

ABU DHABI PORTS COMPANY PJSC

**Review report and condensed
consolidated financial information
for the nine-month period ended
30 September 2023**

ABU DHABI PORTS COMPANY PJSC

Review report and condensed consolidated financial information for the nine-month period ended 30 September 2023

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REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF ABU DHABI PORTS COMPANY PJSC

Introduction

We have reviewed the accompanying condensed consolidated statement of financial position of Abu Dhabi Ports Company PJSC (the “Company”) and its subsidiaries (together, the “Group”) as at 30 September 2023 and the related condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the nine-month period then ended and selected explanatory notes. Management is responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standard 34, *Interim Financial Reporting* (IAS 34). Our responsibility is to express a conclusion on this interim financial information based on our review.

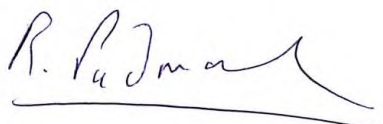
Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, “*Review of interim Financial Information Performed by the Independent Auditor of the Entity*.” A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information of the Group are not prepared, in all material respects, in accordance with IAS 34, “*Interim Financial Reporting*”.

Deloitte & Touche (M.E.)



Rama Padmanabha Acharya
Registration No. 701
14 November 2023
Abu Dhabi
United Arab Emirates

**Condensed consolidated statement of financial position
as at 30 September 2023**

		30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
	Notes		
ASSETS			
Non-current assets			
Property, plant and equipment	5	23,632,484	21,789,636
Investment properties	6	9,203,757	4,481,935
Intangible assets and goodwill	7	3,086,792	946,902
Right-of-use assets		1,090,859	799,838
Investment in joint ventures	8	603,377	612,241
Investment in associates	9	1,385,946	1,280,325
Financial assets at fair value through other comprehensive income	10	1,960,771	2,078,388
Deferred tax assets	15	71,229	-
Trade and other receivables	12	2,406,355	2,113,729
Prepayments and advances	13	46,976	48,600
Term deposit	14	50,000	-
Derivative financial assets	16	40,066	-
		<hr/>	<hr/>
Total non-current assets		43,578,612	34,151,594
Current assets			
Inventories		373,932	50,772
Financial asset at fair value through profit or loss	11	73,837	-
Trade and other receivables	12	5,855,655	2,922,064
Prepayments and advances	13	441,784	596,739
Derivative financial assets	16	3,004	-
Cash and bank balances	14	1,875,534	790,822
		<hr/>	<hr/>
Total current assets		8,623,746	4,360,397
		<hr/>	<hr/>
Total assets		52,202,358	38,511,991
EQUITY AND LIABILITIES			
Equity			
Share capital	17	5,090,000	5,090,000
Share premium	17	2,750,000	2,750,000
Treasury shares	17.1	(12,098)	-
Statutory reserve		504,696	504,696
Assets distribution reserve		(22,063)	(22,063)
Cash flow hedge reserve		(28,405)	(41,154)
Investment revaluation reserve		810,142	928,942
Foreign currency translation reserve		(76,188)	(21,786)
Merger reserve		1,319,288	1,319,288
Retained earnings		5,269,872	4,272,152
Shareholder's contribution	25	4,467,655	4,467,655
		<hr/>	<hr/>
Equity attributable to owners of the Company		20,072,899	19,247,730
		<hr/>	<hr/>
Non-controlling interests	32	3,162,210	387,403
		<hr/>	<hr/>
Total equity		23,235,109	19,635,133
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The accompanying notes form an integral part of the condensed consolidated financial statements.


**Condensed consolidated statement of financial position
as at 30 September 2023 (continued)**

	Notes	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Liabilities			
Non-current liabilities			
Deferred government grants	18	6,440,889	6,561,872
Provision for employees' end of service benefits		176,499	157,308
Lease liabilities		1,015,885	845,078
Payable to the project companies	19	2,166,556	2,139,765
Bond payable	20	3,596,778	3,589,954
Bank borrowings	21	6,554,789	80,795
Trade and other payables	22	859,847	506,288
Deferred tax liabilities	15	133,876	-
Total non-current liabilities		20,945,119	13,881,060
Current liabilities			
Deferred government grants	18	279,740	279,740
Payable to the project companies	19	242,919	278,681
Lease liabilities		147,132	70,249
Bank borrowings	21	3,116,609	1,395,698
Trade and other payables	22	4,235,730	2,971,430
Total current liabilities		8,022,130	4,995,798
Total liabilities		28,967,249	18,876,858
Total equity and liabilities		52,202,358	38,511,991


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



H.E. Faigh Al Ahbabi
Chairman



Mohamed Al Shamisi
Group Chief Executive Officer and
Managing Director



Martin Aarup
Group Chief Financial
Officer

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

**Condensed consolidated statement of profit or loss
for the nine-month period ended 30 September 2023**

	Notes	Three-month ended 30 September		Nine-month ended 30 September	
		2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Revenue	23	4,235,495	1,466,127	8,112,352	3,755,048
Direct costs	24	(3,129,317)	(815,108)	(5,554,579)	(1,946,890)
Gross profit		1,106,178	651,019	2,557,773	1,808,158
Share of profit from joint ventures	8	23,023	36,875	103,872	112,336
Share of profit from associates	9	9,425	10,068	20,098	32,626
General and administrative expenses		(466,503)	(227,578)	(1,021,092)	(666,351)
Selling and marketing expenses		(13,932)	(25,323)	(34,575)	(49,953)
Provision for impairment losses on financial assets	12	(47,156)	(15,563)	(87,057)	(88,859)
Finance income		11,057	2,909	19,503	12,515
Finance costs		(199,072)	(99,507)	(461,876)	(294,725)
Gain/(loss) on investment at FVTPL	11	1,800	-	(1,620)	-
Gain on disposal of associates	9	39,007	-	39,007	-
Loss on disposal of asset		8	-	-	73,000
Other income		503	2,365	3,970	2,664
Profit before tax		464,338	335,265	1,138,003	941,411
Income tax	15	(61,650)	(836)	(62,659)	(836)
Profit for the period		402,688	334,429	1,075,344	940,575
Attributable to:					
Owners of the Company		380,948	314,362	997,720	917,059
Non-controlling interests	32	21,740	20,067	77,624	23,516
		402,688	334,429	1,075,344	940,575
Basic and diluted earnings per share (AED)	26	0.07	0.06	0.20	0.19
Adjusted EBITDA	27	758,982	593,644	2,144,049	1,650,019

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

**Condensed consolidated statement of comprehensive income
for the nine-month period ended 30 September 2023**

	Notes	Three-month ended 30 September		Nine-month ended 30 September	
		2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Profit for the period		402,688	334,429	1,075,344	940,575
Other comprehensive income/(loss):					
<i>Items that will not be reclassified subsequently to statement of profit or loss</i>					
Fair value gain/(loss) on financial asset designated at FVTOCI	10	290,400	(102,300)	(118,800)	938,850
Fair value gain/(loss) on financial asset designated at FVTOCI – share of equity accounted investees		-	(32)	-	(4)
<i>Items that may be reclassified subsequently to statement of profit or loss</i>					
Net fair value gain/(loss) on hedging instruments entered into for cash flow hedges		154	-	1,560	-
Foreign exchange differences on foreign operations		(36,458)	-	(47,863)	-
Share of equity accounted joint venture	8	5,246	18,015	11,189	54,043
Share of equity accounted associate	9	(12,973)	(265)	(6,539)	(16,122)
Total other comprehensive income/(loss)		246,369	(84,582)	(160,453)	976,767
Total comprehensive income for the period		649,057	249,847	914,891	1,917,342
Attributable to:					
Owner of the Company		625,826	229,780	837,267	1,893,826
Non-controlling interests	32	23,231	20,067	77,624	23,516
		649,057	249,847	914,891	1,917,342

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

**Condensed consolidated statement of changes in equity
for the nine-month period ended 30 September 2023**

	Share capital AED'000	Share premium 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	Shareholder'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 2022 (audited)	3,840,000	-	379,861	(22,063)	(97,039)	-	-	1,319,288	3,148,645	2,069,710	10,638,402	52,546	10,690,948
Profit for the period	-	-	-	-	-	-	-	-	917,059	-	917,059	23,516	940,575
Other comprehensive income for the period	-	-	-	-	54,043	938,850	(16,126)	-	-	-	976,767	-	976,767
Total comprehensive income for the period	-	-	-	-	54,043	938,850	(16,126)	-	917,059	-	1,893,826	23,516	1,917,342
Dividend declared to non- controlling interest in subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(1,617)	(1,617)
Shareholder's contribution (note 25)	-	-	-	-	-	-	-	-	-	2,540,650	2,540,650	-	2,540,650
New shares issued (note 17)	1,250,000	2,750,000	-	-	-	-	-	-	-	-	4,000,000	-	4,000,000
Acquisition of new subsidiaries (note 31)	-	-	-	-	-	-	-	-	-	-	-	135,543	135,543
Balance at 30 September 2022 (unaudited)	5,090,000	2,750,000	379,861	(22,063)	(42,996)	938,850	(16,126)	1,319,288	4,065,704	4,610,360	19,072,878	209,988	19,282,966

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

**Condensed consolidated statement of changes in equity
for the nine-month period ended 30 September 2023 (continued)**

	Share capital AED'000	Share Premium AED'000	Treasury shares 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	Shareholder'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 (audited)	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 period	-	-	-	-	-	-	-	-	-	997,720	-	997,720	77,624	1,075,344
Other comprehensive income/(loss) for the period	-	-	-	-	-	12,749	(118,800)	(54,402)	-	-	-	(160,453)	-	(160,453)
Total comprehensive income/(loss) for the period	-	-	-	-	-	12,749	(118,800)	(54,402)	-	997,720	-	837,267	77,624	914,891
Acquisition of a new subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	2,674,466	2,674,466
Dividend declared to noncontrolling interest in subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(14,746)	(14,746)
Shares buy-back	-	-	(12,098)	-	-	-	-	-	-	-	-	(12,098)	-	(12,098)
Other movements (Note 32)	-	-	-	-	-	-	-	-	-	-	-	-	37,463	37,463
Balance at 30 September 2023 (unaudited)	5,090,000	2,750,000	(12,098)	504,696	(22,063)	(28,405)	810,142	(76,188)	1,319,288	5,269,872	4,467,655	20,072,899	3,162,210	23,235,109

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

**Condensed consolidated statement of cash flows
for the nine-month period ended 30 September 2023**

	Notes	Nine-month ended 30 September	
		2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Cash flows from operating activities			
Profit before tax		1,138,003	941,411
<i>Adjustments for:</i>			
Depreciation on property, plant and equipment and investment properties	5 & 6	669,312	564,979
Amortisation of right-of-use assets		51,977	27,500
Amortisation of intangible assets	7	71,359	16,843
Share of profit from joint ventures	8	(103,872)	(112,336)
Share of profit from associate	9	(20,098)	(32,626)
Impairment losses, net of reversals, on financial assets	12	87,057	88,859
Provision for slow moving inventories		1,395	1,638
Amortisation of government grants	24	(228,977)	(182,924)
Provision for employees' end of service benefits		27,849	26,506
Finance costs		461,876	294,725
Interest income		(19,503)	(12,515)
Foreign exchange loss		-	391
Financial assets at fair value through profit or loss	11	1,620	-
Loss/(gain) on disposal of asset held for sale		-	(75,529)
Gain on disposal of investments	9	(39,007)	-
Operating cash flows before movements in working capital		2,098,991	1,546,922
(Decrease)/increase in inventories		14,620	(116)
Increase in trade and other receivables		(2,204,364)	(631,894)
(Increase)/decrease in prepayments and advances		38,112	(11,450)
Increase in trade and other payables		368,895	376,446
Cash generated from operations		316,254	1,279,908
Employees' end of service benefits paid		(11,613)	(8,560)
Payment of short-term lease		(14,929)	(9,724)
Payment of low-value assets		(26,383)	(7,896)
Net cash generated from operating activities		263,329	1,253,728
Cash flows from investing activities			
Purchase of property, plant and equipment		(2,254,104)	(4,091,116)
Proceeds from sale of property, plant and equipment		-	6,388
Purchase of investment properties		(1,397,965)	(113,681)
Purchase consideration paid to acquire new subsidiaries	31	(1,679,990)	(880,712)
Purchase of concession rights		(147,959)	-
Proceeds from disposal of a property held for sale		-	310,000
Dividend received from a joint venture	8	45,502	27,065
Dividend received from an associate	9	35,892	42,487
Interest received		19,503	12,515
Net movement in term deposits with original maturity over three months		(21,644)	(184)
Acquisition of investment in associate		(35,972)	-
Purchase of right of use asset		(32,870)	-
Proceeds from disposal of joint venture	8	78,423	-
Proceeds from disposal of associate		42,843	-
Proceeds from merger of subsidiary		31,926	-
Net cash used in investing activities		(5,316,415)	(4,687,238)

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

**Condensed consolidated statement of cash flows
for the nine-month period ended 30 September 2023 (continued)**

	Notes	Nine-month ended 30 September	
		2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Cash flows from financing activities			
Receipt of term loans	21	7,506,612	550,935
Term loan paid	21	(778,806)	(1,146,132)
Proceeds from issuance of shares		-	4,000,000
Finance cost paid		(330,609)	(57,150)
Payment to project companies	19	(190,694)	(192,143)
Payment for principal portion of lease liabilities		(82,888)	(26,062)
Payment for interest portion of lease liabilities		(33,919)	(28,980)
Dividend paid to non-controlling interests in subsidiaries		-	(1,617)
Contributions received from non-controlling shareholders in subsidiary		49,000	-
Net cash generated from financing activities		6,138,696	3,098,851
Net increase/(decrease) in cash and cash equivalents		1,085,610	(334,659)
Forex currency impact on cash and cash equivalents		(22,543)	-
Cash and cash equivalents at beginning of the period		745,736	1,035,803
Cash and cash equivalents at end of the period	14	1,808,803	701,144
<u>Non-cash transactions</u>			
Investment in an associate received as a capital contribution		-	1,450,000
Investment in FVTOCI received as a capital contribution		-	1,090,650
Transfer to property, plant and equipment – Fujairah Port developments (note 5)		-	500,000
Transfer to Properties under development (Investment Properties) from capital work in progress (property, plant and equipment) (note 6)		-	730,757
Purchase consideration for acquisition of a subsidiary		2,669,566	-
Government grant received during the period		107,994	-

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

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023****1 General information**

Abu Dhabi Ports Company PJSC ("the Company" or "AD Ports") 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").

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, associates and joint ventures (together referred to as the "Group") has grown and diversified into a vertically integrated clusters with operations across ports, industrial and free zones, logistics, maritime and digital services:

- **Ports**, which owns ports in the Emirate of Abu Dhabi and operates terminals under concession arrangements in various part of the world;
- **Economic Cities & Free Zones**, which principally operates Khalifa Economic Zone Company LLC "KEZAD" and eight other industrial zones following the integration of Specialized Economic Zones Company "ZonesCorp" into the Group at the start of 2020;
- **Logistics**, which provide a range of logistical services, such as transportation, warehouse, cargo handling services and value added services;
- **Maritime**, which provides a range of marine services, including 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.

Refer to the consolidated financial statements of the Group as at and for the year ended 31 December 2022 for the details of principal activities, operations and ownership interest of the subsidiaries, joint ventures and associates. Refer note 31 for subsidiaries acquired during the period.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)****2 Application of new and revised International Financial Reporting Standards (IFRS)****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 2023:

- IFRS 17 Insurance Contracts (effective from 1 January 2023).
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current (effective from 1 January 2023)
- Amendments to IAS 1 and IFRS Practice Statement 2 - Disclosure of accounting policies
- Amendments to IAS 8 - Definition of Accounting Estimates
- Amendments to IAS 12 - Deferred Tax related to Assets and Liabilities arising from a Single Transaction
- Extension of the Temporary Exemption from Applying IFRS 9 (Amendments to IFRS 4)
- International Tax Reform - Pillar Two Model Rules (Amendments to IAS 12)

New and revised IFRS in issue but not yet effective and not early adopted by the Group

The following new and revised IFRSs, that have been issued but are not yet effective:

- Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (effective date not yet decided)
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16) (effective from 1 January 2024)
- Non-current Liabilities with Covenants (Amendments to IAS 1) (effective from 1 January 2024)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7) (effective from 1 January 2024)

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

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)****3 Statement of compliance and basis of preparation****Statement of compliance**

The condensed consolidated financial statements are prepared in accordance with International Accounting Standard (IAS) 34, *Interim Financial Reporting* and also comply with the applicable requirements of the laws in the UAE. They do not include all the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended 31 December 2022. In addition, results for the nine-month period ended 30 September 2023 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2023.

Certain comparative figures have been reclassified to agree with the current year classification.

Basis of preparation

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

These condensed consolidated financial statements have been prepared on the historical cost basis, except the financial instruments that are measured at fair values at the end of reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The directors are satisfied that the Group has sufficient resources to continue in operation for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the condensed consolidated financial statements.

4 Summary of significant accounting policies, estimates and judgements

The accounting policies, significant judgements, estimates, and assumptions applied by the Group in these condensed consolidated financial statements are consistent with those in the audited annual consolidated financial statements of the Group as at and for the year ended 31 December 2022, except for the adoption of new standards and interpretations effective 1 January 2023 as stated in Note 2.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

5 Property, plant and equipment

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Carrying amount at the beginning of the period/year	21,789,636	17,152,182
Additions during the period/year	2,288,776	5,122,681
Acquired through business combination (note 31)	432,241	229,187
Depreciation charge for the period/year	(531,221)	(585,121)
Transferred to inventory	(332,155)	-
Transferred from receivables during the period/year	-	500,000
Transferred from right-of-use asset during the period/year	-	112,007
Transferred to investment properties (note 6)	-	(730,936)
Disposals during the period/year	-	(10,364)
Foreign exchange differences	(14,793)	-
	<hr/>	<hr/>
Carrying amount at the end of the period/year	23,632,484	21,789,636
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The depreciation charge has been allocated in the condensed consolidated statement of profit or loss as follows:

	Nine-month ended 30 September	
	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Direct costs	450,874	334,121
General and administrative expenses	80,347	77,120
	<hr/>	<hr/>
	531,221	411,241
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Staff costs of AED 130 million have been capitalised within capital work-in-progress during the nine-month period ended 30 September 2023 (30 September 2022: AED 125 million).

Borrowing costs of AED 40.9 million have been capitalised during the nine-month period ended 30 September 2023 (30 September 2022: AED 22.9 million).

No impairment indicators were noted for property, plant and equipment as of and during the nine-month period ended 30 September 2023.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

6 Investment properties

	Completed properties AED'000	Properties under development AED'000	Total AED'000
<u>Nine-month period ended 30 September 2023</u>			
<u>(unaudited)</u>			
Carrying amount at the beginning of the period	2,991,287	1,490,648	4,481,935
Transfers from properties under development	1,000,923	(1,000,923)	-
Additions during the period	130,143	1,267,822	1,397,965
Acquired through business combination (note 31)	3,461,948	-	3,461,948
Depreciation charge for the period	(138,091)	-	(138,091)
	<hr/>	<hr/>	<hr/>
Carrying amount at the end of the period	7,446,210	1,757,547	9,203,757
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<u>Year ended 31 December 2022 (audited)</u>			
Carrying amount at the beginning of the year	3,087,528	550,327	3,637,855
Additions during the year	-	321,629	321,629
Transfers from properties under development	78,099	(78,099)	-
Transfers from property, plant and equipment (note 5)	-	730,936	730,936
Depreciation charge for the year	(203,932)	-	(203,932)
Reversal of impairment loss for the year	29,592	(34,145)	(4,553)
	<hr/>	<hr/>	<hr/>
Carrying amount at the end of the year	2,991,287	1,490,648	4,481,935
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

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

Rental income from investment properties of AED 1,384 million (30 September 2022: AED 1,307 million) was earned and direct operating expenses (including maintenance expense) of AED 413 million was incurred during the period ended 30 September 2023 (30 September 2022: AED 381 million).

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

The completed investment properties mainly include warehouses and workers residential cities in industrial zones.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

247 Investment properties (continued)

Management believes that there is no significant change in the fair value of investment properties during the nine-month period ended 30 September 2023.

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 18. These investment properties include warehouses relating to Khalifa Industrial Zone Company LLC, Zayed Port, and Industrial City of Abu Dhabi.

7 Intangible assets and goodwill

	Goodwill	Other	Total
	AED'000	intangible	AED'000
		assets	AED'000
		AED'000	
<u>Nine-month period ended 30 September 2023</u>			
<u>(unaudited)</u>			
Carrying amount at the beginning of the period	344,524	602,378	946,902
Additions during the period	-	147,959	147,959
Acquired through business combination (Note 31)	1,693,101	396,975	2,090,076
Effects of foreign currency exchange	(4,455)	(24,672)	(29,127)
Adjustment in purchase price allocation	21,949	(19,608)	2,341
Amortisation charge for the period	-	(71,359)	(71,359)
	<hr/>	<hr/>	<hr/>
Carrying amount at the end of the period	2,055,119	1,031,673	3,086,792
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
<u>Year ended 31 December 2022 (audited)</u>			
Carrying amount at the beginning of the year	54,534	169,509	224,043
Acquired through business combination	289,990	486,029	776,019
Amortisation charge for the year	-	(53,160)	(53,160)
	<hr/>	<hr/>	<hr/>
Carrying amount at the end of the year	344,524	602,378	946,902
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

7 Intangible assets and goodwill (continued)

Goodwill

The carrying amount of goodwill has been allocated to CGUs as follows:

	30 September 2023 (unaudited) AED'000	31 December 2022 (audited) AED'000
Logistics cluster – Abu Dhabi Terminals LLC	32,824	32,824
Logistics cluster – MICCO Logistics	21,710	21,710
Maritime cluster – Divetech Marine Engineering Services LLC	26,100	26,100
Maritime cluster – Alligator Shipping Container Line LLC (i)	18,526	10,826
Maritime cluster – Safeen Diving and Subsea Services LLC (note 31)	102,572	92,572
Maritime cluster – Transmar International shipping company (note 31)	148,498	148,704
Ports cluster – Transcargo International (note 31)	11,788	11,788
ECFZ cluster – Al Eskan Al Jamae LLC (note 31)	232,489	-
Logistics cluster – Noatum LLC (note 31)	1,405,978	-
Digital cluster – TTEK Inc. (note 31)	54,634	-
	2,055,119	344,524

- (i) During the period, the Group has finalized purchase price allocation of Alligator Shipping Container Line LLC (ASCL), Transmar International Shipping Company, Transcargo International and Safeen Diving and Subsea Services LLC. Accordingly, the Group has recognized the difference between the identifiable net assets acquired and the consideration as goodwill. The initial accounting for these acquisitions were incomplete as at 31 December 2022 and provisional purchase price allocation was recorded. This has resulted in an additional goodwill of AED 21.9 million and a reduction of other intangible assets by AED 19.6 million.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

8 Investment in joint ventures (continued)

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

	ADT		Joint ventures with LDPL		ZIF	
	Nine-month ended 30 September		Nine-month ended 30 September		Nine-month ended 30 September	
	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Revenue	282,068	265,724	20,134	174,049	206,715	277,804
Direct costs	(229,077)	(261,237)	(33,508)	(146,524)	-	-
Administrative expenses	(20,365)	(20,221)	(4,558)	(4,398)	(1,182)	(1,783)
Finance costs	(76,269)	(104,098)	(1,268)	(7,395)	(70,567)	(69,006)
Other income	1,215	933	91,923	1,870	55	55
(Loss)/profit for the period	(42,428)	(118,899)	72,723	17,602	135,021	207,070
Group's share of profit/(loss)	-	-	36,361	8,801	67,511	103,535
<i>Other comprehensive income</i>	-	-	-	-	22,378	108,086
Share of other comprehensive income for the period	-	-	-	-	11,189	54,043
Total comprehensive income for the period	-	-	36,361	8,801	78,700	157,578

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

	ADT		Joint ventures with LDPL		ZIF	
	Nine-month ended 30 September		Nine-month ended 30 September		Nine-month ended 30 September	
	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Depreciation and amortisation	(58,317)	(95,384)	(247)	(21,555)	-	-
Interest income	-	-	-	-	55,000	186,508
Interest expense	(76,269)	(104,098)	(1,304)	(7,391)	(70,567)	(69,006)
The unrecognized share of loss of a joint venture for the period	(21,214)	(60,638)	-	-	-	-
Cumulative share of unrecognized losses	(210,037)	(170,729)	-	-	-	-

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

9 Investment in associates

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Balance at the beginning of the period/year	1,280,325	-
Transferred from parent entity during the period/year (note 25)	-	1,307,295
Acquired through business combination (note 31)	99,356	-
Share of profit for the period/year	20,098	36,913
Share of other comprehensive income/(loss) for the period/year	(6,539)	(21,398)
Dividend received during the period/year	(35,892)	(42,485)
Additional investment during the period/year	35,972	-
Disposal	(3,836)	-
Foreign exchange differences	(3,538)	-
	<hr/>	<hr/>
Balance at the end of the period/year	1,385,946	1,280,325
	<hr/> <hr/>	<hr/> <hr/>

During 2022, the parent undertaking of the Group, ADQ transferred 22.32% of equity stake of Aramex PJSC as the shareholder's contribution for no consideration. The Group recognised the transferred stake 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. Moreover, the Group has acquired some investment in associates through business combination with Noatum Holdings S.L.U and Subsidiaries.

During the period, the Group has disposed an investment in associate, Barcelona Container Depot Service S.L., for a total consideration of AED 42.8 million resulting into a gain of AED 39 million (2022: Nil).

10 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 FVOCI 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.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

10 Financial asset at fair value through other comprehensive income (continued)

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

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Quoted equity securities (note 10(i))	1,901,983	2,019,600
Unquoted debt and equity security (note 10(ii))	58,788	58,788
	<hr/>	<hr/>
	1,960,771	2,078,388
	<hr/> <hr/>	<hr/> <hr/>

(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. Moreover, additional investments held at financial asset at fair value through other comprehensive income were acquired through business combination.

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

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Balance at the beginning of the period/year	2,078,388	58,788
Transferred from parent entity during the period (note 25)	-	1,090,650
Acquired through business combination (note 31)	1,219	-
Foreign exchange differences	(36)	-
Change in fair value recognised in other comprehensive income	(118,800)	928,950
	<hr/>	<hr/>
Balance at the end of the period/year	1,960,771	2,078,388
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)****11 Financial asset 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:

	30 September 2023 AED'000 (unaudited)
Balance at the start of the period	-
Acquired through business combination (note 31)	75,457
Change in fair value	(1,620)
	<hr/>
Balance at the end of the period	73,837
	<hr/> <hr/>

For fair value measurement and hierarchy of financial assets at fair value through profit or loss (FVTPL) is disclosed in the note 30.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

12 Trade and other receivables

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Non-current portion		
Un-billed lease receivables	2,586,424	2,309,214
Other receivables	7,229	-
Long term security deposits	16,607	-
	<hr/>	<hr/>
	2,610,260	2,309,214
Less : loss allowance	(203,905)	(195,485)
	<hr/>	<hr/>
	2,406,355	2,113,729
	<hr/> <hr/>	<hr/> <hr/>
Current portion		
Trade receivables	3,017,199	2,318,949
Due from related parties (note 25)	785,427	414,268
Accrued income	2,318,738	623,931
	<hr/>	<hr/>
	6,121,364	3,357,148
Less : loss allowance	(750,824)	(598,561)
	<hr/>	<hr/>
	5,370,540	2,758,587
Staff receivables	37,878	28,984
Other receivables	374,616	134,493
Tax receivables	72,621	-
	<hr/>	<hr/>
	5,855,655	2,922,064
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

12 Trade and other receivables (continued)

Movements in the expected credit loss allowance for trade and other receivables were as follows:

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Balance at the beginning of the period/year	794,046	734,443
Acquired through business combination (note 31)	81,298	-
Net remeasurement of loss allowance during the period/year	87,057	142,313
Amounts written off during the period/year	(2,827)	(82,710)
Reversal	(4,845)	-
	<hr/>	<hr/>
Balance at the end of the period/year	954,729	794,046
	<hr/> <hr/>	<hr/> <hr/>

13 Prepayments and advances

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Non-current portion		
Prepaid expenses	46,976	48,600
	<hr/> <hr/>	<hr/> <hr/>
Current portion		
Advance payments to contractors	233,882	470,614
Prepaid expenses	207,902	126,125
	<hr/>	<hr/>
	441,784	596,739
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

14 Cash and bank balances

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Non-current portion		
Term deposit with maturity of more than one year	50,000	-
	<hr/> <hr/>	<hr/> <hr/>
For the purpose of the condensed consolidated statement of cash flows, cash and cash equivalents are comprised for the following:		
Current portion		
Cash on hand	8,876	4,255
Bank balances	1,799,927	741,480
Term deposits with an original maturity of more than three months but less than one year	66,731	45,087
	<hr/>	<hr/>
Cash and bank balances	1,875,534	790,822
Less: term deposits with an original maturity of more than three months but less than one year	(66,731)	(45,087)
	<hr/>	<hr/>
Cash and cash equivalents	1,808,803	745,735
	<hr/> <hr/>	<hr/> <hr/>

Bank deposits carry an interest rate of 5.13% (31 December 2022: 0.81%) per annum.

15 Corporate income tax

	Three-month ended 30 September		Nine-month ended 30 September	
	2023 (unaudited)	2022 (unaudited)	2023 (unaudited)	2022 (unaudited)
Current income tax:				
Current income tax charged	30,754	836	31,763	836
Deferred income tax:				
Relating to enactment of UAE corporate income tax*	30,896	-	30,896	-
	<hr/>	<hr/>	<hr/>	<hr/>
Income tax expense recognised in statement of profit or loss	61,650	836	62,659	836
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

15 Corporate income tax (continued)

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 considered to be substantively enacted for the purposes of accounting for Income Taxes.

The Ministry of Finance continue to issue supplemental Decisions of the Cabinet of Ministers of the UAE (Decisions) to further clarify certain aspects of the UAE CT Law. Such Decisions, and other interpretive guidance of the UAE Federal Tax Authority, are required to fully evaluate the impact of the UAE CT Law on the Group.

* This relates to the initial recognition of deferred tax liabilities in respect of historical Purchase Price Allocation (PPA) adjustments and accounting policy alignments carried on the Group's interim consolidated statement of financial position. While the PPA adjustments relate to corporate transactions completed in prior accounting periods, the deferred tax liability arises due to the introduction of the UAE corporate tax (CT) Law in the UAE, and on the basis that the entities to which those PPA adjustments are attributed should be subject to UAE CT in the future.

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.

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Deferred tax assets		
Provisions	71,229	-
Deferred tax liabilities		
Property, plant, and equipment	85,936	-
Others	47,940	-
	133,876	-

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

15 Corporate income tax (continued)

Deferred tax asset has not been recognised in respect of the above-mentioned items as it is not considered probable that there will be future taxable profits available to justify the recognition of a deferred tax asset.

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Deferred tax liabilities		
Relating to enactment of UAE corporate income tax	30,896	-
Relating to origination and reversal of temporary differences	17,044	-
Relating to acquisitions	85,936	-
	<hr/> 133,876 <hr/>	<hr/> - <hr/>

16 Derivative financial instrument

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
<i>Non-current asset</i>		
From acquisition of EAJ (Note 16(i))	40,066	-
<i>Current assets</i>		
From acquisition of Noatum	3,004	-
	<hr/> 3,004 <hr/>	<hr/> - <hr/>

- (i) As part of business combination (note 31), 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 975.49 million at the end of the reporting period. Fixed and floating rates are payable/receivable every 24th of January, April, July and October until the termination date on 1 July 2030.

17 Share capital

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
<i>Authorised, issued, subscribed and paid up capital</i>		
5,090,000,000 ordinary shares of AED 1 each (2022: 5,090,000,000 ordinary shares of AED 1 each)	5,090,000	5,090,000
	<hr/> 5,090,000 <hr/>	<hr/> 5,090,000 <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

17 Share capital

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
<i>Authorised, issued, subscribed and paid up capital</i>		
5,090,000,000 ordinary shares of AED 1 each		
(2022: 5,090,000,000 ordinary shares of AED 1 each)	5,090,000	5,090,000

Movement in the balance is as follows:

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Balance at the beginning of the period/year	5,090,000	3,840,000
1,250,000,000 shares issued of AED 1 each	-	1,250,000
Balance at the end of the period/year	5,090,000	5,090,000

During 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 remained as the majority shareholder with 75.42% stake in the Company's share capital.

17.1 Treasury shares

During the period, the Company acquired 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 30 September 2023.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

18 Deferred government grants

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Balance at the beginning of the period/year	6,841,612	6,402,712
Additions during the period/year	107,994	821,942
Amortisation during the period/year	(228,977)	(383,042)
	<hr/>	<hr/>
Balance at the end of the period/year	6,720,629	6,841,612
	<hr/> <hr/>	<hr/> <hr/>

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

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Current liability	279,740	279,740
Non-current liability	6,440,889	6,561,872
	<hr/>	<hr/>
	6,720,629	6,841,612
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

19 Payable to the project companies

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Balance at the beginning of the period/year	2,418,446	2,424,072
Interest charge for the period/year	181,723	248,307
Payments during the period/year	(190,694)	(253,933)
	<hr/>	<hr/>
Balance at the end of the period/year	2,409,475	2,418,446
	<hr/> <hr/>	<hr/> <hr/>

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

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Current liability	242,919	278,681
Non-current liability	2,166,556	2,139,765
	<hr/>	<hr/>
	2,409,475	2,418,446
	<hr/> <hr/>	<hr/> <hr/>

The interest rate charged on project payable companies is 9%-12% per annum (31 December 2022: 9%-12%). These will mature between 25 October 2037 and 25 October 2039.

20 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 were used for general corporate purposes and debt refinancing. The settlement of the offering occurred on 6 May 2022 and the Group received cash 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 30 September 2023 is USD 818.25 million, which equivalents to AED 3,006 million (31 December 2022: USD 829.16 million and AED 3,046 million).

As of 30 September 2023, unamortised prepaid transaction cost for the bond is AED 16.7 million (31 December 2022: AED 18.4 million) and unamortised discount is AED 60.0 million (31 December 2022: AED 65.1 million).

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

21 Bank borrowings

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Non-current		
Term loan I (ii)	71,290	80,795
Term loan II (iii)	833,106	-
Term loan III (iv)	5,154,735	-
Term loan IV (v)	95,658	-
Ijara facility (vi)	400,000	-
	<hr/>	<hr/>
	6,554,789	80,795
	<hr/>	<hr/>
Current		
Loan facility (i)	2,644,225	1,395,698
Current portion of term loan I (ii)	9,505	-
Current portion of term loan II (iii)	97,984	-
Current portion of term loan IV (v)	364,895	-
	<hr/>	<hr/>
	3,116,609	1,395,698
	<hr/>	<hr/>
Total bank borrowings	9,671,398	1,476,493
	<hr/> <hr/>	<hr/> <hr/>

(i) Loan facility

During 2021, the Group obtained 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 for the purpose of financing capital expenditure and general corporate purposes of the Group. The facility has a tenure of 3 years and an extension option of two years at one year increments and carries an effective interest rate of 0.85% over LIBOR depending on the facility utilisation. The terms of the agreement require the Group to maintain a minimum tangible net worth of AED 6 billion. As of the reporting date, the Group is in compliance with this financial covenant.

(ii) Term loan I

During 2022, a subsidiary of the Group obtained a secured medium-term loan with a value of USD 22 million (AED 80.8 million) from a local bank in Egypt for the purpose of early settlement of lease liabilities and subsequent capitalization of a vessel that was previously recorded as a right of use asset under IFRS 16. The loan carries an interest rate of 5.88%. The loan is repayable in quarterly instalments, with the first instalment commencing fifteen months after the loan draw down date.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

21 Bank borrowings (continued)

(iii) Term loan II

During the period, the Group completed a transaction to merge 100% of Al Eskan Al Jamae LLC (EAJ) with KEZAD Communities Development & Services Company LLC (KC), a 100% owned subsidiary of the Group. As part of business combination, the group recognised a loan facility of EAJ of AED 725 million which was entered on 24 June 2020 with a local bank to finance the settlement of loan used to construct Phase II of ICAD Residential City. The loan bears an interest at 3 Month EIBOR + 2.35% per annum and is repayable over 7 years through 28 quarterly installments which commenced on 24 October 2020.

On 24 June 2022, EAJ entered into a loan facility agreement of AED 453.49 million with a local bank to refinance part of the facility. The loan bears an interest at 3 Month EIBOR + 3% per annum and is repayable over 7 years through 28 quarterly instalments which will commence on 24 January 2024.

(iv) Term loan III

On 3 April 2023, the Group signed a General Corporate Facility (GCF) agreement with a syndicate of 13 regional and international banks. The multi-currency facility, equivalent to around USD 2 bn includes three tranches amounting to EUR 0.6 billion, USD 0.6 billion and AED 2.8 billion with a tenure of up to 2.5 years with initial terms of 1.5 years extendable by up to 12 months at the Group's discretion. An aggregate of at least 50% of this financing shall go towards funding acquisitions undertaken by the Group or its subsidiaries and the rest could be utilized for funding organic growth projects and for general corporate purposes. The facility was priced at initial 12-month margin of 0.50%, 0.65% and 0.45% for the Euro, US Dollar and UAE Dirham tranches respectively. The terms of the agreement require the Group to maintain a minimum tangible net worth of AED 6 billion.

(v) Term loan IV

During the period, the Group completed a transaction to acquire 100% of Noatum Holdings S.L.U. and Subsidiaries ("Noatum Group"). As part of business combination, the Group recognised the loan facilities of Noatum Group entered with different banking institutions at different interest rates.

(vi) Ijara facility

On 23 June 2023, the Group signed a commercial terms agreement for Ijara facility with Abu Dhabi Islamic Bank. The facility is a single tranche dirham facility of AED 917.5 million with terms identical to the GCF with initial terms of 1.5 years extendable by up to 12 months at the Group's discretion.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

21 Bank borrowings (continued)

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

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Balance at the beginning of the period/year	1,476,493	1,146,132
Loans drawdown during the period/year	7,506,612	1,476,493
Acquired through business combination (note 31)	1,479,083	-
Loans repaid during the period/year	(778,806)	(1,146,132)
Foreign exchange differences	(11,984)	-
	<hr/>	<hr/>
Balance at the ending of the period/year	9,671,398	1,476,493
	<hr/> <hr/>	<hr/> <hr/>

22 Trade and other payables

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Non-current portion		
Deferred income	460,507	405,973
Customer deposits	125,789	100,315
Provision for dismantling costs	69,568	-
Long term employee benefits	1,247	-
Other long-term payables	202,736	-
	<hr/>	<hr/>
	859,847	506,288
	<hr/> <hr/>	<hr/> <hr/>
Current portion		
Accrued expenses and construction related costs	2,077,137	1,392,102
Contractors and supplier payables	622,589	572,630
Deferred income	563,532	475,116
Customer advances	218,319	180,312
Due to related parties (note 25)	289,590	227,667
Concession rights fee payable	104,813	-
Tax payable	80,782	-
Retentions payable	52,146	61,861
Other payables	226,822	56,442
Deferred consideration	-	5,300
	<hr/>	<hr/>
	4,235,730	2,971,430
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

23 Revenue

	Three-month ended 30 September		Nine-month ended 30 September	
	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Revenue from contracts with customers (a)	3,740,599	1,047,952	6,636,999	2,377,862
Revenue from rental income (b)	494,896	418,175	1,475,353	1,377,186
	4,235,495	1,466,127	8,112,352	3,755,048

a) Disaggregation of revenue from contracts with customers:

	Three-month ended 30 September		Nine-month ended 30 September	
	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Services transferred at a point in time				
Maritime services	2,415,607	497,489	4,496,509	955,619
Logistics operations	849,136	129,648	1,107,925	388,885
Ports operations	329,354	160,341	666,639	360,056
Digital services	44,024	23,407	107,958	69,874
Other Economic Cities & Free Zones services	28,198	12,532	47,645	50,282
	3,666,319	823,417	6,426,676	1,824,716
Services transferred over time				
Digital services	3,280	-	4,790	-
Maritime services	-	154,133	-	354,959
Economic Cities & Free Zones services related to lease contracts	71,000	70,402	205,533	198,187
	71,000	70,402	205,533	198,187
Total revenue from contracts with customers	3,740,599	1,047,952	6,636,999	2,377,862

b) Disaggregation of revenue from rental income:

	Three-month ended 30 September		Nine-month ended 30 September	
	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Economic Cities & Free Zones leasing	339,731	280,700	1,050,267	980,888
Ports concessions and leasing	152,493	134,353	420,830	392,427
Other lease income	2,672	3,122	4,256	3,871
	494,896	418,175	1,475,353	1,377,186

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

24 Direct costs

	Three-month ended 30 September		Nine-month ended 30 September	
	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)	2023 AED'000 (unaudited)	2022 AED'000 (unaudited)
Cost of vessels sold	1,112,850	-	1,181,344	-
Warehousing and handling costs	783,928	127,150	956,694	247,994
Vessel operating costs	333,348	106,248	898,245	194,155
Depreciation of property, plant and equipment and investment properties (note 5 and 6)	164,024	179,391	588,965	487,859
Manpower costs	215,655	117,085	451,475	319,799
Fuel costs	144,579	90,967	362,142	184,472
Utility cost	81,788	53,443	216,780	167,989
Equipment hire	56,887	3,531	201,209	7,898
Repairs and maintenance costs	89,357	46,469	193,928	168,233
Marine port costs	74,557	-	151,660	-
Other operating cost	21,652	5,608	120,280	10,966
Trucking and transportation costs	45,224	55,313	110,627	141,457
Outsourcing and external manpower	43,971	8,853	78,072	31,592
Amortization of intangible assets	26,485	6,455	71,359	16,843
Insurance and consultancy charges	23,984	16,731	64,114	35,206
Non-vessel container carrier operating cost	16,827	39,108	53,235	50,514
Amortization of right-of-use assets	25,108	10,809	51,977	27,500
Application license and maintenance costs	2,462	6,099	18,628	21,766
Foreign labor service charge	2,811	2,763	11,248	15,571
Concession costs	1,574	-	1,574	-
	3,267,071	876,023	5,783,556	2,129,814
Less: amortization of government grants (note 18)	(137,754)	(60,915)	(228,977)	(182,924)
	3,129,317	815,108	5,554,579	1,946,890

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

25 Related parties

Related parties represent the shareholders, directors and key management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties, where such parties have the ability to control or exercise significant influence in financial and operating decisions. Pricing policies and terms of these transactions are approved by the Company's management.

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 arm's length basis. Balances with related parties reflected in the condensed consolidated statement of financial position at the reporting date comprised:

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Due from related parties (note 12):		
<i>Joint ventures</i>		
Abu Dhabi Terminals Company LLC	53,697	46,418
	<hr/>	<hr/>
<i>Entities under common control</i>		
Department of Finance – Abu Dhabi	97,339	20,564
Abu Dhabi Police	58,622	8,562
Abu Dhabi Polymers Co. Ltd (Borouge)	28,786	27,252
Emirates Steel Industries Co. PJSC	41,208	64,323
Department of Municipalities and Transport	81,369	11,018
Abu Dhabi National Oil Company	163,066	111,249
Rafed Healthcare Supplies LLC	29,166	10,435
CMA Terminal Khalifa LLC	-	47,712
Department of Economic Development	76,124	-
National Petroleum Construction Company	10,658	-
Other entities controlled by the Government of Abu Dhabi	145,392	66,735
	<hr/>	<hr/>
	731,730	367,850
	<hr/>	<hr/>
	785,427	414,268
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

25 Related parties (continued)

Balances with related parties (continued)

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Accrued income (note 12)		
<i>Parent Company</i>		
Abu Dhabi Developmental Holding (“ADQ”)	2,466	2,466
<i>Joint venture</i>		
Abu Dhabi Terminals Company LLC	25,349	26,504
<i>Entities under common control</i>		
Department of Municipalities and Transport	30,094	31,764
Abu Dhabi National Oil Company	78,747	513
Abu Dhabi Police	9,156	119,450
Bonfoi Investment RSC Ltd	1,336,827	-
Other entities controlled by the Government of Abu Dhabi	11,706	14,042
	1,466,530	165,769
	1,494,345	194,739
Un-billed lease receivables (note 12)		
<i>Joint venture</i>		
Abu Dhabi Terminals Company LLC	302,322	286,269
<i>Entities under common control</i>		
Al Gharbia Pipe Company LLC	25,982	-
Abu Dhabi National Oil Company	3,778	-
LULU Group	14,734	-
Other entities controlled by the Government of Abu Dhabi	26,099	71,546
	372,915	357,815
Prepayments and advances (note 13)		
<i>Joint venture</i>		
Abu Dhabi Terminals Company LLC	34,200	48,600
<i>Entities under common control</i>		
National Health Insurance Company PJSC (Daman)	7,208	3,544
	41,408	52,144

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

25 Related parties (continued)

Balances with related parties (continued)

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Cash and bank balances (note 14)		
<i>Entity under common control</i>		
Banks controlled by the Government of Abu Dhabi	1,086,955	573,387
	=====	=====
Investment in joint ventures (note 8)	603,377	612,241
	=====	=====
Impairment loss on financial assets and unbilled lease receivable (note 12)	10,354	32,382
	=====	=====
Due to related parties (note 22)		
<i>Parent Company</i>		
Abu Dhabi Developmental Holding	323	646
	-----	-----
<i>Joint venture</i>		
Abu Dhabi Terminals Company LLC	14,662	9,228
	-----	-----
<i>Entities under common control</i>		
Department of Finance – Abu Dhabi	121,715	98,314
Abu Dhabi Retirement Pensions & Benefits Fund	89,447	7,674
Abu Dhabi National Oil Company	1,723	30,551
Ministry of Labour	46,257	-
Other entities under common control	15,463	81,254
	-----	-----
	274,605	217,793
	-----	-----
	289,590	227,667
	=====	=====

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

25 Related parties (continued)

Balances with related parties (continued)

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Payable to the project companies (note 19)		
<i>Joint venture</i>		
ZonesCorp Infrastructure Fund	2,412,218	2,418,446
	<hr/>	<hr/>
Deferred government grants (note 18)		
<i>Ultimate controlling undertaking</i>		
Government of Abu Dhabi	6,529,837	6,648,395
	<hr/>	<hr/>
<i>Parent Company</i>		
Abu Dhabi Developmental Holding	282,604	193,217
	<hr/>	<hr/>
	6,812,441	6,841,612
	<hr/>	<hr/>
Borrowings (note 21)		
<i>Entities under common control</i>		
First Abu Dhabi Bank	1,459,935	279,140
Abu Dhabi Commercial Bank	644,342	-
	<hr/>	<hr/>
	2,104,277	279,140
	<hr/>	<hr/>
Accrued expenses, customers deposits and advances and other payables (note 22)		
<i>Entities under common control</i>		
Abu Dhabi National Oil Company	144,503	22,745
Other entities controlled by the Government of Abu Dhabi	106,322	10,409
	<hr/>	<hr/>
	250,825	33,154
	<hr/>	<hr/>
Shareholder's contribution		
<i>Parent Company</i>		
Abu Dhabi Developmental Holding	4,467,655	4,467,655
	<hr/>	<hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

25 Related parties (continued)

Significant transactions with related parties are as follows:

	Nine-month ended 30 September	
	2023	2022
	AED'000	AED'000
	(unaudited)	(unaudited)
Revenue (Note 23)		
<i>Parent Company</i>		
Abu Dhabi Developmental Holding	81,832	14,976
	<hr/>	<hr/>
<i>Joint venture and associates</i>		
Aramex PJSC	81	-
CMA Terminals Khalifa LLC	8	-
Abu Dhabi Terminals Company LLC	37,989	121,759
	<hr/>	<hr/>
	38,078	121,759
	<hr/>	<hr/>
<i>Entities under common control</i>		
Bonfoi Investment RSC Ltd	1,478,218	-
Abu Dhabi National Oil Company	109,260	249,058
Emirates Steel Industries Co. PJSC	42,835	135,501
Department of Municipalities and Transport	35,157	77,240
Other entities under common control	17,533	47,391
Abu Dhabi Polymers Co. Ltd (Borouge)	8,226	62,885
Rafed Healthcare Supplies LLC	2,969	-
Silal Food and Technology LLC	1,393	4,261
General Headquarter Armed Forces	501	1,569
Department of Finance – Abu Dhabi	354	1,062
Abu Dhabi Police	-	183,925
	<hr/>	<hr/>
	1,696,446	762,892
	<hr/>	<hr/>
	1,816,356	899,628
	<hr/> <hr/>	<hr/> <hr/>
Transactions with joint ventures and associates (note 8 and note 9)		
Share of profit for the period	123,970	144,962
	<hr/>	<hr/>
Share of other comprehensive income for the period	4,650	37,921
	<hr/>	<hr/>
Dividend received during the period	81,394	69,551
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

25 Related parties (continued)

Significant transactions with related parties (continued)

	Nine-month ended 30 September	
	2023	2022
	AED'000	AED'000
	(unaudited)	(unaudited)
Owner's contribution received		
Abu Dhabi Developmental Holding	-	2,540,640
	=====	=====
Bank borrowings related transactions (note 21)		
Loan repayments to banks controlled by the Government of Abu Dhabi	(204,843)	(229,226)
	=====	=====
Loan drawdown during the period	1,033,650	110,187
	=====	=====
Finance costs during the period	53,823	10,582
	=====	=====
Key management compensation		
Short term benefits	47,398	42,577
Long term benefits	742	784
	=====	=====
	48,140	43,361
	=====	=====

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

26 Basic and diluted earnings per share

Basic earning per share amounts 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.

	Three-month ended 30 September		Nine-month ended 30 September	
	2023	2022	2023	2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<i>Earnings (AED'000)</i>				
Earnings for the purpose of basic and diluted earnings per share (profit for the period attributable to owners of the Group)	380,948	314,362	997,720	917,059
Weighted average number of share ('000)				
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	5,087,893	5,090,000	5,087,893	4,916,007
Basic and diluted earnings per share attributable to owners of the group in AED	0.07	0.06	0.20	0.19

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)****27 Segment information**

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

Operating segments

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

- **Ports**, which owns or operates ports and terminals in the region. 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 following the integration of ZonesCorp in 2020. Economic Cities & Free Zones mainly derives its revenue from lease of land, warehouses, 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**, which provides a range of marine services, including feeder, as well as transshipment and offshore support services within and outside UAE. Maritime mainly derives its revenue from port side service fees, feeder, offshore services, vessel chartering, underwater surveys and other general marine services. Maritime also operate international container shipping lines from Egypt that primarily operates in the Middle East, the Red sea regions,
- **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.

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 condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

27 Segment information (continued)

Information regarding these segments is presented below:

	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
30 September 2023 (unaudited)								
External revenue	1,080,433	1,303,444	1,091,116	4,510,963	112,748	13,648	-	8,112,352
Inter segment revenue	27,271	8,551	27,421	6,947	204,495	253	(274,938)	-
Total revenue (Note 23)	1,107,704	1,311,995	1,118,537	4,517,910	317,243	13,901	(274,938)	8,112,352
Direct costs (Note 24)	(406,285)	(436,189)	(966,844)	(3,714,114)	(64,282)	(51,347)	84,482	(5,554,579)
Gross profit/(loss)	701,419	875,806	151,693	803,796	252,961	(37,446)	(190,456)	2,557,773
Share of profit from joint ventures (Note 8)	-	67,510	-	36,362	-	-	-	103,872
Share of profit from associates (Note 9)	3,271	-	14,438	2,389	-	-	-	20,098
General and administrative expenses	(227,736)	(114,677)	(100,019)	(188,909)	(87,564)	(432,517)	130,330	(1,021,092)
Selling and marketing expenses	(6,871)	(8,390)	(677)	(4,404)	(2,037)	(12,196)	-	(34,575)
Impairment losses (including reversals of impairment losses) on financial assets and unbilled lease receivables (Note 12)	(15,494)	(33,157)	(921)	(41,426)	1,206	2,736	-	(87,057)
Loss on disposal of FVTPL (Note 11)	-	(124)	-	-	-	-	(1,496)	(1,620)
Gain on disposal of associates (Note 9)	39,007	-	-	-	-	-	-	39,007
Dividend income	-	568	-	-	-	-	-	568
Finance income	1,452	1,291	7,846	5,581	2	7,925	(4,594)	19,503
Finance costs	(31,060)	(227,209)	(22,808)	(13,412)	(31)	(173,857)	6,501	(461,876)
Other income	7	3,366	29	-	-	-	-	3,402
Income tax (Note 15)	(15,896)	-	(21,608)	(18,817)	-	(6,338)	-	(62,659)
Profit/(loss) for the period	448,099	564,984	27,973	581,160	164,537	(651,693)	(59,715)	1,075,344
Adjustment for:								
Finance costs	31,060	227,209	22,808	13,412	31	173,857	(6,501)	461,876
Finance income	(1,452)	(1,291)	(7,846)	(5,582)	(2)	(7,924)	4,594	(19,503)
Amortisation of right-of-use assets and intangible assets	17,110	15,268	16,874	76,930	-	-	(2,846)	123,336
Depreciation of property, plant and equipment, investment properties	221,949	158,286	37,703	212,948	7,973	30,723	(270)	669,312
Government grants	(124,286)	(95,605)	-	(9,086)	-	-	-	(228,977)
Income tax	15,896	-	21,608	18,817	-	6,338	-	62,659
Adjusted EBITDA	608,380	868,851	119,121	888,599	172,539	(448,699)	(64,738)	2,144,049

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

27 Segment information (continued)

	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
30 September 2022 (unaudited)								
External revenue	754,812	1,233,186	388,863	1,308,141	69,874	172	-	3,755,048
Inter segment revenue	28,576	7,783	8,617	178	215,031	-	(260,185)	-
Total revenue (Note 23)	783,388	1,240,969	397,480	1,308,319	284,905	172	(260,185)	3,755,048
Direct costs (Note 24)	(281,742)	(418,128)	(347,145)	(846,911)	(56,248)	(137,315)	140,599	(1,946,890)
Gross profit/(loss)	501,646	822,841	50,335	461,408	228,657	(137,143)	(119,586)	1,808,158
Share of profit from joint ventures (Note 8)	-	103,535	-	8,801	-	-	-	112,336
Share of profit from an associate (Note 9)	-	-	32,626	-	-	-	-	32,626
General and administrative expenses	(186,475)	(67,821)	(28,860)	(123,312)	(76,737)	(241,726)	58,580	(666,351)
Selling and marketing expenses	(3,096)	(9,966)	(1,229)	(2,853)	(651)	(32,158)	-	(49,953)
Impairment losses (including reversals of impairment losses) on financial assets and unbilled lease receivables (Note 12)	(2,096)	(86,815)	1,226	(1,077)	(97)	-	-	(88,859)
Gain on disposal of a property held for sale	450	25	73,000	1,994	-	60	-	75,529
Finance income	91	146	(871)	179	-	12,970	-	12,515
Finance costs	(22,230)	(203,833)	(2,417)	(1,125)	(1)	(66,829)	1,710	(294,725)
Other income	-	30	105	-	-	-	-	135
Income tax (Note 15)	-	-	-	(836)	-	-	-	(836)
Profit/(loss) for the period	288,290	558,142	123,915	343,179	151,171	(464,826)	(59,296)	940,575
Adjustment for:								
Finance costs	22,230	203,833	2,417	1,125	1	66,829	(1,710)	294,725
Finance income	(91)	(146)	871	(179)	-	(12,970)	-	(12,515)
Amortisation of right-of-use assets and intangible assets	10,361	15,268	8,086	11,215	-	-	(587)	44,343
Depreciation of property, plant and equipment, investment properties	204,976	173,943	32,706	115,828	8,943	28,583	-	564,979
Government grants	(92,794)	(81,010)	-	(9,120)	-	-	-	(182,924)
Income tax	-	-	-	836	-	-	-	836
Adjusted EBITDA	432,972	870,030	167,995	462,884	160,115	(382,384)	(61,593)	1,650,019

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

27 Segment information (continued)

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

	Ports AED'000	EC&FZ AED'000	Logistics AED'000	Maritime AED'000	Digital AED'000	Corporate AED'000	Eliminations AED'000	Total AED'000
<u>30 September 2023</u>								
Total assets	28,516,224	17,112,726	8,503,703	16,861,208	2,068,136	49,542,640	(70,402,279)	52,202,358
Total liabilities	26,316,288	10,820,955	7,658,045	14,210,902	1,660,684	37,390,293	(69,089,918)	28,967,249
Capital expenditures*	-	-	-	-	-	3,652,069	-	-
<u>31 December 2022</u>								
Total assets	25,767,734	13,377,006	4,405,348	11,261,583	1,749,354	39,158,850	(57,207,884)	38,511,991
Total liabilities	24,315,459	10,374,429	4,099,515	9,327,521	1,493,793	26,320,667	(57,054,526)	18,876,858
Capital expenditures*	-	-	-	-	-	2,923,899	-	2,923,899

Capital expenditures

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

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

27 Segment information (continued)

Geographical information

The Group is operating in following geographical segments:

	30 September	
	2023	2022
	AED'000	AED'000
	(unaudited)	(unaudited)
Revenue (Note 23)		
United Arab Emirates	6,871,170	3,755,048
Rest of Middle East	2,635	-
Europe	671,532	-
America	182,547	-
Asia	167,208	-
Africa	217,260	-
	<hr/>	<hr/>
Total revenue	8,112,352	3,755,048
	<hr/> <hr/>	<hr/> <hr/>
	30 September	31 December
	2023	2022
	AED'000	AED'000
	(unaudited)	(audited)
Assets		
United Arab Emirates	48,373,138	37,565,159
Rest of Middle East	128,345	-
Europe	2,109,102	-
America	213,000	-
Asia	400,200	-
Africa	978,573	946,832
	<hr/>	<hr/>
Total assets	52,202,358	38,511,991
	<hr/> <hr/>	<hr/> <hr/>
Liabilities		
United Arab Emirates	26,265,424	18,584,852
Rest of Middle East	29,652	-
Europe	1,900,349	-
America	109,392	-
Asia	283,782	-
Africa	378,650	292,006
	<hr/>	<hr/>
Total liabilities	28,967,249	18,876,858
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

28 Seasonality of results

No significant revenue of a seasonal nature was recorded in the condensed consolidated statement of profit or loss for the nine-month period ended 30 September 2023 and 2022 with the exception of vessel trading, which inherently occurs on an irregular basis.

29 Contingencies and commitments

Contingent liabilities

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Bank guarantees	260,199	157,802
Financial guarantees	367,500	367,500

The Group's policy is to provide financial guarantees for subsidiaries' and joint ventures' liabilities. 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

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Commitments for fixed assets	2,422,883	1,467,320
Commitments for investments	2,518,317	5,400,000

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

30 Fair value of financial instruments

The fair value hierarchy levels have been defined as follows:

- **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 included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- **Level 3** – fair value measurement are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Carrying value AED'000	Fair Value			Total AED'000
		Level 1 AED'000	Level 2 AED'000	Level 3 AED'000	
At 30 September 2023 (unaudited)					
Financial assets at FVOCI	1,960,771	1,901,983	-	58,788	1,960,771
Financial assets at FVTPL	73,837	73,837	-	-	73,837
Derivative financial assets	43,070	-	43,070	-	43,070
At 31 December 2022 (audited)					
Financial assets at FVOCI	2,078,388	2,019,600	-	58,788	2,078,388

During the period, 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.

Fair value of financial assets and financial liabilities that are not measured at fair value

The directors consider that the carrying amounts of those financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

31 Business combinations

Safeen Diving and Subsea Services LLC:

During 2022, the Group entered into a shareholders agreement with National Marine Dredging Company (NMDC) relating to establishing a new subsidiary company under the name Safeen Diving and Subsea Services LLC (Subsea). The Group holds 51% shares in Subsea and consolidate the financial results of the entity as the Group exercises control over the subsidiary. The Group obtained control of the entity when the conditions specified in the agreement were satisfied.

Safeen Diving and Subsea Services LLC (Subsea) has been incorporated for deep sea diving and underwater survey activities. The consolidated financial statements include the results of Subsea for the period from July 2022.

For the non-controlling interests in Subsea, the Group elected to recognise the non-controlling interests at its proportionate share of the acquired 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 are complete and accurate as per our best of knowledge and purchase price allocations available as of the date:

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	136,575
Intangibles	185,006
	<hr/>
Total assets	321,581
	<hr/> <hr/>
Liabilities	
End of service benefit	8,447
Other payables	105
	<hr/>
Total liabilities	8,552
	<hr/> <hr/>
Total identifiable net assets at fair value	313,029
Add: goodwill	102,572
Less: non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities	(153,384)
	<hr/>
Total purchase consideration	262,217
	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)****31 Business combinations (continued)****Safeen Diving and Subsea Services LLC: (continued)**

The goodwill of AED 102.6 million arising from the acquisition consists of assembled work-force, processes that do not qualify for separate recognition under IAS 38.

Acquisition related costs amounted to AED 0.1 million were expensed during 2022 and are included in general and administrative expenses.

International Associated Cargo Carrier B.V:

During July 2022, the Group (the “Buyer”) entered into a sale and purchase agreement with Leocorp B.V (the “Seller”) to acquire 70% ownership of International Associated Cargo Carrier B.V. (“IACC”) for a total consideration of AED 483 million. The sale terms specified in the agreement were satisfied, rights and cash transferred and obligations attached to the transaction were completed on 12 September 2022 on which the Group obtained control of the entity.

IACC is a private limited liability company duly established and existing under the laws of the Netherlands having operations in Egypt. IACC wholly owns Transmar, a leading regional container line and Transcargo International (TCI) specialized in stevedoring, warehousing and port services. The business acquired qualifies as a business combination under IFRS 3.

This acquisition supports the Group’s wider growth targets for North Africa and the Gulf region and broaden the portfolio of services to offer in those markets.

The acquisition has been accounted for using the acquisition method of accounting in 2022, and accordingly, the identifiable assets acquired and liabilities assumed, have been recognised at their respective fair values. For the non-controlling interests in IACC, the Group elected to recognise the non-controlling interests at its proportionate share of the acquired assets and liabilities.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

31 Business combinations (continued)

International Associated Cargo Carrier B.V: (continued)

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

	Fair values recognised on acquisition AED'000
Assets	
Property, plant and equipment	69,653
Intangibles	180,015
Right of use asset	280,218
Inventory	1,540
Trade and other receivables	49,075
Prepayments	8,320
Cash and bank balances	81,739
	<hr/>
Total assets	670,560
	<hr/> <hr/>
Liabilities	
Trade and other payables	34,569
Lease liabilities	181,291
	<hr/>
Total liabilities	215,860
	<hr/> <hr/>
Total identifiable net assets at fair value	454,700
Add: goodwill	164,684
Less: non-controlling interest, based on their proportionate interest in the recognised amounts of the assets and liabilities	(136,410)
	<hr/>
Total: purchase consideration	482,974
	<hr/> <hr/>

The goodwill of AED 164.7 million arising from the acquisition consists of assembled work-force, processes that do not qualify for separate recognition under IAS 38.

Acquisition related costs amounted to AED 1.2 million were expensed during the year ended 31 December 2022 and are included in general and administrative expenses.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

31 Business combinations (continued)

International Associated Cargo Carrier B.V: (continued)

Analysis of cashflow on acquisition:

	AED'000
Cash paid for the acquisition	(482,974)
Net cash acquired on business combination	81,739
	<hr/>
Net cash outflows on acquisition (included in cash flows from investing activities)	(401,235)
	<hr/> <hr/>
Net cash outflow on acquisition	(401,235)
	<hr/> <hr/>

Al Eskan Al Jamae LLC

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

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

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

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

The condensed consolidated financial statements include the results of EAJ for the nine-month period from the month of January 2023. For the non-controlling interests in the resulting entity, the Group elected to recognise the non-controlling interests at its proportionate share of the combined assets and liabilities.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

31 Business combinations (continued)

Al Eskan Al Jamae LLC (continued)

The amounts recognised in respect of the provisional 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 our best of knowledge and provisional purchase price allocations available as of the date:

	Fair values recognised on acquisition AED'000 (unaudited)
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
	<hr/>
Total assets	3,727,885
	<hr/> <hr/>
Liabilities	
End of service benefit	2,429
Bank borrowings	996,350
Trade and other payables	189,787
Deferred tax liability	85,936
	<hr/>
Total liabilities	1,274,502
	<hr/> <hr/>
Total identifiable net assets at fair value	2,453,383
Add: goodwill	232,489
	<hr/>
Total purchase consideration	2,685,872
	<hr/> <hr/>

The initial accounting for this transaction (which was assessed as a business acquisition in line with IFRS 3) was incomplete as at 30 September 2023. 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.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

31 Business combinations (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 period and are included in general and administrative expenses.

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.

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.

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

31 Business combinations (continued)

Noatum Holdings, S.L.U and Subsidiaries (“Noatum”)

The amounts recognised in respect of the provisional 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 our best of knowledge and provisional purchase price allocations available as of the date:

	Fair values recognised on acquisition AED'000 (unaudited)
Assets	
Property, plant and equipment	429,817
Right of use asset	221,983
Investment associate	99,356
Inventory	5,640
Deferred tax asset	90,667
Concession rights	396,975
Financial asset at fair value through OCI	1,219
Trade and other receivables	840,636
Prepayment and advances	42,265
Derivative financial asset	3,101
Tax receivable	179,718
Cash and bank balances	518,105
	<hr/>
Total assets	2,829,482
	<hr/> <hr/>
Liabilities	
Bank borrowings	482,733
Trade and other payables	1,249,196
Tax Payable	105,915
Deferred tax liability	13,547
Derivative financial liabilities	197
Lease liabilities	240,399
	<hr/>
Total liabilities	2,091,987
	<hr/> <hr/>
Total identifiable net assets at fair value	737,495
Add: goodwill	1,405,978
	<hr/>
Total purchase consideration	2,143,473
	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

31 Business combinations (continued)

Noatum Holdings, S.L.U and Subsidiaries (“Noatum”)

The initial accounting for this transaction (which was assessed as a business acquisition in line with IFRS 3) was incomplete as at 30 September 2023, 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.

The goodwill of AED 1,406 million arising from the acquisition consists of assembled work-force, processes that do not qualify for separate recognition under IAS 38.

TTEK Inc.

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

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

The acquisition has been accounted for using the acquisition method of accounting in 2023, and accordingly, the identifiable assets acquired and liabilities assumed, have been recognised at their respective fair values. These condensed consolidated financial statements include the results of TTEK for the 5 months period from the acquisition date.

	Fair values recognised on acquisition AED’000 (unaudited)
Assets	
Property, plant and equipment	36
Trade and other receivables	3,614
Cash and bank balances	10,953
	<hr/>
Total assets	14,603
	<hr/> <hr/>
Liabilities	
Trade and other payables	3,661
	<hr/> <hr/>
Total identifiable net assets at fair value	10,942
Add: goodwill	54,634
	<hr/>
Total purchase consideration	65,576
	<hr/> <hr/>

**Notes to the condensed consolidated financial statements
for the nine-month period ended 30 September 2023 (continued)**

32 Non-controlling interest

	30 September 2023 AED'000 (unaudited)	31 December 2022 AED'000 (audited)
Balance at the beginning of the period/year	387,403	52,546
Share of profit allocated to non-controlling interest	77,624	35,900
Acquisition during the period	2,674,466	301,198
Dividend	(14,746)	(2,241)
Other movements		
- PPA adjustments	(11,537)	-
- Shareholder's contribution	49,000	-
	<hr/>	<hr/>
Balance at the end of the period/year	3,162,210	387,403
	<hr/> <hr/>	<hr/> <hr/>

33 Events after reporting date

Subsequent to the reporting date, the following transactions occurred:

- On 01 October 2023, shareholders of Sesé agreed to the Group's Binding offer of EUR 78 million for the 100 % of Sesé Finished Vehicle Logistic business. Sesé has operations in Spain, Germany, Poland, Czech Republic and Hungary. The transaction is subject to the satisfaction of certain conditions precedent.
- On 06 November 2023, the Group signed an agreement to purchase 10 offshore vessels for a purchase consideration of approximately USD 200 million to boost offshore operations in the middle east and south-east Asia.

34 Approval of condensed consolidated financial statements

These condensed consolidated financial statements were approved by the Board of Directors and authorised for issue on 14 November 2023.