

AGILITY GLOBAL PLC AND SUBSIDIARIES

**INTERIM CONDENSED CONSOLIDATED
FINANCIAL INFORMATION**

30 JUNE 2024 (UNAUDITED)



REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF AGILITY GLOBAL PLC

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Agility Global PLC (the “Parent Company”) and its subsidiaries (collectively, the “Group”) as at 30 June 2024 and the related interim condensed consolidated statement of income and interim condensed consolidated statement of comprehensive income for the three month and six month periods then ended and the interim condensed consolidated statement of cash flows and interim condensed consolidated statement of changes in equity for the six month period then ended. The management of the Parent Company is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard IAS 34: *Interim Financial Reporting* (“IAS 34”). Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*”. A review of interim condensed consolidated 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.

Other matter

The comparative amounts disclosed in the interim condensed consolidated statements of income and comprehensive income for the three month and six month periods ended 30 June 2023 and the interim condensed consolidated statement of changes in equity and cash flows for the six month period ended 30 June 2023 and the related notes were neither reviewed nor audited by us or any other auditor and accordingly, we do not express a conclusion, opinion or any other form of assurance on them.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information are not prepared, in all material respects, in accordance with IAS 34.

For Ernst & Young Middle East (ADGM Branch)



Ahmad Al Dali

12 August 2024
Abu Dhabi, United Arab Emirates

Agility Global PLC and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

As at 30 June 2024

	Notes	30 June 2024 USD 000's (Consolidated)	31 December 2023* USD 000's (Carve-out)
ASSETS			
Non-current assets			
Property, plant and equipment		946,267	933,508
Projects in progress		58,611	59,340
Right-of-use assets		593,140	474,841
Investment properties		736,026	725,345
Intangible assets		269,757	271,423
Goodwill		870,273	851,834
Investment in associates and joint ventures		464,809	456,747
Financial assets at fair value through profit or loss		43,340	8,195
Financial assets at fair value through other comprehensive income	4	3,068,099	3,504,865
Other non-current assets		551,439	462,029
Loans to related parties	10	1,062,233	761,082
Total non-current assets		8,663,994	8,509,209
Current assets			
Inventories		209,922	190,053
Trade receivables		677,529	586,012
Amount due from related parties	10	13,793	12,816
Other current assets		343,792	310,211
Bank balances, cash and deposits	5	567,670	564,642
Total current assets		1,812,706	1,663,734
TOTAL ASSETS		10,476,700	10,172,943
EQUITY AND LIABILITIES			
EQUITY			
Share capital	6	625,063	10
Ultimate Parent Company investment		-	3,144,479
Foreign currency translation reserve		50,170	(44,087)
Hedging reserve		309,071	184,665
Investment revaluation reserve		(2,116,810)	(1,689,416)
Other reserves		69,329	69,805
Retained earnings		6,075,053	443,063
Equity attributable to equity holders of the Parent Company		5,011,876	2,108,519
Non-controlling interests		422,516	392,397
Total equity		5,434,392	2,500,916
LIABILITIES			
Non-current liabilities			
Provision for employees' end of service benefits		71,220	71,129
Interest bearing loans	7	2,739,423	2,851,885
Lease liabilities		515,271	404,110
Amount due to related parties	10	-	2,802,764
Other non-current liabilities		106,741	160,595
Total non-current liabilities		3,432,655	6,290,483
Current liabilities			
Interest bearing loans	7	399,058	366,268
Lease liabilities		147,048	135,496
Trade and other payables		1,058,622	876,973
Amount due to related parties	10	4,925	2,807
Total current liabilities		1,609,653	1,381,544
Total liabilities		5,042,308	7,672,027
TOTAL EQUITY AND LIABILITIES		10,476,700	10,172,943

* For comparative information presented, refer Note 2.1


Tarek Abdulaziz Sultan AlEssa
Chairman

The attached notes 1 to 13 form part of this interim condensed consolidated financial information.

Agility Global PLC and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF INCOME

(UNAUDITED)

For the period ended 30 June 2024

	Notes	Three months ended 30 June		Six months ended 30 June	
		2024 USD 000's	2023* USD 000's	2024 USD 000's	2023* USD 000's
Revenue from contract with customers	8	1,108,115	953,479	2,087,519	1,881,085
Direct expenses		(424,069)	(407,295)	(783,395)	(832,292)
Other operating expenses		(122,720)	(85,790)	(234,671)	(179,793)
Salaries and employee benefits		(412,387)	(339,582)	(783,417)	(641,149)
Share of results of associates and joint ventures		14,491	10,984	16,051	13,865
Unrealized gain (loss) on financial assets at fair value through profit or loss		4,637	(1,665)	16,214	(3,598)
Dividend income		-	-	10,349	18,000
Miscellaneous (expense) income, net		(710)	194	8,230	732
Profit before interest, taxation, depreciation, amortisation (EBITDA)		167,357	130,325	336,880	256,850
Depreciation		(68,014)	(62,013)	(135,283)	(119,047)
Amortisation		(6,595)	(6,792)	(13,480)	(14,050)
Profit before interest and taxation (EBIT)		92,748	61,520	188,117	123,753
Interest income		9,595	2,097	11,152	3,428
Finance costs		(44,304)	(51,913)	(87,726)	(93,298)
Profit before taxation		58,039	11,704	111,543	33,883
Taxation		(14,430)	(6,963)	(23,218)	(18,512)
PROFIT FOR THE PERIOD		43,609	4,741	88,325	15,371
Attributable to:					
Equity holders of the Parent Company		29,810	(4,535)	60,304	2,673
Non-controlling interests		13,799	9,276	28,021	12,698
		43,609	4,741	88,325	15,371
BASIC AND DILUTED EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY	12	0.29 cent	(0.04) cent	0.78 cent	0.03 cent

* For comparative information presented, refer Note 2.1

The attached notes 1 to 13 form part of this interim condensed consolidated financial information.

Agility Global PLC and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the period ended 30 June 2024

	<i>Three months ended</i>		<i>Six months ended</i>	
	<i>30 June</i>		<i>30 June</i>	
	<i>2024</i>	<i>2023*</i>	<i>2024</i>	<i>2023*</i>
	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>
Profit for the period	43,609	4,741	88,325	15,371
Other comprehensive (loss) income:				
<i>Items that are or may be reclassified to consolidated statement of income in subsequent periods:</i>				
Foreign currency translation adjustments	5,212	(28,268)	92,327	(40,301)
Share of other comprehensive (loss) income of associates and joint ventures	(2,605)	235	(362)	55
Gain (loss) on cash flow hedges	-	492	(141)	-
Net other comprehensive income (loss) that are or may be reclassified to consolidated statement of income in subsequent periods	2,607	(27,541)	91,824	(40,246)
<i>Items that will not be reclassified to the consolidated statement of income:</i>				
Changes in fair value of financial assets at fair value through other comprehensive income	(166,224)	332,946	(427,432)	1,030,836
Gain (Loss) on fair value hedges	58,954	(131,358)	124,952	(131,358)
Net other comprehensive (loss) income that will not be reclassified to consolidated statement of income	(107,270)	201,588	(302,480)	899,478
Total other comprehensive (loss) income	(104,663)	174,047	(210,656)	859,232
Total comprehensive (loss) income for the period	(61,054)	178,788	(122,331)	874,603
Attributable to:				
Equity holders of the Parent Company	(73,575)	170,188	(148,903)	864,805
Non-controlling interests	12,521	8,600	26,572	9,798
	(61,054)	178,788	(122,331)	874,603

* For comparative information presented, refer Note 2.1

The attached notes 1 to 13 form part of this interim condensed consolidated financial information.

Agility Global PLC and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the period ended 30 June 2024

	Note	Six months ended	
		30 June	
		2024	2023*
		USD 000's	USD 000's
OPERATING ACTIVITIES			
Profit before taxation		111,543	33,883
Adjustments for:			
Charge (reversal) of allowance on expected credit losses on trade receivables		4,701	(299)
Provision for employees' end of service benefits		1,564	2,714
Foreign currency exchange gain		(396)	(1,217)
Share of results of associates and joint ventures		(16,051)	(13,865)
Unrealised (gain) loss on financial assets at fair value through profit or loss		(16,214)	3,598
Dividend income		(10,349)	(18,000)
Miscellaneous income		(5,694)	(732)
Depreciation of property, plant and equipment and right-of-use assets		135,283	119,047
Amortisation		13,480	14,050
Interest income		(11,152)	(3,428)
Finance costs		87,726	93,298
Operating profit before changes in working capital		294,441	229,049
Inventories		(18,854)	1,869
Trade receivables		(88,575)	(3,901)
Other current assets		(40,335)	(39,026)
Trade and other payables		99,214	16,052
		245,891	204,043
Taxation paid		(19,781)	(18,606)
Employees' end of service benefits paid		(4,366)	(12,293)
Net cash flows from operating activities		221,744	173,144
INVESTING ACTIVITIES			
Net movement in financial assets at fair value through profit or loss		-	763
Net movement in financial assets at fair value through other comprehensive income		(20,216)	(2,644)
Additions to property, plant and equipment		(63,645)	(48,302)
Proceeds from disposal of property, plant and equipment		26,137	143
Loans to related parties		(316,867)	(71,917)
Additions to projects in progress		(31,589)	(25,768)
Net movement in investments in associates and joint ventures		(4,946)	(14,186)
Dividends received		16,260	23,534
Acquisition of subsidiaries net of cash acquired		(4,900)	(1,965)
Acquisition of additional interest in subsidiaries		(4,000)	-
Net cash flows used in investing activities		(403,766)	(140,342)
FINANCING ACTIVITIES			
Received from related parties		117,425	93,802
Payment to related parties		(176,171)	(76,245)
Ultimate Parent Company investment received		22,400	6,182
Proceeds from issue of shares		416,688	10
Proceeds from interest bearing loans		69,369	928,408
Repayment of interest bearing loans		(77,413)	(20,414)
Payment of lease obligations		(94,777)	(79,490)
Finance costs paid		(24,804)	(129,189)
Dividends paid		(65,230)	(863,885)
Dividends paid to non-controlling interests		-	(3,500)
Net cash flows from (used in) financing activities		187,487	(144,321)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS			
Net foreign exchange translation differences		(2,437)	(1,647)
Cash and cash equivalents at 1 January		564,642	383,762
CASH AND CASH EQUIVALENTS AT 30 JUNE	5	567,670	270,596

* For comparative information presented, refer Note 2.1

The attached notes 1 to 13 form part of this interim condensed consolidated financial information.

Agility Global PLC and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the period ended 30 June 2024

	<i>Attributable to equity holders of the Parent Company</i>							<i>Non-controlling interests</i>	<i>Total equity</i>	
	<i>Share capital</i>	<i>Ultimate Parent Company investment</i>	<i>Foreign currency translation reserve</i>	<i>Hedging reserve</i>	<i>Investment revaluation reserve</i>	<i>Other reserves</i>	<i>Retained earnings</i>			
	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	
As at 1 January 2024	10	3,144,479	(44,087)	184,665	(1,689,416)	69,805	443,063	2,108,519	392,397	2,500,916
Profit for the period	-	-	-	-	-	-	60,304	60,304	28,021	88,325
Other comprehensive income (loss)	-	-	94,257	124,406	(427,394)	(476)	-	(209,207)	(1,449)	(210,656)
Total comprehensive income (loss) for the period	-	-	94,257	124,406	(427,394)	(476)	60,304	(148,903)	26,572	(122,331)
Restructure/ capitalisation during the period	5,047,560	(3,144,479)	-	-	-	-	797,215	2,700,296	-	2,700,296
Issue of shares	416,688	-	-	-	-	-	-	416,688	-	416,688
Capital reduction (Note 6)	(4,839,195)	-	-	-	-	-	4,839,195	-	-	-
Dividends (Note 6)	-	-	-	-	-	-	(65,230)	(65,230)	-	(65,230)
Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	17,354	17,354
Acquisition of entities as part of business combination	-	-	-	-	-	-	-	-	(13,807)	(13,807)
Share based payments	-	-	-	-	-	-	506	506	-	506
As at 30 June 2024	625,063	-	50,170	309,071	(2,116,810)	69,329	6,075,053	5,011,876	422,516	5,434,392
As at 1 January 2023	-	3,270,053	(48,176)	7,327	(1,959,271)	67,716	2,312,303	3,649,952	375,583	4,025,535
Profit for the period	-	-	-	-	-	-	2,673	2,673	12,698	15,371
Other comprehensive (loss) income	-	-	(37,401)	(131,303)	1,030,836	-	-	862,132	(2,900)	859,232
Total comprehensive (loss) income for the period	-	-	(37,401)	(131,303)	1,030,836	-	2,673	864,805	9,798	874,603
Issue of capital	10	-	-	-	-	-	-	10	-	10
Net movement in Ultimate Parent Company investment	-	971,996	-	-	-	-	-	971,996	-	971,996
Dividends to Ultimate Parent Company	-	-	-	-	-	-	(863,885)	(863,885)	-	(863,885)
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	(3,500)	(3,500)
As at 30 June 2023*	10	4,242,049	(85,577)	(123,976)	(928,435)	67,716	1,451,091	4,622,878	381,881	5,004,759

* For comparative information presented, refer Note 2.1

The attached notes 1 to 13 form part of this interim condensed consolidated financial information.

Agility Global PLC and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

1 BACKGROUND AND CORPORATE INFORMATION

Agility Global PLC (the “Parent Company”) was incorporated on 17 February 2023 and is registered with Abu Dhabi Global Market (“ADGM”). The registered address of the Company is Office 3511, 35th Floor, Al Maqam Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates. The Parent Company and its subsidiaries are referred to herein as the “Group”.

The Group is engaged in aviation services, fuel logistics, industrial real estate, investing surplus funds in emerging markets/sectors and other related services and is a global operator with presence in over 100 countries.

The ultimate parent company of the Parent Company, Agility Public Warehousing Company K.S.C.P. (the “Ultimate Parent Company”), is a Kuwaiti shareholding company incorporated in 1979 and listed on Boursa Kuwait and Dubai Financial Market. The registered address of the Ultimate Parent Company’s Head office is Sulaibia, beside Land Customs Clearing Area, P.O. Box 25418, Safat 13115, Kuwait.

On May 30, 2023, the shareholders of the Ultimate Parent Company acting through ordinary general assembly, and, on June 7, 2023, the shareholders of the Ultimate Parent Company acting through extraordinary general assembly, approved, inter alia, the listing of the Ultimate Parent Company’s non-Kuwaiti subsidiaries on any non-Kuwaiti stock exchange (the “Shareholders Approvals”). In furtherance of the Shareholders Approvals, the Board of Directors of the Ultimate Parent Company approved the listing of the Parent company’s shares on the Abu Dhabi Securities Exchange (“ADX”).

The Parent Company was listed on ADX on 2 May 2024 after finalising the required procedures in accordance with all applicable rules and regulations.

The interim condensed consolidated financial information of Group was authorised for issue by the Board of Directors on 12 August 2024.

2 BASIS OF PREPARATION

2.1 Basis of preparation

The interim condensed consolidated financial information of the Group has been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting”.

The interim condensed consolidated financial information are prepared on a historical cost basis, except for investment properties, financial assets carried at fair value through profit or loss, financial assets at fair value through other comprehensive income, loan to a related party and derivative financial instruments that are measured at fair value.

The interim condensed consolidated financial information does not include all of the information and disclosures required for complete consolidated financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”). In the opinion of management, all adjustments considered necessary for a fair presentation have been included in the interim condensed consolidated financial information. Operating results for the interim period are not necessarily indicative of the results that may be expected for the year ending 31 December 2024.

The interim condensed consolidated financial information are presented in United States Dollar (USD). However, entities forming part of the Group have different functional currencies and the USD is the presentation currency. All values are rounded to the nearest thousand (USD 000’s) except where otherwise stated.

The same accounting policies and methods of computations have been followed in this interim condensed consolidated financial information as compared with the recent annual carve-out financial statements of the Agility Operations for the years ended 31 December 2023, 31 December 2022 and 31 December 2021.

The comparative information for the period ended 30 June 2023, represents the carve-out financial information of the Agility Operations since the Group operated as part of the Agility during that period and not as a separate group.

The interim condensed consolidated statement of income and comprehensive income for the three months and six months period ended 30 June 2023, and the interim condensed consolidated statement changes in equity and cash flows for the six months period ended 30 June 2023 are neither reviewed nor audited.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

2 BASIS OF PREPARATION (continued)

2.2 Business reorganisation

Agility Global PLC was formed to facilitate the reorganisation of the Ultimate Parent Company's business and accordingly, the subsidiaries forming part of the reorganisation were transferred during the period to Agility Global PLC, in exchange for the shares of Agility Global PLC.

Since the above transfer of subsidiaries represents a transfer of business under common control, predecessor method of accounting and retrospective presentation is used.

**3 NEW STANDARDS, INTERPRETATIONS, AMENDMENTS AND ACCOUNTING POLICIES
ADOPTED BY THE GROUP**

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual combined and carve-out financial statements for the year ended 31 December 2023, except for the adoption of new standards effective as of 1 January 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments apply for the first time in 2024, but do not have an impact on the interim condensed consolidated financial information of the Group.

Supplier Finance Agreements – Amendments to IAS 7 and IFRS 7

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The transition rules clarify that an entity is not required to provide the disclosures in any interim periods in the year of initial application of the amendments. Thus, the amendments had no impact on the Group's interim condensed consolidated financial information.

Amendments to IFRS 16: Lease Liability in a Sale and Leaseback

In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments had no impact on the Group's interim condensed consolidated financial information.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- ▶ What is meant by a right to defer settlement
- ▶ That a right to defer must exist at the end of the reporting period
- ▶ That classification is unaffected by the likelihood that an entity will exercise its deferral right
- ▶ That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced whereby an entity must disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments had no impact on the Group's interim condensed consolidated financial information but are expected to affect the accounting policy disclosures in the Group's annual consolidated financial statements.

Other amendments to IFRS which are effective for annual accounting period starting from 1 January 2024 did not have any material impact on the accounting policies, financial position or performance of the Group.

Agility Global PLC and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

4 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	<i>30 June 2024 USD 000's</i>	<i>31 December 2023 USD 000's</i>
Quoted equity securities	2,958,298	3,396,199
Treasury bills	-	19,361
Unquoted equity securities	109,801	89,305
	<u>3,068,099</u>	<u>3,504,865</u>

Quoted equity securities include investment in a listed entity in Europe having a carrying value of USD 2,956,243 thousand (2023: USD 3,395,658 thousand), of which, to the extent of securities having a carrying value of USD 2,143,942 thousand (31 December 2023: USD 2,462,616 thousand), the Group has entered into a funded equity collar arrangement ("collars") during the prior year, in order to hedge the fair value movements in these securities. The collars have been designated as a fair value hedge and accordingly the fair value gain on the collars during the period, amounting to USD 124,952 thousand (30 June 2023: fair value loss of USD 131,358 thousand) has been recognized in the interim condensed consolidated statement of other comprehensive income. The proceeds received from the collars amounting to USD 2,346,081 thousand (31 December 2023: USD 2,424,061 thousand) has been classified as interest bearing loans (Note 7).

5 BANK BALANCES, CASH AND DEPOSITS

	<i>30 June 2024 USD 000's</i>	<i>31 December 2023 USD 000's</i>
Cash at banks and on hand	534,020	549,391
Short term deposits	33,650	15,251
	<u>567,670</u>	<u>564,642</u>

Short term deposits are placed for varying periods (less than 3 months), depending on the immediate cash requirements of the entities and earn interest at the respective short term deposit rates.

6 SHARE CAPITAL, RESERVES AND DIVIDENDS

The Parent Company was incorporated with 10,000 Shares with a nominal value of USD 1. On 14 February 2024, a subdivision occurred resulting in the number of shares changing from 10,000 to 500,000 shares with a nominal value of USD 0.02 per share. On the same date, the Company undertook a capital increase, which resulted in the current number of 10,417,724,408 Shares. On 25 March 2024, the capital was further increased resulting in the nominal value per share changing from USD 0.02 per share to the USD 0.06 per share.

On 15 February 2024 and 25 March 2024, the Parent Company obtained approvals from ADGM to reduce its capital. The amounts so reduced were transferred to the Group's retained earnings.

As at 30 June 2024, the Parent Company had an issued and paid up capital of 10,417,724,408 shares with a nominal value of USD 0.06 per share.

On 14 May 2024, the Board of Directors of the Parent Company, in accordance with the Article of Association and the ADGM companies Regulations approved the distribution of interim dividends amounting to USD 0.0062 per share (AED 0.023 per share).

Agility Global PLC and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

7 INTEREST BEARING LOANS

Interest bearing loans include financing facilities amounting to USD 2,346,081 thousand (31 December 2023: USD 2,424,061 thousand) availed during the prior year in relation to the funded equity collar arrangement (“collars”). These loans carry fixed interest in line with market rates and are secured against the quoted equity securities to the extent hedged. Current and non-current portions of the interest prepaid for this facility, amounts to USD 76,502 thousand (31 December 2023: USD 79,045 thousand) and USD 119,798 thousand (31 December 2023: USD 163,302 thousand) and is reported under other current assets and other non-current assets respectively.

8 REVENUE FROM CONTRACTS WITH CUSTOMERS

The following presents the disaggregation of the revenue from contracts with customers:

	<i>Three months ended</i>		<i>Six months ended</i>	
	<i>30 June</i>		<i>30 June</i>	
	<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>
	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>	<i>USD 000's</i>
Type of revenue				
Ground handling and airport services	633,003	529,918	1,210,911	1,035,635
Logistics services	251,468	269,761	499,439	546,242
Rent	18,607	16,974	37,615	34,243
Others	205,037	136,826	339,554	264,965
	1,108,115	953,479	2,087,519	1,881,085
Timing of revenue recognition				
Goods and services transferred at a point in time	1,032,140	879,553	1,939,493	1,732,668
Goods and services transferred over time	75,975	73,926	148,026	148,417
	1,108,115	953,479	2,087,519	1,881,085
Geographical markets				
Middle East and Africa	592,368	539,204	948,792	913,673
America	219,634	195,316	438,612	400,420
Europe	158,876	108,524	457,162	400,843
Asia	137,237	110,435	242,953	166,149
	1,108,115	953,479	2,087,519	1,881,085

9 CONTINGENCIES AND CAPITAL COMMITMENTS

	<i>30 June</i>	<i>31 December</i>
	<i>2024</i>	<i>2023</i>
	<i>USD 000's</i>	<i>USD 000's</i>
Letters of guarantee	360,819	355,749
Operating lease commitments	4,855	6,519
Capital commitments	19,312	33,336
Corporate guarantees*	333,252	348,087
	718,238	743,691

9 CONTINGENCIES AND CAPITAL COMMITMENTS (continued)

*The Group and a related party are part of an arrangement to construct and develop a commercial mall in UAE (“project”). Currently it has an equity interest of 19.87% (31 December 2023: 19.87%) and has also extended interest bearing loan facilities to the project (Note 10). Further, the Ultimate Parent Company has provided corporate guarantees amounting to USD 333,075 thousand (31 December 2023: USD 347,000 thousand) to external financial institutions that have provided finance facilities to the project which is expected to be transferred to the Parent Company (Note 10).

Legal claims

Dispute with Iraqi Airways Company (IAC):

Aviation Service (Iraq) Limited (ASIL), an indirect partially owned subsidiary of the Parent Company, is a party to a concession agreement with IAC to provide Ground Handling and Aviation Fuel Concession Agreement with IAC (the “Concession Agreement”). Pursuant to the Concession Agreement, the parties established a separate entity in Iraq, Menzies Aviation Services Iraq LLC (but registered as United Iraqi Company for Airports and Ground Handling Services Limited) (“MASIL”) to perform the services under the Concession Agreement.

On 20 October 2022, ASIL commenced an arbitration in the Dubai International Arbitration Centre (“DIAC”) with assigned case number 239/2022 against IAC. The claim seeks, inter alia, damages against IAC for breaches of the Concession Agreement, including costs associated with services provided under the Concession Agreement in the amount of USD 15 million and loss of profits incurred by ASIL in the amount of USD 81 million. IAC has not filed any response to the request for arbitration. On 28 October 2023, DIAC confirmed the appointment of the chairperson of the Tribunal. The parties had their first meeting and were, as at 31 December 2023, in the process of agreeing the procedural timetable.

IAC subsequently commenced proceedings before the commercial court in Iraq seeking, inter alia, the annulment of the registration of MASIL, the annulment of the shareholders agreement entered into between ASIL and IAC (as shareholders in MASIL) and MASIL (as the company) and sought a grossly inflated financial compensation with no substantive evidence whatsoever. On 17 October 2023, the court decided to close the hearings in Commercial Case 1/2023 filed by IAC and later on dismissed the case. IAC appealed the decision of the Court of First Instance to the Supreme Court. The Supreme Court upheld the decision of the Court of First Instance and dismissed IAC’s claim. The decision of the Supreme Court is final and binding.

On ASIL’s request, the court has suspended Commercial Case 2/2023 until the arbitration has been determined pursuant to Article 253(3) of the Iraqi Civil Procedure Law.

In early January 2024, ASIL, MASIL and IAC reached a settlement whereby the parties have agreed to amicably resolve the issues subject of the ongoing disputes between them. By virtue of the settlement, IAC has paid to ASIL an amount equal to USD 9,608,802.

As part of the settlement, ASIL has agreed to cancel the DIAC arbitration and IAC has agreed to withdraw the claims it filed before the commercial courts in Iraq.

NAS Afghanistan vs Afghanistan Civil Aviation Authority, Afghanistan Ministry of Transportation and Civil Aviation and Ariana Afghan Airlines Co. Ltd. (ICC Case No. 2580/AYZ/ELU1)

National Aviation Services, Afghanistan (NAS), a subsidiary of the Parent Company filed a Notice of Arbitration in the above matter in November 2020. The claims involve the Respondents’: (i) failure to enforce NAS’ exclusive right to render ground handling services at Afghan airports; (ii) unlawful termination of the subject concession agreement; (iii) seizure and expropriation of the NAS’ equipment and operations; and (iv) illegal encashment of a performance guarantee. An arbitral tribunal was constituted comprising Professor Dr. Mohamed S. Abdel Wahab, Laurence Shore and Caline Mouawad (President). Following a hearing on the merits the Tribunal issued its Award dated 16 December 2022 in NAS’ favour and awarding NAS damages, inclusive of attorneys’ fees and arbitration costs, of approximately USD 27.7 million plus post-Award interest accruing annually at a rate of LIBOR + 2%. NAS’ external counsel is advising the company on the enforcement of the award with proceedings recently commenced in the UK High Court.

Pending final outcome of the enforcement proceedings and the uncertainties on the timing and determination of the amount of recovery, the Group’s management has not considered any adjustment in the interim condensed consolidated financial information.

As at and for the period ended 30 June 2024

9 CONTINGENCIES AND CAPITAL COMMITMENTS (continued)

Legal claims (continued)

ICS Claims Against Argentina:

On July 21, 2014, ICS Inspection and Control Services Limited, a subsidiary of the Parent Company, filed a notice of arbitration against the Argentine Republic ("the Respondent") regarding the Respondent's breach of its obligations under Article 2 of the bilateral treaty between the United Kingdom and Argentina in connection to an agreement entered into between the Claimant and Argentina's Ministry of Economy and Public Finances, formerly known as the Ministry of Economy and Public Works and Services ("MECON") on March 11, 1998. This agreement concerned services provided by ICS as part of a government-supervised program under which goods intended for import into Argentina would be inspected before being shipped to Argentina. ICS thereby sought compensation for the losses incurred due to the alleged breaches of the bilateral investment treaty.

On 29 April 2024, The tribunal awarded compensation to ICS for an amount of USD 165.9 million, being USD 9.7 million as principal award in addition to interest. Consequently, the Group will now pursue enforcement of the award against the Respondent. On 29 May 2024, Argentina filed an application to correct a computation error in the Final Award under Article 38 of the 2010 UNCITRAL Rules. The computation error results in the principal amount due to ICS being revised by USD 46 thousand. With the interest, the correction revises the amount of compensation due to ICS as at the date of the Award by USD 723 thousand to USD 165.1 million. ICS did not object to the correction of the computation error. On 12 July 2024, the Tribunal issued its decision confirming the correction of the computation filed by Argentina request. Argentina can still seek to challenge this decision with the Deutch courts.

Pending final outcome of the enforcement proceedings and the uncertainties on the timing and determination of the amount of recovery, the Group's management has not considered any adjustment in the interim condensed consolidated financial information.

In addition to the above, the Group is involved in various incidental claims and legal proceedings. The legal counsel of the Group believes that these matters will not have a material adverse effect on the interim condensed consolidated financial information.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

10 RELATED PARTIES TRANSACTIONS AND BALANCES

Related parties include the Ultimate Parent Company, entities under common control, directors and key management personnel of the Parent Company.

Transactions and balances with related parties are as follows:

	<i>Ultimate Parent Company USD 000's</i>	<i>Entities under common control USD 000's</i>	<i>Other related parties USD 000's</i>	<i>Six months ended 30 June</i>	
				<i>2024 Total USD 000's</i>	<i>2023 Total USD 000's</i>
Interim condensed consolidated statement of income					
Revenues	1,371	7,655	15,596	24,622	23,651
Direct expenses	(766)	-	(76,494)	(77,260)	(96,828)
Other operating expenses	(17,971)	-	(511)	(18,482)	(17,665)
Share of results of associates and joint ventures	-	-	16,051	16,051	13,865
Interest income	5,799	1,080	1,051	7,930	1,504
Finance costs	(1,279)	-	-	(1,279)	(87,041)
Miscellaneous income	-	-	2,298	2,298	-
				<i>30 June 2024 Total USD 000's</i>	<i>31 December 2023 Total USD 000's</i>
Interim condensed consolidated statement of financial position					
Investment in associates and joint ventures	-	-	464,809	464,809	456,747
Financial assets at fair value through other comprehensive income	-	-	54,840	54,840	35,135
Financial assets at fair value through profit or loss	-	-	4,497	4,497	3,772
Trade receivables	-	-	23,883	23,883	35,765
Loans to related parties	254,524	27,678	780,031	1,062,233	761,082
Amounts due from related parties (current)	2,667	11,126	-	13,793	12,816
Amounts due to related parties (current)	3,588	1,337	-	4,925	2,807
Amounts due to related parties (non-current)	-	-	-	-	2,802,764
Other non-current liabilities	-	-	15,610	15,610	31,111
Trade and other payables	-	-	26,332	26,332	38,975

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

10 RELATED PARTIES TRANSACTIONS AND BALANCES (continued)

Loans to related parties include the following:-

- (a) USD 768,790 thousand (2023: USD 700,391 thousand) provided to a joint venture and represents amounts advanced by a subsidiary of the Group towards the construction and development of a Commercial Mall in UAE (“Project”). This amount bears compounded annual interest rates and can be converted to equity in the project on completion of construction subject to the project achieving certain operational targets and upon the discretion of the Group.
- (b) USD 254,524 thousand (2023: USD Nil) provided to the Ultimate Parent Company representing an interest-bearing term loan with an initial term of 5 years with an option to extend based on mutual agreement of the parties.

Further, the Ultimate Parent Company has provided corporate guarantees amounting to USD 333,075 thousand (31 December 2023: USD 347,000 thousand) to external financial institutions that have provided finance facilities to the Project, which is expected to be transferred to Group.

During the period and as part of the reorganisation of the capital structure, the Ultimate Parent Company converted its receivables from the group amounting to USD 5,047,569 thousand to share capital in the Parent Company.

Compensation of key management personnel

Since the Parent Company doesn't have any employees as of the reporting date, the Ultimate Parent Company has charged USD 1,072 thousand (30 June 2023: USD 856 thousand) for the key management services provided for the period.

11 SEGMENT INFORMATION

The Group has determined the following as its major operating segments:

Aviation Services: This represents services provided in the airports including ground handling, air cargo services, into-plane fuelling, fuel farm management and cargo forwarding.

Fuel Logistics: This includes logistics services relating to fuel comprising turnkey fuel contracts, fuel trading, distribution, tanker owning, chartering, coastal operations, Road transport, warehousing, fuel farm management and bulk fuel storage.

Industrial Real Estate: consists of developing warehousing and light industrial facilities to business looking to manager their own warehousing operations.

Investments: comprises of business units that hold non-controlling interest in various sectors. These investments comprises of both quoted and unquoted equity securities and convertible loans.

Others: Consists of all business units other than the above.

Agility Global PLC and subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

11 SEGMENT INFORMATION (continued)

Six months ended 30 June 2024	Aviation Services USD 000's	Fuel Logistics USD 000's	Industrial Real Estate USD 000's	Investments USD 000's	Others including eliminations USD 000's	Total USD 000's
Revenues	1,208,891	546,030	25,290	-	307,308	2,087,519
Profit before interest, taxation, depreciation and amortisation (EBITDA)	178,601	127,648	18,584	11,615	432	336,880
Depreciation	(84,153)	(46,384)	(70)	-	(4,676)	(135,283)
Amortisation	(9,228)	(3,984)	-	-	(268)	(13,480)
Profit (loss) before interest and taxation (EBIT)	85,220	77,280	18,514	11,615	(4,512)	188,117
Interest income						11,152
Finance costs						(87,726)
Profit before taxation						111,543
Taxation						(23,218)
Profit for the period						88,325
Six months ended 30 June 2023	Aviation Services USD 000's	Fuel Logistics USD 000's	Industrial Real Estate USD 000's	Investments USD 000's	Others including eliminations USD 000's	Total USD 000's
Revenues	1,032,740	553,987	21,533	-	272,825	1,881,085
Profit (loss) before interest, taxation, depreciation and amortisation (EBITDA)	137,467	96,642	14,530	12,700	(4,489)	256,850
Depreciation	(64,707)	(49,142)	(73)	-	(5,125)	(119,047)
Amortisation	(8,471)	-	-	-	(5,579)	(14,050)
Profit before interest and taxation (EBIT)	64,289	47,500	14,457	12,700	(15,193)	123,753
Interest income						3,428
Finance costs						(93,298)
Profit before taxation						33,883
Taxation						(18,512)
Profit for the period						15,371

Agility Global PLC and subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

11 SEGMENT INFORMATION (continued)

As at 30 June 2024	<i>Aviation Services USD 000's</i>	<i>Fuel Logistics USD 000's</i>	<i>Industrial Real Estate USD 000's</i>	<i>Investments USD 000's</i>	<i>Others including eliminations USD 000's</i>	<i>Total USD 000's</i>
Total Assets	2,774,866	1,696,238	830,724	4,734,231	440,641	10,476,700
Total Liabilities	2,654,776	944,923	452,737	4,580,451	(3,590,579)	5,042,308
Other disclosures:						
Goodwill	761,958	39,421	-	-	68,894	870,273
Intangible assets	219,214	50,132	-	-	411	269,757
Capital expenditure*	31,360	52,450	8,542	-	2,882	95,234
 As at 31 December 2023						
Total Assets	2,311,747	1,582,843	861,876	4,944,028	472,449	10,172,943
Total Liabilities	2,119,874	881,743	503,317	4,345,430	(178,337)	7,672,027
Other disclosures:						
Goodwill	743,616	39,409	-	-	68,809	851,834
Intangible assets	227,371	41,863	-	-	2,189	271,423
Capital expenditure*	(73,669)	(45,800)	(24,453)	-	(2,517)	(146,439)
Change in fair value of investment properties	-	-	43,963	-	-	43,963

* Capital expenditure consists of additions to property, plant and equipment, projects in progress and investment properties.

Agility Global PLC and subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

11 SEGMENT INFORMATION (continued)

Other geographic information

The following presents information regarding the non-current assets by geographical segments determined based on jurisdictions of the legal entities forming part of the group:

	<i>30 June 2024</i>	<i>31 December 2023</i>
	<i>USD 000's</i>	<i>USD 000's</i>
Non-current assets		
Middle East and Africa	4,250,495	3,744,300
Asia	235,627	248,299
Europe	224,785	188,365
America	376,839	358,438
	<u>5,087,746</u>	<u>4,539,402</u>

Non-current assets for this purpose consists of property, plant and equipment, projects in progress, right-of-use assets, investment properties, intangible assets, goodwill, other non-current assets and loans to related parties.

12 EARNINGS (LOSS) PER SHARE

Basic and diluted earnings (loss) per share amounts are calculated by dividing profit (loss) for the period attributable to equity holders of the Parent Company by the weighted average number of outstanding shares after elimination of reciprocal interest held through an associate during the period as follows:

	<i>Three months ended 30 June</i>		<i>Six months ended 30 June</i>	
	<i>2024</i>	<i>2023</i>	<i>2024</i>	<i>2023</i>
Profit (loss) for the period attributable to equity holders of the Parent Company (USD 000's)	<u>29,810</u>	<u>(4,535)</u>	<u>60,304</u>	<u>2,673</u>
Weighted average number of outstanding shares	10,417,224,408	10,417,224,408	7,842,037,054	7,842,037,054
Adjustments for reciprocal holding with an associate	<u>(204,177,598)</u>	<u>(204,177,598)</u>	<u>(153,703,926)</u>	<u>(153,703,926)</u>
	<u>10,213,046,810</u>	<u>10,213,046,810</u>	<u>7,688,333,128</u>	<u>7,688,333,128</u>
Basic and diluted earnings (loss) per share attributable to equity holders of the Parent Company	<u>0.29 cent</u>	<u>(0.04) cent</u>	<u>0.78 cent</u>	<u>0.03 cent</u>

As there are no outstanding dilutive instruments, the basic and diluted earnings per share are identical.

As the Group operated as part of the Ultimate Parent Company's operations during the comparative period, the same weighted average number of outstanding shares for the current period is also considered for the comparative period, applying the predecessor method of accounting and retrospective presentation.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

13 FAIR VALUES OF FINANCIAL INSTRUMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in orderly transactions between market participants at the measurement date.

Determination of fair value and fair value hierarchy:

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: quoted (unadjusted) prices in an active market for identical assets and liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and

Level 3: other techniques which use inputs which have a significant effect on the recorded fair value are not based on observable market data.

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

<i>30 June 2024</i>	<i>Level 1 USD'000</i>	<i>Level 2 USD'000</i>	<i>Level 3 USD'000</i>	<i>Total fair value USD'000</i>
<i>Financial assets measured at fair value through profit or loss</i>				
Quoted equity securities	8,821	-	-	8,821
Investment in funds	-	4,497	-	4,497
Treasury bills - outside Kuwait	-	-	30,022	30,022
Loan to a related party	-	-	768,790	768,790
	<u>8,821</u>	<u>4,497</u>	<u>798,812</u>	<u>812,130</u>
<i>Financial assets measured at fair value through other comprehensive income</i>				
Quoted equity securities	2,958,298	-	-	2,958,298
Unquoted equity securities	-	-	109,801	109,801
	<u>2,958,298</u>	<u>-</u>	<u>109,801</u>	<u>3,068,099</u>
<i>Derivative financial assets:</i>				
Equity collars	-	335,782	-	335,782
	<u>-</u>	<u>335,782</u>	<u>-</u>	<u>335,782</u>
	<u><u>2,967,119</u></u>	<u><u>340,279</u></u>	<u><u>908,613</u></u>	<u><u>4,216,011</u></u>

Agility Global PLC and subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 June 2024

13 FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

<i>31 December 2023</i>	<i>Level 1 USD'000</i>	<i>Level 2 USD'000</i>	<i>Level 3 USD'000</i>	<i>Total fair value USD'000</i>
<i>Financial assets measured at fair value through profit or loss</i>				
Quoted equity securities	4,472	-	-	4,472
Investment in funds	-	3,723	-	3,723
Loan to a related party	-	-	700,391	700,391
	<u>4,472</u>	<u>3,723</u>	<u>700,391</u>	<u>708,586</u>
<i>Financial assets measured at fair value through other comprehensive income</i>				
Quoted equity securities	3,396,199	-	-	3,396,199
Treasury bills	-	-	19,361	19,361
Unquoted equity securities	-	-	89,305	89,305
	<u>3,396,199</u>	<u>-</u>	<u>108,666</u>	<u>3,504,865</u>
<i>Derivative financial assets:</i>				
Equity collars	-	211,866	-	211,866
Interest rate swaps	-	141	-	141
	<u>-</u>	<u>212,007</u>	<u>-</u>	<u>212,007</u>
	<u>3,400,671</u>	<u>215,730</u>	<u>809,057</u>	<u>4,425,458</u>

There were no transfers between the hierarchies during the period.

The following table below shows a reconciliation of the opening and the closing amount of level 3 financial assets measured at fair value:

	<i>30 June 2024 USD'000</i>	<i>31 December 2023 USD'000</i>
Beginning balance	809,057	770,023
Re-measurement recognised in comprehensive income	11,489	(91,614)
Others including net additions (sales) and transfer	88,067	130,648
As at period ended	<u>908,613</u>	<u>809,057</u>