AGILITY GLOBAL PLC AND SUBSIDIARIES

INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

30 SEPTEMBER 2024





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Registration No. 000001136

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 September 2024 and the related interim condensed consolidated statement of income and interim condensed consolidated statement of comprehensive income for the three month and nine month periods then ended and the interim condensed consolidated statement of cash flows and interim condensed consolidated statement of changes in equity for the nine 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 statement of financial position as at 31 December 2023, the interim condensed consolidated statements of income and comprehensive income for the three month and nine month periods ended 30 September 2023, and the interim condensed consolidated statements of changes in equity and cash flows for the nine month period ended 30 September 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

11 November 2024

Abu Dhabi, United Arab Emirates

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

As at 30 September 2024

		30 September 2024	31 December 2023*
	Notes	USD 000's	USD 000's
	7.000	(Consolidated)	(Carve-out)
ASSETS			
Non-current assets			
Property, plant and equipment		913,298	933,508
Projects in progress		71,949	59,340
Right-of-use assets		689,717	474,841
Investment properties		735,849	725,345
Intangible assets		260,436	271,423
Goodwill		871,179	851,834
Investment in associates and joint ventures		470,426	456,747
Financial assets at fair value through profit or loss		50,799	8,195
Financial assets at fair value through other comprehensive income	4	4,109,220	3,504,865
Other non-current assets	10	201,103	462,029
Loans to related parties	10	1,075,576	761,082
Total non-current assets		9,449,552	8,509,209
Current assets		\$	
Inventories		212,117	190,053
Trade receivables		666,823	586,012
Amount due from related parties	10	14,498	12,816
Other current assets		363,807	310,211
Bank balances, cash and deposits	5	724,193	564,642
Total current assets		1,981,438	1,663,734
TOTAL ASSETS		11,430,990	10,172,943
EQUITY AND LIABILITIES			
EQUITY			
Share capital	6	625,063	10
Ultimate Parent Company investment			3,144,479
Foreign currency translation reserve		(31,329)	(44,087)
Hedging reserve		(35,299)	184,665
Investment revaluation reserve		(1,074,688)	(1,689,416)
Other reserves		69,882	69,805
Retained earnings		6,111,511	443,063
Equity attributable to equity holders of the Parent Company		5,665,140	2,108,519
Non-controlling interests		429,208	392,397
Total equity		6,094,348	2,500,916
LIABILITIES Non-current liabilities			
Provision for employees' end of service benefits		79,376	71,129
Interest bearing loans	7	2,891,513	2,851,885
Lease liabilities		590,044	404,110
Amount due to related parties	10		2,802,764
Other non-current liabilities		112,369	160,595
Total non-current liabilities		3,673,302	6,290,483
Current liabilities			
Interest bearing loans	7	400,967	366,268
Lease liabilities	,	168,096	135,496
Trade and other payables		1,069,080	876,973
Amount due to related parties	10	25,197	2,807
Total current liabilities		1,663,340	1,381,544
Total liabilities		5,336,642	7,672,027
TOTAL EQUITY AND LIABILITIES		11,430,990	10,172,943
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^{*} For comparative information presented, refer Note 2.1

Tarek Abdulaziz Sultan AlEssa Chairman

INTERIM CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

For the period ended 30 September 2024

		Three mon 30 Sept		Nine montl 30 Septe	
	Notes	2024 USD 000's	2023* USD 000's	2024 USD 000's	2023* USD 000's
Revenue from contract with customers	8	1,226,937	1,057,849	3,314,456	2,938,934
Direct expenses		(479,927)	(445,882)	(1,263,322)	(1,278,174)
Other operating expenses		(133,597)	(111,646)	(368,268)	(291,439)
Salaries and employee benefits		(449,746)	(359,069)	(1,233,163)	(1,000,218)
Share of results of associates and joint ventures Unrealized gain (loss) on financial assets at		8,217	1,026	24,268	14,891
fair value through profit or loss		6,649	(2,631)	22,863	(6,229)
Dividend income Miscellaneous income, net		1,912	12,071	10,349 10,142	18,000 12,803
Profit before interest, taxation, depreciation,					
amortisation (EBITDA)		180,445	151,718	517,325	408,568
Depreciation		(69,116)	(64,048)	(204,399)	(183,095)
Amortisation		(6,699)	(10,844)	(20,179)	(24,894)
Profit before interest and taxation (EBIT)		104,630	76,826	292,747	200,579
Interest income Finance costs		10,190 (51,174)	1,185 (56,511)	21,342 (138,900)	4,613 (149,809)
Profit before taxation		63,646	21,500	175,189	55,383
Taxation		(11,870)	(11,301)	(35,088)	(29,813)
PROFIT FOR THE PERIOD		51,776	10,199	140,101	25,570
Attributable to:					
Equity holders of the Parent Company		37,129 14,647	803 9,396	97,433 42,668	3,476 22,094
Non-controlling interests			9,390	42,008	
		51,776	10,199	140,101	25,570
BASIC AND DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT					
COMPANY	12	0.36 cent	0.01 cent	1.14 cent	0.04 cent

^{*} For comparative information presented, refer Note 2.1

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the period ended 30 September 2024

	Three mon 30 Sept		Nine months ended 30 September		
_	2024 USD 000's	2023* USD 000's	2024 USD 000's	2023* USD 000's	
Profit for the period	51,776	10,199	140,101	25,570	
Other comprehensive income (loss): Items that are or may be reclassified to interim condensed consolidated statement of income in subsequent periods:					
Foreign currency translation adjustments	(78,863)	146,625	13,464	106,324	
Share of other comprehensive loss of associates and joint ventures Loss on cash flow hedges	(845)	(1,749) (600)	(1,207) (141)	(1,694) (600)	
Net other comprehensive (loss) income that are or may be reclassified to interim condensed consolidated statement of income in subsequent periods	(79,708)	144,276	12,116	104,030	
Items that will not be reclassified to the interim condensed consolidated statement of income: Changes in fair value of financial assets at fair value through other comprehensive income (Loss) gain on fair value hedges	1,042,062 (344,132)	(546,518) 66,781	614,630 (219,180)	484,318 (64,577)	
Net other comprehensive income (loss) that will not					
be reclassified to interim condensed consolidated statement of income	697,930	(479,737)	395,450	419,741	
Total other comprehensive income (loss)	618,222	(335,461)	407,566	523,771	
Total comprehensive income (loss) for the period	669,998	(325,262)	547,667	549,341	
Attributable to: Equity holders of the Parent Company Non-controlling interests	653,935 16,063	(325,403)	505,032 42,635	539,402 9,939	
	669,998	(325,262)	547,667	549,341	

^{*} For comparative information presented, refer Note 2.1

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

For the period ended 30 September 2024

Tor the period chaca so septemoer 202 :	_	Nine months ended 30 September		
	Note	2024 USD 000's	2023* USD 000's	
OPERATING ACTIVITIES				
Profit before taxation Adjustments for:		175,189	55,383	
Charge of allowance on expected credit losses on trade receivables		4,777	1,352	
Provision for employees' end of service benefits		4,141	4,642	
Foreign currency exchange gain (loss)		(3,620)	1,485	
Share of results of associates and joint ventures		(24,268)	(14,891)	
Unrealised (gain) loss on financial assets at fair value through profit or loss Dividend income		(22,863)	6,229	
Miscellaneous income		(10,349) (8,459)	(18,000) (12,803)	
Depreciation of property, plant and equipment and right-of-use assets		204,399	183,095	
Amortisation		20,179	24,894	
Interest income		(21,342)	(4,613)	
Finance costs		138,900	149,809	
Operating profit before changes in working capital		456,684	376,582	
Inventories		(19,266)	(32,648)	
Trade receivables		(61,675)	(33,673)	
Other current assets		(50,151)	17,767	
Trade and other payables		98,925	33,658	
		424,517	361,686	
Taxation paid		(24,087)	(25,993)	
Employees' end of service benefits paid		(7,494)	(15,542)	
Net cash flows from operating activities		392,936	320,151	
INVESTING ACTIVITIES Net movement in financial assets at fair value through profit or loss		(1,259)	766	
Net movement in financial assets at fair value through other comprehensive income		(21,512)	(6,085)	
Additions to property, plant and equipment		(97,233)	(76,357)	
Proceeds from disposal of property, plant and equipment		39,200	7,916	
Loans to related parties		(325,629)	(99,660)	
Additions to projects in progress		(33,682)	(27,170)	
Net movement in investments in associates and joint ventures		(4,000)	(14,966)	
Dividends received		22,188	35,101	
Acquisition of subsidiaries net of cash acquired		(489)	(2,648)	
Acquisition of additional interest in subsidiaries		(5,300)	-	
Disposal of a subsidiary net of cash		19,471	-	
Deferred consideration related to acquisitions of prior years		(2,643)		
Net cash flows used in investing activities		(410,888)	(183,103)	
FINANCING ACTIVITIES				
Received from related parties		119,185	3,938	
Payment to related parties Ultimate Parent Company investment received		(176,171) 22,400	(31,882) 41,551	
Proceeds from issue of shares		416,688	41,331	
Proceeds from interest bearing loans		91,627	2,394,465	
Repayment of interest bearing loans		(84,089)	(51,677)	
Payment of lease obligations		(147,683)	(119,941)	
Ultimate Parent company investment distributed		-	(209,507)	
Finance costs paid		(35,434)	(311,578)	
Dividends paid		(65,230)	(1,880,323)	
Dividends paid to non-controlling interests		(8,726)	(8,732)	
Proceeds from issuance of shares to non-controlling interests		1,181		
Net cash flows from (used in) financing activities		133,748	(173,686)	
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		115,796	(36,638)	
Net foreign exchange translation differences		3,072	(2,827)	
Cash and cash equivalents at 1 January		393,823	324,539	
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER	5	512,691	285,074	
* For comparative information presented, refer Note 2.1				

^{*} For comparative information presented, refer Note 2.1

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the period ended 30 September 2024

_	Attributable to equity holders of the Parent Company									
	Share capital USD 000's	Ultimate Parent Company investment USD 000's	Foreign currency translation reserve USD 000's	Hedging reserve USD 000's	Investment revaluation reserve USD 000's	Other reserves USD 000's	Retained earnings USD 000's	Sub total USD 000's	Non- controlling interests USD 000's	Total equity USD 000's
As at 1 January 2024 Profit for the period Other comprehensive income (loss)	10 - -	3,144,479 - -	(44,087) - 12,758	184,665 - (219,964)	(1,689,416) - 614,728	69,805	443,063 97,433	2,108,519 97,433 407,599	392,397 42,668 (33)	2,500,916 140,101 407,566
Total comprehensive income (loss) for the period Restructure/ capitalisation during the period (Note 10) Issue of shares Capital reduction (Note 6) Acquisition of additional interest in a subsidiary Disposal of a subsidiary Dividends (Note 6) Dividends to non-controlling interests Capital contribution from non-controlling interests Acquisition of entities as part of business combination Share based payments As at 30 September 2024	5,047,560 416,688 (4,839,195) - - - - - - - - - - - - - - - - - - -	(3,144,479)	12,758	(219,964)	614,728	77 (840) 840 69,882	97,433 797,215 - 4,839,195 - (840) (65,230) - - - 675 6,111,511	505,032 2,700,296 416,688 (840) (65,230) - - 675 5,665,140	42,635 - 1,588 (114) (11,816) 17,354 (12,836) - 429,208	547,667 2,700,296 416,688 748 (114) (65,230) (11,816) 17,354 (12,836) 675 6,094,348
As at 1 January 2023 Profit for the period Other comprehensive income (loss)	- - -	3,270,053	(48,176) - 113,506	7,327 - (65,288)	(1,959,271) - 484,800	67,716	2,312,303 3,476 -	3,649,952 3,476 535,926	375,583 22,094 (12,155)	4,025,535 25,570 523,771
Total comprehensive income (loss) for the period Issue of capital Net movement in Ultimate Parent Company investment Dividends to Ultimate Parent Company Dividends to non-controlling interests	- 10 - -	608,380	113,506 - - - -	(65,288) - - - -	484,800 - - - -	2,908 - - - -	3,476 - - (1,919,672) -	539,402 10 608,380 (1,919,672)	9,939 - - - (8,732)	549,341 10 608,380 (1,919,672) (8,732)
As at 30 September 2023*	10	3,878,433	65,330	(57,961)	(1,474,471)	70,624	396,107	2,878,072	376,790	3,254,862

^{*} For comparative information presented, refer Note 2.1

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

As at and for the period ended 30 September 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 Parent 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 September 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 11 November 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.

As at and for the period ended 30 September 2024

2 BASIS OF PREPARATION (continued)

2.1 Basis of preparation (continued)

The Group's interim condensed consolidated financial information for the period ended 30 September 2023, and the consolidated financial statements for the year ended 31 December 2023, are neither reviewed nor audited. However, the comparative information presented for the period ended 30 September 2023 and as at 31 December 2023, represents the reviewed carve-out financial information for the period ended 30 September 2023 and the audited carve-out financial position as at 31 December 2023 respectively of the Agility Operations, since the Group operated as part of Agility during that period and not as a separate group. The carve-out financial information was prepared by carving-out businesses which are in the form of legal entities (Agility Operations) from the Ultimate Parent Company's consolidated financial statements and extracting the financial information relating to these business/entities which were to be transferred to Agility Global PLC as part of the business reorganization described in Note 2.2.

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.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 September 2024

3 NEW STANDARDS, INTERPRETATIONS, AMENDMENTS AND ACCOUNTING POLICIES ADOPTED BY THE GROUP (continued)

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.

4 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	30 September 2024 USD 000's	31 December 2023 USD 000's
Quoted equity securities Treasury bills Unquoted equity securities	3,996,993 112,227	3,396,199 19,361 89,305
	4,109,220	3,504,865

Quoted equity securities include investment in a listed entity in Europe having a carrying value of USD 3,996,056 thousand (2023: USD 3,395,658 thousand), of which, to the extent of securities having a carrying value of USD 2,898,041 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 loss on the collars during the period, amounting to USD 219,180 thousand (30 September 2023: fair value loss of USD 64,577 thousand) has been recognised in the interim condensed consolidated statement of other comprehensive income. The proceeds received from the collars amounting to USD 2,446,903 thousand (31 December 2023: USD 2,424,061 thousand) has been classified as interest bearing loans (Note 7).

5 CASH AND CASH EQUIVALENTS

	30 September 2024 USD 000's	31 December 2023 USD 000's
Cash at banks and on hand Short term deposits	665,959 58,234	549,391 15,251
Total cash and bank balances	724,193	564,642
Bank overdraft	(211,502)	(170,819)
Total cash and cash equivalents	512,691	393,823

As at and for the period ended 30 September 2024

5 CASH AND CASH EQUIVALENTS (continued)

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 Parent 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 September 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).

7 INTEREST BEARING LOANS

Interest bearing loans include financing facilities amounting to USD 2,446,903 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 79,789 thousand (31 December 2023: USD 79,045 thousand) and USD 104,998 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:

	Three mon		Nine months ended		
_	30 Sept	tember	30 Sept	tember	
	2024	2023	2024	2023	
	USD 000's	USD 000's	USD 000's	USD 000's	
Type of revenue					
Ground handling and airport services	705,138	570,465	1,916,049	1,606,100	
Logistics services	259,695	278,157	759,134	824,399	
Rent	19,155	18,990	56,770	53,233	
Others	242,949	190,237	582,503	455,202	
	1,226,937	1,057,849	3,314,456	2,938,934	
Timing of revenue recognition Goods and services transferred at a					
point in time Goods and services transferred over	1,148,818	980,750	3,088,311	2,713,418	
time	78,119	77,099	226,145	225,516	
	1,226,937	1,057,849	3,314,456	2,938,934	

As at and for the period ended 30 September 2024

8 REVENUE FROM CONTRACTS WITH CUSTOMERS (continued)

	Three mon 30 Sept		Nine months ended 30 September		
	2024 USD 000's			2023 USD 000's	
Geographical markets					
Middle East and Africa	404,557	437,219	1,199,600	1,186,528	
Europe	411,682	319,818	1,040,162	898,227	
America	211,002	202,651	634,820	589,869	
Asia	199,696	98,161	439,874	264,310	
	1,226,937	1,057,849	3,314,456	2,938,934	

9 CONTINGENCIES AND CAPITAL COMMITMENTS

	30 September 2024 USD 000's	31 December 2023 USD 000's
Letters of guarantee Operating lease commitments Capital commitments Corporate guarantees*	368,821 4,026 42,961 327,202	355,749 6,519 33,336 348,087
	743,010	743,691

^{*}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 326,223 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.

As at and for the period ended 30 September 2024

9 CONTINGENCIES AND CAPITAL COMMITMENTS (continued)

Dispute with Iraqi Airways Company (IAC): (continued)

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 9.6 million.

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 has recently obtained an "Ex Parte" order from the UK court made without notice to Ariana Afghan Airlines Co. Ltd. as Defendant entering judgment in the terms of the ICC Award and granting NAS leave to enforce the ICC Award (so far as applicable against Ariana Afghan Airlines Co. Ltd) in the same manner as a judgment or order of the Court; this order has been served on Ariana Afghan Airlines Co. Ltd and is now enforceable. NAS' external counsel is advising the Company on the enforcement proceedings.

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.

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 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 reduced by USD 46 thousand. With the interest, the correction reduces the amount of compensation due to ICS as at the date of the Award by USD 723.8 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. Argentina can still seek to challenge this decision with the Deutsch 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 September 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:

				Nine months ended 30 September	
	Ultimate Parent	Entities under	Other related	2024	2023
	Company	common control	parties	Total	Total
	USD 000's	USD 000's	USD 000's	USD 000's	USD 000's
Interim condensed consolidated statement of income					
Revenues	2,057	12,097	23,886	38,040	42,163
Direct expenses	(1,149)	=	(91,846)	(92,995)	(102,660)
Other operating expenses	(26,956)	-	(1,568)	(28,524)	(26,492)
Share of results of associates and joint ventures	-	-	24,268	24,268	14,891
Interest income	8,541	2,066	1,053	11,660	3,096
Finance costs	(4,126)	=	-	(4,126)	(73,802)
Miscellaneous income	-	-	1,335	1,335	-
				30 September	31 December
	Ultimate Parent	Entities under	Other related	2024	2023
	Company	common control	parties	Total	Total
	USD 000's	USD 000's	USD 000's	USD 000's	USD 000's
Interim condensed consolidated statement of financial position					
Investment in associates and joint ventures	-	-	470,426	470,426	456,747
Financial assets at fair value through other comprehensive income	-	-	56,977	56,977	35,135
Financial assets at fair value through profit or loss	-	-	4,836	4,836	3,772
Trade receivables	=	=	28,773	28,773	35,765
Loans to related parties	234,477	28,418	812,681	1,075,576	761,082
Amounts due from related parties (current)	2,621	11,877	-	14,498	12,816
Amounts due to related parties (current)	23,798	1,399	-	25,197	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	-	-	23,960	23,960	38,975

As at and for the period ended 30 September 2024

10 RELATED PARTIES TRANSACTIONS AND BALANCES (continued)

Loans to related parties include the following:

- (a) USD 801,015 thousand (31 December 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 234,477 thousand (31 December 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 326,223 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 5,047,560 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 1,608 thousand (30 September 2023: USD 1,284 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.

As at and for the period ended 30 September 2024

11 SEGMENT INFORMATION (continued)

Nine months ended 30 September 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	1,913,225	883,241	38,539	-	479,451	3,314,456
Profit before interest, taxation, depreciation and amortisation (EBITDA) Depreciation Amortisation	286,475 (127,323) (13,880)	186,743 (69,509) (6,031)	28,177 (104)	14,326	1,604 (7,463) (268)	517,325 (204,399) (20,179)
Profit (loss) before interest and taxation (EBIT) Interest income Finance costs	145,272	111,203	28,073	14,326	(6,127)	292,747 21,342 (138,900)
Profit before taxation Taxation						175,189 (35,088)
Profit for the period						140,101
Nine months ended 30 September 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	1,602,059	827,990	33,311	-	475,574	2,938,934
Profit before interest, taxation, depreciation and amortisation (EBITDA) Depreciation Amortisation	221,115 (103,558) (14,432)	153,442 (70,722) (3,642)	22,551 (109)	4,568	6,892 (8,706) (6,820)	408,568 (183,095) (24,894)
Profit (loss) before interest and taxation (EBIT) Interest income Finance costs	103,125	79,078	22,442	4,568	(8,634)	200,579 4,613 (149,809)
Profit before taxation Taxation						55,383 (29,813)
Profit for the period						25,570

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (UNAUDITED)

As at and for the period ended 30 September 2024

11 SEGMENT INFORMATION (continued)

As at 30 September 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
Total Assets	2,736,923	1,745,894	823,516	5,458,950	665,707	11,430,990
Total Liabilities	2,581,029	990,550	450,603	4,744,956	(3,430,496)	5,336,642
Other disclosures: Goodwill Intangible assets Capital expenditure*	763,728 214,175 (50,683)	39,460 46,261 (59,820)	- - (17,051)	- - -	67,991 - (3,360)	871,179 260,436 (130,914)
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 Intangible assets Capital expenditure* Change in fair value of investment properties	743,616 227,371 (73,669)	39,409 41,863 (45,800)	- (24,453) 43,963	- - -	68,809 2,189 (2,517)	851,834 271,423 (146,439) 43,963

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

As at and for the period ended 30 September 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:

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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 PER SHARE

Basic and diluted earnings per share amounts are calculated by dividing profit 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:

	Three months ended 30 September		Nine mon 30 Sept	
	2024	2023	2024	2023
Profit for the period attributable to equity holders of the Parent Company (USD 000's)	37,129	803	97,433	3,476
Weighted average number of outstanding shares Adjustments for reciprocal holding	10,418,224,408	10,418,224,408	8,706,866,385	8,706,866,385
with an associate	(204,197,198)	(204,197,198)	(170,654,581)	(170,654,581)
	10,214,027,210	10,214,027,210	8,536,211,804	8,536,211,804
Basic and diluted earnings per share attributable to equity holders of the Parent Company	0.36 cent	0.01 cent	1.14 cent	0.04 cent

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.

As at and for the period ended 30 September 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:

30 September 2024	Level 1 USD'000	Level 2 USD'000	Level 3 USD'000	Total fair value USD'000
Financial assets measured at fair value through profit or loss				
Quoted equity securities	13,439	-	-	13,439
Investment in funds	-	5,334	-	5,334
Treasury bills - outside Kuwait	-	-	32,026	32,026
Loan to a related party	-	-	801,015	801,015
	13,439	5,334	833,041	851,814
Financial assets measured at fair value through other comprehensive income				
Quoted equity securities	3,996,993	-	-	3,996,993
Unquoted equity securities	-	=	112,227	112,227
	3,996,993	-	112,227	4,109,220
Derivative financial liabilities:				
Fair value hedge (Collar)	-	(7,011)	-	(7,011)
	-	(7,011)	-	(7,011)
	4,010,432	(1,677)	945,268	4,954,023

As at and for the period ended 30 September 2024

13 FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

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

There were no transfers between the hierarchies during the period.

Fair values of unquoted equity securities classified as fair value through other comprehensive income are determined using valuation techniques that are not based on observable market prices or rates.

The fair value of the collars has been determined based on the Black Scholes model for which key inputs include risk free rate, strike price for the put and call options, spot price of the equity security and volatility of the put and call options.

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

	30 September 2024 USD'000	31 December 2023 USD'000
Beginning balance Re-measurement recognised in comprehensive income Others including net additions (sales) and transfer	809,057 13,493 122,718	770,023 (91,614) 130,648
As at period ended	945,268	809,057