remuneration, and a steadfast commitment to diversity and empowerment, particularly regarding women's representation.
The Board currently has one female representative, in line with the AD Ports Group Board Charter. The Group is committed to gender diversity, both the composition of the Board and its employee workforce. The Remuneration and Human Resources Committee ("RHRC") supports the nomination of female candidates and will continue to review opportunities to include gender diversity as part of the Board succession process.

As part of our women's empowerment perspective, we continuously strive to elevate the representation of women on our Board of Directors, and across executive roles. This effort aligns with our core values of diversity and inclusion, underscoring the importance of gender equality in leadership and decision-making processes. Through targeted initiatives and policies, we aim to create an environment where women's talents and leadership qualities are recognised, valued, and nurtured.

The governance structure of AD Ports Group for 2024, including our Board of Directors, Board Nomination and Remuneration Policy, and commitment to diversity and women's empowerment, underscores our dedication to maintaining exemplary Corporate Governance standards. By fostering a diverse, inclusive, and dynamic governance framework, we ensure that AD Ports Group remains at the forefront of industry leadership, poised to navigate the complexities of the global maritime and logistics landscape.

## 4.7 Board Meetings and Oversight in 2024

During 2024, under the guidance of the Board of Directors, AD Ports Group continued to advance its strategic objectives, governance framework, and corporate culture, ensuring the organisation's alignment with its long-term goals and purposes. The Board, adhering to its charter, has effectively overseen the implementation of various initiatives, demonstrating its commitment to the Group's success and stakeholders' interests.

The Board charter, which outlines the roles, responsibilities, functions, and powers of the members, both collectively and individually, is subject to annual review. This ensures that our governance practices remain responsive and relevant to the evolving business landscape. The charter is readily accessible for stakeholders wishing to understand the governance framework that underpins our operations.

# **Board formation and governance** continued

Throughout the year, the Board engaged in a rigorous schedule of meetings to consider, review, and approve a wide array of general business matters, in accordance with the Group's Delegation of Authority policy. These meetings were held virtually, utilising videoconference technology to facilitate efficient and effective discussions, and decision-making processes.

| | Date of meeting | Key matters discussed |
|---|---|---|
| 1 | 14/02/2024 | • Approved the Group's preliminary unaudited financial statements for the financial year ended 31 December 2023<br>• Approved to invite the Group's annual general assembly meeting ("AGM") |
| 2 | 11/03/2024 | • Approved the Group's integrated annual report for the financial year ended on 31 December 2023<br>• Approved the Group's annual audited financial statements for the financial year ended on 31 December 2023<br>• Approved to invite the Group's AGM<br>• Approved the 2024 AD Ports Group Scorecard<br>• Approved grade and salary adjustment for Executive<br>• Approved the Group's 2023 Short Term Incentive ("STIP") for Executives & Group overall bonus<br>• Approved Long Term Incentive Plan ("LTIP") performance indicators to remain unchanged in 2024<br>• Approved the 2024 Executive team nomination list for LTIP, and the critical and high performer and potential ("HIPPO") nomination list for LTIP<br>• Endorsed the Board remuneration for the financial year ended on 31 December 2023 |
| 3 | 13/05/2024 | • Approved the Group's financial statements for the first quarter of the financial year 2024 |
| 4 | 04/07/2024 | • Elected H.E. Mohamed Hassan Alsuwaidi as the Chairman of the Board of Directors of the Group<br>• Reconstitution of the Group's Board committees |
| 5 | 12/08/2024 | • Approved the Group's financial statements for the second quarter of the financial year 2024<br>• Approved of the ConRo Lease Agreement |
| 6 | 12/09/2024 | Group activities and other business |
| 7 | 11/11/2024 | • Approved the Group's financial statements for the third quarter of the current financial year 2024<br>• Approved the refinancing and upsizing of the ADPG RCF to AED 9.2 billion<br>• Approved and authorised the refinancing of the GFS facility |

# Board formation and governance continued

## 4.8 Board Meeting Attendance in 2024

During the year, seven AD Ports Group Board meetings were convened, with members participating actively to deliberate on and direct the Group's strategic path. The changes in the AD Ports Group Board composition took place in 2024, with H.E. Mohamed Hassan Alsuwaidi being appointed as Chairman in May, succeeding H.E. Falah Mohammad Al Ahbabi. The table right provides a detailed record of attendance, reflecting the commitment of our Board members to governance and oversight responsibilities:

| | Date of meeting | Number of attendees | Number of attendees by proxy | Names of absent members |
|---|---|---|---|---|
| 1 | 14/02/2024 | 7 out of 7 | None | None |
| 2 | 11/03/2024 | 7 out of 7 | None | None |
| 3 | 13/05/2024 | 9 out of 9 | Two proxies | None |
| 4 | 04/07/2024 | 9 out of 9 | One proxy | None |
| 5 | 12/08/2024 | 9 out of 9 | None | None |
| 6 | 12/09/2024 | 9 out of 9 | None | None |
| 7 | 11/11/2024 | 9 out of 9 | One proxy | None |

# Board formation and governance continued

## 4.9 Board Evaluation and Development

AD Ports Group is committed to maintaining the highest standards of governance and leadership effectiveness. This commitment is evidenced through our rigorous approach to Board evaluation and development, which plays a pivotal role in enhancing our governance practices and strategic oversight. On an annual basis under the Group's Board Evaluation Policy, the Board of Directors and its sub-committees undertake a comprehensive internal evaluation to assess their effectiveness and identify areas for improvement. This evaluation process considers the primary functions of the Board and explores specific ways in which the Board and individual members can enhance their contribution to the Group's governance and strategic goals.

At least once every three years, an independent evaluation of the Board and each of its committees is conducted using an external consultant, in accordance with SCA regulations. In 2024, the AD Ports Group engaged HAWKAMAH,The Institute of Governance, to enhance its Board evaluation framework and tailor the questionnaire to align with the Group's needs and best practices.

The framework has been developed, and the AD Ports Group has been in the process of executing the exercise during 2025, to identify areas for improvement and strengthen governance practices.

## 4.10 Board Secretary

As of 19 June 2024, the position of the Board Secretary has been held by Mr. Ahmad Ma'abreh from Allen and Overy LLP, a multinational law firm headquartered in London (Allen & Overy). Mr. Ma'abreh is a partner in the corporate team of Allen & Overy's Abu Dhabi office.

The Board Secretary's responsibilities are delineated within the Board Secretary Policy, Governance Manual, Articles of Association of the Group, and applicable laws and regulations. Appointed by the Group Board, the Secretary does not hold a Board membership but is accountable directly to the Board. The Group Board sets the terms of reference for the appointment and key performance indicators, emphasising the role's accountability, and the annual evaluation of performance by the Group Board itself.

## 4.11 Board Resolutions

Throughout the fiscal year 2024, AD Ports Group Board of Directors passed three written resolutions by circulation as follows:

| | |
|---|---|
| **30 May 2024** | Board Resolution regarding resignation of Director (the Chairman) |
| **4 June 2024** | Resolving to appoint H.E. Mohamed Hassan Alsuwaidi as a member of the Group's Board of Directors to the vacant position to complete the term of his predecessor |
| **25 November 2024** | Resolution to invite the Group's general assembly to consider the Group's issuance of bonds |

## 4.12 Authorisation from the Board

The Board of Directors has set appropriate limits on the Scope of Authority for conducting the daily management activities of AD Ports Group. This delegation of authority is reviewed and updated by the Board as necessary, ensuring that management actions remain aligned with the Board's strategic directives and governance standards.

# Board formation and governance continued

## 4.13 Group Workforce Diversification and Achievements

In 2024, AD Ports Group has steadfastly advanced its commitment to workforce Diversity, Equity, and Inclusion ("DEI"), marking significant strides in building a more inclusive, diverse, and equitable workplace. This year, our achievements are highlighted by quantitative milestones that underscore our commitment to these values. Workforce diversification achievements include:

**Gender diversity:** We have made notable progress in enhancing gender diversity within our organisation. The total number of female employees in senior management positions (Manager level and above) increased from 124 in 2023 to 157 in 2024, demonstrating our dedication to promoting women into leadership roles. This is complemented by a consistent increase in female employment across all levels, with the female workforce rising to 1,949 (including Noatum) full-time employees by 2024.

**Cultural diversity:** Our commitment to cultural inclusivity is reflected in the diverse composition of our workforce, which boasts employees from over 100 different nationalities as of 2024. This diversity enriches our organisational culture and enhances our global competitiveness.

**Inclusivity of people of determination:** Maintaining our dedication to inclusivity, the percentage of people of determination within our workforce has remained steady, reflecting our ongoing efforts to provide equitable opportunities for all employees.

**Training and development:** Investment in training has been a cornerstone of our strategy to support workforce diversification. The training hours for female employees increased from 18,219 hours in 2023 to 24,459 hours in 2024, highlighting our commitment to professional development across gender lines. This emphasis on training ensures that all employees, regardless of gender or nationality, have the resources and opportunities to grow and develop within our organisation.

## 4.14 Strategic Initiatives and Future Directions

Aligned with our strategic objectives and the UAE's vision for a diversified and inclusive economy, AD Ports Group continues to implement policies and initiatives designed to foster a workplace environment where diversity and inclusion are not just encouraged but are integral to our corporate ethos. Our future directions include further enhancing gender diversity in leadership positions, expanding cultural diversity within our workforce, and continuing to support the development and inclusion of people of determination.

During 2024, AD Ports Group developed and launched an enhanced end-to-end onboarding experience. This new approach includes multiple modules that guide new employees through a comprehensive Group-wide journey, covering all aspects of the business. This initiative provides new joiners with all the information they need to navigate their new careers, explaining the Group's approach to career development and training. It also outlines how employees can engage with their line managers to access lifelong learning opportunities, further supporting workforce diversification and inclusion across the countries where AD Ports Group operates.

05

# AD Ports Group Board committees


## 5.1 Audit and Risk Committee Overview

The Audit and Risk Committee ("ARC") of the Group plays a crucial role in reinforcing the organisation's governance, risk management, and internal control frameworks. Tasked with providing structured, systematic oversight, the ARC supports the Group's Board and Management by ensuring the robustness and effectiveness of various governance aspects. In line with SCA's Governance Guide, the ARC is comprised of non-executive, independent members of the Board, who are well-versed in financial and accounting matters, and includes a member who is an expert in financial and accounting affairs as determined by the Board. The ARC's primary role is to provide objective review and advise the Board on its oversight responsibility in relation to the:

- Integrity over the financial statements and financial reporting process.
- Independence, competency, performance, and remuneration of the external auditors.
- Effectiveness and efficiency of the internal control systems.
- Competency and performance of the Internal Audit, and Risk and Compliance activities.
- Compliance to legal and regulatory requirements, including internal policies and procedures, and other Corporate Governance activities.

Under the leadership of the ARC Chairman, the ARC is dedicated to upholding the highest standards of the Group's value and business ethics principles, enhancing the Corporate Governance Structure, and ensuring the integrity of the Group Risk and Internal Control Framework. The ARC's responsibilities extend to assessing the independence and qualifications of the external auditors, along with reviewing the performance of accounting and financial reporting processes. This includes oversight of the audits of Financial Statements, and the efficiency of monitoring compliance with laws and regulations.

The ARC plays a pivotal role in considering feedback and findings from the external auditors, government auditors, and other assurance providers, and reviews, offering independent advice and guidance on the adequacy and effectiveness of Management's practices. The ARC Chairman acknowledges the significance of his role in overseeing the ARC's system within the Group, continuously reviewing its work mechanism to ensure its effectiveness. This commitment is reflective of the ARC's broader goal to provide the Board with insights and recommendations that enhance the organisation's governance and control environment. The ARC's diligent review of the key areas outlined above ensures that the Group maintains a transparent, accountable, and efficient governance framework, aligning with the organisation's strategic objectives and compliance requirements.

### 5.1.1 ARC Attestation

The Chairman of the ARC acknowledges responsibility for implementing the Committee's charter by the Group, reviewing its methods of operation, and ensuring its effectiveness.

The ARC composition changed on 4 July 2024. Mr. Jasim Husain Thabet was appointed as the Chairman, and Mr. Renzo Bravo Calambrogio was appointed as a member. H.E. Mohamed Ibrahim Al Hammadi continues as an ARC member.

| | ARC Committee members | Membership |
|---|---|---|
| 1 | Mr. Jasim Husain Thabet | Chairman |
| 2 | H.E. Mansour Mohamed Al Mulla | Chairman until July 2024 |
| 3 | H.E. Mohamed Ibrahim Al Hammadi | Member |
| 4 | Mr. Renzo Calambrogio | Member |

# AD Ports Group Board committees continued

| Date of ARC meeting | Key matters illustrated | H.E. Mansour Mohamed Al Mulla | Mr. Jasim Husain Thabet | H.E. Mohamed Al Hammadi | Mr. Renzo Calambrogio |
|---|---|---|---|---|---|
| 12/02/2024 | • Endorsement of preliminary unaudited financial statements of the year 2023<br>• Significant transactions and events of Q3 2023<br>• Group Internal Audit annual updates<br>• Group Risk and Compliance action plans and results | Present | Present | Present | n/a |
| 08/03/2024 | • Endorsement of 2023 audited financial statements<br>• Deloitte's report of 2023<br>• Internal Audit annual report | Present | Present | Present | n/a |
| 09/05/2024 | • Endorsement of Q1 2024 auditor reviewed financial statements<br>• Group Internal Audit updates and status<br>• Group Risk and Compliance update | Present | Present | Present | n/a |
| 08/08/2024 | • Endorsement of Q2 2024 auditor reviewed financial statements<br>• Deloitte's report for Q2 2024<br>• Group Internal Audit updates | n/a | Present | Present | Present |
| 27/08/2024 | • Endorsement of AD ports Group funding plans | n/a | Present | Present | Present |
| 10/09/2024 | • GRC updates<br>• Group Internal Audit updates | n/a | Present | Not Present | Present |
| 22/10/2024 | • GRC updates | n/a | Present | Present | Present |
| 04/11/2024 | • Endorsement of Q3 2024 auditor reviewed financial statements<br>• Deloitte external audit review for Q3 2024<br>• ADPG and GFS refinancing | n/a | Present | Present | Present |
| 09/12/2024 | • Group Internal Audit updates<br>• Group Risk and Compliance updates | n/a | Present | Present | Present |
| **Meetings attended** | | 3/3 | 9/9 | 8/9 | 6/6 |

# AD Ports Group Board committees continued

### 5.1.2 ARC Report

In line with SCA's Governance Guide, the ARC is comprised of non-executive, independent members of the Board, who are well-versed in financial and accounting matters, and includes a member who is an expert in financial and accounting affairs as determined by the Board.

The ARC's detailed responsibilities are defined within its charter as approved by the Board and are grouped into the following six roles: (1) Financial Reporting, (2) External Audit, (3) Internal Control and Risk Management, (4) Internal Audit, (5) Corporate Governance, and (6) Compliance and Whistleblowing.

The key outcomes achieved by the committee during 2024 include:

#### Financial Reporting and External Audit

- Reviewed and endorsed all quarterly auditor reviewed financial statements for Board's approval.
- Discussed with management and the external auditors the results of the financial audit, as well as the appropriateness of accounting policies and methods, disclosures in the financial statements, and the corresponding financial reporting, to SCA and the ADX.
- Reviewed the results of the financial statements, including the key risk areas where no significant matters related to the financial statement need be reported.
- Met with external auditors in the absence of management to ensure there were no disagreements or hindrances during the conduct of their audit.
- Discussed and ensured that the issues or difficulties encountered by external auditors while performing their duties were addressed and resolved.
- Reviewed and endorsed the annual financial statements for Board approval at the AGM.
- Reviewed the performance of the external auditors, and recommended their re-appointment after performing an annual evaluation, in accordance with Statutory Auditor Appointment Regulation ("SAAR"), resolution number 53 of the year 2020 issued by Abu Dhabi Accountability Authority ("ADAA").
- Ensured the statutory auditor independence, as per ADAA resolution number 53 of the year 2020.

#### Internal Control and Risk Management

- Monitored the effectiveness of the internal control system through Internal Audit Division ("IAD") reviews.
- Reviewed and discussed key risks and challenges that may impact the Group, its clusters, and subsidiaries.
- Monitored the mitigating controls developed and implemented by management for key risks which may potentially have a significant impact on the Group, its clusters, and subsidiaries.

#### Internal Audit Division

- Reviewed and approved the annual risk-based IAD plan outlining IAD's activities, organisational structure, and corresponding operational budget.
- Maintained open lines of communication with IAD.
- Reviewed and discussed IAD reports, which include high- and medium-rating reports, investigations, and relevant management responses.
- Assessed and evaluated IAD performance in delivering their services and activities.
- Assessed the performance of the Head of IAD for the year 2024, and provided guidance and mentoring, whenever applicable.
- Reviewed the status of follow-up on issues reported to ARC through internal and external audit reports.

#### Corporate Governance, Compliance & Whistleblowing – Governance Report

- Reviewed and monitored the Corporate Governance framework implementation of the Group, its clusters, and subsidiaries, to comply with SCA and ADX requirements.
- Reviewed reports of complaints, and discussed outcomes with the Compliance team.
- Oversaw management action plans to mitigate and rectify the vulnerabilities in internal control, if any.
- Reviewed all related party transactions and their compliance with applicable laws in this regard.

# AD Ports Group Board committees continued

## 5.2 Remuneration and Human Resource Committee Overview

The Remuneration and Human Resources Committee ("RHRC") plays a vital role within AD Ports Group, supporting the Board in fulfilling its governance responsibilities with an unwavering commitment to due care and diligence. Under the leadership of the RHRC Chairman, the committee ensures that the Group's governance mechanisms concerning remuneration, recruitment, Board nomination, and succession planning are executed with the highest standards of integrity and transparency.

The RHRC is entrusted with a broad range of responsibilities pivotal to fostering a governance culture that aligns with the strategic objectives of the AD Ports Group:

- **Remuneration guidance:** Advising on the remuneration packages for Senior Management, Non-Executive and Executive Directors, alongside overseeing other employee benefit programmes, to ensure they are competitive and equitable.
- **Talent management:** Reviewing the Group's policies on recruitment, retention, and termination to attract and retain top talent, essential for the Group's long-term success.
- **Board composition:** Identifying the necessary skills and qualifications for Board membership, and preparing role descriptions, to ensure the Board's composition supports the Group's strategic direction.
- **Nomination recommendations:** Recommending suitable candidates for Board and committee memberships, ensuring a balanced mix of skills, experience, and diversity.
- **Succession planning:** Overseeing the succession planning of Senior Management and Executive Directors, securing the Group's leadership continuity.
- **Performance reviews:** Ensuring the annual review of the performance of Senior Management and Board members, contributing to the continual enhancement of governance practices.
- **Self-evaluation and improvement:** Assisting the Board with annual self-evaluations and conducting performance evaluations of the Board committees, including its own, to identify and implement improvements.

The RHRC Chairman, acknowledges the critical role of the RHRC in maintaining effective governance systems within the Group. His leadership is instrumental in reviewing the committee's mechanisms, and ensuring their effectiveness, thereby enhancing the Group's governance framework, and supporting its strategic ambitions.

# **AD Ports Group Board committees** continued

### 5.2.1 RHRC Attestation

The Chairman of the RHRC acknowledges responsibility for implementing the committee's charter by the Group, reviewing its methods of operation, and ensuring its effectiveness.

The RHRC composition changed on 4 July 2024. H.E. Mansour Mohamed Al Mulla was appointed as the Chairman, and Mr. Renzo Bravo Calambrogio was appointed as a member. Mrs. Najeeba Hassan Al Jabri continues as an RHRC member.

| | RHRC Committee members | Membership |
|---|---|---|
| 1 | H.E. Mansour Mohamed Al Mulla | Chairman |
| 2 | Mr. Renzo Bravo Calambrogio | Member |
| 3 | Mrs. Najeeba Hassan Al Jabri | Member (Chairwoman until July 2024) |
| 4 | Mr. Khalifa Sultan Al Suwaidi | Member until July 2024 |
| 5 | H.E. Mohamed Ibrahim Al Hammadi | Member until July 2024 |

| | Date of RHRC meeting | Key matters illustrated | Mrs. Najeeba Hassan Al Jabri | Mr. Khalifa Sultan Al Suwaidi | H.E. Mohamed Al Hammadi | H.E. Mansour Mohamed Al Mulla | Mr. Renzo Bravo Calambrogio |
|---|---|---|---|---|---|---|---|
| 1 | 31/01/2024 | • Board remuneration structure<br>• Merger and acquisition incentives<br>• High performer and potential incentive plan | Present | Present | Present | n/a | n/a |
| 2 | 01/03/2024 | • AD Ports Group 2023 performance results | Present | Present | Present | n/a | n/a |
| 3 | 26/06/2024 | • Review short-term incentive plan of Executive role | Present | Not present | Present | n/a | n/a |
| 4 | 18/07/2024 | • Review short-term incentive plan of Executive role | Present | n/a | n/a | Present | Present |
| 5 | 19/12/2024 | • AD Ports Group salary scale review<br>• AD Ports Group incentive plan review | Present | n/a | n/a | Present | Present |
| **Meetings attended** | | | 5/5 | 2/3 | 3/3 | 2/2 | 2/2 |

## 5.3 Strategy and Investment Committee Overview

The Strategy and Investment Committee ("SIC") of AD Ports Group is a cornerstone in the Group's governance structure, tasked with overseeing the strategic direction and investment activities of the Group and its subsidiaries. Under the stewardship of SIC Chairman, the SIC plays a pivotal role in guiding the Group towards sustainable growth and value creation.

The SIC is entrusted with a comprehensive mandate to ensure that the Group's strategic and investment decisions align with its long-term objectives:

- **Strategic oversight:** Reviewing and endorsing AD Ports Group's and its subsidiaries' strategy for Board approval, ensuring that strategic initiatives are poised to meet the Group's vision and mission.
- **Budget and business plan:** Assessing the annual budget and business plan, including any significant overruns, to maintain financial discipline and ensure alignment with strategic goals.
- **Business development:** Overseeing material business development activities, including mergers and acquisitions,

# **AD Ports Group Board committees** continued

investments, capital expenditures, and disposals of assets and businesses, to drive growth and enhance shareholder value.
- **Treasury activities:** Evaluating material treasury activities to ensure they are managed within the Group's risk appetite and contribute to its financial stability.

The SIC's rigorous approach to overseeing the Group's strategy and investments is integral to AD Ports Group's governance framework. By establishing robust processes for measuring and assessing investment performance, the SIC assists the Group Board in making informed decisions that foster long-term growth and stakeholder value creation. Mr. Al Suwaidi's acknowledgment of his role underscores the committee's dedication to upholding the highest standards of governance and strategic oversight.

## 5.3.1 SIC Attestation

The Chairman of the SIC acknowledges responsibility for implementing the committee's charter by the Group, reviewing its work mechanism, and ensuring its effectiveness.

| | Committee members | Membership |
|---|---|---|
| 1 | Mr. Khalifa Sultan Al Suwaidi | Chairman |
| 2 | H.E. Mansour Mohamed Al Mulla | Member |
| 3 | Mr. Jasim Husain Thabet | Member |
| 4 | Mr. Soren Poulsgaard Jensen | Member |

| | Date of SIC meeting | Key matters illustrated | Mr. Khalifa Sultan Al Suwaidi | H.E. Mansour Mohamed Al Mulla | Mr. Jasim Husain Thabet | Mr. Soren Poulsgaard Jensen |
|---|---|---|---|---|---|---|
| 1 | 16/01/2024 | • Investment opportunities | Present | Present | Present | n/a |
| 2 | 09/10/2024 | • Sale of Conro vessel<br>• Purchase of Pure Car and Truck Carrier (PCTC) Ro-Ro vessel<br>• Investment opportunities | Not Present | Present | Present | Present |
| 3 | 29/10/2024 | • Investment opportunities<br>• Acquisition opportunities | Present | Present | Present | Present |
| 4 | 11/12/2024 | • Acquisition opportunities | Present | Present | Present | Present |
| **Meetings attended** | | | 3/4 | 4/4 | 4/4 | 3/3 |

## AD Ports Group operating model

06

# Organisation Structure

**Mohamed Juma Al Shamisi**
Managing Director & Group CEO

**Abrahim Abdulhalim**
Chief – Internal Audit Executive

**Ghassan Merhi El Chehabi**
Chief – Risk & Compliance Officer

**Audit & Risk Committee***

**Emil Pellicer**
Group General Counsel

**Group CEO Executive Office**

**Yasser Fowad Mohamed Al Wahedi**
President of Abu Dhabi Maritime Academy

**Martin Aarup**
Group Chief Financial Officer

**Saif Al Mheiri**
Chief Sustainability Officer

**Ross Thompson**
Group Chief Strategy & Growth Officer

**Maitha Ahmed Mesaed Al Murar**
Group Chief Human Resource Officer

**Samir Chaturvedi**
Chief International Business Officer – IO

**Saif Mohammed Al Mazrouei**
CEO Ports

- Cluster Management & Business Support
- Abu Dhabi Ports Operating Company
- ATK
- Cruise Business
- ADT
- COSCO
- CMA
- CSP

**Abdulla Humaid Rashid Al Hameli**
CEO Economic Cities & Free Zones

- Cluster Management & Business Support
- Urban Planning & Permitting
- KEZAD Utilities & Facilities Management
- KEZAD Group Engineering & Technical Services

**Ammar Mubarak Al Shaiba**
CEO Maritime & Safeen Group

- Cluster Management & Business Support
- Marine Services
- Shipping & Transshipment
- Offshore & Subsea

**Samir Chaturvedi**
Acting CEO Logistics

- Cluster Management & Business Support
- Noatum Logistics
- Noatum Maritime
- Noatum Terminals

**Noura Ahmed Sultan Al Dhaheri**
CEO Digital

- Cluster Management& Business Support
- Digital & Information
- Strategy & Growth

* 'Chief – Internal Audit Executive' and 'Chief Risk & Compliance Officer' report directly to the Audit & Risk Committee

## 6.1 Group Emiratisation strategy

**The Group Emiratisation Department under Human Capital and Emiratisation Division, plays a pivotal role in governing and supporting these efforts across the organisation.**

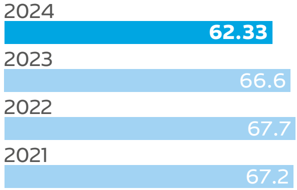
1. **Voyage of Discovery Programme:** A graduate development programme designed to equip Emirati graduates with the skills and experience needed for professional growth.
2. **Nawrus Programme:** Targets Emiratis school leavers, providing them with opportunities for operational and technical roles within the Group.
3. **Al Nukhba Programme:** Prepares high-potential Emirati employees for future leadership roles, both locally and internationally.
4. **Al Barza Gathering:** A gathering for Emiratis which aims to share AD Ports Group's vision regarding Emiratisation and to set an open dialogue with the leadership.

Moreover, the Group Emiratisation Department, under the Human Capital and Emiratisation division, arranges Emiratisation Committee meetings with senior management to drive and govern all Emiratisation-related practices, such as development plans.

AD Ports Group has implemented a robust Emiratisation strategy to align with its long-term objectives of the organisation, focusing on recruiting, developing, and retaining Emirati talent.

# **AD Ports Group operating model** continued

The table below shows the percentage of Emiratisation during the period 2021-2024:




## 6.2 Management Committees

To guarantee effective governance practices, mitigate associated risks, keep decision-making under control, and get the necessary assurance from pertinent functions, the Managing Director and Group CEO established different management committees. To better advise and assure shareholders, and provide a platform for receiving and discussing operational updates, the following management committees were set up.

### 6.2.1 Executive Management Committee ("ExCom")

Executive Management Committee's ("ExCom") main roles and responsibilities focus on Group decision-making and related subsidiaries' strategies, business planning, budgeting, financial reporting, and Group Risk, compliance, and internal control management. The committee determines the Group's activities by putting forth goals, objectives, and targets, in concrete terms, and by formulating strategies to achieve them. The committee also provides the infrastructure for the Group's success by establishing the following mechanisms:

- Purposeful legal and organisational structures that work effectively and efficiently;
- Functional planning, control, and management risk that assess risks on an integrated, cross-functional approach;
- Ensure Digital strategies are defined and aligned with the business goals of the Group; and
- Succession planning, which identifies, trains, and selects successors for critical positions in the Group.

### 6.2.2 Tender Board Committee

The Tender Board is a management committee whose main role and responsibility is to support AD Ports Group with authority to approve commitments and other decisions on the procurement of goods and services, in accordance with the approved Delegation of Authority ("DoA"). The committee shall do so by reviewing and endorsing recommendations prior to approval by the Competent authority. The role of the Tender Board is to ensure the following:

- Maintain the integrity and exercise control over the procurement process;
- Ensure compliance with the Procurement Policy and Procurement Procedures Manual; and
- Review and advise on other matters as required by the DoA and/or the Competent authority (authority to approve a procurement-related matter).

### 6.2.3 Strategy and Investment Committee

The Strategy and Investment Committee's main roles and responsibilities are to look after merger and acquisition proposals, greenfield/brownfield, project finance, investment opportunities, asset sales, and funding for capital expenditures or abandonment. The Committee has oversight to review and endorse for ExCom approval the following activities in accordance with the Groups' DoA, including but not limited to:

- Oversight of Corporate Strategy and five-year business plan, annual budget, and the corporate scorecard, scoping long-term business strategy, and any subsequent material changes to the business strategy;
- Growth strategies into international markets, and any material changes in strategic direction, plans for diversification etc.;
- The strategic rationale for the investment in companies and/or the acquisition or construction of material assets, as well as the findings of due diligence reports, negotiations of the investment terms, and binding offer(s) to be made;
- Ensure the policies underlying the financial funding plan of the Group ensure its adequacy and soundness in providing for the Group's operational and capital requirements, and recommend to the Board changes in the Group's capital and debt structure, as needed, articulating policies for hedging of currency and interest rate risk; and
- All material financing (including treasury activities, project financing and refinancing) activities that are required to be approved by the Board.

### 6.2.4 ESG and Sustainability Committee

The ESG and Sustainability Committee is a management committee whose main role and responsibility is to assist AD Ports Group leadership in articulating and developing its ESG and Sustainability strategy and

# AD Ports Group operating model continued

providing oversight of related initiatives and programs across the Group in line with the purpose, values, and strategy of the Group. The committee also coordinates and guides the Group's corporate units, clusters, and related subsidiaries to integrate ESG and Sustainability principles and practices and define synergies among the Group in terms of corporate governance operating model, environmental, social, and responsible business practices perspectives as well as ensuring compliance with mandatory ESG and sustainability regulatory requirements and other material obligations and mandates.

## 6.3 Executive Management Compensation

| Position | Appointment date | Total salaries and allowances paid in 2024 (AED)* | Total bonuses paid in 2024 (AED) |
|---|---|---|---|
| Managing Director and Group Chief Executive Officer | 06/12/2021 | 3,600,000.00 | 3,500,000.00 |
| Group Chief HR Officer | 01/01/2022 | 1,630,750.00 | 833,906.25 |
| Chief International Business Officer | 01/05/2022 | 2,056,536.00 | 964,001.25 |
| Group – General Counsel | 13/04/2022 | 1,945,212.00 | 911,818.13 |
| Group Chief Strategy and Growth Officer | 13/04/2022 | 1,839,384.00 | 948,432.38 |
| Group Chief Financial Officer | 13/04/2022 | 2,001,960.00 | 938,418.75 |
| Chief Executive Officer – Ports Cluster | 13/04/2022 | 2,488,440.00 | 1,166,456.25 |
| Chief Executive Officer – Digital Cluster | 13/04/2022 | 2,016,000.00 | 945,000.00 |
| Chief Executive Officer – Economic Cities and Free Zones | 13/04/2022 | 2,634,940.80 | 1,235,126.25 |
| Chief Executive Officer – Maritime and Shipping Cluster | 01/03/2024 | 1,904,400.00 | 547,762.50 |

* Salaries and allowances are contractual monthly cash commitments.

07

# External auditor

**Deloitte & Touche (M.E.) has been AD Ports Group's external auditor since 9 May 2023. Deloitte & Touche (M.E.) is a member firm of Deloitte Touche Tohmatsu Limited ("DTTL") and is the first Arab professional services firm established in the Middle East region with an uninterrupted presence since 1926.**

Deloitte is among the region's leading professional services firms, providing audit, tax, consulting, and financial advisory services through 26 offices in 15 countries with more than 3,000 partners, directors, and staff. It has been a Tier 1 Tax advisor in the GCC region since 2010 (according to the International Tax Review World Tax Rankings). Details of the fees paid to Deloitte & Touche (M.E.) for the 2024 services are provided in the table on the right.

| | |
|---|---|
| Name of the audit office and partner auditor | • Deloitte & Touche (M.E.),<br>• Partner Name: Obada AlKowatly |
| **Number of years he served as the Group external auditor** | |
| Number of years served by the audit partner as an external auditor for the Group | • 1 year |
| Number of years served by the audit firm as an external auditor for the Group | • 4 years |
| **Total audit fees for 2024 in (AED)** | • Audit and review fee: AED 2,005,000<br>• Expected costs for specialist's review: AED 400,000 |
| Fees and costs of other private services other than auditing the financial statements for 2024 (AED), if any, and in case of absence of any other fees, this shall be expressly stated. | • AED 619,000 |
| **Details and nature of the other services** | |
| Statement of other services that an external auditor other than the Group accounts auditor provided during 2024 (if any). In the absence of another external auditor, this matter is explicitly stated. | • ICoFR & XBRL |
| **Others** | |
| Fees and costs of special services other than auditing and reviewing the financial statements for 2024 | • None |

No reservations were reported to AD Ports Group in 2024.

08

# Internal control system

**The Group is committed to establishing a solid control environment by adopting internal control and Group risk management practices as strategic decision-making tools, supported by ethical standards, a governance structure, and the promotion of internal control culture.**

Every employee is expected to understand and manage risks and controls within their areas of accountability in alignment with the Group's interests. The Group emphasises the implementation of internal controls and mitigates related risks, including to the Corporate Governance model, across all business units, corporate units, clusters, and related subsidiaries.

Therefore, the Group has established solid rigorous systems for internal control and risk management. These systems have ensured effective and efficient operations, reliable financial and non-financial reporting, and compliance with applicable laws and regulations. These systems aim to enable and maintain the overall governance practices of internal control and risk management across AD Ports Group to ensure an adequate internal control across all levels of the Group, clusters, and related subsidiaries. The systems embrace risk-aware culture, provide reasonable assurance, and accurate and reliable financial and non-financial reporting, and comply with applicable laws and regulations, while promoting transparency and accountability.

In addition, the systems guide the management of material issues related to potential control deficiencies across AD Ports Group units, clusters, and subsidiaries. This includes all direct and outsourced employees and other business partners, towards executing and monitoring internal controls performance in line with regulatory requirements and leading practices. Examples of this include ADAA, the SCA Governance Code, ADQ Guidelines, and Committee on Sponsoring Organizations (COSO) Principles.

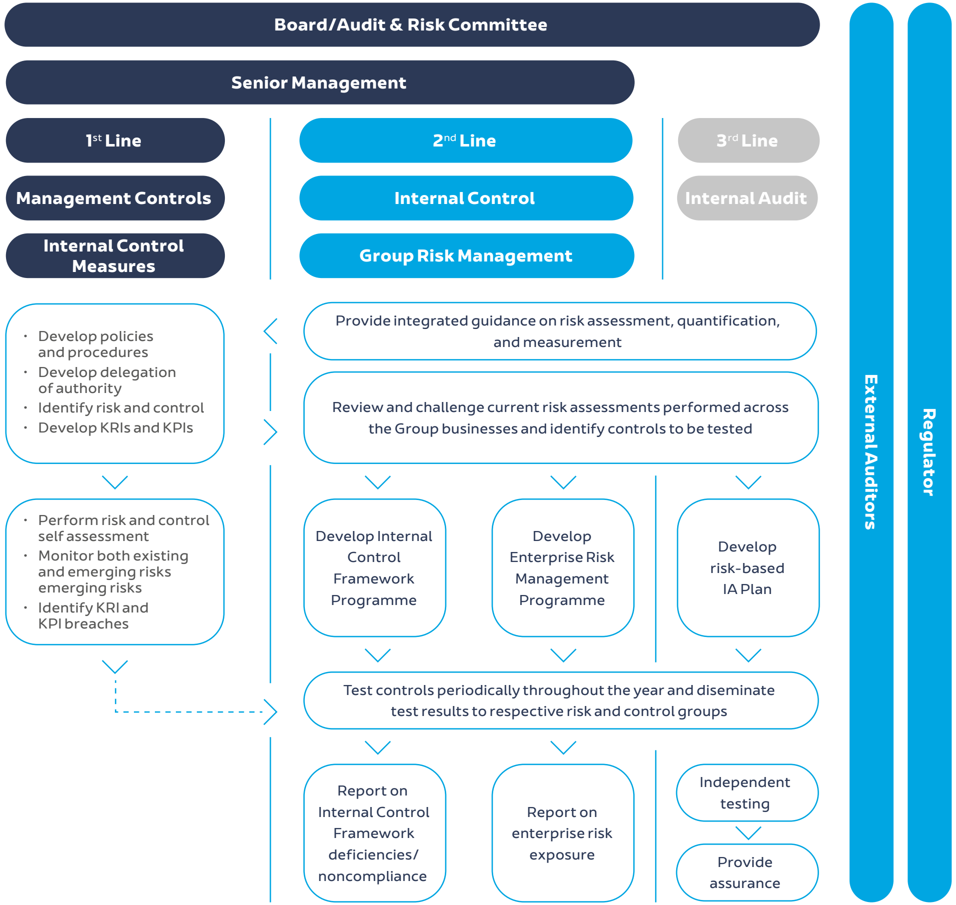
**The internal control and risk management systems are structured into three tiers:**

- Functions that own and manage risks: This first line involves management controls and internal control measures, including the development of policies and procedures, delegation of authority, risk and control identification, as well as the development of Key Risk Indicators ("KRIs") and Key Performance Indicators ("KPIs").

- Functions that oversee risks: The second line is the internal control and risk management framework itself, underpinned by Group Risk and Compliance Management. It involves reviewing and challenging current risk assessments, coordinating calendars for additional procedures as needed, and identifying controls to be tested.

- Functions that provide independent assurance: The third line is the Internal Audit function, which performs risk and control assessments, periodically tests controls throughout the year, and disseminates test results to respective owners, reporting on Internal Control Framework deficiencies/non-compliance, and enterprise risk exposure.

# **Internal control system** continued




The adopted operating model on the three lines ensures that internal controls and risk management practices are effectively aligned with the Group's strategic objectives. Management (first line), risk and compliance functions (second line), and internal audit (third line) have clearly defined roles and responsibilities in implementing, overseeing, and assuring the effectiveness of internal controls.

The model promotes a proactive and efficient approach to governance, compliance, and operational excellence by facilitating other corporate capabilities such as the Group's Delegation of Authority, Matrix which clearly outlines the authorities at various Group levels. It sets boundaries for management to make decisions and execute transactions across all dimensions.

The model adds an advantage of empowering management to achieve internal control effectiveness and efficiency by including fiscal and business ethics and other policies, ensuring the appropriate exercise of delegated authority, and establishing a risk and compliance function that operates independently of business operations.

The model supports several subsidiaries boards and committees to provide strategic oversight. This involves facilitating risk identification and assessment, establishing effective monitoring, and reporting mechanisms, building management capacity, and encouraging collaboration across clusters and subsidiaries.

The Group's Chief Risk & Compliance Officer oversees the Group's Internal Control system, Governance, Risk, Compliance, and Information Security Compliance bringing significant experience in internal audit, and risk and compliance assessments, to his role. His educational credentials and certifications underline his extensive knowledge and skills in managing risks and compliance within complex operational contexts.

# **Internal control system** continued

## 8.1 Governance, Risk, and Compliance

The Group's Risk, and Compliance ("GRC") Framework is a cornerstone of its governance, providing a structured approach to managing risks and compliance, thereby supporting the organisation's strategic objectives and enhancing stakeholder value. The risk and compliance unit's services supports these objectives by providing GRC services focusing on four key areas:

- Assurance
- Advisory
- Culture
- Functional Management

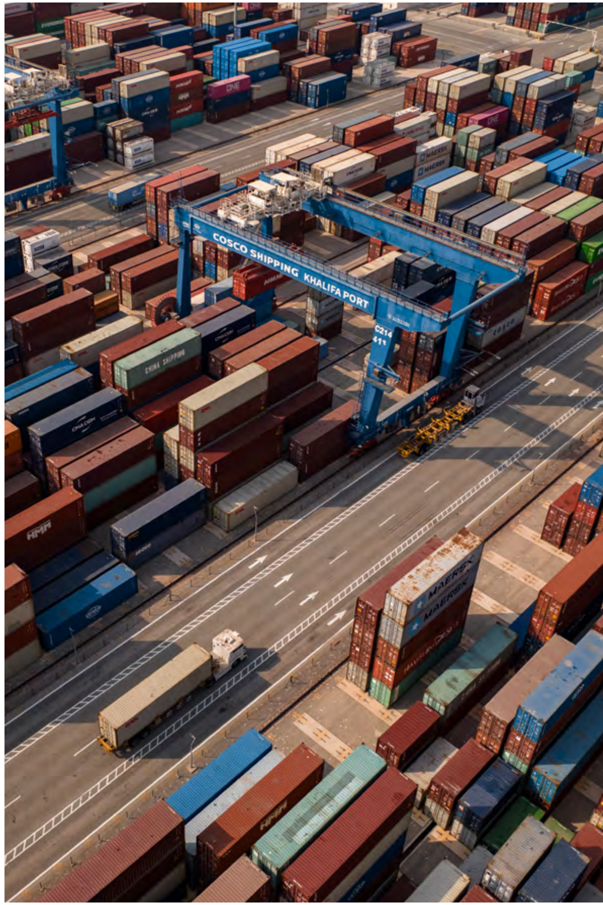
The unit developed tailored services and solutions that cater to the specific needs of all key stakeholders, including customers, shareholders, partners, suppliers, regulatory bodies, and employees. By focusing on these diverse requirements, the unit ensures that its offerings are not only secure and compliant, but also highly valued, across the stakeholder spectrum. The following insights capture key developments that underscore the Group's commitment to best practices in governance:

### Promote the presence and effectiveness of GRC frameworks

- The Counterparty Risk Management Framework and enhanced counterparty screening programme strengthened due diligence, risk assessment, and mitigation processes for partnerships and third-party engagements.
- Implementation of a comprehensive compliance monitoring and reporting programme across all clusters kicked-off by conducting a 360-degree GRC Health Check for the Clusters, which focused on AD Ports Group's dimension, ISO standards, COSO framework, and the pre-defined excellence maturity criteria.
- The allocation of cluster-level GRC representatives across Economic Cities & Free Zones, Maritime, Ports, Digital, and Logistics helped ensure consistent governance practices within all operational units.

### Stakeholder training and engagement

- Developed six in-house GRC training modules through our internal portal to all employees including a customised onboarding governance training module for new joiners, and introduction in the Code of Conduct, Board governance practices, GRC policies, and GRC frameworks, in addition to delivering training sessions to Board members and executives. A compliance toolkit for managers was developed and introduced to help managers conduct and supervise GRC activities and ensure alignment with the Group's strategic priorities and ethical standards.
- Comprehensive external GRC training programmes targeted not only leadership, but also enhanced the capacity building of the GRC team.
- A new robust GRC Internal Communication Strategy and a communication plan that addressed major aspects of GRC frameworks helped foster GRC culture and engagement. Effective communication ensures buy-in for GRC initiatives among stakeholders at all organisational levels.
- The unit conducted board induction and awareness sessions for the ARC to align new and existing members with AD Ports Group's governance vision, ethical responsibilities, and strategic priorities.



# Internal control system continued

## Advancements in Internal Control and financial compliance

- Strengthened Internal Control over Financial Reporting (“ICFR”) systems, emphasising accurate financial disclosures and compliance with UAE regulatory standards.
- Developed enhanced financial compliance frameworks, integrating these with risk management strategies to ensure robust financial oversight and transparency.

## Completion of a comprehensive review of compliance practices

- Conducted a thorough review of compliance practices across subsidiaries, identifying key areas for improvement, and implementing corrective actions. This ensured alignment with the Group’s Governance Framework and strengthened compliance across all operational units.
- Enhanced internal controls assessment processes to align with the latest COSO framework, fostering greater accountability and strengthening the internal controls environment.

## Information security and data privacy

- Our integrated information security governance approach effectively manages areas such as data privacy, and AI security across the Group, by protecting the confidentiality, integrity, and availability of our data and systems. We mapped 14 leading standards and cascaded the objectives down to controls to produce a robust information security governance framework. We compiled a law and regulations baseline as a compliance reference summarising the different laws and mandates applicable in the regions in which we operate and conduct business.
- The information security function ensures our security strategy supports business goals, oversees the development and implementation of policies, and monitors compliance with frameworks by conducting regular risk assessments and performance reviews to help us stay ahead of potential threats, and continuously improve our security posture.
- The Information Security Governance Committee (“ISGC”), a cross-functional team of senior leaders from each cluster and business unit oversee these areas to align with our strategic objectives, manage risks, and maintain compliance with regulations and industry standards. By taking an integrated approach to governance, the ISGC fosters collaboration, drives continuous improvement, and maintains open communication with stakeholders. This enables us to manage risks effectively, stay compliant, and build trust with our customers, partners, and regulators.
- In terms of validating the effectiveness of our governance programme, we were able to expand our ISO 27001 Information Security Management System to the entire Group, which reflects our strong commitment to information security. Additionally, we’ve also achieved the required compliance level with UAE IA regulations, and are currently working toward ISO 27701 certification, to further enhance our privacy management practices.
- For specific requirements such as privacy governance, we prioritise the protection of personal and sensitive data while meeting legal and ethical requirements. We’ve adopted a privacy by design approach, which means privacy considerations are integrated into every stage of our processes and systems.

# Internal control system continued

- Privacy Impact Assessments ("PIAs") are conducted for high-risk projects to identify and address potential issues early. The information security function ensures data privacy compliance with regulations such as UAE Data Protection Laws, GDPR, and managing responses to incidents such as data breaches. Our pursuit of ISO 27701 certification underscores our dedication to building a robust and transparent privacy framework. Furthermore, in the area of AI security governance, we aim to ensure that our use of artificial intelligence is ethical, secure, and accountable. We follow principles such as fairness and transparency and have implemented controls to address risks such as bias and adversarial attacks.

## At the top of next year's agenda

For 2025, AD Ports Group's Corporate Governance agenda is focused on advancing its GRC strategy, driving digital transformation, enhancing operational resilience, and fostering stakeholder trust. Key initiatives include:

### Digital transformation of governance processes

**Advanced implementation of the "Morona" GRC platform:** The rollout of the automated GRC platform "Morona" will streamline operations by integrating governance functions with existing systems, including Advanced Accessibility Control, and Advanced Transactions Risk Monitoring. This includes automation of counterparties screening, financial risk management controls, and advanced access controls to enhance efficiency and reduce risks.

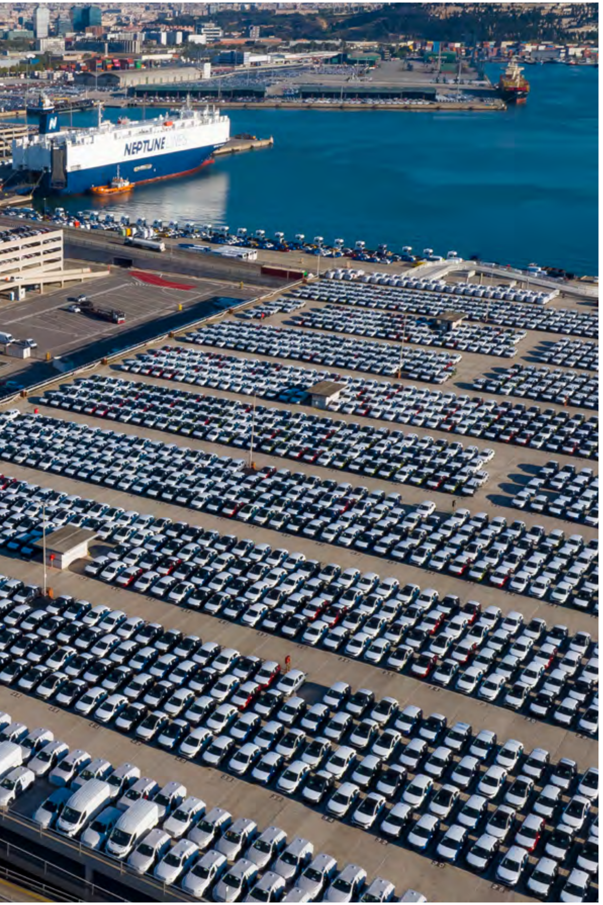
### Strengthening Governance Frameworks

- **Board performance evaluation toolkit:** Developing and launching a comprehensive toolkit to evaluate and enhance the effectiveness of the Board of Directors and committee members, ensuring optimal strategic oversight and decision-making.
- **Counterparty risk management enhancements:** Establishing a centralised Counterparty Data Repository to facilitate the counterparty check programme, enabling systematic assessments of entities, partnerships, and transactions.

### GRC capacity building across clusters

- **Cluster GRC self-assessment:** Launching a self-assessment programme to enable clusters to evaluate and enhance their compliance with governance standards, improving accountability and operational alignment.
- **Governance training for executives:** Expansion of mandatory governance training modules for all senior executives, emphasising ethical leadership, compliance, and strategic alignment with corporate goals.
- **Expansion of GRC training modules:** Developing four additional training modules tailored for cluster representatives, focusing on governance, regulatory compliance, and risk management.
- **Automation of competency management:** Implementing automated systems to manage and track GRC-related competencies, ensuring sustained capability building, and alignment with strategic goals.

# Internal control system continued




### Advancing stakeholder engagement and transparency

- **Proactive reporting and communication:** Enhancing governance reporting mechanisms to include more detailed insights into performance metrics, regulatory updates, and special topics compliance, thereby strengthening transparency with investors and stakeholders.

### Supporting strategic growth and risk resilience

- **Due diligence for Mergers and Acquisitions ("M&A"):** Embedding governance best practices into M&A processes to support strategic expansion, while minimising risks and ensuring smooth integration.
- **Operational resilience and cyber security:** Enhancing operational resilience by strengthening cyber risk governance through advanced threat detection, incident response protocols, and alignment with global cyber security standards.

AD Ports Group's governance initiatives for 2025 reflect a strong commitment to innovation, stakeholder engagement, and operational excellence. By aligning GRC strategy with digital transformation, ESG principles, and strategic growth objectives, the Group is well-positioned to sustain its leadership in governance and create long-term value for stakeholders.

## 8.2 Conduct and Business Ethics Corporate Compliance Policies

- **Code of Conduct and Business Ethics:** AD Ports Group upholds the highest ethical and professional standards across all business activities. A comprehensive Code of Conduct and Business Ethics as well as Business Partner Code of Conduct guide the ethical behaviour of all relevant persons within the organisation, including employees, internal and external stakeholders, shareholders, Group industries, communities, vendors, supply chain influencers, and society at large. The Code ensures that all business dealings are conducted with integrity and transparency, safeguarding the Group's reputation and stakeholder trust.
- **Conflict of interest:** The Group's conflict of interest policy mandates that all Board members, committee members, and employees fully understand and comply with applicable laws, rules, and regulations. It ensures that any opportunities for monetary and non-monetary benefits, including standard compensation arrangements, align with the Group's ethical standards and governance practices, avoiding conflicts of interest and promoting fairness and transparency in all transactions.
- **Whistleblowing policy:** AD Ports Group has established a Whistleblowing Policy to empower employees to report concerns and potential violations of policies, laws, and ethical standards without fear of retaliation. This policy is crucial for maintaining an open and accountable working environment, encouraging the reporting of any improper conduct and unethical behaviour, and ensuring that all reports are handled with the utmost confidentiality and professionalism.
- **Fraud control:** The Group adopts a zero-tolerance approach to fraud, bribery, corruption, and other forms of malpractice. Comprehensive measures, including the Fraud Risk Management Control Policy framework and corresponding risk registers, are in place to prevent, detect, and respond to fraud risks. These measures underscore the Group's commitment to safeguarding its assets and reputation through rigorous internal controls and risk management practices.

# **Internal control system** continued

- **Anti-money laundering ("AML"), counter-terrorism financing ("CTF"), and financing of illegal organisations:** AD Ports Group adheres to strict AML and CTF policies, reflecting its commitment to combating money laundering and terrorism financing. These policies ensure compliance with national and international regulations, enhancing the Group's ability to identify and mitigate related risks proactively. The Group conducts due diligence and screening processes to prevent any association with illegal activities or organisations.
- **International trade and sanctions compliance:** The Group's Sanctions/Know Your Counterparty (KYC) Screening Policy demonstrates its dedication to complying with international trade laws and sanctions. This policy guides the Group's dealings on a global scale, ensuring that all transactions and partnerships abide by applicable international sanctions and trade regulations. Regular due diligence transactions and the use of advanced screening platforms which underline the Group's efforts to maintain compliance and uphold its reputation as a responsible global trade facilitator.

These policies are fundamental to AD Ports Group's governance and compliance framework, reinforcing its commitment to ethics, transparency, and risk management at all levels.

## 8.3 Accreditations and Attestations – 2024

Alignment with international standards reaffirms the Group's commitment to governance and compliance excellence. In 2024, AD Ports Group received several prestigious honours and recognition for its excellence in Corporate Governance, demonstrating the Group's commitment to transparency, accountability, and sustainable practices. The Group has achieved major recognition on international GRC and excellence standards including:

- Achieved ISO 37000:2021 Certification for Corporate Governance, underscoring adherence to global governance standards and best practices.
- Received ISO 37002:2021 Certification for Whistleblowing Management Systems, highlighting the Group's commitment to ethical conduct and transparency in addressing concerns.
- Recertified for ISO 31000:2018 (Risk Management), ISO 37301:2021 (Compliance Management), ISO 37001:2016 (Anti-Bribery Management Systems), and ISO 27001: 2022 (Information Security Management System).

AD Ports Group was awarded the European Foundation for Quality Management ("EFQM") Recognition for Corporate GRC Excellence. The award acknowledged:

- The integration of an innovative GRC framework with robust oversight mechanisms;
- The successful implementation of the "Morona" GRC platform enabling automation of compliance monitoring and risk profiling; and
- Advancements in GDPR, privacy, and ESG compliance and reporting, and transparent stakeholder engagement practices.

These honours highlight AD Ports Group's position as a regional and global leader in Corporate Governance, and its dedication to continuous improvement and innovation in governance practices.

# **Internal control system** continued

## 8.4 GRC Achievements – 2024

In 2024, AD Ports Group's Corporate Governance regime delivered impactful advancements in compliance, risk management, and stakeholder engagement. The Group strengthened its governance leadership by enhancing automation, capacity building, and transparency. These efforts have laid a robust foundation for continued growth and operational resilience in the years ahead.

AD Ports Group's governance framework provided a foundation for capitalising on revenue opportunities, enhancing operational efficiency, and supporting strategic growth. Corporate Governance integration directly supported EBITDA growth at the Group level by fostering transparency, protecting the Group's reputation, and avoiding compliance-related costs.

| No. | Top achievements | Details |
|---|---|---|
| 1 | **Comprehensive integration and standardisation of governance frameworks** | In 2024, AD Ports Group successfully enhanced its governance frameworks by aligning them with global best practices, complemented by the successful awards of ISO 37000 on Corporate Governance and ISO 37002 on Whistleblowing Management Systems.<br><br>The Group maintained recertification for the current ISO 31000 (Risk Management), ISO 37301 (Compliance Management Systems), ISO 37001 (Anti-Bribery Management Systems), and ISO 27001 (Information Security Management System).<br><br>GRC framework enhancements integrated COSO Risk Management and Internal Control principles, ensuring a robust control environment and transparent governance. |
| 2 | **Advancements in digital governance platforms** | The introduction of the "Morona" platform aims to automate critical GRC processes, including Risk Profiling, Compliance Tracking, Digital Risk management, and Internal Controls management. The Completion of Stage-1 of Morona, which includes the Cyber Security & Data Management module, in addition to the Risk Management module, was a major achievement. Stage-2 will introduce the compliance process. With advanced reporting, analytics, and real-time reporting capabilities, the platform shall enhance decision-making efficiency and risk mitigation capabilities, contributing to operational efficiency, and regulatory adherence.<br><br>Automating monitoring mechanisms of significant disclosures requirements included adherence to the Declaration of Interest, Gifts, Hospitality, and Entertainment, and the Code of Conduct. These tools are supported by real-time dashboards that track key compliance metrics. |
| 3 | **Focused training and stakeholder engagement** | To enable and build a culture of governance and compliance, stakeholders, including senior leadership, participated in tailored training programmes covering several GRC aspects including AML, risk management, and ESG governance awareness sessions. Engagement efforts included regular workshops, stakeholder feedback, department-to-department surveys mechanisms, and the fostering of a transparent and collaborative environment aligned with AD Ports Group's strategic vision. |
| 4 | **Strengthening GRC maturity** | The Risk & Compliance unit has enhanced its level of maturity by achieving notable advancements across strategic, compliance, and operational dimensions. Highlights include:<br>• The development of a fraud risk framework and enhanced AML, and KYC, protocols.<br>• Investing in screening and regulatory scanning by utilising major service providers platforms.<br>• Expanding the Whistleblowing Programme to all new subsidiaries through our independent service provider platform.<br><br>These enhancements reflect AD Ports Group's commitment to building a robust, forward-looking governance framework that integrates global best practices, technological innovation, stakeholder-centric approaches, and ensures alignment with changing regulatory landscapes and mandates, strengthening the Group's ability to manage risks, promote proactive compliance monitoring, and foster sustainable growth aligning with strategic business goals. |

# **Internal control system** continued

| No. | Top achievements | Details |
|---|---|---|
| 5 | **Commitment to regulatory excellence** | • Developed a centralised internal control framework, and a compliance monitoring system, to align with regulatory requirements, ensuring adherence to SCA, ADAA Resolutions, and other national and international standards.<br>• Improved risk mitigation strategies to address key regulatory challenges, maintaining AD Ports Group's strong industry standing and reputation.<br>• GRC services successfully met all regulatory requirements, maintaining the organisation's industry standing and reputation. A thorough review of compliance practices was completed across subsidiaries, identifying key areas for improvement and implementing corrective actions. |
| 6 | **Strengthening governance culture and training initiatives** | • Rolled out mandatory governance training programmes for senior executives and employees to embed a culture of compliance, risk awareness, and ethical practices, across the organisation.<br>• Conducted cluster-level GRC self-assessments and developed targeted training modules to enhance governance capacity and operational alignment within clusters. |
| 7 | **Governance contributions to operational and financial resilience** | • Support strategic growth initiatives by embedding governance protocols into mergers and acquisitions, ensuring effective due diligence and post-acquisition integration.<br>• Enhanced governance practices to safeguard against financial and reputational risks, reducing potential regulatory penalties and preserving operational continuity. |
| 8 | **Digital innovation in GRC and ESG integration** | • Successfully launched the "Morona" GRC Platform, automating risk management, compliance monitoring, and business continuity processes, to enhance efficiency and decision-making. |
| 9 | **Automation of governance processes** | • Automated critical processes, including acknowledging the Code of Conduct, Conflict of Interest declarations, and the Gifts, Hospitality, and Entertainment ("GHE") register, thus ensuring efficient and transparent compliance practices. |
| 10 | **GRC capability development** | • Supported clusters and subsidiaries by developing GRC function capabilities in line with the Group Subsidiaries Governance Framework and ADAA Resolutions, aligning internal controls with COSO principles. |
| 11 | **Stakeholder focus and confidence** | • Strengthened stakeholder confidence by leveraging advanced technologies, services, and robust control measures and resilience across the organisation, ensuring confidentiality, integrity, and protection against financial and reputational damage from regulatory breaches. These efforts enhanced shareholder value and investment trust. |
| 12 | **Strategic focus on stakeholder engagement** | • Developed transparent governance disclosures, providing stakeholder detailed insights into governance practices and policies, fostering trust and confidence among shareholders, regulators, and partners.<br>• Proactively addressed market and trading risks through oversight mechanisms such as AML, sanctions, KYC, and third-party risk management measures across the Group, reinforcing confidence among investors and shareholders. |

## 8.5 Related Parties Transactions

In adherence to the Governance Guide Article No. 34 and International Accounting Standards 24: Related Party Disclosures, AD Ports Group has engaged in transactions with related parties. These transactions are in line with the Group's normal business operations, as detailed in note 32 of the audited annual financial statements for the year ending 31 December 2024. This ensures transparency and compliance with related party transaction regulations.

09

# Commitment to compliance and governance excellence


In 2024, AD Ports Group upheld its core principles of integrity, transparency, and compliance, achieving a milestone of zero violations.

**This achievement is a testament to the Group's robust governance framework, diligent risk management practices, and the collective dedication of our employees to uphold the highest standards of ethical conduct and regulatory compliance.**

- **Upholding high standards of Corporate Governance:** Under the guidance of our esteemed Board of Directors, and the strategic oversight of dedicated committees, including the Audit and Risk Committee and the Strategy and Investment Committee, we have reinforced our governance structures and internal controls. These efforts ensure rigorous compliance with applicable laws, regulations, and international best practices, thereby safeguarding our reputation, and fostering sustainable growth.
- **Proactive risk management and compliance:** The role of Group risk and compliance has been pivotal in embedding a culture of risk awareness and compliance throughout the organisation. With his extensive expertise and leadership, we have enhanced our risk management frameworks and compliance mechanisms, effectively identifying and mitigating potential risks before they could impact our operations.
- **Continuous improvement and compliance monitoring:** Our continuous improvement initiatives and regular monitoring activities have played a crucial role in maintaining a clean compliance record for 2024. By embracing innovation and leveraging advanced technologies, we have streamlined our compliance processes, ensuring efficiency and effectiveness in our governance practices.

As we move forward, AD Ports Group remains dedicated to maintaining this exemplary record of compliance and governance. We are committed to continuous enhancement of our governance and compliance frameworks, ensuring that we not only meet but exceed the expectations of our stakeholders, regulatory bodies, and the communities we serve.

This 2024 achievement strengthens our leadership in ports and logistics, reinforcing our commitment to excellence, sustainability, and corporate responsibility.

10

# Enrich lives, environment stewardship and responsible business practices

**AD Ports Group is committed to ensuring that the Group's activities, guided by Group ESG policy, ultimately contribute to the diversification of the economy of Abu Dhabi and other related national communities, by supporting local GDP growth and creating new employment opportunities.**

AD Ports Group is committed to adopting leading ESG practices to achieve sustained and inclusive economic growth across the Group's industries.

AD Ports Group's ESG policy is driving our ESG transformation journey, by identifying ESG-related risk aspects across Group industries and value chains, enhancing ESG performance monitoring and reporting, and addressing the needs and expectations of key stakeholders. The policy addresses its compliance obligations in line with applicable regulatory and voluntary ESG commitments by embedding ESG principles across the Group's operations.

# **Enrich lives, environment stewardship and responsible business practices** continued

## 10.1 Governance Framework and Operational Excellence

The Group's ESG management framework facilitates an effective oversight of the Group and those initiatives and capacity building programmes crucial for embedding ESG considerations into the Group's decision-making processes. This framework is structured to:

- Align ESG strategy from the top down, ensuring cohesive execution and integration across the Group and its subsidiaries.
- Enhance transparency and accountability in our ESG efforts, fostering trust and confidence among our stakeholders.
- Engage stakeholders effectively, aligning our operations with global ESG benchmarks and best practices.

The Group's ESG operating model is designed to incorporate ESG and GRC capabilities, reflecting our strategic commitment to sustainability and operational integrity.

The key elements include:

- Monitoring ESG factors within our operational clusters to identify and mitigate risks proactively.
- Integrating responsible investment principles and ESG considerations into the core operations of AD Ports Group's subsidiaries.
- Supporting development of our ESG framework with targeted capabilities such as gap assessments, materiality analyses, and risk evaluations.

## 10.2 AD Ports Group ESG Strategy

This strategy demonstrates AD Ports Group's commitment to sustainable development, responsible business practices, and transparent stakeholder engagement. AD Ports Group's ESG strategy emphasises the integration of ESG and GRC capabilities, underscoring the importance of aligning business operations with emerging global regulatory requirements and stakeholder expectations. The strategy addresses the importance of environmental solvency.

Key initiatives under the ESG strategy included the development of a Group-level ESG framework, gap assessments, materiality verification, and risk assessments, aimed at embedding responsible investment and ESG aspects across AD Ports Group subsidiaries. Additionally, the strategy includes a detailed approach to achieving the net-zero commitment by 2050. This direction approach is designed to secure funding and attract potential investors by demonstrating a robust mechanism for ESG performance disclosure. Furthermore, AD Ports Group's ESG strategy acknowledges the mandates and expectations from regulatory bodies, investors, and rating agencies, stressing the importance of ESG reporting and transparent performance disclosure. This strategic outlook is not only about compliance, but also about leveraging ESG as a critical driver for sustainable growth, operational excellence, and competitive advantage in the global market.

**ESG sub-committees**

**Environmental sub-committee**
Promote and integrate environmental practices within the Group.

**Social sub-committee**
Promote and integrate social responsibility practices within the Group.

**Governance sub-committee**
Promote and integrate environmental and social responsibility practices within the organisation business processes and culture and social responsibility across the value chain, highlighting the emerging risks and the need for effective ESG factor monitoring within the Group's operation clusters.

# Enrich lives, environment stewardship and responsible business practices continued

## 10.3 AD Ports Group ESG Framework and Operating Model (2024)

The AD Ports Group's ESG operating model, benchmark approach, and methodology are pivotal components of our commitment to sustainability and corporate responsibility. This comprehensive framework is designed to embed ESG principles across all levels of our operations, ensuring a unified approach to achieving our ESG objectives. The model integrates ESG and GRC capabilities to align our business operations with emerging global regulatory requirements and stakeholder expectations. This model emphasises the importance of environmental solvency and social responsibility across our value chain, addressing emerging risks, and monitoring ESG factors effectively, within our operation clusters.

This operating model, benchmark approach, and methodology illustrate AD Ports Group's dedication to transparency, accountability, and continuous improvement in our ESG efforts. By adhering to these principles, we aim to enhance our overall ESG performance, contributing positively to our communities and stakeholders, while reinforcing our position as a responsible leader in the global maritime and logistics industry.

## 10.4 Strategic ESG Initiatives and Commitment to Sustainable Growth

Our governance and operating models underpin several strategic initiatives aimed at bolstering our ESG performance, including:

- Crafting a comprehensive Group-level ESG framework that guides our sustainable growth and performance enhancement.
- Building expertise in global ESG standards and aligning our practices with the Sustainable Development Goals ("SDGs") for a broader impact.
- Implementing robust ESG reporting and monitoring tools to ensure our operations are transparent and our stakeholders are well-informed.

Through these structured governance and operational strategies, AD Ports Group is dedicated to leading in ESG practices, ensuring sustainable growth, and operational excellence. Our approach not only aims to mitigate ESG-related risks, but also to capitalise on opportunities that drive long-term value for our stakeholders.

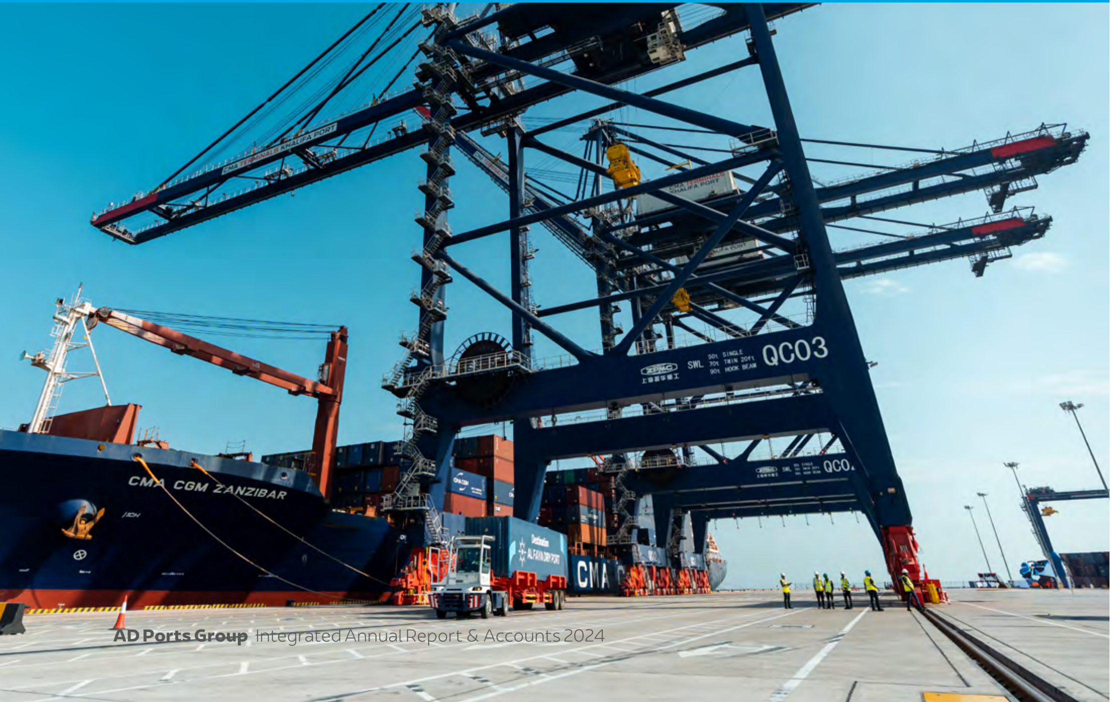
## 10.5 AD Ports Group ESG Strategy (2024-2027)

- **AD Ports Group ESG strategy overview (2024-2027):** In the 2024-2027 period, AD Ports Group is pioneering a sustainability-driven approach, anchored in our three core priorities: Environmental Stewardship, Enriching Lives, and Responsible Business Practices. This strategy is integral to embedding ESG principles deeply into our operational ethos and strategic objectives, ensuring enduring value and sustainability.
- **Environmental stewardship:** Our commitment to the environment is unwavering, with targeted initiatives to mitigate our ecological footprint. We're focused on reducing emissions, boosting energy efficiency, leveraging renewable resources, and refining our water and waste protocols. These initiatives are in harmony with both global sustainability aspirations and the UAE's vision for a greener future.
- **Enriching lives:** At the heart of our mission is a commitment to positive social impact. We're investing in our people, prioritising health and safety, embracing diversity and inclusion, and nurturing community ties. These efforts aim to elevate the well-being and prosperity of everyone we touch.
- **Responsible business practices:** Integrity guides our operations. We adhere to the highest ethical standards, ensuring transparency, accountability, and fairness. Our comprehensive governance frameworks, ethical supply chain policies, data protection measures, and anti-corruption protocols are designed to foster trust and uphold our standing as a responsible entity.
- **Implementation and accountability:** The effectiveness of our ESG strategy hinges on meticulous implementation and rigorous monitoring. We've set clear benchmarks and regularly publish progress reports to keep stakeholders engaged and informed. Our strategy is dynamic, evolving in response to new insights and feedback, positioning AD Ports Group as a frontrunner in sustainable practices.

AD Ports Group's ESG Strategy for 2024-2027 exemplifies our dedication to sustainability and ethical business conduct. By pursuing these strategic directions, we not only align with our vision to be a global leader in our sectors, but also contribute significantly to wider sustainability goals.

11

# Investor relations




## 11.1 AD Ports Group's Share Price Performance in 2024

Trading of AD Ports Group shares on the ADX started on 8 February 2022, under the symbol "ADPORTS". The share price on 31 December 2024, was AED 5.09.
AD Ports Group's market capitalisation on 31 December 2024, was AED 25,908.1 million.

The following table sets forth the closing price and the high and low share prices of our shares at the end of each month during 2024.

| Month | Closing price (AED, end of month) | Highest closing price (AED) | Lowest closing price (AED) |
|---|---|---|---|
| **Jan 24** | 6.21 | 6.45 | 6.18 |
| **Feb 24** | 5.79 | 6.27 | 5.46 |
| **Mar 24** | 5.76 | 5.94 | 5.41 |
| **Apr 24** | 5.81 | 5.99 | 5.22 |
| **May 24** | 5.08 | 5.87 | 4.80 |
| **Jun 24** | 5.10 | 5.27 | 4.96 |
| **Jul 24** | 5.20 | 5.29 | 4.95 |
| **Aug 24** | 4.79 | 5.19 | 4.73 |
| **Sep 24** | 5.11 | 5.22 | 4.79 |
| **Oct 24** | 5.35 | 5.40 | 4.80 |
| **Nov 24** | 4.96 | 5.40 | 4.91 |
| **Dec 24** | 5.09 | 5.10 | 4.73 |

| Index | Since 08/02/22 | Since 01/01/24 |
|---|---|---|
| AD Ports Group | 59% | -18% |
| ADX General Index | 7% | -2% |

## 11.2 AD Ports Group's Shareholder Classification in 2024

| Shareholders classifications | Percentage of owned shares |
|---|---|
| Local | 90.74% |
| Arab | 0.11% |
| Foreign | 6.16% |
| GCC | 2.98% |
| **Total** | **100.00%** |

# Investor relations continued

| Shareholders classifications | Shares owned | Percentage of owned shares |
|---|---|---|
| Individuals | 151,824,182 | 3.0% |
| Companies | 4,894,833,935 | 96.2% |
| Government | 43,341,883 | 0.9% |
| **Total** | **5,090,000,000** | **100.00%** |

| | Name | Number of owned shares | Percentage of owned shares of the Group's capital |
|---|---|---|---|
| 1 | ADQ | 3,838,752,000 | 75.4% |
| 2 | Al Seer Marine | 375,110,475 | 7.4% |

| | Share(s) ownership | Number of shareholders | Number of owned shares | Percentage of owned shares of the capital |
|---|---|---|---|---|
| 1 | Less than 50,000 | 2,181 | 10,665,888 | 0.2% |
| 2 | From 50,000 to less than 500,000 | 303 | 53,201,842 | 1.0% |
| 3 | From 500,000 to less than 5,000,000 | 104 | 146,533,712 | 2.9% |
| 4 | More than 5,000,000 | 43 | 4,879,598,558 | 95.9% |
| **Total** | | **2,631** | **5,090,000,000** | **100.0%** |

| Investor relations VP | Mr. Marc Hammoud |
|---|---|
| Email | marc.hammoud@adports.ae |
| Phone | +971 2 695 2790 |
| Mobile | +97150 4502376 |
| Investor Relations Website | Investor Relations in the Trade & Maritime Sector \| AD Ports Group |

## 11.3 Group General Assembly Overview in 2024

During 2024, AD Ports Group conducted its Annual General Assembly on 18 April 2024 and another Extraordinary General Meeting on 20 December 2024 with the commitment and participation of our shareholders, reflecting our dedication to transparency and stakeholder engagement, which are fundamental to our Corporate Governance framework, providing a platform for shareholder participation in key corporate decisions.

### 2024 General Assembly highlights

During the year, the Group held its scheduled General Assemblies, adhering to regulatory requirements and Corporate Governance best practices. Several special decisions were presented at the assemblies:

### The General Assembly Meeting dated 18 April 2024

1. Approve amendment to Article No. (18) of the Articles of Association of the Company relating to the Board of Directors of the Company, as published at the Company's page at ADX and uploaded to the Company's website, to read as follows: "The Company shall be managed by a Board of Directors consisting of nine Directors, elected by the General Assembly through a secret ballot and cumulative voting."
2. Authorise the Board of Directors of the Company, and/or any person so authorised by the Board of Directors, to adopt any resolution or take any action as may be necessary to implement the ordinary and special resolutions to be adopted by the General Assembly in this meeting, including agreeing any changes to any of the above amendments to the Articles of the Company, which the SCA or other regulatory authorities may request, and to effect any changes to the Articles of Association, or which may be required to prepare and certify, a full set of the Articles incorporating all the amendments, including the introductory part of the Articles of Association, and reference to the resolutions of the General Assemblies of the Company amending the Articles.

### The General Assembly Meeting dated 20 December 2024

1. Approved and authorised, by special resolution, the Board of Directors to issue any additional non-convertible debt securities, bonds, sukuk, and/or other

# Investor relations continued

similar instruments, in an aggregate outstanding nominal amount not exceeding USD 3 billion in any jurisdiction at any time, and to authorise the Board of Directors to determine and agree on the date of issuance, the amount within the approved limit, the offering mechanism, transaction structure, and other terms and conditions, of any such issuance(s), in accordance with the Federal Decree Law No. 32 of 2021, and SCA regulations and the like.

**Commitment to shareholder engagement**
The General Assembly serves as a critical touchpoint with our shareholders, ensuring their voices are heard and considered in the Group's strategic decisions. AD Ports Group remains committed to enhancing shareholder value and fostering an environment of open communication and mutual respect.

As we move forward, AD Ports Group will continue to leverage the insights and feedback received during the General Assembly to refine our strategies and operations further. We are dedicated to maintaining high standards of governance, transparency, and accountability, ensuring that we remain aligned with our shareholders' interests and the broader goals of sustainable development and corporate responsibility.

## 11.4 Group and subsidiaries major events and disclosures during 2024

| | |
|---|---|
| AD Ports Group Announces Noatum's Acquisition of APM Terminals Castellón in Spain | 02/01/2024 |
| AD Ports Group's Maqta Gateway and Aqaba Development Corporation Sign Shareholders' Agreement to Digitalise Jordan's Maritime Sector through Maqta Ayla | 25/01/2024 |
| KEZAD Group Announces AED 621 million Investment for New Warehousing Capacity | 30/01/2024 |
| PRL – Sese Autologistics Closure | 31/01/2024 |
| AD Ports Group and Karachi Port Trust Extend Cooperation through 25-Year Concession Agreement | 03/02/2024 |
| Maqta Gateway Acquires Majority Stake in Dubai Technologies | 06/02/2024 |
| Titan Lithium to Set Up AED 5 billion Lithium Processing Plant in KEZAD | 13/02/2024 |
| AD Ports Group Reports Strong Operational and Financial Performance in 2024 | 14/02/2024 |
| AD Ports Group Acquires Majority Stake in Tbilisi Dry Port | 22/03/2024 |
| AD Ports Group Issues 2024 Annual Report | 01/04/2024 |
| AD Ports Group Secures a 20-Year Agreement to Operate and Upgrade the Existing Luanda Multipurpose Port Terminal in Angola | 23/04/2024 |
| AD Ports Group Starts 2024 with Significant Financial and Operational Performance in Q1 | 14/05/2024 |
| AD Ports Group Signs a Joint Venture with Adani Ports and East Harbour Terminals Limited, Marking its Entry into Tanzania | 03/06/2024 |
| AD Ports Group and Red Sea Port Authority Sign Three Concession Agreements to Strengthen Egypt's Cruise Tourism Sector at Safaga, Hurghada and Sharm El Sheikh Ports | 12/06/2024 |
| Earnings Release H1 2024 | 13/08/2024 |
| Noatum Enters Egypt's Maritime Market | 16/08/2024 |
| AD Ports Group achieved significant progress in advancing its sustainability agenda in 2024 | 19/09/2024 |
| AD Ports Group Signs Agreements to Refinance $2.25 Billion Debt, Cutting Future Borrowing Costs | 20/09/2024 |
| AD Ports Group Assigned New A1 Credit Rating by Moody's Ratings | 10/12/2024 |
| Khaled bin Mohamed bin Zayed Inaugurates CMA Terminals Khalifa Port | 12/12/2024 |
| AD Ports Group Secures Refinancing and Upsizing of Revolving Credit Facility to USD 2.125 Billion | 20/12/2024 |
| AD Ports Group Completes Restructuring of Noatum Group Assets | 23/12/2024 |

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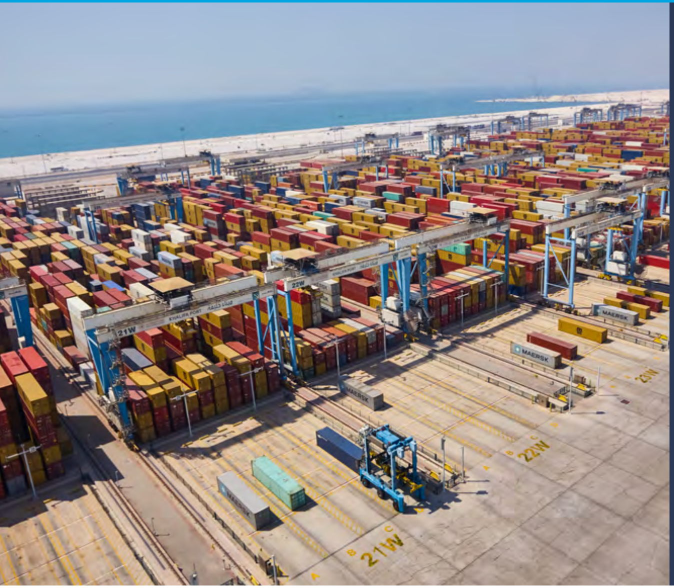
# Group innovation journey 2024



During 2024, AD Ports Group fortified its position as an innovator within the maritime, logistics, and ports industry through significant strides in sustainable development, excellence, upskilling, and technological advancement.

**These efforts align with the AD Ports Group strategic objectives, further emphasising the Group's dedication to pioneering sustainable and efficient solutions.**

## Innovation highlights

### Sustainable development

**Phase Change Material (PCM) R&D:** Cold Logistics is an energy-intensive operation that requires continuous use of cooling equipment. In this project, we are studying the possibility of utilising PCM packaging for passive cooling.

**LC3 Concrete:** Research and development exercise with NYUAD to evaluate Lime Calcined clay as aggregate in concrete is ongoing. On 24 December 2024, six blocks were installed at Khalifa Port, to be monitored over the ensuing 24 months.

**Wave energy generator:** A new research and development project to build and test a wave energy oscillator has been signed with NYUAD for a three-year period.

**The "Coral Relocation" in the Arabian Gulf:** Benefits, risks, and recommendations for practitioners and decision-makers report has been completed and released for public consumption in January 2025.

**ECO Sea Wall Panels:** In collaboration with ArchiREEF, the Group innovated modular wall panels to retrofit existing seawalls, enhancing sustainability and promoting biodiversity.

### Excellence and upskilling

**IdeasUK "Idea of Year" competition:**
AD Ports Group has been honoured with the prestigious Judges' Special Award for its innovative concept titled "Transshipment Area", submitted by the Maritime & Shipping Cluster in the "Value for Money" category.

In addition, AD Ports Group secured runner-up awards in the following categories:
In the "Digital and Technology" category, the exceptional idea "Airfreight System ("MAS"), was submitted by the Digital Cluster.

In the "Value for Money" category, for the impactful project "Implementation of Risk-Based Preventive Maintenance", submitted by the Maritime & Shipping Cluster.

# Group innovation journey 2024 continued

**IdeasUK platinum accreditation**
AD Ports Group maintained the "ideasUK" Platinum-Level accreditation for the seventh year in a row, with a perfect score of 100% for the third time.

This acknowledges AD Ports Group's ability to respond to a rapidly changing environment both internally and externally. It also acknowledges the Group's innovation passion, determination, and drive to continue to develop our innovation programme.

The accreditation is aligned with ISO-56002, and AD Ports Group achieved outstanding results, with no areas highlighted for improvement.

**GIMI Innovation Awards:**
AD Ports Group received "1st Place Special Jury Prize – Best Innovation Culture 2024" from the Global Innovation Management Institute (GIMI), which was awarded in Barcelona this year.

The award comes recognises the Group's exceptional efforts and outcomes in promoting innovative management concepts across its business units, improving the knowledge competency of its employees, and the procedures of presenting ideas through its innovative programmes.

**Intrapreneurship programme:** A programme designed to empower youth to tackle key company and industry challenges by developing best-in-class solutions.

**Entrepreneurship:** The Group's Innovation team introduced the discipline of entrepreneurship, and three Emirati women graduated from Sandooq Al Watan's programme.

**Summer programme:** The fourth cycle of the Innovators of the Future Programme was conducted in 2024, in which high school students joined AD Ports Group to explore the company and as a Group generated solutions for a problem in the area of sustainability and AI.

## Technological Advancement

**Industry 4.0 Open Innovation Platform:**
As part of a strategic innovation corporate venture capital initiative, the Group continues to explore startup solutions for port operations, logistics and supply chains. The platform evaluated 29 solutions and shortlisted four for potential collaboration and investment.

**Smart Pallets POC:** Pallets are part of everyday operation in logistics. In an attempt to enhance operations and increase transparency, trackable smart pallets were tested in the company's warehouses.

**Chatbot for engineering codes and standards:** After conducting a POC and a pilot project on Chatbots for the Company Life and Fire Safety Code, we are now expanding the chatbot application to become an integral part of our network and plan to embed more codes and standards.

**HR Metaverse:** After events in the Metaverse over the last two years, Human Capital C is now looking into utilising the Metaverse as a new channel to promote AD Ports Group as an employer of choice.

**Exhibition guide:** In preparation for Innovation Week, an AR solution is being prepared to provide quick information for each booth at the exhibition, along with a summary of their activities.

**Air taxis (mega trend):** During UAE Innovation Month, we invited a select group of panellists from leading aerospace organisations to discuss the challenges and opportunities of air taxis for AD Ports Group in the near future.

These achievements underscore the Group's pursuit of innovation, sustainability, and technological excellence, positioning it at the forefront of industry advancements. The Group's initiatives in 2024 not only reflect its commitment to operational efficiency and environmental stewardship, but also its dedication to fostering a workplace culture of innovation and continuous improvement.

- 17,574 Number of Innovation ideas submitted through 2024
- 6,736 Hours of Innovation Training
- 51 Innovation Campaigns

In 2024, AD Ports Group contributed a total grant of AED 5,200,000 to advance community development and promote environmental conservation.

# 13 Annex-1: SCA template index

| SCA's prescribed report template | Disclosure | AD Ports Group report reference (Section no.) |
|---|---|---|
| 1 | Actions are taken by the Group to accomplish the Corporate Governance requirements in 2024 and methods of implementation | 01; 02; 03 |
| 2 | Ownership and transactions of members of the Board, their spouses, and children in the company's securities during 2024 | 04 |
| 3/a to 3/c | Composition of Board of Directors; Female representation on the Board in 2024 and reasons thereof | 04 |
| 3/d/1 | Total Board remuneration paid in 2024 | 04 |
| 3/d/2 | Total proposed remunerations of the Directors for 2024 | 04 |
| 3/d/3 | Details of allowances for attending meetings of Board committees which were paid to Board members for the fiscal year 2024 | 04 |
| 3/d/4 | Detail the allowances, salaries or additional fees received by the Directors other than the committee attendance allowances, together with the reasons therefor approval | 04 |
| 3/e | Board meetings held during 2024, their dates and attendance by members of the Board | 04 |
| 3/f | Resolutions of the Board by circulation in 2024 | 04 |
| 3/d/1 | Board committee performance | 04 |
| 3/g | Tasks and functions of the Executive Management authorised by the Board of Directors | 06 |
| 3/h | Detail the dealings with the related parties during 2024 | 08 |
| 3/i | The organisational structure of the company | 06 |
| 3/j | A detailed statement of senior executive staff, their positions and appointment dates, total salaries, allowances, and benefits paid thereto | 06 |

| SCA's prescribed report template | Disclosure | AD Ports Group report reference (Section no.) |
|---|---|---|
| 3/j | Management committees | 06 |
| 4/a to 4/c | External auditor | 07 |
| 5/a to 5/c | Audit Committee | 05 |
| 6/a to 6/c | Nomination and Remuneration Committee | 05 |
| 7/a to 7/c | Insider Trading Supervision Committee | 04 |
| 8/a to 8/c | Any other committee(s) approved by the Board | 05 |
| 9/a to 9/d | Internal Control systems | 08 |
| 10 | Details of the violations committed during the year 2024 and a statement of reasons thereof, how they were addressed and how they will be avoided in the future | 09 |
| 11 | Cash and in-kind contributions made by the company during the year 2024 towards the local community development and environmental conservation | 12 |
| 12/a to 12/g | Group share price 2024 | 11 |
| 12/h | Board Secretary | 04 |
| 12/i | Significant company events that took place in 2024 | 11 |
| 12/j | List the deals made by the company with related parties during 2024 equivalent to 5% or more of the company's capital | 08 |
| 12/k | Emiratisation percentage by the end of 2022, 2023 and 2024 | 06 |
| 12/l | Innovative projects and initiatives implemented by the company, or which were under development during 2024 | 12 |

# Sustainability Summary

At AD Ports Group, we firmly believe that the integration of Environmental, Social, and Governance (ESG) considerations into our business practices drives sustainable growth and creates long-term value for all stakeholders. Our holistic approach to sustainability is underpinned by a comprehensive strategy focused on four key areas:

**Increasing climate resilience:**
We recognise the urgent need to address climate change and its potential impacts on our business and communities.
To improve our climate resilience, we are implementing initiatives to reduce our carbon footprint, enhance our adaptation measures, and invest in climate-resilient infrastructure.

**Protecting the environment:**
Preserving and safeguarding the environment is a fundamental aspect of our sustainability efforts. We are committed to minimising our environmental impact through responsible resource management, pollution prevention measures, and the adoption of sustainable practices across our operations.

**People and community welfare:**
We prioritise the wellbeing and empowerment of our employees, as well as the communities in which we operate. By fostering a culture of diversity, equity, and inclusion, we strive to create a supportive workplace environment that values the contributions of all individuals. Additionally, we actively engage with local communities to address their needs and support initiatives that promote social welfare and development.

**Boosting economic growth:**
We recognise our role in driving economic growth and prosperity, both locally and globally. Through responsible business practices, ethical governance, and strategic investments, we aim to contribute to sustainable economic development, job creation, and prosperity for all stakeholders.

# Building climate resilience, our strategies and initiatives

Climate change presents a significant global challenge, requiring organisations to take proactive measures to reduce emissions and transition to a low-carbon future.

To understand our impact, identify Greenhouse Gas (GHG) hotspots, and drive targeted reduction efforts, we are developing a detailed GHG inventory covering all three scopes.

We are currently working to define the targets to reduce our GHG emissions in line with the latest climate science and international agreements. We are continuously progressing to support global efforts to achieve the net zero goal by 2050 through implementing renewable energy solutions, improving energy efficiency across our operations, and exploring innovative technologies to minimise our carbon footprint.

# **Sustainability Summary** continued

**Our recent implemented and ongoing carbon reduction initiatives include the following:**


## Renewable Energy Integration:

We are actively incorporating renewable energy solutions across all our operations. Solar PV systems have been installed at seven sites. The installed capacity includes 850 kWp at the Admin Building and 1,200 kWp at Khalifa Port South Quay Warehouse 1 & 2 in Abu Dhabi, in addition to 1,000 kWp at the Noatum Ports-Safaga Terminal Project in Egypt, 400 kWp at Malaga Port Terminal, 120 kWp at Port Terminal Tarragona, and 20 kWp at the CMA Admin Building at Autoterminal Barcelona.

These installations are expected to generate significant clean energy annually, helping reduce reliance on conventional power sources. Collectively, these projects can potentially mitigate approximately 5,200 metric tonnes of $CO_2e$ per year.

Around 3% of the Ports Cluster's electricity consumption in the UAE is supplied by self-generated renewable energy. Additionally, more than 90% of Noatum's electricity consumption in Spain comes from renewable energy providers, significantly reducing Scope 2 emissions.

## Decarbonising Our Fleet of Vessels

We are exploring advanced technologies to improve fuel efficiency and reduce emissions across our vessels fleet.

Multiple projects are underway. The Premium Silicon Hull Coating Project enhances vessel performance by reducing drag, leading to significant fuel savings of up to 5% fuel consumption reduction compared to sea trial data, directly lowering GHG emissions and operational costs.

LAROS Fuel IoTs are being implemented to utilise real-time insights through high-frequency data collection and precise measurement, enabling better data analytics and the possibility of optimising fuel consumption. This data-driven approach helps reduce carbon emissions, while ensuring compliance with regulations. Complementing these initiatives, the Ship Route and Voyage Optimisation Project leverages AI-driven route optimisation, and weather-based navigation adjustments, to enhance efficiency and reduce emissions.

## Electrifying Our Operations

As the UAE grid decarbonises, we are transitioning from conventional fuel to electrification, a cleaner alternative. We have introduced electric tugs, which replace conventional fuel-powered tugs, saving up to 150 metric tonnes of marine diesel oil annually, and preventing approximately 472 metric tonnes of $CO_2$ emissions. At CSP Khalifa Port, we have introduced electric Autonomous Freight Trucks. Additionally, shore-to-ship power has been made available at KPL at Khalifa Port and Mugharraq Port, allowing vessels to switch off engines while berthed, reducing carbon emissions. Globally, we have more than 20 Electric Vehicles (EVs), and are continuously expanding our EV charging infrastructure. At Autoterminal Barcelona, we have installed 69 electric charging points for EVs, and have total available power of 503.2kW.

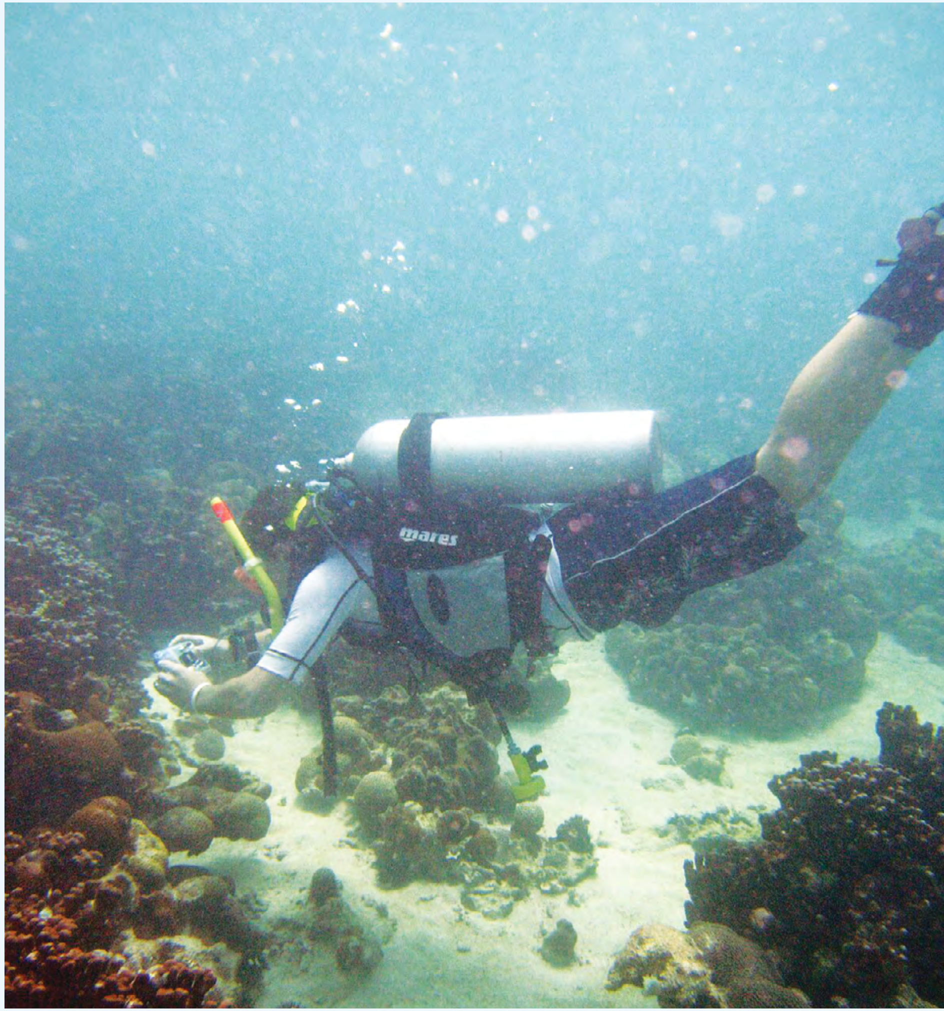
Additionally, the Ports Cluster's equipment engineering team is currently working on converting general cargo equipment from diesel- to electric-powered engines.

# Nurturing our planet for a sustainable future

**Our environmental initiatives emphasise circularity, biodiversity conservation, and measures to ensure good air and water quality in our ecosystem.**

Through responsible management of our operations, continuous improvement, and innovative practices, we aim to minimise waste, and maximise resource efficiency, fostering a circular economy.

Our commitment extends to biodiversity conservation, where we actively engage in habitat restoration, and conservation projects, to preserve natural ecosystems. Additionally, rigorous air and water quality monitoring underscores our commitment to environmental responsibility, and to safeguarding human and ecosystem health.



# Sustainability Summary continued

## Waste Management Strategy

We have developed a Waste Management Strategy to efficiently manage waste across all operations, including ports, maritime, logistics, and industrial zones. Waste is recycled, landfilled, or treated, following waste management best practices, emphasising minimising waste generation, and maximising recycling opportunities.

This has ensured that we can recycle approximately 39% of the solid waste generated in our operations. Efforts continue to focus on reducing waste generation at the source, seeking alternatives to avoid the use of non-recyclable materials, and ensuring responsible temporary storage, until sustainable solutions are implemented, all in line with our commitment to “zero harm to people and the environment”.

One of our key corporate objectives is to reduce solid waste disposal in landfills. To achieve this, we provide comprehensive waste management services to all port users, ensuring compliance with national and international regulations.

## Environmental monitoring

Environmental management and monitoring are controlled by our ISO 14001 processes, which sit within the Group’s Integrated Management System (IMS). In compliance with the Environmental Agency Abu Dhabi (EAD), we operate eight ambient air quality and meteorology monitoring stations in the UAE. The stations monitor a range of air quality determinants to assess our compliance with the National Ambient Air Quality Standard.

All our port terminals in Spain have signed Environmental Best Practice Agreements with the Port Authorities where they operate. These agreements establish a standard reference system across all ports, outlining the monitoring of environmental aspects, objectives, and investments, to enhance the environmental performance of Spanish port systems.

Additionally, we initiated our seawater quality monitoring programme in 2015 to measure critical seawater quality parameters. Seawater quality monitoring is undertaken through online continuous Water Quality Monitoring Stations (WQMS) located at different zones within the vicinity of the Group’s basins in the UAE.

The locations of stations are selected based on the discharge points, ports operation/ project activities, and sensitive areas, around ports harbour limits. The WQMS helps us to monitor compliance with the requirements and standards of the EAD, and to measure the impact of our activities on the marine environment.

## Coral monitoring and conservation

The Ras Ghanada Coral Reef stands as a precious natural treasure off the coast of Abu Dhabi, embodying a rich biodiversity, and serving as a crucial habitat for marine life. Recognising its significance, the Group has taken on the responsibility of conserving this vital ecosystem through diligent efforts. Undertaking frequent health assessments, monitoring, and translocation, when necessary, the Group exemplifies a commitment to preserving the delicate balance of this reef.

At our flagship, Khalifa Port, we are further improving the ecological system for marine life by installing eco-seawalls that provide shelter for fish species and other marine life.

# Fostering employee and community wellbeing

Employee and community wellbeing are foundational pillars of the Group's ESG framework. We understand that the vitality and prosperity of our organisation is intricately linked to the health, happiness, and fulfilment of our employees, and to the communities in which we operate.

With this recognition at our core, we prioritise creating a supportive and inclusive workplace culture that fosters the physical, mental, and professional wellbeing of our employees. Through comprehensive wellness programmes, continuous learning opportunities, equal opportunity, and a focus on safety, we aim to empower our workforce to thrive personally and professionally. Moreover, our commitment extends beyond the workplace, as we actively engage in community initiatives and partnerships aimed at enhancing the quality of life, and promoting sustainable development in the regions we serve.

# Sustainability Summary continued


## Empowering Our People

Recognising the strategic importance of human capital, AD Ports Group embarked on a transformative journey in 2024 to evolve its Human Capital framework into a global operating model, supporting its rapid growth and expanding international presence.

By the end of the year, the Group consolidated the business competencies of Noatum and other acquired companies, developing a group-wide human capital framework that ensures alignment of human resource practices across geographies, while maintaining a corporate culture rooted in a growth mindset.

The Group attracts, develops, and retains a skilled workforce to drive operational excellence. Through structured career development pathways, and continuous learning opportunities, employees are empowered to grow within the organisation.

The Group brings together employees from over 100 nationalities, fostering a diverse and inclusive workplace that drives innovation and global collaboration. As part of its commitment to accessibility, it actively supports People of Determination, integrating employees into various roles, and ensuring an inclusive environment in which everyone can contribute and thrive.

Maintaining a strong focus on gender diversity and equal opportunities, the Group has implemented initiatives to strengthen career progression for female employees, equipping them with leadership and interpersonal skills for senior roles and board positions.

Emirati nationals form a significant part of the workforce in our UAE operating companies, with many holding senior leadership positions. The Group continues to invest in local talent through structured graduate development plans, and leadership training initiatives, designed to prepare employees for future roles at both the local and international level.

Through these efforts, the Group continues to build a dynamic and resilient workforce, fostering a culture of inclusivity, innovation, and excellence that drives sustainable growth on a global scale.

## Safe operations

The Group places paramount importance on the safety of our employees, contractors, and the communities in which we operate. A robust Health, Safety, and Environment (HSE) management system has been implemented in accordance with ISO 45001, ISO 14001, and ADOSH. Internal and external audits are conducted regularly to ensure compliance with regulatory standards and industry best practices. Through these continuous efforts, the Group has achieved consistent improvements in HSE performance, reinforcing its commitment to a safe and secure workplace for all.

In 2024, AD Ports Group recorded 301 land incidents (excluding contractors), an increase from 96 incidents in the previous year.

With expanding operations and acquisitions, the number of total recordable injuries rose from 53 to 66 incidents, primarily in medical treatment cases.

Additionally, HSE observations were reduced from 17,871 in 2023 to 11,688 in 2024, indicating increased employee awareness and adherence to safety protocols.

# **Sustainability Summary** continued

## Community engagement

Our CSR strategy is built around six key focus areas that guide our efforts: supporting our community, environmental activities, philanthropy, equal opportunities, employee welfare and development, and health. These pillars reflect our commitment to creating a positive social and environmental impact, while fostering a responsible and inclusive workplace. The Corporate Social Responsibility (CSR) team was key in driving 134+ initiatives in 2024, which promoted inclusivity, sustainability, and employee engagement, ensuring that social and environmental contributions were effectively implemented across all operations. And to further embed CSR excellence, the group contributed to CSR workshops on the Power BI CSR Dashboard & reporting.

In our Ports Cluster, a strong focus was on health, safety, and environmental awareness. The Universal Access Initiative at Cruise Terminal 1 & 2 in Abu Dhabi was implemented to enhance accessibility for People of Determination in maritime travel.

Our health-focused efforts, including the "Donate Blood, Save Lives" campaign in KEZAD, encouraged employees and residents to participate in life-saving initiatives. Moreover, Environmental initiatives included the "Together to Recycle Used Cooking Oils" competition, the Wreck and Debris Removal Initiative, Beach Clean-Up Campaigns, and the "Earth Hour" energy-saving campaign, which promoted environmental responsibility, community resilience, and sustainability awareness.

Noatum Logistics, through collaboration with the Educación Azul Foundation, launched initiatives promoting ocean sustainability and maritime careers, engaging schools and different stakeholders from port communities. In response to severe flooding in Spain in 2024, Noatum Logistics provided relocation assistance and insurance claim support, benefiting 180 direct and indirect recipients through Red Cross aid distributions, and direct aid, to affected employees and families.

In our Maritime and Shipping Cluster, a Safety Awareness Campaign, focusing on water sports and marine craft safety, was conducted across different user groups, ensuring responsible maritime practices. Similarly, the Wreck and Debris Removal Initiative contributed to cleaner waterways, supporting marine ecosystem conservation.

To enhance public engagement, the Maritime and Shipping Cluster organised a Free Water Taxi Ride at the Maritime Heritage Festival, providing visitors with an immersive maritime experience. Other key initiatives included Beach Clean-Up Campaigns, Seafarers' Day Celebrations, and the Safety in the Heat Campaign, which educated port workers on managing extreme weather conditions.

The Digital Cluster played an influential role in activating the Junior Captain Programme for a large number of students in several educational institutions. The cluster also contributed to the distribution of laptops to the PoDs centre, promoting education, skill development, and community engagement.

AD Ports Group's commitment to corporate social responsibility and sustainability was recognised with prestigious awards in 2024. The Group received Gold CSR Accreditation from the International CSRA Organization, a globally recognised certification granted every three years. Additionally, it was honoured with the Green Apple Environment Award, and the Green World Award, for sustainability efforts in maritime and logistics. AD Ports Group also received the Platinum Sustainability CSR Team of the Year Award, acknowledging its achievements in sustainability, stakeholder engagement, and corporate responsibility.

# ESG governance and supply chain management

AD Ports Group integrates sustainability into its core business processes, ensuring strategic oversight through a high-level Sustainability Committee composed of C-suite members, which is chaired by the Group CEO. The resulting governance control-related synergies reinforced the Group's commitment to sustainable growth and responsible business practices.

## ESG Governance

The committee's diverse representation ensures that various perspectives are considered in decision-making processes related to environmental conservation, social responsibility, and corporate governance. The committee is tasked with regularly monitoring ESG issues and matters, setting goals and targets, and implementing strategies to achieve them effectively. Furthermore, the committee communicates progress and achievements to the board on an annual basis, ensuring transparency and accountability in our sustainability efforts. This structured approach underscores the Group's commitment to operating responsibly and ethically, while striving for long-term environmental and social impact.

# Sustainability Summary continued


## Supply chain management

We recognise the importance of sustainable supply chain management in achieving our sustainability goals.

We are committed to working closely with our suppliers and partners to minimise environmental impacts throughout our supply chain. By fostering long-term partnerships based on trust, transparency, and shared values, we aim to create a more resilient and sustainable global economy.

Understanding the pivotal role of procurement, the Group strives to ensure value for money and operational efficiencies, while unlocking sustainable co-benefits, in collaboration with suppliers and partners. Key initiatives in this pursuit include:

**Total Supplier Compliance:**

- Ensuring complete adherence to the Code of Business Conduct by all suppliers.

**Environmental Criteria Integration:**

- Achieving a notable 100% environmental screening for suppliers involved in Engineering and Construction services within UAE.

**Supporting Local Economy**

- Prioritising ADQ and Khalifa Fund companies to actively support local businesses and social initiatives in the UAE.
- Partnering with the Department of Economic Development, Abu Dhabi, to promote SME involvement in procurement, as part of SME Champions programme Phase 2.
- AD Ports Group engaged with 362 suppliers in the UAE, of which 316 were local, reaching 87.29% in 2024. The total spend on suppliers in the UAE was AED 2.21 billion, of which AED 1.55 billion was spent on local suppliers, furthering our commitment to bolstering the local economy, which is an important aspect of our sustainability strategy.

# Reports and Consolidated Financial Statements

## for the year ended 31 December 2024

# 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 |
| Captain 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

# Independent Auditor's Report

## To the shareholders of Abu Dhabi Ports Company PJSC

Deloitte.

### 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.

# Independent Auditor's Report continued

## To the shareholders of Abu Dhabi Ports Company PJSC

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Revenue recognition**<br>Revenue is recognised from various streams and sources such as lease, port operations, logistic operations, concessions, and marine, industrial and digital services.<br><br>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.<br><br>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.<br><br>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:<br>• 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.<br>• Evaluating the relevant controls related to the revenue recognition to determine if they were appropriately designed and implemented and were operating effectively.<br>• 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.<br>• Assessing the Group's accounting policy against the requirements of IFRSs and the compliance of revenue recognized therewith.<br>• Performing the following substantive audit procedures:<br>– 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<br>– 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.<br>• Assessing the disclosure in the consolidated financial statements relating to this matter against the requirements of IFRSs. |

# Independent Auditor's Report continued

## To the shareholders of Abu Dhabi Ports Company PJSC

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Business combination**<br>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.<br><br>These transactions have been accounted for in accordance with IFRS 3 Business Combinations. Management have applied the acquisition method in accounting for the above mentioned acquisitions which requires the following:<br>• identifying the acquirer;<br>• determining the acquisition date;<br>• recognising and measuring the identifiable assets acquired, the liabilities assumed and noncontrolling interest in the acquiree; and<br>• recognising and measuring goodwill or a gain from a bargain purchase.<br><br>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.<br><br>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:<br>• allocation of the provisional purchase price to the identifiable assets acquired and liabilities assumed;<br>• the identification and measurement of intangible assets and the determination of useful lives assigned to the identified intangible assets; and<br>• adjustments made to align accounting policies of these businesses with those of the Group.<br><br>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:<br>• Assessed the controls over the accounting for these transactions to determine if they were appropriately designed and implemented;<br>• Assessed whether management's assumptions in relation to the accounting for these transactions are in accordance with the requirements of IFRS 3;<br>• Agreed the fair values of the assets and liabilities determined by management to the amounts presented in the consolidated financial statements;<br>• As part of our audit procedures in respect of the purchase price allocation, we have:<br>– assessed the completeness and accuracy of the assets acquired and liabilities assumed in the purchase price allocation;<br>– 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.<br>– 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;<br>– assessed, with involvement of our internal experts, the fair values of a sample of the assets acquired and liabilities assumed;<br>– 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<br>– 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;<br>• Assessed the disclosure in the consolidated financial statements relating to this matter against the requirements of IFRSs. |

# Independent Auditor's Report continued
## To the shareholders of Abu Dhabi Ports Company PJSC

### 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.

# Independent Auditor's Report continued

## To the shareholders of Abu Dhabi Ports Company PJSC

### 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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- 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.

# Independent Auditor's Report continued

## To the shareholders of Abu Dhabi Ports Company PJSC

### 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 |

| | Notes | 2024 AED'000 | 2023 AED'000 |
|---|---|---|---|
| **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 | | **(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 continued
## As at 31 December 2024

| | Notes | 2024 AED'000 | 2023 AED'000 |
|---|---|---|---|
| **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 |

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

## 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 statutory 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 |

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

# Consolidated Statement of Cash Flows continued

## For the year ended 31 December 2024

| | 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) |

| | Notes | 2024 AED'000 | 2023 AED'000 |
|---|---|---|---|
| **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.

# Notes to the Consolidated Financial Statements
## For the year ended 31 December 2024

### 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

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

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

### 2.2 New and revised IFRSs in issue but not yet effective

| 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<br>The pronouncement comprises the following amendments:<br>• IFRS 1: Hedge accounting by a first-time adopter<br>• IFRS 7: Gain or loss on derecognition<br>• IFRS 7: Disclosure of deferred difference between fair value and transaction price<br>• IFRS 7: Introduction and credit risk disclosures<br>• IFRS 9: Lessee derecognition of lease liabilities<br>• IFRS 9: Transaction price<br>• IFRS 10: Determination of a 'de facto agent'<br>• IAS 7: Cost method | 1 January 2026 |
| 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.

# **Notes to the Consolidated Financial Statements** continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

**Basis of preparation** continued

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.

**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 2024 | Ownership interest 2023 | Country of incorporation | Principal activity |
|---|---|---|---|---|
| **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 | Ro-Ro terminal handling automobile imports and transshipments |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

**Basis of consolidation** continued

| Name of subsidiaries | Ownership interest 2024 | Ownership interest 2023 | Country of incorporation | Principal activity |
|---|---|---|---|---|
| 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 |
| 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 |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

**Basis of consolidation** continued

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.

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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 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.

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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 3 Material accounting policies continued
### Basis of consolidation continued
#### Business combination continued
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.

### 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.*

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

**Investment in joint ventures** continued

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.

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

#### Investment in joint ventures continued

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.

#### 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.<br><br>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.<br><br>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. |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

### Revenue recognition continued

| Type of service | Nature and timing of satisfaction of performance obligations |
|---|---|
| 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.<br><br>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.<br><br>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. |
| 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.<br><br>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.<br><br>For revenue recognition, the Group determines the transaction price in accordance with the agreed rates with the customers. |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

#### 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.

#### 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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 3 Material accounting policies continued
### Leases continued
#### 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.

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

**Leases** continued

**The Group as 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'.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 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.

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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 3 Material accounting policies continued

### 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.

### 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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 3 Material accounting policies continued

### 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.

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 3 Material accounting policies continued

#### 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.

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 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.

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;

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 3 Material accounting policies continued

### Financial instruments continued

### Financial assets continued

**Classification of financial assets** continued

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.

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 3 Material accounting policies continued

### Financial instruments continued

### Financial assets continued

#### Classification of financial assets continued

#### 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.

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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 3 Material accounting policies continued
**Financial instruments** continued
**Financial assets** continued
**Classification 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.

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 3 Material accounting policies continued

### Financial instruments continued

### 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.

#### 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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 3 Material accounting policies continued

### Derivative financial instruments continued

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.

### 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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 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.

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

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 3 Material accounting policies continued

### Taxation continued

#### Deferred tax continued

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.

### 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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 4 Critical accounting judgements and key sources of estimation uncertainty continued

### 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.

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 4 Critical accounting judgements and key sources of estimation uncertainty continued

**Key sources of estimation uncertainty** continued

**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.

**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.

**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.

# **Notes to the Consolidated Financial Statements** continued

## For the year ended 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** |

# **Notes to the Consolidated Financial Statements** continued

## For the year ended 31 December 2024

### 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 continued
## For the year ended 31 December 2024

### 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) | **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 totalling 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).

(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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 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** |

| | Completed Properties AED'000 | Properties under development AED'000 | Total AED'000 |
|---|---|---|---|
| **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.

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 continued
## For the year ended 31 December 2024

### 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 continued

## For the year ended 31 December 2024

### 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 AED'000 | 2023 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) | **948,160** | – |
| 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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 7 Intangible assets and goodwill continued
### Goodwill continued
#### Operating profits 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;
- 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; and
- 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 continued

## For the year ended 31 December 2024

### 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** |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 8 Right-of-use assets and lease liabilities continued
**Right-of-use assets** continued

| | Land AED'000 | Port concessions AED'000 | Buildings & warehouses AED'000 | Plant and equipment AED'000 | Total AED'000 |
|---|---|---|---|---|---|
| **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 |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 8 Right-of-use assets and lease liabilities continued

### Right-of-use assets 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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 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:

| | Percentage of ownership | | |
|---|---|---|---|
| Joint ventures | **2024** | 2023 | Place of registration |
| Abu Dhabi Terminals LLC (ADT) | **51%** | 51% | UAE |
| K-Shipping Investment Ltd | **50%** | 50% | UAE |
| ALM Shippings 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.

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 |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 9 Investment in joint ventures continued

#### Investment in Abu Dhabi Terminals LLC ("ADT")

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.

#### Investment in joint ventures with LDPL

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.

#### 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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 9 Investment in joint ventures continued

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

| | 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 |
| 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** continued

## For the year ended 31 December 2024

### 9 Investment in joint ventures 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 amortisation | **(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** continued

## For the year ended 31 December 2024

### 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 continued
## For the year ended 31 December 2024

### 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 AED'000** | 2023 AED'000 | **2024 AED'000** | 2023 AED'000 | **2024 AED'000** | 2023 AED'000 | **2024 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 and 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** continued
## For the year ended 31 December 2024

### 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 AED'000** | 2023 AED'000 | **2024 AED'000** | 2023 AED'000 | **2024 AED'000** | 2023 AED'000 | **2024 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)** |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 10 Investment in associates continued

The above profit for the year include the following:

| | Aramex PJSC | | CMAT | | Associates of Noatum Holdings S.L.U | | East Africa Gateway |
|---|---|---|---|---|---|---|---|
| | **2024 AED'000** | 2023 AED'000 | **2024 AED'000** | 2023 AED'000 | **2024 AED'000** | 2023 AED'000 | **2024 AED'000** |
| Depreciation and amortisation | **(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.

# **Notes to the Consolidated Financial Statements** continued
## For the year ended 31 December 2024

## 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 24 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 |
| **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 (notes 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 |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 14 Trade and other receivables continued

(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.

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 14 Trade and other receivables continued

| | 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 continued
## For the year ended 31 December 2024

### 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 |

### 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 |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 17 Term deposit and cash and bank balances continued
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.

### 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 | **–** | 30,487 |
| **Tax** | **264,055** | 50,471 |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 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 AED'000 | 2023 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 |

### Unrecognised 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 AED'000 | 2023 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 AED'000 | 2023 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 |

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 19 Share capital

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

Movement in the balance is as follows:

| | 2024<br>AED'000 | 2023<br>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<br>AED'000 | 2023<br>AED'000 |
|---|---|---|
| At 1 January | **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 |

### 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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 19 Share capital continued

### 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(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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 20 Reserves continued

### 20(d) Merger reserve continued

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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 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 and 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 totalling 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, therefore, "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 |

### 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 |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 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 |

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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 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 | **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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 25 Bank borrowings continued
#### (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.

#### (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.

# **Notes to the Consolidated Financial Statements** continued

## For the year ended 31 December 2024

## 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.

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 |

# **Notes to the Consolidated Financial Statements** continued
## For the year ended 31 December 2024

### 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 |
| Amortisation 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: amortisation 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).

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 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.

| | 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 continued
## For the year ended 31 December 2024

### 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 continued

## For the year ended 31 December 2024

### 32 Related party balances and transactions continued

**Terms and conditions of transactions 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 |

| | 2024 AED'000 | 2023 AED'000 |
|---|---|---|
| **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 a related parties (note 14)** | | |
| CMA Terminals Khalifa LLC | **57,571** | 29,275 |
| East Africa Gateway Limited | **121,392** | – |
| | **178,963** | 29,275 |

| | 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 |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 32 Related party balances and transactions continued

**Terms and conditions of transactions with related parties** continued

| | 2024 AED'000 | 2023 AED'000 |
|---|---|---|
| **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 |

| | 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 continued
## For the year ended 31 December 2024

### 32 Related party balances and transactions continued
**Terms and conditions of transactions with related parties** 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 |

| | 2024 AED'000 | 2023 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** | – |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 32 Related party balances and transactions continued

### Terms and conditions of transactions with related parties 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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 34 Segment information continued
#### 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** continued

## For the year ended 31 December 2024

### 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 |
| Unrealised (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** |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 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 |

# **Notes to the Consolidated Financial Statements** continued

## For the year ended 31 December 2024

### 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 |
|---|---|---|---|---|---|---|---|---|
| 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 |

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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 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 |

| | 2024 AED'000 | 2023 AED'000 |
|---|---|---|
| **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 |

#### 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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 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 |

### 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** continued

## For the year ended 31 December 2024

### 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 |

# **Notes to the Consolidated Financial Statements** continued

## For the year ended 31 December 2024

### 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 |
|---|---|---|---|---|---|---|---|---|---|
| | AED'000 | AED'000 | Amount recognised as revenue during the year AED'000 | Interest charge AED'000 | Acquisitions AED'000 | Foreign exchange differences AED'000 | Additions AED'000 | Other movement 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** |

| | At 1 January 2023 | Financing cash flows | Non-cash changes (other movements) | | | | | | | | At 31 December 2023 |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | AED'000 | AED'000 | Amortisation of discounts AED'000 | Amount recognised as revenue during the year AED'000 | Termination AED'000 | Interest charge AED'000 | Acquisitions AED'000 | Foreign Exchange differences AED'000 | Additions AED'000 | Other Movements 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 |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 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:

| | Assets | | Liabilities | |
|---|---|---|---|---|
| Foreign currency | 2024 AED '000 | 2023 AED '000 | 2024 AED '000 | 2023 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.

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 36 Financial instruments continued

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 AED '000** | 2023 AED '000 | **2024 AED '000** | 2023 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.

### 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** continued

## For the year ended 31 December 2024

### 36 **Financial instruments** 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.

### 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.

# **Notes to the Consolidated Financial Statements** continued

## For the year ended 31 December 2024

### 36 Financial instruments continued

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.

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

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 36 Financial instruments continued

The table below presents the cash inflows from financial assets:

| | Less than one year AED'000 | 1 to 5 years AED'000 | After 5 years AED'000 | Total AED'000 |
|---|---|---|---|---|
| **31 December 2024** | | | | |
| Financial asset at fair value through other comprehensive income | **–** | **–** | **2,099,526** | **2,099,526** |
| Financial asset at fair value through profit or loss | **36,092** | **–** | **–** | **36,092** |
| Derivative financial assets | **–** | **17,820** | **–** | **17,820** |
| Term deposits | **–** | **50,000** | **–** | **50,000** |
| Trade and other receivables | **7,218,664** | **3,016,123** | **–** | **10,234,787** |
| Cash and bank balances | **2,775,334** | **–** | **–** | **2,775,334** |
| | **10,030,090** | **3,083,943** | **2,099,526** | **15,213,559** |
| 31 December 2023 | | | | |
| Financial asset at fair value through other comprehensive income | – | – | 2,518,539 | 2,518,539 |
| Financial asset at fair value through profit or loss | 71,627 | – | – | 71,627 |
| Derivative financial assets | – | 23,990 | – | 23,990 |
| Term deposits | – | 50,000 | – | 50,000 |
| Trade and other receivables | 4,632,923 | 29,275 | 2,491,657 | 7,153,855 |
| Cash and bank balances | 3,283,090 | – | – | 3,283,090 |
| | 7,987,640 | 103,265 | 5,010,196 | 13,101,101 |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 36 Financial instruments continued
### 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).

### Fair value of the Group's financial assets that are measured at fair value on a recurring basis
The 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% | 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% to 27% | The higher the pre-tax operating margin, the higher the fair value |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 36 Financial instruments continued

| | Fair value AED'000 | | Fair value hierarchy | Valuation technique(s) and key input(s) | Significant unobservable input(s) | Relationship and sensitivity of unobservable inputs to fair value |
|---|---|---|---|---|---|---|
| | **2024** | 2023 | | | | |
| | | | | | 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. Furthermore, there was 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.

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 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** |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

## 37 Business combinations 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)** |

### 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** |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 37 Business combinations 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)** |

### 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** |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 37 Business combinations 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)** |

**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** |

**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 continued

## For the year ended 31 December 2024

### 37 Business combinations 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 derecognising 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** |

| | Fair values recognised on acquisition AED'000 |
|---|---|
| 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** |

**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** |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 37 Business combinations 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** |

#### 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)** |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 37 Business combinations 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** |

**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)** |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 37 Business combinations continued
### (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.

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** |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 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)** |

# Notes to the Consolidated Financial Statements continued

## For the year ended 31 December 2024

### 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 supports 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.

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 finalised 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 |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

### 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, specialising in developing and deploying technology for the optimisation 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.

| | 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 |

# Notes to the Consolidated Financial Statements continued
## For the year ended 31 December 2024

## 37 Business combinations continued
### (ii) Acquisition made during the year ended 31 December 2023 continued
### TTEK Inc. continued
**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 returned one of the ConRo vessels amounting to AED 400 million.

# **Notes to the Consolidated Financial Statements** continued

## For the year ended 31 December 2024

### 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 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 |
| 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** continued

## For the year ended 31 December 2024

### 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 continued

## For the year ended 31 December 2024

### 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 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.

## Get in touch

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