2022

ANNUAL REPORT

SHUAA

ENGINEERING INVESTMENTS

AT A GLANCE

Our business philosophy is rooted in a drive for excellence and performance, uncompromising integrity and a strong team culture.

One Company, Many Strengths

Industry-Leading
Established and leading market position

Growing and Scalable
Proven record of growth

Diversified
Unique product offering

Predictable
Recurring revenue streams

Profitable
Strong and steady margins

Aligned
Large co-investor in our own vehicles

Growing Our Core Business

Through a disciplined investment approach across each of our business segments, we continue to focus on generating investor and shareholder value by engineering innovative investment solutions and differentiated product offerings for institutional clients and high-net-worth individuals.

Key Segments

- Public Markets
- Private Markets
- Real Estate
- Debt
- Investment Banking
- Markets

Key Products & Services

- Open-Ended Funds
- Closed-Ended Funds
- Permanent Capital Vehicles
- Direct and Co-Investments
- Advisory Portfolios
- Discretionary Portfolios
- Corporate Finance Advisory
- Sales and Trading

2022 Highlights

AUM

USD 5.8 bn

Net Income[1]

AED (135.2) m

Revenue

AED 265.7 m

EBITDA

AED 135.0 m

Total Assets

AED 3.5 bn

[1] Attributable to shareholders

CHAIRMAN'S LETTER

"It is with great pleasure that I present to you, on behalf of the Board of Directors, the annual report and consolidated financial statements of SHUAA Capital for the year ended December 31, 2022. Despite the ease of the first global pandemic the world has witnessed in over a century, 2022 has still marked a year of significant change and prolonged uncertainty on so many fronts. "

Fadhel Al Ali
Chairman

Distinguished Shareholders,

It is with great pleasure that I present to you, on behalf of the Board of Directors, the annual report and consolidated financial statements of SHUAA Capital for the year ended December 31, 2022. Despite the ease of the first global pandemic the world has witnessed in over a century, 2022 has still marked a year of significant change and prolonged uncertainty on so many fronts. In this operating environment, the UAE, with its wise leadership, has consistently demonstrated an impressive level of resilience and dynamic policymaking focused on strengthening the economy, putting the country on a sustained path for future economic growth even as other major financial hubs continue to face certain headwinds.

The International Monetary Fund (IMF) expects growth in the UAE to settle at a more moderate rate over the next couple of years compared with that seen in 2022. IMF forecasts real GDP growth of 3.5% this year and 3.9% in 2024, compared with 7.6% in 2022. Last year ended strong for businesses in the UAE, driven by a massive rebound in tourism, construction, and a boom in activity from the successful Dubai World Expo that finished at the beginning of 2022, as well as the spill over from the World Cup effect next door in Qatar. Fiscal surpluses also strengthened on the back of higher oil prices, and the real estate sector was a major beneficiary of inward investment.

In the same context, SHUAA has managed to sail with safety despite spiralling market volatility amid global uncertainty. The company has taken advantage of the momentum and success of previous years and remained focused on identifying new opportunities and creating value. SHUAA's core business remains resilient as we continue to operate prudently and strategically. Within SHUAA, we continue to be agile and adaptable, reacting quickly to changes and adjusting our strategies accordingly.

I would like to extend my sincere gratitude to the shareholders for their continued support and confidence in our business. I would also like to express my appreciation to SHUAA management and its distinguished team. Your contribution, dedication, and hard work were exemplary. I look forward to building on our successes and continuing this journey with you during the coming period.

Fadhel Al Ali
Chairman

CHIEF EXECUTIVE'S REVIEW

"The year 2022 was one of successes and challenges. While the world adapted to life post Covid-19, financial markets dealt with rising interest rates, geopolitical uncertainty, and a slowdown in global markets.

At SHUAA, we are fortunate to be based in the United Arab Emirates, which has benefited from rapid measures and visionary reforms introduced over the last few years. This set us up favorably in navigating through macroeconomic headwinds that the global markets continue experiencing."

Fawad Tariq Khan
Group CEO, Head of Investment Banking

The year 2022 was one of successes and challenges. While the world adapted to life post Covid-19, financial markets dealt with rising interest rates, geopolitical uncertainty, and a slowdown in global markets.

At SHUAA, we are fortunate to be based in the United Arab Emirates, which has benefited from rapid measures and visionary reforms introduced over the last few years. This set us up favorably in navigating through macroeconomic headwinds that the global markets continue experiencing.

At the start of 2022 we witnessed several successes, including our acquisition* of Allianz Marine and Logistics Services Holding Limited (Allianz) which, following its merger with our portfolio company, Stanford Marine Group (SMG) (itself acquired in 2019), has created the largest Offshore Support Vessel fleet in the Middle East (and top 4 globally). We also successfully listed our Special Purpose Acquisition Company on Nasdaq in the US and launched new funds across asset management and real estate.

During the year we also proactively took steps to position ourselves for the macroeconomic challenges. This involved the difficult decisions with regards to rightsizing our organization, deconsolidating AED 2 billion of assets and liabilities and taking one-off charges relating to intangible assets to simplify our balance sheet.

We remain committed to our mission in creating sustainable value for our clients, employees and shareholders by engineering innovative investment solutions and differentiated product offerings.

Financial Performance: Optimizing for sustained growth and profitability

SHUAA and its subsidiaries reported a net loss of AED 135 million for the year ending 31 December 2022, driven by one-off charges in the first half of the year attributed to the accelerated amortisation of intangible assets and other non-cash items.

We recorded a positive AED 135 million EBITDA for the same period reflecting the improved performance in underlying core operations, recurring revenue and cost discipline measures implemented. Our full-year operating income (excluding one-off items) remained resilient at AED 17 million from AED 42 million last year, mainly driven by cost optimisation measures across the group and recurring revenues.

The Group maintained its efforts towards deleveraging, which resulted in an improvement in Debt-to-Equity ratio from 134% in 2021 to 105% in 2022. This was mainly driven by c. AED 200 million of debt repayments during the year and the deconsolidation of c. AED 2 billion of non-recourse liabilities. The simplification of our balance sheet will reduce volatility of our earnings and contribute to a more focused business going forward.

Operations: Continued Strength and Momentum

At SHUAA, we strive to address client needs by upholding our principles of service and integrity. Our strong leadership team has a proven track record of successfully navigating market cycles, and our recent appointments further bolster our expertise.

During 2022, we announced the partnership with Ellington Properties and Sol Properties to develop 'Ocean House', a prime waterfront property on Palm Jumeirah. This partnership highlights SHUAA's investment strategy and vision in the real estate market, marking the arrival of London-based real estate firm Northacre – a SHUAA subsidiary – in the region. During the same quarter, Northacre's landmark USD 1.5 billion scheme in Central London, The Broadway, reached completion.

Another landmark highlight in the Real Estate segment included Northacre's collaboration with the globally renowned St. Regis hotel brand at No 1 Palace Street, The St. Regis Residences, London. This truly unrivalled location, combined with the glamorous spirit, high design, and celebrated heritage of St. Regis, is creating an unmatched offering for Northacre's first branded residence.

In Q4 2022, we launched three new Shariah-compliant funds**, bringing assets under management (AuM) on a Shariah-compliant platform to USD 230 million. With this launch, the Incorporated Cell Company ("ICC") umbrella now offers five Shariah-compliant funds catering for the strong investor appetite for diversification of their Sharia-compliant investments across geographies and asset classes. We are also working on launching additional funds under the ICC umbrella in 2023, which will expand the choices available to institutional investors, high-net-worth individuals, and corporate investors. They will provide additional investment opportunities to diversify their investments across geographies and asset classes. These funds are incorporated in ADGM and managed by SHUAA GMC Limited, an entity regulated by the ADGM with a CAT 2 financial services permission.

Outlook: Sustained Growth in 2023

As we look back on the successes and challenges of the past year, we enter the next phase of our growth strategy in a strong position. We are well-positioned to be our clients' most trusted partner as we continuously adapt and refine our approach to maintain SHUAA's track record of providing best-in-class investment offerings.

I am honoured to work with our incredible team across SHUAA and our Group entities. We have an unmatched legacy of innovation and are entering an exciting, dynamic period of growth characterised by a strong pipeline of investments.

I would like to thank all our team, our investors, partners, and shareholders for their continued unwavering support. We are ready to meet both the challenges and the opportunities to come, creating lasting, positive impact for all our stakeholders.

Fawad Tariq Khan
Chief Executive Officer

* Through funds managed by SHUAA GMC Limited, SHUAA's wholly owned FSRA regulated Investment Manager.
** Managed by SHUAA GMC Limited, SHUAA's wholly owned FSRA regulated Investment Manager.

BUSINESS MODEL AND STRATEGY

SHUAA has continued to progress during the year in broadening its client offering and executing on its strategic agenda. The move towards the end of cleaning up legacy and non-core investments and portfolios has progressed well. We will increase our focus on driving revenues and shareholder returns whilst maintaining strict discipline on costs.

We are continually looking for new ways to meet the demand from both existing and new clients and we remain confident that the strategy we have put in place will provide the Group with numerous long-term opportunities for our business which will create value for our shareholders.

INTEGRATED BUSINESS MODEL

43 Years
of creating value and delivering sustainable returns

Strong Network
facilitating deal flow between key markets

Supported
by healthy balance sheet and solid fundamentals

Solid Value
drivers for continued and resilient growth

Strong Presence
across multiple regions

Established Expertise
across alternative investments and investment banking

Long-standing 43+ year history and reputation as a leading financial platform in the region

- **1979** – Arabian General Investment Corporation (AGICO) established in the UAE
- **1984** – AGICO listed on the Kuwaiti Stock Exchange
- **2001** – AGICO renamed SHUAA Capital PSC
- **2009** – Dubai Government takes 48.4% stake in SHUAA following global financial crisis
- **2011** – Incorporation of Abu Dhabi Financial Group (ADFG) as an alternative asset manager
- **2016** – ADFG acquisition of 48.4% of SHUAA
- **2017** – SHUAA refocuses on investment banking and capital markets
- **2019** – Transformational merger with ADFG
- **2021** – Disposal of non-core assets to strengthen focus on investment banking and asset management
- **2022** – Continuation of refocusing exercise with simplification of balance sheet and operations

A unique and diversified platform and offering in the region

Asset Management

Public Markets
Publicly listed securities investments and funds

Private Markets
Private equity investments and funds

Real Estate
Vertically and horizontally integrated platform across the value chain

Debt
Specialist platform focused on private debt and alternative financing

Asset Class & Segment Offering

Banking
Strategic advisory services and capital market solutions

Markets
Sales & trading platform primarily focused on FICC

Investment Management
Global execution, brokerage and custody services[1]

Investment Philosophy

Value creation forms the foundation of our investment philosophy

Our opportunistic approach maximises focus on optimal risk-adjusted returns

Alignment of interest through complete transparency and trust

Products & Offerings

- Open-Ended Funds
- Bespoke Discretionary Portfolios
- Closed-Ended Funds
- Alternative Debt & Financing
- Investment Management & Custody Services[1]
- M&A Advisory Services
- Direct & Co-Investments
- Capital Market Offerings

SHUAA provides investment opportunities across clearly defined segments

Asset Management				Investment Banking			Corporate
Public Markets	Private Markets	Real Estate	Debt	Banking	Markets	Investment Management	
Investments in publicly listed securities through fund structures and client discretionary portfolios	Private equity investments in companies and funds, with a focus on distressed and special situations	Vertically integrated specialist platforms across the value chain and regions	Specialist platform focused on private debt and alternative financing, through standalone deals and fund structures	Full range of strategic advisory services and capital market solutions across the investment banking spectrum	Sales & trading platform primarily focused on fixed income and credit	Global execution, brokerage and custody services	Manages principal investments, corporate developments, treasury and other shared services related to the company
Fixed Income — **Equities** — **DPM**	**Fund Investments** — **Direct Investments** — **Co-Investments**	**Development** — **Asset Management** — **Fund Management** — **Advisory**	**Structured Finance** — **Mezzanine** — **Senior Secured**	**M&A Advisory** — **Debt Capital Markets** — **Equity Capital Markets**	**Sales** — **Trading**	**Global Execution** — **Brokerage Services[1]** — **Custody[1]**	

[1] Through licensed counterparties

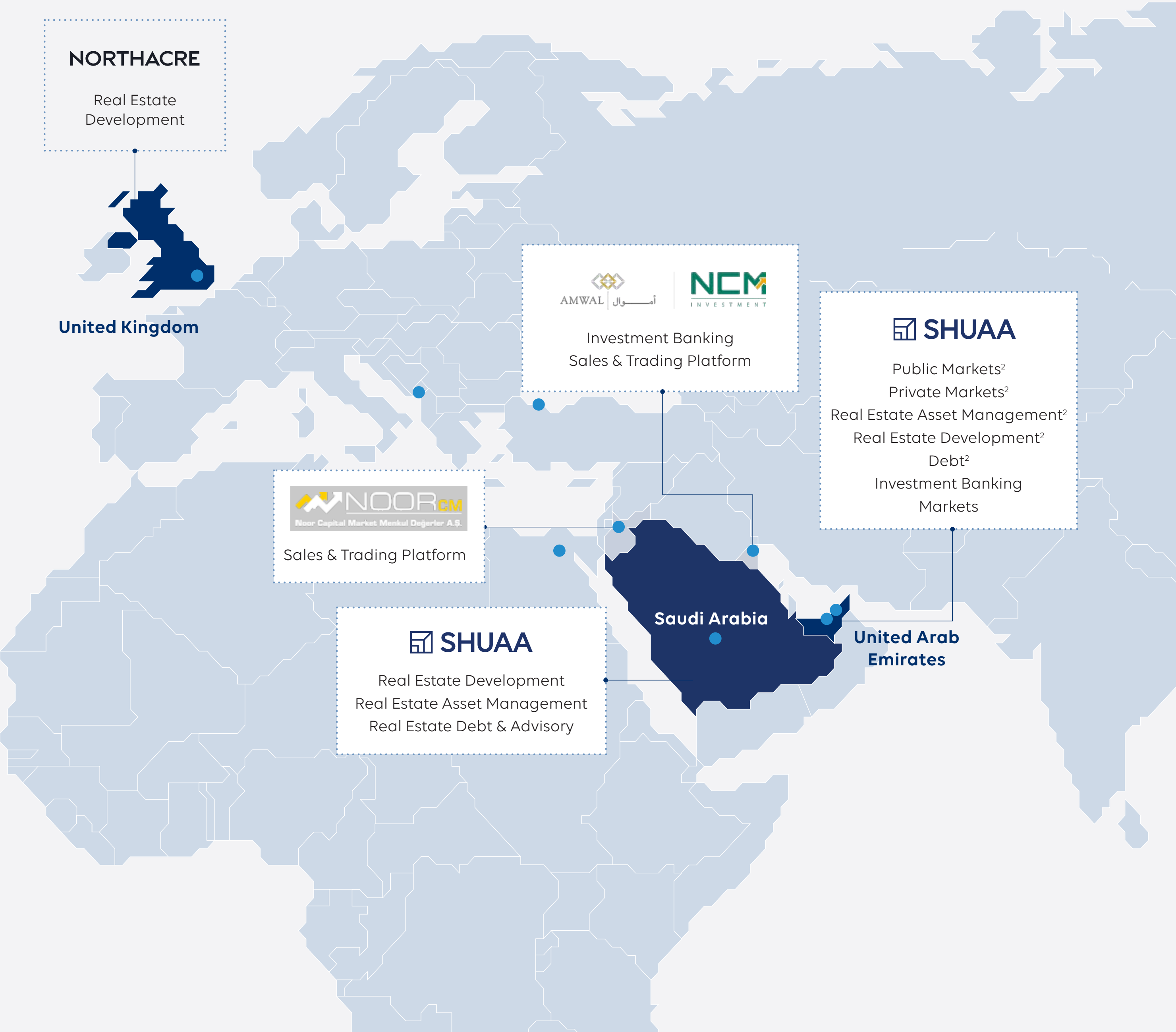
Operating across geographies

3
Core Countries of Operation[1]

125
Employees[1]

27
Nationalities

Europe	Middle East & North Africa



Note: Location map is not representative of all SHUAA subsidiaries
[1] Excluding NCM Investment
[2] Through licensed subsidiaries

- SHUAA & Subsidiaries Office Locations
- Core Markets

BOARD OF DIRECTORS

Fadhel Al Ali
Chairman

Fadhel Al Ali's last position with First Abu Dhabi Bank (FAB) was as Deputy CEO and Group Chief Operation Officer in 2021. Prior to joining FAB, Al Ali was the CEO of Dubai Holding, a global group with assets of USD 35 billion across 21 countries and interest in 14 economic sectors. Al Ali led the financial restructuring of Dubai Holding's investment groups and led the new business model of Dubai Holding as a strategic investor.

Al Ali is the Chairman of the Board of Directors of Dubai Financial Services Authority, IMKAN Waterfront (MOROCCO), and MIRA BANK (SERBIA). He is the Vice Chairman of WIO bank and is a board member of Commercial International Bank (EGYPT).

Al Ali holds a Bachelor of Science in Industrial and System Engineering from the University of Southern California and a degree in High Performance Boards from the International Institute of Management Development, Lausanne.

Badr Al-Olama
Director

Badr Al-Olama is the Executive Director of the UAE Clusters unit within Mubadala's UAE Investments platform which has been formed to accelerate the UAE's economic transformation by investing in national champions, fostering vibrant industrial and commercial clusters, and partnering with world-class global organizations.

Al-Olama is the Chairman of the Sanad Group (Sanad), and Emirates Post Group, and also serves as a Board Director at Al Yah Satellite Communications Company (Yahsat), YAS Holding LLC, TASIAP GmbH – a joint venture with Daimler AG, as well as a number of automotive and energy joint ventures in Algeria.

Nominated as a 'Young Global Leader for the Middle East and North Africa Region' by the World Economic Forum in 2016, Al-Olama began his career as a lawyer and holds a degree in Shari'a and Law from the UAE University (2002) as well as an LLM from Harvard Law School (2005).

Maha AlQattan
Director

As Group Chief People & Sustainability Officer at DP World, Maha AlQattan is focused on empowering DP World's 101,000 employees across 78 countries and ensuring the business operates responsibly and sustainably. AlQattan leads DP World's sustainability strategy: Our World, Our Future, ensuring measurable impact is achieved across the Education, Women, and Water pillars.

Ms. AlQattan serves as Non-Executive Director for several organizations, including Abu Dhabi Islamic Bank.

Ms. AlQattan has a master's degree in Industrial and Labour Relations, from Cornell University (USA) and a Bachelor of Business Administration in Management and Human Resources from the University of Wisconsin-Madison. She is also a graduate of the Mohammed Bin Rashid Centre for Leadership Development Promising Leader's programme run by Duke University and INSEAD.

André Sayegh
Director

André Sayegh is a seasoned C-suite executive with over three decades of experience in banking and financial services. He served as Board Member of FAB from 2021 to 2023, having served as FAB Group Chief Executive Officer until January 2021. He was also a member of FAB Board audit committee and FAB Board Risk and ESG committee.

Moreover, he has been appointed Chairman of Multiply Group since December 2021.

His previous experience includes serving on the Board of Mubadala Infrastructure Partners (MIP) and holding senior positions with Citibank for 18 years, within Corporate Banking, Consumer Banking and Private Banking.

André holds a BBA in Finance and an MBA in Corporate Finance and Banking from the American University of Beirut.

Jassim Alseddiqi
Board Member and Managing Director

Jassim Alseddiqi is a serial entrepreneur; he is the founder of several financial, technology, and real estate ventures.

He is currently Board Member and Managing Director of SHUAA Capital, the leading asset management and investment banking firm in the Middle East, listed on the Dubai Financial Market. He is the Chairman of Salama Insurance, one of the largest insurance companies in the Middle East, and the Chairman of Eshraq Investments, a billion-dollar investment platform listed on the Abu Dhabi Stock Exchange. Jassim also serves on the board of Dana Gas, the Middle East's largest private-sector natural gas company.

Jassim holds a BSc in Electrical Engineering from the University of Wisconsin-Madison and an MSc in Electrical Engineering from Cornell University.

SENIOR MANAGEMENT TEAM

Fawad Tariq Khan
Group CEO, Head of Investment Banking

Fawad is the Group CEO, Head of Investment Banking at SHUAA Capital psc, the DFM-listed entity and a leading asset management and investment banking platform.

Fawad also serves on the Board of Directors of Northacre and NCM, a global FX and commodities platform.

Fawad started his career with Deloitte based out of London before joining the Dubai office, where he helped set up its Middle East debt advisory practice.

He holds an MSc in Business Studies from UCD Smurfit Business School and a BSc in Computer Science from University College Cork. Fawad also served with the Irish Reserve Defence Forces in the military police.

Bechara Raad
Chief Operating Officer

Bechara is the Group Chief Operating Officer responsible for overseeing the Group's support and operational functions and ensuring timely provision and allocation of human, financial and physical resources. Bechara has over 30 years of professional experience, having held several senior positions in the financial services industry, including Chief Operating Officer at Credit Suisse for the Middle East and Africa and Chief Operating Officer at Audi Capital in Saudi Arabia. He also has extensive experience in hi-tech firms and entrepreneurial ventures.

Bechara holds an MBA from INSEAD (MBA '95D), an MSc in Electrical Engineering from Virginia Tech (MS '91), and a BEng from the American University of Beirut (BE '89).

Bachir Nawar
Chief Legal & Compliance Officer

Bachir is the Group Chief Legal & Compliance Officer of the Group and manages the multijurisdictional legal and compliance requirements of the business.

With over 18 years of experience, Bachir focuses on transactional cross-border work, strategic distressed opportunities and contentious matters. He is known for his expertise in the area of shareholder activism, he specialises in governance improvement while implementing portfolio turn-around strategies.

Bachir holds an LLB from Saint Joseph University, Beirut, Lebanon.

Ajit Joshi
MD, Head of Public & Private Markets

Ajit is the MD, Head of Public & Private Markets. He is also the investment manager of Goldilocks Investment Company Limited, an investment fund launched in 2015.

Ajit joined the Group in August 2014 and has over 16 years of professional experience in technology consulting, equity research, investment banking and investment management.

Prior to joining the Group, Ajit worked with Bank Muscat's investment banking team where he advised and executed equity and debt advisory transactions across GCC's petrochemicals, contracting, oil gas services, marine and hospitality sectors.

Ajit holds a Bachelor of Engineering degree in Computer Engineering and holds an MBA from Indian Institute of Management Lucknow.

Natasha Hannoun
Head of Debt

Natasha has broad experience in advisory, origination, structuring and execution across multiple asset classes, including Private Equity, Debt Investments, Real Estate and Fixed Income.

Over the last five years, in her previous role as a Director with the Private Debt platform of the Group, she has structured over USD 7 billion in financing, including last mile and mezzanine financing.

Prior to joining the Group in 2014, Natasha was part of the Corporate Finance and Debt Advisory team at Deloitte Corporate Finance Advisory in Dubai.

Natasha holds an MSc in Physics and Mathematics from the University of Bristol in the UK, with a year at the University of Bologna, Italy.

Gunshyam Kripa
Finance Director

Gunshyam is the Finance Director, he also serves on the Audit Committee of SHUAA Capital Saudi Arabia.

Gunshyam joined the Group in October 2016 and has over 17 years of professional experience in financial reporting and audit.

Prior to joining the Group, Gunshyam worked with Deloitte and mainly focused on financial services clients including banks and private equity firms.

He holds a bachelor's degree in Accounting with Finance from University of Mauritius and is a fellow member of the Association of Certified Chartered Accountant ("ACCA").

OUR MISSION & STRATEGY

Our Mission

SHUAA's mission is to create sustainable value for clients, employees and shareholders by engineering innovative investment solutions and differentiated product offerings for institutional clients and high-net-worth individuals.

Our business philosophy is rooted in a drive for excellence and performance, uncompromising integrity, and a strong team culture.

Leading Regional Investment Manager	• Strengthen fund raising capabilities • Create permanent capital vehicles and grow AuM • Increase product suite and cross-selling opportunities
Regional Dominance in Investment Banking	• Dominate fixed income trading and capital markets business in the GCC • Strengthen advisory capacity
High-Performance Workplace	• Strengthen culture of performance and teamwork • Develop skills and capabilities • Attract, nurture and retain best talent
Innovation Leadership	• Solidify position as a product innovation house • Challenge the status quo • Develop new ways of the client journey
Process-centric & Digitally-enabled Platform	• Become a process organization • Embrace data-driven strategies, analytics and AI • Scale, improve and utilise the operating platform

We deliver uncompromising quality to our customers

Our People

SHUAA's strength is derived from our experienced and diverse workforce. We're proud to employ a workforce from 27 different countries. More than a quarter of our employees are women, and the average experience of our management team members spans 20 years.

[1] Excludes terminated contracts

Our Strategic Levers

To achieve our business goals, SHUAA has defined three strategic levers which were communicated in late 2019.

The first is to strengthen and grow our core businesses by expanding our regional footprint, growing our asset management business and expanding our investment bank franchise, to enable us to access new revenue pools.

The second is to diversify the products and services within those core businesses, growing our fixed income platform and our permanent capital vehicles whilst engineering new products, resulting in increasing recurring income.

The third is to scale our platform and operate it more efficiently by optimising our balance sheet structure, reducing funding costs and digitizing the organisation, which will lead to increased profitability and strengthened control.

Defined strategic levers

Strengthen and grow core businesses	Diversify products and services within core businesses	Scale the platform and operate more efficiently
Expand regional footprint[1]	Grow fixed income platform	Increase operational efficiency
Grow asset management business	Grow permanent capital vehicles	Optimise balance sheet structure
Expand investment banking franchise	Engineer new products	Digitize the organisation
Access new revenue pools	Increase recurring income	Increase profitability Strengthen control

[1] Across Investment Banking and with Family Offices and Ultra High Net Worth individuals

MARKET REVIEW

MARKET REVIEW

Global Equities

2022 was a challenging year for most financial assets and equities were no exception. It was the worst year since the financial crisis as global equities lost 20% overall. The main drivers were a combination of stubbornly high inflation, more hawkish central banks hiking interest rates, geopolitical tensions through conflict in Ukraine and concern over relations between the US and China, and historically high valuations of financial assets at the start of the year.

In the US the S&P 500 lost around 20% of its value, but the Technology heavy Nasdaq lost 33%, indicating the risk-off nature of the market. Elsewhere China struggled due to their zero-COVID policies and a collapse in the property market resulting in their worst economic growth for decades. Europe saw significant weakness due to soaring energy prices and the threat of being cut off from Russian gas, whilst also suffering from weak Chinese demand for their exports. Only the UK amongst developed markets saw any gains, rising 1% due to their heavy weighting towards oil & gas and the mining sector.

Natural resources was the only sector to perform well over the year as commodity prices soared on the invasion of Ukraine. Oil & Gas, Mining and Agricultural Products all delivered extremely strong returns as the prices of the commodities that these companies produced jumped significantly. Sanctions on resource-rich Russia and disruption, particularly in agricultural products produced in Ukraine, led to very high inflation and a cost-of-living crisis around the world. Combined with pent-up demand for goods and services after the Covid-19 pandemic, central banks everywhere raised interest rates aggressively to try to tame inflation. Traditional defensive sectors such as Healthcare, Staples and Utilities also outperformed in this difficult market environment.

On the downside, Technology suffered the most, particularly those non-profitable disruptors that had become market darlings during the pandemic. Even more established Technology companies such as Tesla and Meta fell about 65%, Netflix halved, and even the mighty Apple and Microsoft fell roughly 25%. Partly this was due to the elevated valuations that these types of stocks began the year at, but also higher interest rates and slowing growth certainly contributed to their underperformance. Discretionary stocks also fell as markets worried over higher interest rates eating into consumer spending. In fact, most cyclical stocks were out of favour as investors sought safe havens.

Going into 2023 equities are certainly less highly valued than 12 months ago. Central banks are closer to the end of their rate hiking cycles, and early indications are that inflation is slowing without yet inflicting any significant damage on the economy. Markets are likely to remain volatile until there is more certainty over the future path of economic growth and interest rates, but typically once these have stabilized then the outlook for financial assets should improve.

MENA Markets

GCC markets started 2022 with optimism, given the elevated oil prices and reopening of economies from Covid-19 restrictions, thus directly boosting economic activity. Oil prices jumped after Russia invaded Ukraine in late February, with Brent crude peaking at USD128/b for the year. In 1H22, GCC markets outperformed Emerging markets significantly, however, GCC markets became more correlated with global market sentiments with a sharp correction on the S&P Pan Arab ending the year down 4.4.%. In 2022, Abu Dhabi and Oman Index outperformed rallying 20.3% and 17.6% respectively, followed by the Bahrain index (+5.5%), Dubai/DFM (4.4%) and Kuwait (+3.5%). Saudi Index/Tadawul and Qatar Index underperformed GCC peers falling by 7.1% and 8.1% YoY in 2022. Beyond GCC, Egypt and Turkey were amongst the best-performing index globally rising 22.2% and 196.6% respectively.

Oil

Brent Crude averaged USD 99/b in 2022, up YoY by USD 8.13, or 10%, registering Feb-2022 as a peak at USD 128/b. The global economy continued its recovery path throughout much of 2022, albeit at varying levels among regions, and with a notable slowdown towards the end of the year. The Eurozone saw unexpectedly strong growth in 1H22 before decelerating in 2H22, amid rising inflation that prompted European Central Bank monetary tightening and concerns about a possible energy crunch in the winter heating season. The US economy faced challenges in 1H22, but recovered somewhat in 2H22, supported by ongoing healthy consumption levels. In the non-OECD, China's strict zero-COVID policy has dampened GDP growth in 2022. India witnessed strong economic growth in 1H22 but decelerated slightly in 3Q22 amid high inflation levels. For 2022, world GDP growth is estimated at 2.8%. The 2023 global economic growth forecast remains unchanged at 2.5%. Going forward, several challenges still lie ahead such as persistently high inflation, rising interest rates, high sovereign debt levels, and tight labour markets (amid the call for higher wages) which may necessitate further monetary tightening measures by major central banks. However, a resolution of the geopolitical conflict in Eastern Europe and a relaxation of China's zero-COVID policy could provide some upside potential to economic growth and oil.

BUSINESS SEGMENT OVERVIEW

SHUAA operates under two key business segments – asset management and investment banking.

Our asset management segment houses our public markets, private markets, real estate and debt business lines.

The investment banking segment provides boutique and traditional investment banking services, securities services as well as a sales & trading platform primarily focused on fixed income, currencies and commodities.

PUBLIC MARKETS

SHUAA Capital has a differentiated and unique public markets platform* that invests in publicly listed securities through fund structures, with a focus on Middle East markets.

Goldilocks Investment Company Ltd

Overview

Goldilocks is an open-ended fund launched in 2015 and managed by SHUAA GMC Limited. Goldilocks predominantly invests in GCC investments with a long-term goal to compound capital at a high rate of return whilst minimising the risk of loss of capital by investing in investment opportunities at a discount to intrinsic value.

Since its inception, the fund has managed to significantly outperform regional and global indices, with a 220% net return compared to a 20% total return for the MSCI UAE, 49% total return for the S&P Pan Arab, and 67% total return for the MSCI World indices.

Goldilocks operates with the support of other shareholders to ensure Boards and management of companies work towards executing turnaround strategies and unlocking shareholder value.

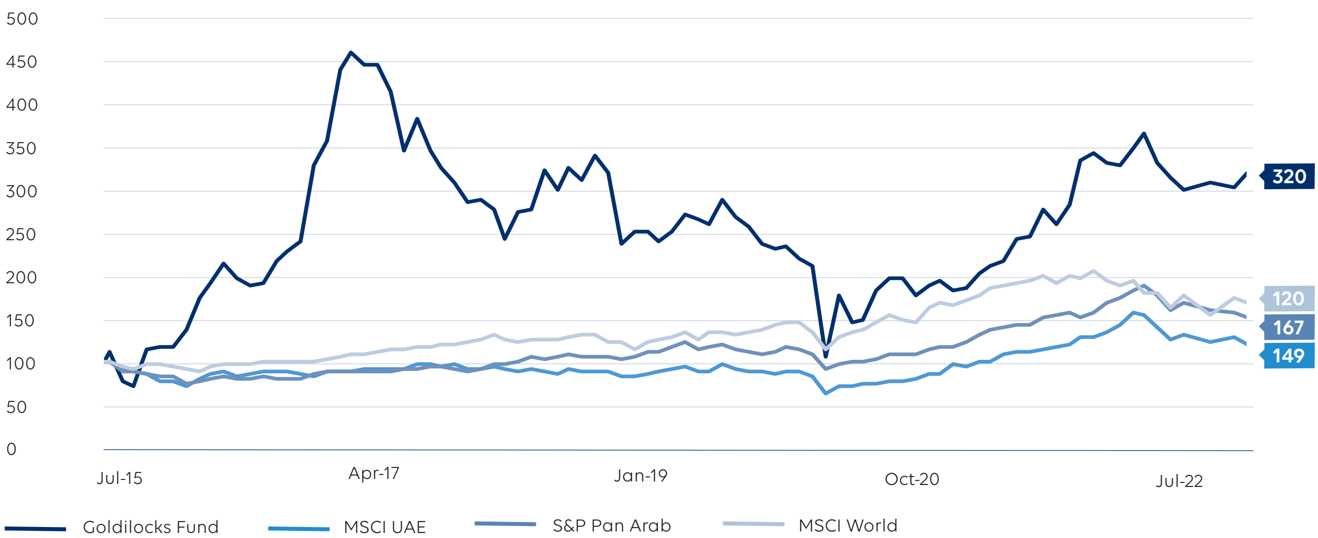
In 2022, Goldilocks Class A shares were acquired by Eshraq Investments PJSC.

SHUAA

GOLDILOCKS

Active Constructivism Fund Approach	**Public Equities** Asset Class	**USD 705 million** Assets Under Management
GCC Geographic Focus	**Open-Ended** Fund Type	**220%** Since Inception

Performance Since Inception[1]



Source: SHUAA GMC, Bloomberg Index – 100: July 21, 2015 to Dec 31, 2022

* Managed by SHUAA GMC Limited, SHUAA's wholly owned FSRA regulated Investment Manager.

The Fund operates with the support of other shareholders to ensure Boards and management of companies work towards executing turnaround strategies and unlocking shareholder value.

Investment Approach

Fundamental Analysis

- Seek out and analyse companies exhibiting significant valuation discrepancies between current market prices and intrinsic value
- Identify catalysts for value recognition such as shift in strategy, missteps by management, non-optimal capital structures and operational inefficiencies

Identifying the Goldilocks "Candidate"

- Candidate companies typically have fragmented shareholding, allowing them to work closely with the Board and management without necessarily requiring majority ownership of the underlying company
- Goldilocks companies usually require substantial turnaround and support from external parties to unlock value

Constructive Activism

- Acquiring a publicly disclosed stake with clearly communicated "change" objectives
- Advising management and Board through engagement on company strategy and turnarounds, including change in strategic direction, restructuring recapitalisation or pushing for a sale
- Engage in proxy contests for Board control and take a more direct role if there is resistance

Create Value for All Shareholders

- Implement turnaround strategies and communicate value creation plan with the market and shareholders
- Allow for controlled exit or sale to strategic investors following the implementation of a turnaround plan

[1] The return since inception formula comprises the performance of the fund investment strategy since its initial date of implementation as a pooled investment which predates the fund inception date and its launch to investors on 4 June 2017. The fund portfolio was migrated to Goldilocks Investment Company Limited on 4 June 2017. Prior to the migration, the portfolio of assets was managed as Goldilocks' strategy in the form of a pooled investment portfolio for the investors under Integrated Capital PJSC. The cumulative returns, since inception, include returns from the launch of the pooled portfolio.

ICC Fund Platform

SHUAA has established the Incorporated Cell Company ("ICC") fund structure in ADGM to launch differentiated fund strategies under the ICC platform.

SHUAA has launched five funds* under the ICC fund structure: Nujoom Balanced Fund ("NBF"), SHUAA Global Sukuk Fund ("SGSF"), SHUAA Global Equity Fund ("SGEF"), SHUAA North America Equity Fund ("SNAEF"), and Nujoom Aggressive Fund ("NAF") (the "Funds").

The Funds will offer Investors the opportunity to diversify their holdings into well-managed balanced funds with allocation across global Sharia-compliant equities and fixed income.

Fundamental bottom-up analysis towards stock picking and selection of sukuk investments with a focus on maintaining a high-quality investment portfolio with a long-term horizon.

ADGM
Fund Domicile

Equities & Sukuk
Asset Class

Sharia-Compliant
Investment

Differentiated Strategies
Fund Approach

Global
Geographic Focus

USD 230 million
Assets Under Management

* These funds are incorporated in ADGM and managed by SHUAA GMC Limited, an entity regulated by the ADGM FSRA with a CAT 2 financial services permission.

ICC Funds invest in high growth, high quality and significantly undervalued businesses.

High Growth	High Quality	Significant Value
20-50%	20-50%	20-50%

Investment Themes

Digital Transformation	• All aspects of business and society will increasingly be conducted online and in the cloud • Large growth potential for technology and software providers as more industries and businesses digitalize their products and services
Economic Growth	• Economic growth should continue to rebound post pandemic as supply chains ease enabling businesses to meet large pent-up demand • Whilst the US may slow, fiscal and monetary stimulus will continue in China and Europe, boosting their relative growth prospects
Electrical Vehicles	• All major auto manufacturers have now committed to electrifying their product range • Opportunities exist across automakers, parts manufacturers, battery suppliers and technology providers
Artificial Intelligence	• AI is being used increasingly across the industry to enable innovation and greater productivity • AI offers huge potential in the fields of genomics and medical care, autonomous vehicles, robotics and many more
Demographics	• Ageing populations create great opportunities in the fields of pharmaceuticals and biotechnology • Advances in genomics are making possible novel treatments for many of the most common serious diseases
Consumer Services	• As economies reopen then consumers are likely to begin spending the savings they have accumulated over the pandemic on services • Leisure, travel and retail are likely to see a strong rebound in demand. Elective medical procedures that were cancelled due to Covid-19 should also resume

Funds	2022	2021
Nujoom Aggressive Fund (SHUAA)	-0.5%	9.2%
Nujoom Balanced Fund (SHUAA)	-9.8%	8.0%
SHUAA Global Sukuk Fund	0.5%*	NA

Index	2022	2021
Blackrock Multi-Asset Conservative	-12.3%	4.5%
MSCI World Islamic Index	-13.7%	19.6%
Dow Jones Sukuk Index	-10.3%	-2.0%

*Inception 15 September 2022

PRIVATE MARKETS

Introduction

SHUAA's private market investment focus is primarily on growth capital and unlocking value by identifying companies seeking to enhance their performance either organically or through bolt-on acquisitions where synergies exist across the platform.

SHUAA is an active private equity investor in the Middle East with expertise in various industries including financial services, real estate, hospitality and energy, as well as a successful track record of partnering with management, enabling successful turnarounds and growing the companies.

SHUAA provides patient capital and operating support to management, with a focus on growing core businesses and making transformative acquisitions to support long-term strategies.

Below is a select list of investments under our private markets segment.

Growth/Value Investment Approach	Special Situations Investment Focus	Patient Capital	Multi-Sector Expertise

Skycell

Founded in Switzerland in 2012, SkyCell designs and manufactures best-in-class containers for temperature-controlled transport of pharmaceuticals.

Critical innovations in container design, insulation, and cooling have propelled the company into one of the leading players in the global pharma cold chain.

Skycell is playing a key role in Covid-19 vaccine logistics. SHUAA's managed funds invested in Skycell's Series C funding round in 2021.

Stanford Marine Group

Stanford Marine Group (SMG) is a Dubai-based company catering to the offshore oil & gas sector in the GCC, Africa, and SEA region for over 20 years; the company primarily focuses on chartering, building, and repairing Offshore Support Vessels.

In 2020, SHUAA successfully restructured SMG's balance sheet through a debt buyout deal.

Grandweld

Grandweld is a fully integrated shipyard providing shipbuilding, ship repair, and engineering solutions to serve the offshore and marine industry around the world.

Established in 1984, Grandweld has developed as one of the region's most established and versatile shipyards, providing both quality and value.

Allianz Marine and Logistics Services Holding Limited

Allianz Marine and Logistics Services Holding Limited (AMLS) was acquired through SHUAA GMC Limited's managed funds during the first quarter of 2022. AMLS is a UAE-based full-fledged offshore logistics platform that carries a pre-approved vetting status from top-notch NOCs, IOCs, and E&P Contractors in the Arabian Gulf, MENA, East Africa, and the Far East.

The acquisition is highly complementary to SMG. The combination of both entities would create the largest Offshore Support Vessel fleet in the Middle East (and top 4 globally) by number of owned and operated vessels.

We closed the year with the successful integration of AMLS and SMG.

NCM Investment

NCM Investment is primarily a trading and CFD platform with operations across Kuwait, Turkey, Jordan and the UAE.

It is a subsidiary of Amwal Investment (previously listed on Boursa Kuwait), of which SHUAA is a majority shareholder.

NCM
INVESTMENT

Best practice and differentiated strategies throughout investment and divestment cycle

Robust Investment Process

Deal Flow

↓

Deal Access
Through Proprietary Network

↓

Deal Review
Investment & Risk Assessment

↓

Deal Execution
Underwriting & Balance Sheet

Management & Value Creation

Exit

Multiple Exit Routes

- IPO
- Sale to Financial Buyer
- Sale to Strategic Buyer
- Dividend Recapitalization

Investment Strategy

Geography	• MENA • GCC
Sectors	• Technology • Shipping • Insurance • Infrastructure • Financial Services • Real Estate
Investment Types	• Controlling stakes or minority with substantial influence • Special situations

Portfolio Company Management

- Investment & Post-Acquisition Team
- Independent Directors
- Board of Directors
- Specialist & Partner Firms

Value Creation

- Organic Growth
- Add-on Acquisitions
- Balance Sheet & Cost Optimization
- Cash Generation

Exit Process

Effective Process	• Competitive sale processes • Extensive preparation to maximise value and proceeds
Opportune Timing	• Decision-making based on projected residual values • Consideration of risk factors • Not bound by arbitrary fund timelines
Alignment of Interests	• All parties are incentivised to maximise exit value

REAL ESTATE

Introduction

SHUAA offers a vertically and horizontally integrated, specialised real estate platform across the value chain in many geographies, embracing all strategies along the risk-return spectrum. Following our merger with ADFG, SHUAA has grown to become one of the region's leading real estate investors and managers, with expertise in deal origination, structuring, capital raising, debt restructuring, asset management and divesting.

SHUAA's real estate team continuously screens opportunities across all real estate classes. Our portfolio includes high-end residential, office, retail, warehousing and hospitality assets across the MENA region and the United Kingdom, with key platforms including Terra Real Estate Investments LLC ("Terra") in the Middle East and Northacre in the United Kingdom. Our team currently comprises ~30 professionals across three regions offering three service lines – Real Estate Development, Real Estate Asset Management and Real Estate Fund Management.

Differentiated, horizontally and vertically integrated real estate platform with a distinctive product suite across the Real Estate value chain.

Horizontally Integrated

Vertically Integrated

- Origination
- Structuring
- Capital Raising
- Development
- Property Management
- Restructuring
- Exit

Asset Management			Investment Banking
Real Estate Development	Real Estate Asset Management	Real Estate Fund Management	Real Estate Debt and Advisory

Experienced Investment Team

Dedicated and experienced team across numerous platforms in the GCC and UK regions

Alignment of Interests

SHUAA Capital invests alongside clients ensuring alignment of interest for all parties

Holistic Platform

Integrated platform that covers the whole investment-divestment cycle including asset management, restructuring, financing and exit

Economies of Scale

Given the scale of our real estate investments and relationships with our operating partners we are able to negotiate favourable terms

Robust Processes

Multiple stages and committees conduct extensive evaluations of each investment including suitability for investors

Appropriate Investment Structures

These structures serve to minimize cost and maximize investor returns

~USD4.5bn
Total Real Estate AUM

7m sq. ft.
Real Estate Under Management and Development

USD600m
Real Estate Funds AUM

USD1bn+
Income-Producing Real Estate AUM

Best practice and differentiated strategies throughout investment-exit cycle

Robust Investment Process

Property / Development Deal Flow

↓

Deal Access
Through Proprietary Network

↓

Deal Review
Investment & Risk Assessment

↓

Deal Execution
Underwriting & Balance Sheet

Management & Value Creation

Exit

Investment Strategy

Geography	• MENA • GCC
Strategies	• Development • Income Generating
Asset Classes	• Residential • Commercial (Office) • Mixed-Use • Hospitality

Property & Development Management

- Asset Management Team
- Development Team
- Operating Partners
- Property Managers

Value Creation

- Manage Occupancy
- Greenfield Projects
- Increase Income
- Manage Expenses
- Drive Rental Rates
- Landmark Projects

Multiple Exit Routes

- Sale of Houses/Apts within Development
- Sale of Property Portfolio
- Sale to Operators
- Sale of Single Property

Exit Process

Effective Process	• Competitive sale processes • Extensive preparation to maximize value and proceeds • Network of brokers and buyers
Opportune Timing	• Decision-making based on projected residual values of development projects • Consideration of risk factors • Opportunistic divestment to take advantage of property markets
Alignment of Interests	• All parties are incentivized to maximize exit value

Real Estate Development

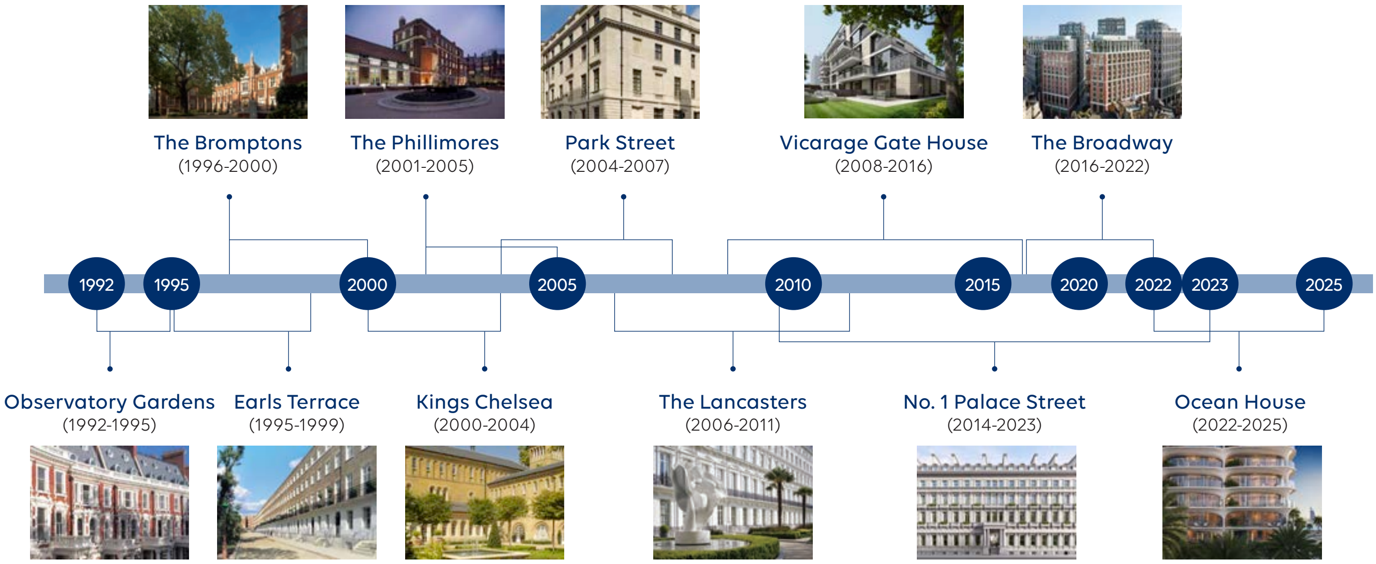
Northacre

Northacre is a wholly owned subsidiary of SHUAA, with a 32-year history and unrivalled track record.

Northacre is widely considered London's leading developer of prime residential real estate. Northacre has created more than 1,000 luxurious homes in some of London's finest residential addresses. From restoring the façade of 15 listed houses in Hyde Park to working with award-winning architects on new-build apartments in conservation areas, Northacre has always focused on significant and complex projects in prime locations. Its highly experienced team is skilled in finance, planning, architecture, construction, interior design, branding and marketing and is currently developing projects with a gross development value of over USD 1 billion.

11 Prime Central London and UAE Developmentss	**32-Year** Track Record	**USD 3bn +** Gross Development Value Completed	**USD 1bn +** Gross Development Value Current Projects	**1,000 +** Apartments & Houses Created

31 Years of Unrivalled Developments



Real Estate Asset Management

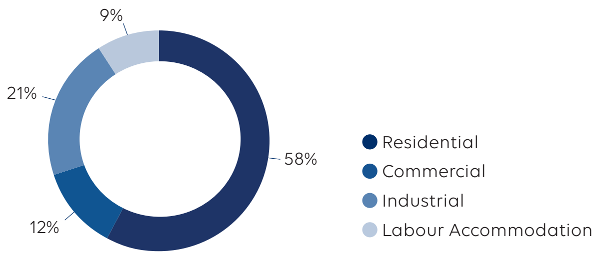
SHUAA manages risk and enhances value through strong operational capabilities and processes. By understanding the needs and financial requirements of investors, our real estate team optimises value for stakeholders through the entire life cycle of a real estate investment.

Terra Real Estate, Middle East

Launched in 2016, Terra Real Estate Investments LLC ("Terra") is a UAE-based real estate investment company that invests in income-producing office, retail, industrial, residential and mixed-use assets in the Middle East. Terra currently has 16 income-producing assets with a net leasable area of circa 435,084 square metres (4.7 million square feet).

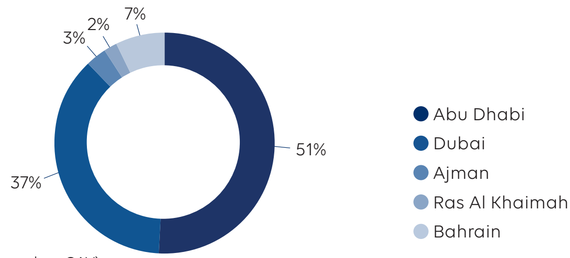
In 2019, Terra acquired a majority stake in Harbour Row Residences, a prime residential development located in the heart of the prestigious Bahrain Financial Harbour. Terra continues to seek similar high-quality assets, both regionally and internationally, to further enhance the portfolio.

Property Type Diversification



(based on GAV)

Geographical Diversification



(based on GAV)

~USD 691m	**~4.7m sq. ft.**	**~91%**	**6.5%**
Total Assets Under Management	Net Leasable Area Under Management	Portfolio Occupancy	Gross Rental Yield

DEBT

Introduction

2022 marked another successful exit in Pure Harvest and continued delivery of existing strategy across its main verticals:

Real estate and asset backed financing

- Deep industry expertise underpins our real estate financing business which provides capital solutions for performing and distressed real estate companies, for both under construction and completed projects
- We invest across the capital structure (Senior and Mezzanine) and provide flexible solutions which address the borrower's requirements
- Other asset backed financing includes providing companies with term loans that use accounts receivable, inventory, machinery and equipment as collateral

Venture Debt

- We provide non-dilutive capital, tailor-made for founders looking to drive growth
- This allows founders to scale up and maintain 100% ownership and control
- Our average tickets are between USD 10 million - USD 25 million for ventures in the GCC

Alternative Strategies

- We partner with financial institutions in the GCC to acquire or assist with non-performing loan portfolios, focusing on extracting value through our recovery and debt servicing team
- The portfolios consist of a diverse spectrum of loans, including SME and other corporate loans, real estate and other asset financing
- Our strategy also supports distressed companies in solving existing capital structure difficulties by offering capital solutions

2022 MENA Venture Debt Investment Report

The role of venture debt has been growing in the MENA region over the past five years, with 2021 reporting a record-high funding total of USD 266 million. Venture debt deals almost doubled between 2021 and 2022, despite total investment in 2022 falling USD 6 million short of the funding in 2021. Venture debt aggregated USD 260 million across 18 deals in 2022.

At SHUAA we are committed to being at the forefront of the latest market trends and engineering cutting-edge investment solutions for our clients and stakeholders. As part of our leading Private Debt practice in the region, we have collaborated with MAGNiTT to present some insights on regional venture debt.

https://bit.ly/shuaa-2022-vdir

INVESTMENT BANKING

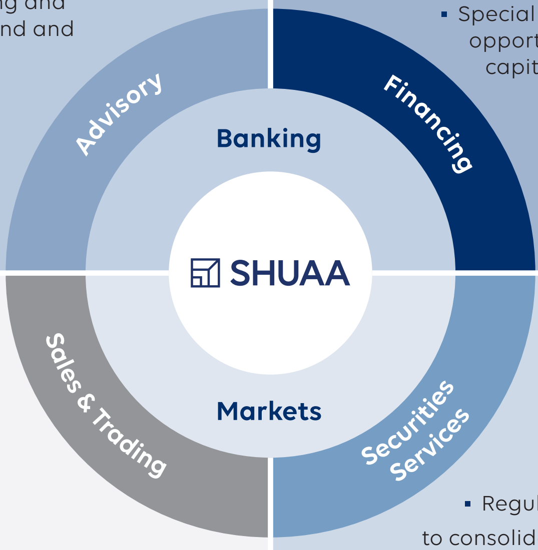
Introduction

SHUAA's investment banking group ("IBG") serves institutional clients across the MENA region. Our core advisory practice helps companies raise capital to strengthen and grow their businesses; provides advice on mergers, acquisitions, and disposals; and underwrites equity and debt capital market transactions. This is complemented by our sales and trading platform, where SHUAA specialises in making markets in fixed income and a range of credit products as well as offering global equities execution capabilities and securities services.

Over the last 5 years our team has delivered in excess of USD 3 billion in transactions across a full spectrum of capital raising and advisory deals

- Full range of advisory services to financial sponsors, corporate institutions and family offices
- Mergers & Acquisitions
- Disposals, spin-offs, restructurings
- Equity Capital Markets (IPOs, listings, private to public transactions, etc.)
- Debt Capital Markets (underwriting and syndicating public and private bond and sukuk transactions)

- Originate investments across the capital structure, from senior bank debt, subordinated debt, opportunistic credit and equity co-investments
- Source and provide financing for leveraged buyouts, recapitalisations and acquisitions, for sponsors and corporates, across a broad range of industries
- Special situations and event-driven opportunities requiring transitionary capital to a range of corporates



- Equities and fixed income trading
- Primary market monitoring and investments in new issuances
- Commentary and analysis of issuances and access for clients
- Facilitation and trading desk focused on regional corporate and high yield
- Access to leverage

- Regulated platform allowing clients to consolidate all their regional and international investments and trading under one account to trade seamlessly across multiple markets and asset classes
- Management of all settlement, custody services, and FX issues through licensed counterparties
- Full range of custody services, including receipt, delivery and safekeeping of securities; notification and processing of capital changes; redemptions, conversions and processing of interest income

Investment Banking has been at the core of SHUAA's activities over the last 42 years in the region, with the firm being at the forefront of investment trends. Starting with the launch of public equities in the early 2000s, SHUAA led a majority of IPOs in the region, allowing it to gain a deep understanding of local and regional markets and investor appetites.

Investment Banking

Advisory

Stanford Marine Group	Undisclosed	Anghami	Dubai Parks and Resorts PJSC	PAL Cooling Holding LLC
on its acquisition of Allianz Middle East Shipping	on its PIPE Investment for the merger between alvotech and OAKTREE	on its merger with VISTAS MEDIA ACQUISITION COMPANY	Debt buyout offer from MERAAS	on its merger with International Holdings Company
USD 160,000,000	**USD 175,000,000**	**USD 257,689,670**	**USD 1,170,000,000**	**USD 700,000,000**
Buyside Advisor	Advisor PIPE Financing	Financial Advisor	Financial Advisor	Sole Financial Advisor
March 2022	December 2021	February 2022	January 2021	February 2019

Financing

Pure Harvest	SHUAA Capital psc	GFH Financial Group	The First Group	Jabal Omar Development Company
Sukuk offering of senior secured notes	Bond offering of senior unsecured notes	Sukuk offering of senior unsecured notes	Sukuk offering of senior secured notes	Sukuk offering unsecured notes
USD 50,000,000	**USD 150,000,000**	**USD 300,000,000**	**USD 135,000,000**	**USD 135,000,000**
Lead Arranger	Joint Lead Manager	Joint Lead Manager	Lead Manager	Lead Arranger
March 2021	October 2020	January 2020	August 2019	November 2018

SHUAA's investment banking segment remains highly active in delivering transactions across DCM and ECM including the USD 100 million listing of SHUAA Special Purpose Acquisition Company "SHUAA Partners Acquisition Corp I" on the Nasdaq Global Market.

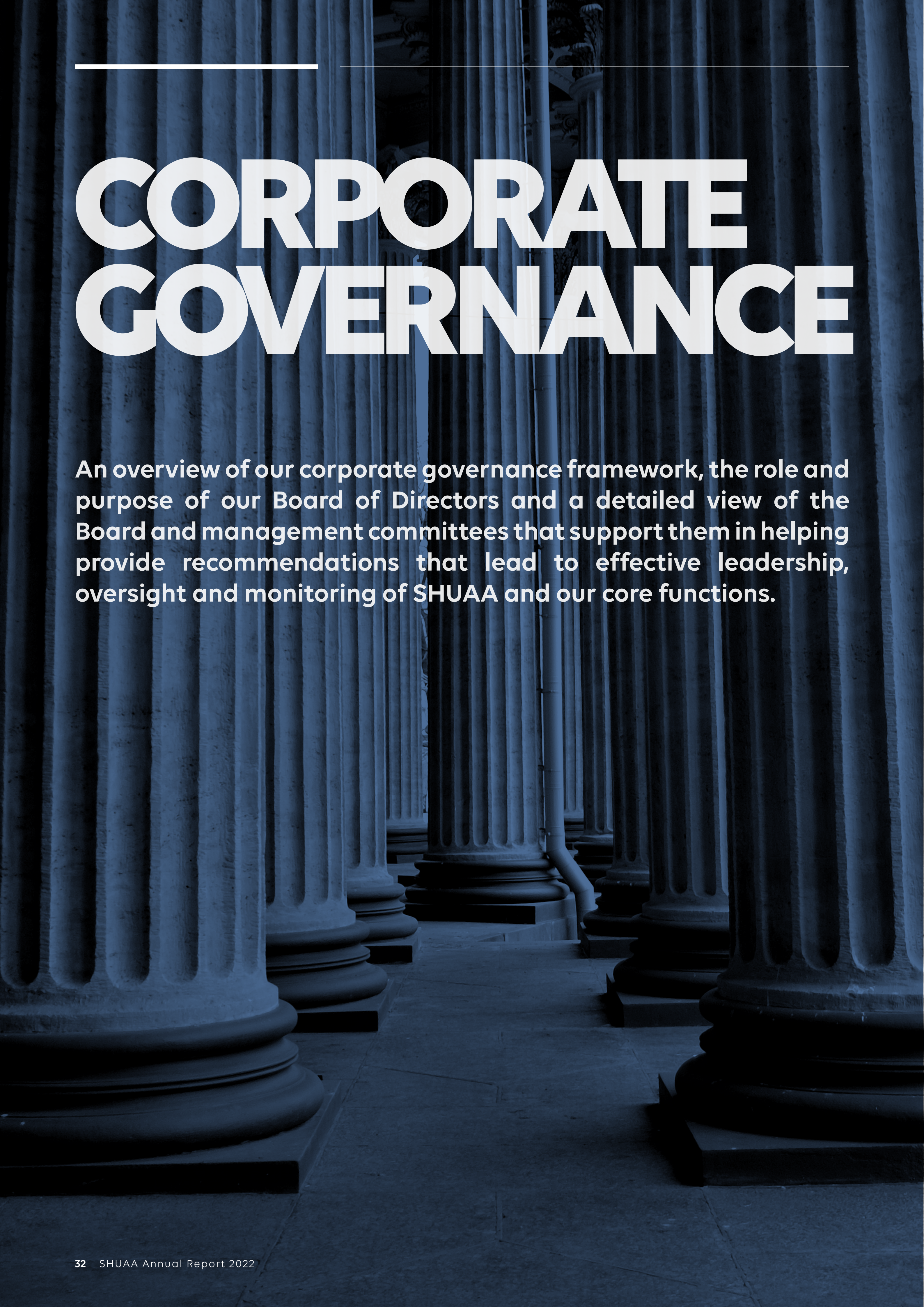
Corporate restructuring solutions, as well as providing free advisory services and financial packages to small and medium enterprises (SMEs).

The year ahead will see SHUAA continuing to focus on similar activities. We recently advised SMG on its USD 160 million leveraged acquisition of Allianz Middle East Shipping creating the largest Offshore Support Vessel fleet ("OSV") in the Middle East (and top 4 globally).

SHUAA also acted as lead arranger for Pure Harvest's USD 50 million Sukuk in March 2021.

Given 2022's continued economic challenges and changing market dynamics, our ambition is to be the leading provider of structuring and financing solutions to our clients.

Note: The above showcases our most recent mandates and transactions



CORPORATE GOVERNANCE

An overview of our corporate governance framework, the role and purpose of our Board of Directors and a detailed view of the Board and management committees that support them in helping provide recommendations that lead to effective leadership, oversight and monitoring of SHUAA and our core functions.

CORPORATE GOVERNANCE

1. Corporate Governance Practices

Introduction

Good corporate governance is a value that SHUAA Capital psc ("SHUAA" or the "Company") strongly believes in and has embraced over the past years to provide a solid foundation for achieving SHUAA's vision and raising corporate performance.

Good governance is important to promote and strengthen the trust of the Company's shareholders, stakeholders and the public. In that respect, the Company's Board of Directors (the "Board") is committed to implementing the best corporate governance practices within SHUAA and its subsidiaries (the "Group") in order to enhance shareholder value and instill trust in its activities as a financial investment company, contributing in this way to the successful development of the financial system of the United Arab Emirates and the wider Middle East.

SHUAA operates across a multitude of jurisdictions and is regulated by several different regulators. The Board is committed to complying with the corporate governance guidelines and requirements issued by the regulators that govern the Company's activities as a publicly listed investment company, and to implement a higher standard as appropriate while conducting its business.

Corporate Governance Framework

SHUAA's Corporate Governance Framework (the "Framework") plays an important role in helping the Board gain a better understanding of function oversight and management roles. The Framework sets out, in the Board's terms of reference, the detailed duties of the Board as well as the requirements in relation to Board appointments, composition, meetings, voting procedures and internal control systems. SHUAA's Framework is designed to ensure that the following standards are met:

- **Accountability:** SHUAA's executive management sets strategic targets and is accountable to the Board. In return, the Board is accountable to shareholders and other stakeholders. SHUAA has established a set of internal policies and procedures which form the basis of a holistic accountability framework. In addition to the Framework, these include, but are not limited to compliance, risk, human resources and finance policies and procedures. Both the Board and all employees are required to comply with such policies and procedures as applicable to their specific roles and functions. The Corporate Secretary periodically undertakes a review of the Framework and amends it as required to meet the changing regulatory needs and expectations of the Group and its stakeholders. Such policies and procedures are shared within the Group as guidance and best practices in order to be adapted to each of the subsidiaries' requirements.
- **Responsibility:** This encompasses clear segregation and delegation of authority.
- **Transparency and Disclosure:** Shareholders and other stakeholders can have access to financial records and other relevant information to assess the Company's financial performance and position.
- **Fair Treatment:** All shareholders and other stakeholders are treated in an independent, objective, equal and unbiased manner while applying the highest standards in the industry.

2. Trading in Securities by Board Members and Their First-Degree Relatives

Members of the Board of Directors comply with the provisions of Article 17 of the Cabinet Resolution No. 12 of 2000 concerning securities and commodities' listing regulations. Additionally, article 36 of the Securities and Commodities Authority ("SCA") Board of Directors Resolution No. 3 of 2000 is being followed, concerning the regulations of disclosure and transparency. Article 14 of SCA's Board of Directors Resolution No. 2 of 2001, concerning the regulation of trading, clearing, settlement, transfer of ownership and custody of securities, as well as trading surveillance procedures issued by the Dubai Financial Market ("DFM"), is also being respected, with the Company obtaining the required approvals from relevant regulatory authorities and abiding by the dealings guidance and close-out periods as stipulated in such article. Furthermore, all the members of the Board commit to the annual disclosure of the trading of any SHUAA shares for themselves, their spouses and their children.

The below table shows the shares owned by current members of the Board of Directors, their spouses and children, and any trading on SHUAA shares during 2022:

Name	Position/Kinship	Shares Held as of 31/12/2022	Total Selling	Total Buying
Fadhel Al Ali	Chairman	nil	-	-
Badr Al-Olama	Vice Chairman	nil	-	-
Maha AlQattan	Board Member	700,000	-	-

André Sayegh*	Board Member	nil	-	-
Jassim Alseddiqi	Board Member and Managing Director (appointed on 15 June 2022)	760,486,825	415,000	440,000
Murshed Alredaini**	Board Member	nil	-	-

*appointed in February 2023
**resigned in January 2023

Code of Conduct and Personal Account Dealing Policy

SHUAA has developed a code of conduct and a personal account dealing policy, the terms of which are applicable to all employees, officers and directors of the Company. The policy considers the relevant United Arab Emirates laws and regulations governing insider trading, clients' interests and other potential conflicts. The policy is enforced by the Company's compliance department, and all relevant records are maintained for a minimum period of ten years.

3. Board Of Directors

Role and Purpose of the Board

The Board is responsible for ensuring leadership through effective oversight and monitoring while setting strategic directions to deliver sustainable stakeholder value over the longer term. The Board also oversees the implementation of appropriate risk assessment systems and processes to identify, manage and mitigate the Company's principal risks. These are designed to facilitate effective and efficient operations in order to ensure the quality of internal and external reporting, while complying with applicable laws and regulations. The Board and management committees are also responsible for monitoring relevant Company functions and risks such as finance, internal and external audit, internal control, listed company management, corporate governance and effective succession planning.

The Company's executive management team and other management committees are responsible for implementing strategic objectives while realizing competitive business performance in line with established risk management frameworks, compliance policies, internal control systems and reporting requirements. The directors and senior management are also committed to maintaining a robust control framework being the foundation to deliver effective risk management. The Board is supported by Board committees that make recommendations on matters delegated to them, particularly in relation to appointments, internal control, financial reporting, governance and remuneration. Each of the Board committees' structures facilitates open discussion and debate, with steps taken to ensure adequate time for committee members to consider proposals put forward.

The Board also recognises the importance of its role in setting the tone of the Company's culture while embedding it throughout the Group. The Board is committed to instill and uphold the culture, values and norms that are expected to be respected and implemented by all internal stakeholders. The Board is proud to conduct the Company's business in an open and transparent manner. The Company's well-established culture ensures that its Framework remains flexible and adaptable while allowing for an agile process under effective oversight.

The Company has a comprehensive and continuous agenda-setting and escalation process in place in order to ensure that the Board has the right information at the right time and in the right format so that when prompted, it can make the right decisions. The Chairman of the Board leads the process, assisted by the Chief Executive Officer and Board Secretary. Such a process ensures that enough time is being set aside for strategic decisions to be made and business-critical items to be discussed.

Board of Director Composition

The tables below lay out the Board members, nature of membership, Board committee memberships and attendance record during the year:

Name of Director	Position	Nature of Membership	Period for occupying a seat on the board
Current Board Members			
Fadhel Al Ali	Chairman	Non-Executive, Independent	Appointed 10.06.2019 as Director Elected 11.07.2019 as Chairman Re-elected 29.04.2021 as Chairman
Badr Al-Olama	Vice Chairman	Non-Executive, Independent	Elected on 22.04.2021 as Director Appointed on 15.06.2022 as Vice Chairman
Maha AlQattan	Director	Non-Executive, Independent	Elected on 22.04.2021
Jassim Alseddiqi	Board Member and Managing Director	Executive, Non-Independent	Appointed on 15.06.2022
André Sayegh	Director	Non-Executive, Independent	Appointed on 02.02.2023

Resigned Directors			
Murshed Alredaini	Director	Non-Executive, Independent	09.11.2020 to 17.01.2023
Lamis Al Hashimy	Director	Non-Executive, Independent	22.04.2021 to 28.07.2022
Christopher Ward	Director	Non-Executive, Independent	27.04.2020 to 28.07.2022
Ahmed Bin Braik	Vice Chairman	Non-Executive, Independent	19.12.2016 to 15.06.2022

Note: The Board composition was reduced from 7 to 5 at the Company's General Meeting on 28 July 2022.

The Board of Directors' experience, qualifications and membership in other shareholding companies is highlighted in the below sections.

Membership of Board Directors in other shareholding companies and supervisory, governmental or significant commercial positions

Name of Director	Company name	Position
Fadhel Alali	Dubai Financial Services Authority	Chairman
	WIO Bank	Vice Chairman
Badr Al-Olama	Emirates Post Group	Chairman
	YAS Holding	Board Member
	Al Yah Satellite Communications Company	Board Member
	The Sanad Group	Chairman
Maha AlQattan	Abu Dhabi Islamic Bank	Board Member
André Sayegh	Multiply Group	Chairman
Jassim Alseddiqi	Eshraq Investment PJSC	Chairman
	Islamic Arab Insurance Co. (SALAMA) PJSC	Chairman
	Dana Gas PJSC	Board Member

Female representation in the Board of Directors for the year 2022

The female representation at the Board was 28.5% for the first half of 2022 and 20% as of 31 December 2022.

Ms. Maha AlQattan was elected by the shareholders at the Company's Assembly General Meeting on 22 April 2021 as a Non-Executive Board Member for the period ending 21 April 2024.

Board Remuneration

Remuneration of the Board of Directors of SHUAA represents a percentage of the net profits not to exceed 10% of the annual net profits of the Company after the deduction of all depreciations and reserves and capped at AED 200,000 per year if the Company has not achieved profits as per UAE Companies Law.

Remuneration paid to the Board members, in aggregate, in 2022 and recommended to be paid in 2023, are as follows:

Remuneration	AED
Remuneration for 2021 (paid in 2022)	AED 4,430,000
Remuneration proposed for 2022 (to be paid in 2023 after the shareholders' approval at the AGM)	AED 1,230,000

Other amounts paid to the Board members in 2022 are as follows:

Name of Director	Position	Aggregate Salaries and allowances paid for 2022 (AED in million)	Aggregate Bonuses paid for 2022** (AED in million)	Any other Bonuses (cash/ in kind) due in future
Jassim Alseddiqi	Managing Director of the Board	2.7	0	N.A.

Allowances for attending the meetings of Board committees during 2022 are as follows:

Name of member	Allowances for attending the BOD Committees		
	Name of Committee	Number of Meetings Attended	Allowance Amount
Badr Al-Olama	Risk	3/3	Nil
	Investment	7/7	Nil
	Audit, Risk & Compliance	1/2	Nil
	Nomination & Remuneration	1/2	Nil
Maha AlQattan	Investment	1/2	Nil
	Audit & Compliance	3/3	Nil
	Audit, Risk & Compliance	2/2	Nil
	Nomination & Remuneration	2/2	Nil
Jassim Alseddiqi	Investment	2/2	Nil
Resigned Directors			
Ahmed Bin Braik	Audit & Compliance	3/3	Nil
	Nomination & Remuneration	0/1	Nil
Christopher Ward	Risk	5/5	Nil
	Investment	3/4	Nil
	Audit & Compliance	3/3	Nil
Lamis Al Hashimy	Risk	2/5	Nil
	Investment	6/7	Nil
	Audit & Compliance	2/2	Nil
Murshed Alredaini	Risk	5/5	Nil
	Investment	8/9	Nil
	Audit, Risk & Compliance	2/2	Nil
	Nomination & Remuneration	1/1	Nil

Meetings of the Board of Directors during 2022:

	Date of the Meeting	Number of Attendees	Number of Attendances by Proxy	Names of Absent Members
1	14 February 2022	7/7	0	-
2	28 March 2022	7/7	0	-
3	11 May 2022	7/7	0	-
4	10 August 2022	5/5	0	-
5	10 November 2022	5/5	0	-

Number of Board resolutions taken by circulation during 2022:

	Dates	Number of Resolutions by Circulation
1	27 January 2022	1
2	20 April 2022	1
3	28 April 2022	7
4	15 June 2022	2
5	28 June 2022	5
6	2 August 2022	1
7	27 September 2022	1
8	20 December 2022	4

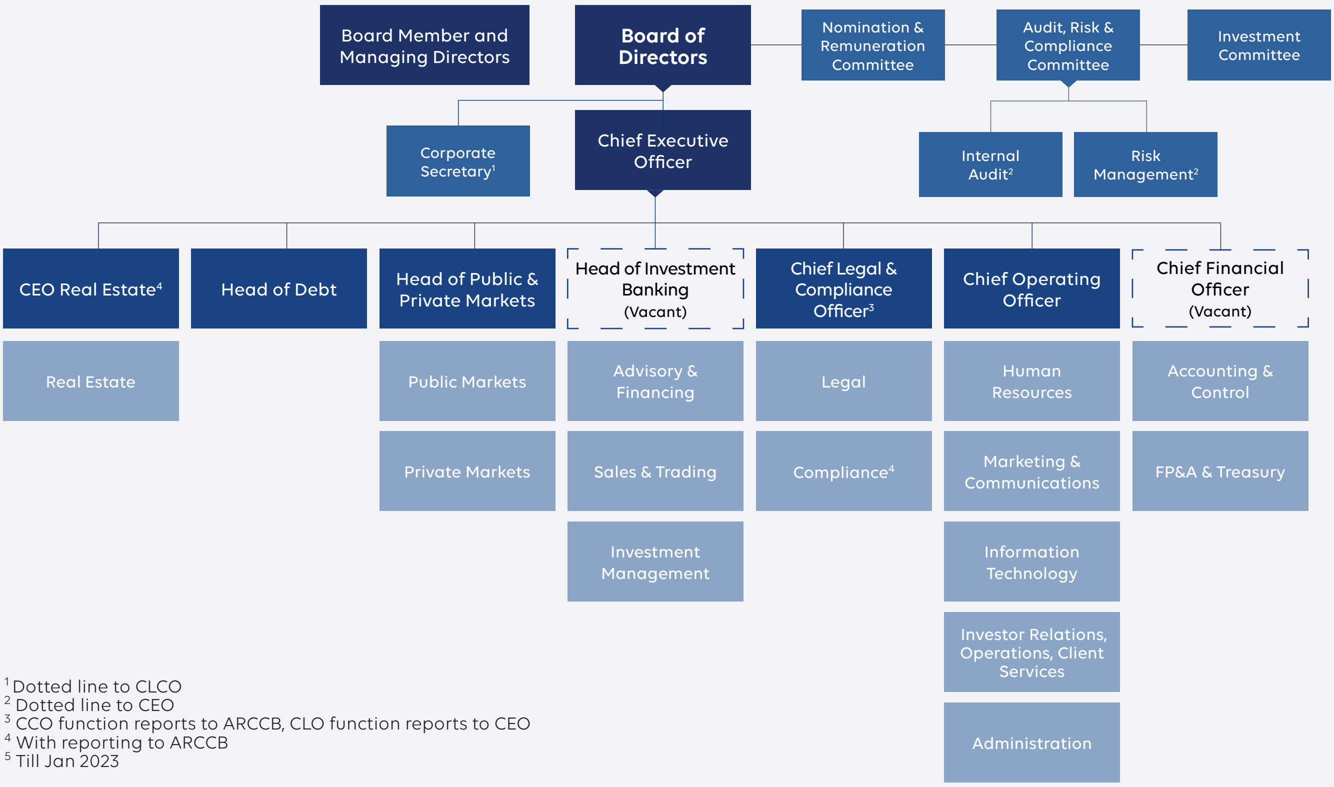
Duties and functions assigned by the Board of Directors to Executive Management

The responsibilities of the Board and executive management differ from each other. The Board sets the framework for executive management, who in turn is responsible for SHUAA's day-to-day operations. The Board sets SHUAA's vision and strategic goals and objectives, provides oversight of its management and holds management accountable for its implementation.

The senior executive management acts within the delegation of authorities and limits set by the Board.

	Delegated Person	Authority Delegated	Tenure of Delegation
1	**Jassim Alseddiqi**	Delegation of authority to run the day-to-day business of the Company and Subsidiaries and to represent them before necessary regulators, authorities and other entities.	From 21.04.2020 to 15.06.2022
2	**Fawad Tariq Khan**	Delegation of authority to run the day-to-day business of the Company and Subsidiaries and to represent them before necessary regulators, authorities and other entities.	From 15.06.2022 The POA is renewed every three years subject to Board review.

Organization Structure



[1] Dotted line to CLCO
[2] Dotted line to CEO
[3] CCO function reports to ARCCB, CLO function reports to CEO
[4] With reporting to ARCCB
[5] Till Jan 2023

Executive Management Salaries and Payouts

	Position	From	To	Joining date*	Aggregate Salaries and allowances paid for 2022 (AED in Million)	Aggregate Bonuses paid for 2022 (AED in Million)	Any other Bonuses (cash/in kind) due in future
1	Board Member and Managing Director**	15-Jun-22	31-Dec-22	9-Jan-11	2.7	0	N.A.
2	Chief Executive Officer (Head of IB ad interim)***	15-Jun-22	31-Dec-22	16-Mar-14	1.4	0	N.A.
3	Chief Operating Officer	1-Jan-22	31-Dec-22	12-Apr-15	1.8	0	N.A.
4	Chief Legal & Compliance Officer	1-Jan-22	31-Dec-22	13-Jul-14	1.6	0	N.A.
5	Chief Financial Officer (Vacant)	1-Jan-22	24-Aug-22	3-Jan-18	1.3	0	N.A.
6	CEO Real Estate	1-Jan-22	31-Dec-22	14-Feb-21	2.0	0	N.A.
7	Head of Public & Private Markets	1-Jan-22	31-Dec-22	6-Aug-14	1.3	0	N.A.
8	Head of Debt	1-Jan-22	31-Dec-22	1-Sep-14	0.9	0	N.A.

Note:
* Date of joining ADFG (pre-Aug 2019 merger) or SHUAA, as applicable
** Served as Chief Executive Officer until 15 June 2022
*** Served as Head of Investment Banking until 15 June 2022

Related Party Transactions

As per the SCA's definition of "Related Parties Transactions" set out in SCA's Chairman of Authority's Board of Directors' Decision no. (3 of 2020) concerning Approval of Joint Stock Companies Governance Guide, Related Parties are defined as the Chairman and members of the Board of Directors of the Company, members of the senior executive management of the Company, employees of the Company, and the companies in which any of such persons holds 30% or more of its capital, as well as subsidiaries, sister companies or affiliate companies. Based on that, SHUAA was not party to any Related Party Transactions during 2022.

4. Auditors

External Auditor

2. PricewaterhouseCoopers (PWC)

With offices in 157 countries and more than 276,000 employees, PWC is among the leading professional services networks in the world. They help organizations and individuals create the value they're looking for, by delivering quality in assurance, tax and advisory services.

Name of Audit Firm	PricewaterhouseCoopers
Number of years served as an external audit firm for the Company	3 years 8 months (since July 2019)
Name of the Audit Partner	Douglas O'Mahony
Number of years served as Audit Partner for the Company	11 months (since April 2022)
Total fees for auditing the financial statements of 2022	AED 1,578,114
The fees and costs of the special services other than the auditing of the financial statements in 2022	AED 415,865
The details and nature of other services provided by the Company's Audit Firm	Due Diligence Services and Tax advisory services
Other services performed by audit firms other than the Company's auditors in 2022	Deloitte & Touche (ME) – Accounting Advisory and Support Services Ernst & Young Middle East – Accounting Advisory and Support Services Mazars – Accounting Support Services

PWC reviewed interim consolidated financial information for the quarters ended 31 March 2022, 30 June 2022, 30 September 2022 and audited annual consolidated financial statements for the financial year ended 31 December 2022 and did not make any Qualified Opinion.

The scope of the audit for the 2022 financial year, as outlined in their engagement plan was:

- To conduct an audit of the annual consolidated financial statements of SHUAA for the year ending 31 December 2022 in accordance with International Standards on auditing issued by International Federation of Accountants.
- To undertake a quarterly review of interim condensed consolidated financial information in accordance with the International Standard on review engagements issued by the International Federation of Accountants.

5. AUDIT, RISK & COMPLIANCE COMMITTEE OF THE BOARD

The main duties of the Audit, Risk & Compliance Committee of the Board (ARCCB) are to monitor the Company's financial statements, to define, review, monitor and recommend changes to the Company's financial, compliance and risk control systems in line with the corporate strategy, manage conflicts, and to maintain the relationship and be the direct point of contact with the Company's external auditors.

Mr. André Sayegh is the Chairman of the Audit, Risk & Compliance Committee, and he acknowledges his responsibility for the committee's affairs, review of its mechanism and ensuring its effectiveness.

Note: The Audit and Compliance Committee of the Board (ACCB) and Risk Committee of the Board (RCB) merged on 2 August 2022 to form the ARCCB.

ARCCB structure and composition

Name of Member	Designation	Nature of Membership	Appointment/ Resignation Date	Meeting Attendance
André Sayegh	Chairman	Non-Executive, Independent	Appointed on 02.02.2023	n/a
Maha AlQattan	Member	Non-Executive, Independent	Appointed on 02.08.2022	2/2

Badr Al-Olama	Member	Non-Executive, Independent	Appointed on 02.08.2022	1/2
Resigned Members				
Murshed Alredaini	Chairman	Non-Executive,	02.08.2022 to 17.01.2023	2/2

ACCB structure and composition (no longer active)

Name of Member	Designation	Nature of Membership	Appointment / Resignation Date	Meeting Attendance
Ahmed Bin Braik	Chairman	Non-Executive, Independent	02.01.2017 to 15.06.2022	3/3
Christopher Ward	Member	Non-Executive, Independent	27.04.2020 to 28.07.2022	3/3
Lamis Al Hashimy	Member	Non-Executive, Independent	22.04.2021 to 20.04.2022	2/2
Maha AlQattan	Member	Non-Executive, Independent	22.04.2021 to 02.08.2022	3/3

ARCCB/ACCB Meetings

The meetings held during 2022 are as follows:

- 14 February (ACCB)
- 28 March (ACCB)
- 11 May (ACCB)
- 10 August (ARCCB)
- 10 November (ARCCB)

6. Nomination & Remuneration Committee of the Board

The main duties of the Nomination and Remuneration Committee of the Board (NRCB) are to:

a. Determine the Company's staffing needs at the executive and employee levels and the basis for the selection of executives and employees.

b. Develop and regularly review the human resources and training policies of the Company.

c. Oversee the procedures for nominations to the Board while regularly reviewing its structure, size and composition.

d. Develop and regularly review the ongoing suitability of the Company's policy for remuneration and benefits for the Company's Chief Executive Officer, Board and employees.

e. Ensure that the remuneration and benefits awarded are reasonable and aligned with the performance of the company.

Ms. Maha AlQattan is the Chairperson of the Nomination and Remuneration Committee, and she acknowledges her responsibility for the committee's affairs, review of its mechanism and ensuring its effectiveness.

NRCB structure and composition:

Name of Member	Designation	Nature of Membership	Appointment/ Resignation Date	Meeting Attendance
Maha AlQattan	Chairperson	Non-Executive, Independent	Appointed on 22.04.2021	2/2
Badr Al-Olama	Member	Non-Executive, Independent	Appointed on 22.04.2021	1/2
André Sayegh	Member	Non-Executive, Independent	Appointed on 02.02.2023	n/a
Resigned Members				
Ahmed Bin Braik	Member	Non-Executive, Independent	02.01.2017 to 15.06.2022	0/1
Murshed Alredaini	Member	Non-Executive, Independent	02.08.2022 to 17.01.2023	1/1

NRCB meetings

The NRCB meetings held during 2022 are as follows:

- 21 March
- 10 November

7. Other Board Committees

The other Board committee are as follows:

Risk Committee of the Board (merged with ARCCB)

The main duties of the Risk Committee of the Board (RCB) are to:

a. Define the risk appetite within the corporate strategy across market, credit and liquidity risk and recommend limits and rules to the Board;

b. Review the Company's current exposure to the market, credit and liquidity risk and recommend actions to the Board;

c. Assess non-operational risks such as reputational risk and strategic risk and raise any concerns to the Board and make recommendations as required;

d. Oversee the Company's processes and policies for managing risk and the balance sheet and make recommendations to the Board as required;

e. Review operational risk and internal control weaknesses accepted by management and make recommendations to management or the Board as required;

f. Review the effectiveness of the Company's operational risk management and internal control frameworks; and

g. Review the operational risks identified by management as high risk and determine whether additional action is required over and above that agreed by management.

Note: The Risk committee was merged with the ACCB on 2 August 2022 to form the ARCCB.

Mr. Christopher Ward was the Chairman of the RCB and he acknowledged his responsibility for the committee affairs, review of its mechanism and ensuring its effectiveness.

RCB structure and composition:

Name of Member	Designation	Nature of Membership	Appointment/ Resignation Date	Meeting Attendance
Christopher Ward	Chairman	Non-Executive, Independent	15.01.2020 to 28.07.2022	5/5
Murshed Alredaini	Member	Non-Executive, Independent	11.11.2020 to 02.08.2022	5/5
Badr Al-Olama	Member	Non-Executive, Independent	22.04.2021 to 20.04.2022	3/3
Lamis Al Hashimy	Member	Non-Executive, Independent	22.04.2021 to 28.07.2022	2/5

RCB meetings

The RCB meetings held during 2022 are as follows:

- 3 February
- 2 March
- 22 March
- 27 April
- 25 July

Investment Committee of the Board

The main duties of the Investment Committee of the Board (ICB) are to:

a. Oversee, direct and review the management of the Company's investment portfolio in accordance with the investment strategy and guidelines proposed by this committee, and reviewed and approved by the Board, and within approved Risk Limits;

b. Review and approve as authorised by the Board proprietary investment opportunities and related decisions (either entry or exit) proposed by the Investment Management Committee (within approved limits), providing a forum to discuss and debate the merits and risks of a particular investment;

c. Review transactions with the Company that appear to have a related-party nature, managing conflict of interest and submitting recommendations concerning such transactions to the Board before proceeding in engaging in these related transactions following recommendations from ARCCB;

d. As part of the regular investment monitoring, valuations and exit strategies should be discussed and formally recommended for approval to the Board;

e. Recommend changes to the investment strategy and guidelines as appropriate and recommend for approval to the Board; and

f. Review and oversee the Company's investment policies and guidelines at least annually.

Mr. Jassim Alseddiqi is the Chairman of the ICB and he acknowledges his responsibility for the committee affairs, review of its mechanism and ensuring its effectiveness.

ICB structure and composition:

Name of Member	Designation	Nature of Membership	Appointment / Resignation date	Meeting Attendance
Jassim Alseddiqi	Chairman	Executive, Non-Independent	Appointed on 02.08.2022	2/2

Maha AlQattan	Member	Non-Executive, Independent	Appointed on 02.08.2022	1/2
André Sayegh	Member	Non-Executive, Independent	Appointed on 02.02.2023	n/a
Resigned Members				
Badr Al-Olama	Chairman	Non-Executive, Independent	22.04.2021 to 02.08.2022	7/7
Christopher Ward	Member	Non-Executive, Independent	13.05.2020 to 20.04.2022	3/4
Lamis Al Hashimy	Member	Non-Executive, Independent	22.04.2021 to 28.07.2022	6/7
Murshed Alredaini	Member	Non-Executive, Independent	09.11.2020 to 17.01.2023	8/9

ICB meetings

The ICB meetings held during 2022 are as follows:

- 13 January
- 10 February
- 1 March
- 31 March
- 25 April
- 26 May
- 26 July
- 21 September
- 7 November

8. Insider Trading Committee

The Board of SHUAA has assigned the duties of managing, monitoring and supervising insider's transactions and their ownerships, keeping records and submitting periodic reports to the Compliance department.

Bachir Nawar is the Chief Legal & Compliance Officer, and he acknowledges his responsibility for the Compliance department's affairs, review of its mechanism and ensuring its effectiveness.

Members of the Compliance department are:

- Bachir Nawar – Chief Legal & Compliance Officer
- Islam Mahrous – Head of Compliance
- Faisal Rehmatullah – Compliance Manager & MLRO
- Khaled Fenoon – Compliance Associate
- Mahra Alshumais – Jr. Compliance Analyst

The Compliance department has performed, among other things, the following duties during 2022:

- Prepared a comprehensive register for all insiders, including persons who may be considered temporary insiders who are entitled or have access to the Company's material non-public information prior to publication;
- Updated the insider register and monitored all insider trades on SHUAA shares;
- Alerted SHUAA employees on the penalties they may face in case of failure to adhere to the Company's Insider Dealing Policy; and
- Notified the Securities and Commodities Authority and Dubai Financial Market of all updates to the insider register at the beginning of each financial year and of any amendments thereto during the financial year.

9. Management Committees

Several management committees are in place, in addition to the Board committees, and these were established in order to oversee the daily operations and business activities while adhering to appropriate and proper governance standards.

The committees are (i) the Assets & Liabilities Committee (ALCO), (ii) the Operating Committee (OPCO) and (iii) the Investment Management Committee (IMC).

The management committees' composition and structures are as follows:

Management Committee	Function of Committee	Members	Dates of Meetings / Member Attendance
Operating Committee (OPCO)	Responsible for the efficiency and effectiveness of the Company and the review of operational policies	• Bechara Raad (Chairman) • Bachir Nawar • Ziad Mansour • Gunshyam Kripa • Mohammed Bishara (Secretary) *Resigned:* • *Joachim Mueller* • *Shabana Osmani*	1. 19 January (4/4) 2. 22 February (4/4) 3. 17 March (4/4) 4. 18 May (6/6) 5. 22 June (4/6) 6. 24 August (5/6) 7. 21 September (4/5)

		• *Fawad Tariq Khan* • *Adam Williamson*	8. 26 October (4/5)
Assets & Liabilities Committee (ALCO)	To optimize the return on corporate capital and control the balance sheet based on requirements approved by the Board	• Fawad Tariq Khan (Chairman) • Ajit Joshi • Gunshyam Kripa • Adnan Nur (Member and Secretary) *Resigned* • *Joachim Mueller* • *TC Yu* • *Shabana Osmani*	1. 28 February (3/3) 2. 26 April (5/5) 3. 10 May (5/5) 4. 20 May (5/5) 5. 26 May (4/4) 6. 3 June (4/4) 7. 13 June (4/4) 8. 28 July (4/4) 9. 29 September (4/4) 10. 27 October (4/4) 11. 24 November (4/4) 12. 15 December (4/4)
Investment Management Committee (IMC)	To discuss and review the practice of the investment management activity	• Ajit Joshi (Chairman) • Fawad Tariq Khan • Bachir Nawar • Natasha Hannoun • Gunshyam Kripa • Bechara Raad • Neeraj Singhania (Secretary) *Resigned* • *Jassim Alseddiqi* • *Joachim Mueller* • *Walid El Hindi* • *Rehan Pathan*	1. 24 January (7/8) 2. 23 June (3/5) 3. 25 July (5/7) 4. 16 December (5/6)

The Chairman of each of the above-mentioned committees acknowledges his responsibility for the respective committee affairs, reviewing of its mechanism and ensuring its effectiveness.

10. Internal Control System

SHUAA's Board recognizes its responsibility for enforcing SHUAA's Internal Control system and its periodic effectiveness check and review through the Audit, Risk and Compliance Committee formed by the Board of Directors, and in consultation with the senior executive management.

The Board shall, in particular:

a. Adopt risk management procedures and ensure compliance with these procedures; and

b. Analyse, evaluate and approve the effectiveness of internal risk management procedures and internal controls on a regular basis.

SHUAA confirms that it is in compliance with SCA Chairman of Authority's Board of Directors' Decision no. (3 of 2020) concerning Approval of the Joint Stock Companies Governance Guide, and that no material irregularity has occurred during the course of 2022. In all cases, the Internal Control system deals with any issues facing the company while covering the following:

- Identifies and classifies the nature of the problem in terms of the risk level, through determining the scale of the problem and the extent of its negative impact;
- Communicates with the concerned departments through the division heads and the Chief Executive Officer to discuss actions to contain and resolve any problems or concerns;
- Reports the problem and the proposed relevant recommendations to the Audit, Risk & Compliance Committee of the Board, which in turn, after discussing and evaluating the situation, submits it to the Board in order to make appropriate decisions;
- Follow-ups on the implementation of its recommendation by ensuring that the Board of Directors resolutions in this regard are implemented;
- Communicates with the external auditor, if necessary.

SHUAA's Internal Control system consists of Compliance, Risk Management and Internal Audit functions, and these departments report on a quarterly basis to the Board of Directors through the ARCCB.

Chief Legal & Compliance Officer

Bachir Nawar is the Chief Legal & Compliance Officer of the Group and manages the multijurisdictional legal and compliance requirements of the business. With 22 years of experience, he focuses on transactional cross-border work and strategic distressed acquisitions.

Known for his expertise in the area of governance and shareholder activism, Bachir specializes in implementing portfolio turn-around strategies. Bachir holds an LLB from Saint Joseph University, Beirut, Lebanon.

Head of Compliance

Islam Mahrous is the Head of Compliance and AML department. He has over 14 years of experience in the financial services sector and compliance advisory across the UAE and Egypt.

Islam has worked for the Egyptian Financial Regulatory Authority for 7 years in the capacity of Senior Financial Regulator and Capital Markets Specialist. He is accredited as a Compliance Officer and MLRO by the UAE Securities and Commodities Authority. Islam holds a BSc (Hons) in Auditing and Accounting from Cairo University, Egypt.

Internal Audit

The Internal Audit function is outsourced to KPMG as of October 2022.

Prior to that, the Internal Audit department was headed by Olivier Brochard, who had close to 20 years of experience within the investment fund and asset management industry.

Risk Management

Chee Kang Tham is the risk management officer. He has 10 years of risk management experience in the fund management industry across the UAE and Malaysia. CK has worked for the Employees Provident Fund of Malaysia, some local as well as international fund management companies in Malaysia. He is a certified Financial Risk Manager by GARP and holds a Bachelor Degree of Science (Hons) in Actuarial Science.

11. Irregularities in 2022

The Company has committed no violations during 2022.

12. Corporate Social Responsibility (CSR)

SHUAA is committed to continuously strengthening its position as a company that stands for and contributes to the good of its community and environment, and hence every year, the Company's commitment towards past initiatives is renewed, and new avenues and partnerships are explored for further impactful and long-standing contributions.

In 2022, a function was established to coordinate SHUAA's ESG efforts covering what the Company does to have the right governance in place to meet the increased need of its many stakeholders and regulators in making the right decisions from an ESG perspective and being transparent about what the Company does.

More information on ESG initiatives can be found in SHUAA's 2022 Sustainability report.

Diversity & Inclusion

Amongst SHUAA's Group's UAE-based employees, its nationality representation has grown to 26 countries, and its female gender representation to 26%. SHUAA continues with the commitment towards making it reflective of the diversity of its country of origin, the United Arab Emirates, through inclusive human capital management standards and processes.

Zero Plastic

The company continues its stride towards an environment free of single-use plastic, through policies and initiatives such as the use of reusable bottles.

Emiratisation percentage

The Emiratisation percentage for the Group's UAE-based employees was 6% as of 31 December 2022 (exceeding the 2023 minimum target for the private sector), 5% as of 31 December 2021, 1% as of 31 December 2020, and 2% as of 31 December 2019.

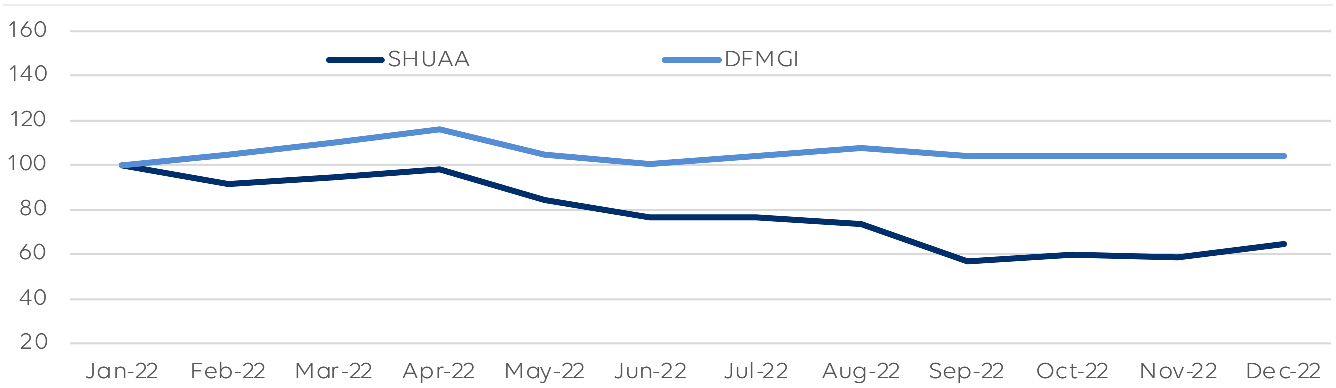
13. General Information

Share Trading Information

The table below sets out the price of the stock (closing, highest, lowest) during each month in 2022:

Month	Closing Price (AED)	High (AED)	Low (AED)
January	0.652	0.707	0.650
February	0.595	0.665	0.571
March	0.617	0.620	0.562
April	0.637	0.680	0.581
May	0.550	0.643	0.502
June	0.500	0.556	0.470
July	0.499	0.522	0.477
August	0.480	0.520	0.465
September	0.370	0.485	0.366
October	0.390	0.417	0.346
November	0.380	0.443	0.366
December	0.422	0.443	0.361

The chart below provides the comparative analysis with the market index and sector one:



Note: Chart rebased to 100 from the beginning of 2022 Source: DFM

The tables below provide the updated shareholding structure (individuals, companies, governments) with breakdown of nationals, GCC, Arabs and foreigners:

	Percentage of Shares Held		
Shareholder Category	Individual	Companies / Governments	Total
Local (UAE)	46.89%	42.77%	89.66%
GCC	2.43%	0.52%	2.95%
Arab	3.91%	0.23%	4.14%
Foreign	1.64%	1.60%	3.24%
Total	**54.88%**	**45.12%**	**100%**

As of 31/12/2022, the following shareholders were holding more than 5% of the share capital of the Company:

Name	Qty	% Qty
Jassim Mohamedrafi Alseddiqi Alansaari	760,486,825	29.99
Direct Access Investment LLC	692,134,584	27.30
Al Baher Real Estate Development LLC	211,000,000	8.32

Shareholders distribution by the size of equity as of 31/12/2022:

Share(s) Owned	Number of Shareholders	Number of Share Held	% of the Shares Held of the Capital
Less than 50,000	8,239	39,398,513	1.554
From 50,000 to less than 500,000	659	109,619,716	4.323
From 500,000 to less than 5,000,000	185	236,504,955	9.327
More than 5,000,000	36	2,150,196,816	84.796
TOTAL	**9,119**	**2,535,720,000**	**100.000**

Investor Relations

SHUAA focuses on providing transparent and consistent information and interactive communication. The Investor Relations team strives for an open dialogue with the financial community, investors and all key stakeholders to enhance understanding of the business as well as to explain the associated risks and opportunities. The Group is committed to providing regular updates on key value drivers business strategy and key ratios used by the Group to track its own performance. It is also dedicated to providing true, fair and up-to-date information to every interested stakeholder so that the share price reflects the inherent value of the Group. This is showcased by the periodic earnings calls that are conducted on a quarterly basis after the disclosure of the financial results. These calls are open to all shareholders and financial analysts and are conducted in an open manner where participants are encouraged to ask questions directly to senior management.

Furthermore, the Investor Relations team responds to daily queries from shareholders and analysts and the Company website includes a section that includes all financial results presentations, annual reports and contact information. Company registrars (First Abu Dhabi Bank) also have a team dedicated to answering shareholder queries in relation to technical aspects of shareholders' holdings such as dividend payments (paid or unpaid). Investor Relations also provides regular reports and feedback to the executive team and the Board on key market issues, the share price and shareholder concerns. Any significant concerns raised by a shareholder in relation to the Company and its affairs are communicated to the Board.

Head of Investor Relations

Thanos Tsetsonis joined SHUAA Capital as the Head of Investor Relations & ESG in June 2022. Thanos is responsible for the implementation of SHUAA's appropriate image by conveying the message of financial soundness among communities of interest while developing the company's ESG footprint. Thanos has been in the Investor Relations space since 2018 with Emirates NBD as a Director of Investor Relations while also served as a Director of Economic Research within Global Markets & Treasury at Emirates NBD between 2014 and 2018. Prior to this, Thanos has served as a Senior Executive at Dubai Chamber of Commerce and Industry (DCCI) and as an Economist, VP at the Research

Division of Piraeus Bank, Greece. Thanos holds an MPhil in Economics from the University of Athens and an MSc in Economics from University of Bath. E-mail: atsetsonis@shuaa.com / ttsetsonis@bloomberg.net

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Phone: +971 4 330 3699 / +971 2 610 8313
SHUAA's website: www.shuaa.com/investor-relations

14. General Assemblies – Special Resolutions

SHUAA conducted 2 General Assemblies during 2022. The following special resolutions were passed:

- **29 April 2022 (Annual General Assembly):** Approval of the amendment and restatement of articles number (1,5 ,15,16,17,18,20,21,23,34,45,46,57) of the Company's Articles of Association, to comply with the provisions of the Federal Decree-Law no. (32) of 2021 concerning the commercial companies and the chairman of the Securities and Commodities Authority's board of directors' decision no. (6/ R.M) of 2022 concerning amendments of joint stock companies governance guide.
- **28 July 2022 (General Assembly):** Approval of the amendment and restatement of article number (17) to become as follows:

  1. The company shall be managed by a board of directors made up of five members elected by the general assembly via secret cumulative voting.
  2. To the extent required by law, the majority of the board members shall be nationals of the state.

15. Corporate Secretary

Nazish Esmail has been a member of SHUAA's Legal department since May 2007 and has held the role of Board/Corporate Secretary since May 2020. She is a registered board secretary certified by Dubai Financial Market/Hawkamah Institute for Corporate Governance.

Brief on the Job Description of the Corporate Secretary

a. Documenting the Company's Board meetings, including discussions that took place during these meetings, places and dates of these meetings and starting and ending times. Recording resolutions of the Board and voting results and filing these in an organized manner, including the names of attendees and any expressed reservations (if any);

b. Collecting and organizing all the reports and materials to be embedded in the Board's pack;

c. Providing members of the Board with the agenda of the Board's meeting along with related presentations, papers, documents, information collected from relevant departments and clauses requested by any member of the Board that will be presented and discussed during the Board's meeting;

d. Making sure that members of the Board comply, implement and track actions approved by the Board;

e. In advance, notifying members of the Board with Board meeting dates and setting up the yearly Board meetings schedule;

f. Submitting a draft of the minutes to members of the Board to express their opinion and comments thereon before signing it;

g. Making sure that the Board members, completely and immediately, receive the minutes of the Board's meetings, information and documents related to the Company once these are finalized;

h. Informing the Company's executive management about the resolutions of the Board and its committees while tracking and reporting their implementation;

i. Supporting the Board for the evaluation process;

j. Providing an induction to the new Board members;

k. Coordinating between members of the Board and the executive management;

l. Regulating the disclosure record of the Board and the executive management while providing assistance and advice to members of the Board; and

m. Liaising with the other Board and management committee secretaries in order to collect any feedback that needs to be shared with the Board.

Material events and respective disclosures during 2022:

- Acquiring a prime plot in Dubai and the creation of a fund to house the investments in it
- Advising on Anghami's successful listing on Nasdaq New York
- Filing with US SEC for the launch of a USD 100-200 million SPAC to be listed on Nasdaq in US
- Successfully pricing USD 100 million SPAC on Nasdaq New York
- Acquiring a majority stake in Middle East fintech company Souqalmal
- Reporting full year 2021 net profit of AED 24 million
- Creating the largest portfolio of marine offshore supply vessels in the region
- Reporting Q1 2022 strong underlying profitability
- Completing the LBO of Allianz Marine and Logistics Services with USD 160 million SOFR-based acquisition finance facility from NBF and APICORP
- Resignation of Ahmed Bin Braik from the Board of Directors
- Appointment of Jassim Alseddiqi as Managing Director of the Board
- Appointment of Badr Al-Olama as Vice Chairman of the Board
- Appointment of Fawad Tariq Khan as Chief Executive Officer of the Company
- Resignation of Joachim Mueller as Chief Financial Officer and the appointment of Gunshyam Kripa as Finance Director of the Company
- SHUAA backed Northacre collaborates with St. Regis for No. 1 Palace Street, The St. Regis Residences London
- SHUAA completes the sale of its brokerage unit in Egypt
- Northacre's global expansion with sustainability and wellbeing at its core
- Resignation of Christopher Ward and Lamis Al Hashimy from the Board of Directors and changing the composition of the Board from seven to five members
- Reporting Q2 2022 net loss of AED 170 million
- Amwal International Investment Company KSCP, subsidiary of SHUAA, entered into an agreement to sell its 51% stake in NCM Investment Kuwait for AED 200m
- Reporting Q3 2022 net profit of AED 20 million
- Resignation of Walid El Hindi as CEO of Real Estate
- Ellington Properties, SHUAA Capital and Sol Properties partner to develop prime waterfront property on Palm Jumeirah
- SHUAA launches three new Sharia-compliant funds; brings assets under management on Sharia-compliant platform to more than USD 200 million
- Appointment of a liquidity provider for SHUAA shares in Dubai Financial Market
- Approving the orderly wind-down of Gulf Finance Saudi Arabia

Innovative Projects and initiatives

None

RISK MANAGEMENT

An overview of our risk management framework, including the structure for how risks are identified, measured, monitored and reported internally as well as the policies that govern them.

RISK MANAGEMENT

Introduction

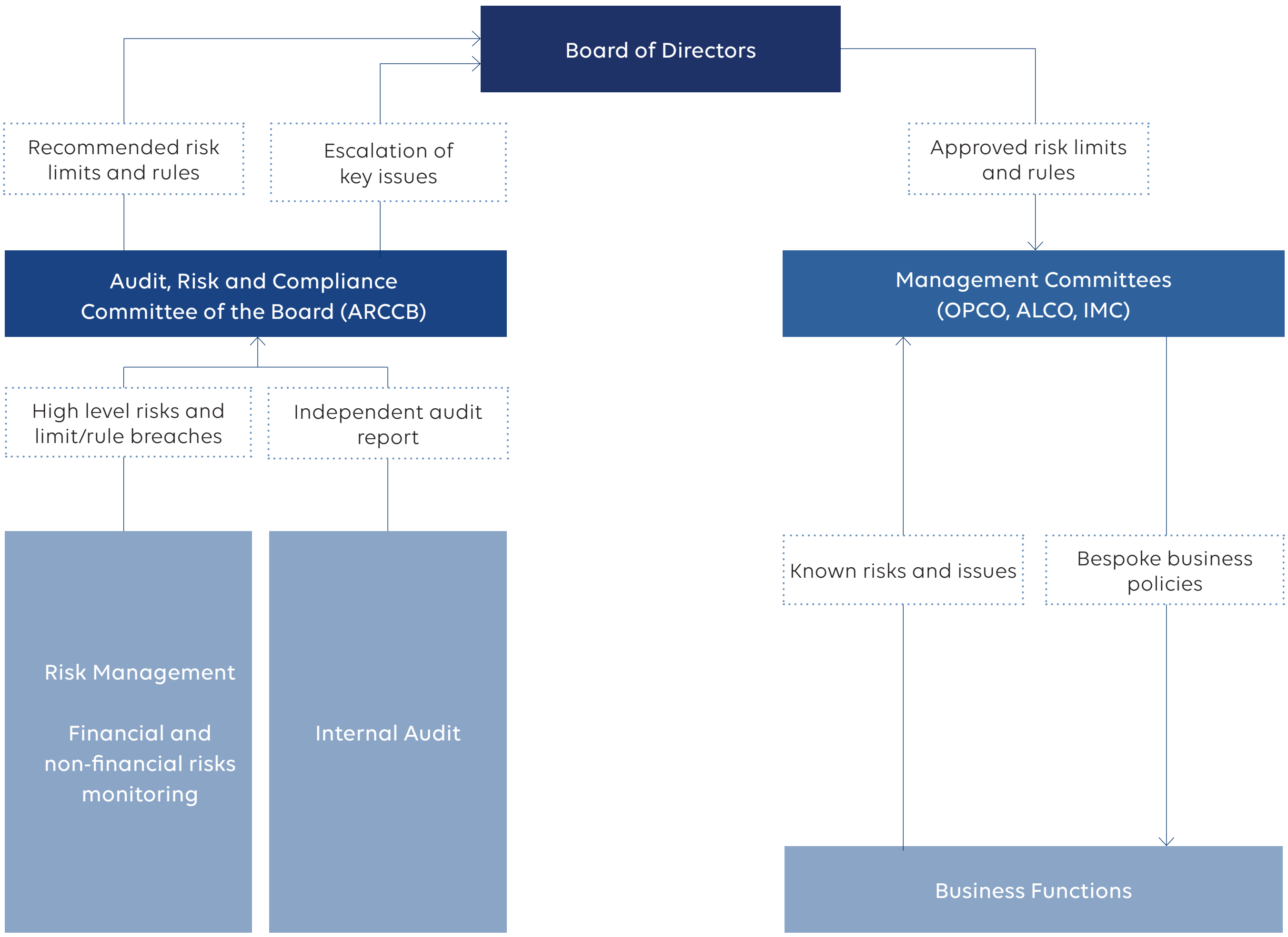
Due to the nature of our business, SHUAA will be exposed to some form of credit, liquidity, market, counterparty and operational risk. Consequently, it is essential for there to be an ongoing process of identification, measurement, monitoring and reporting of these risks to protect the interests of clients and shareholders and maintain the soundness of the business.

Risk Management Structure and Framework

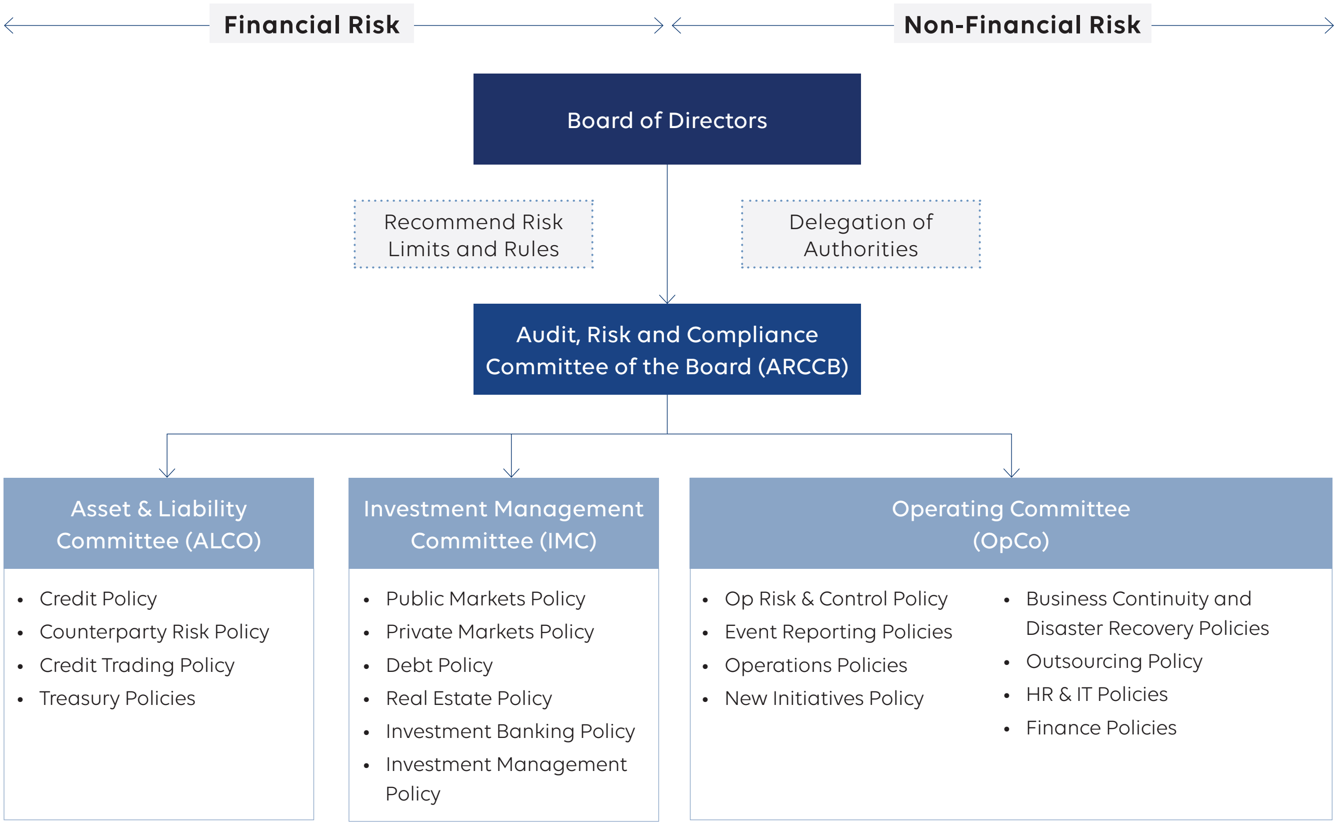
The Board of Directors recognizes the importance of managing risk and is ultimately responsible for defining the risk appetite of the Company. The Board of Directors set Company-wide limits and rules to define risk appetite around credit, liquidity, market, counterparty and operational risk based on recommendations from the Audit, Risk and Compliance Committee of the Board.

These limits and rules define the firm-wide risk governance framework to which management must adhere. The management committees are then responsible for setting more specific limits and rules at the business and subsidiary levels to ensure adherence to the Company-wide risk appetite.

Risk Management Structure and Framework



Financial and Non-Financial Risk Framework



Credit and Counterparty Risk

Credit and counterparty risk is the risk of loss due to default. Based on the limits and rules set by the Board of Directors, SHUAA's Asset & Liability Committee ("ALCO") sets detailed rules across all relevant business lines. These include but are not limited to, rules on providing credit, collateral requirements, concentration risk and counterparty gradings. Adherence to rules is monitored on a daily basis by Company Risk Management and the status is reported as required.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its liabilities when they fall due. The Company's approach aims to always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses and without materially affecting the return on capital. Consequently, the Board of Directors set limits and rules around liquidity risk such as liquidity ratios and cash balance requirements which are more defined at business and subsidiary level by the ALCO.

The ALCO collates the projected cash flow and liquidity profiles of its financial assets and financial liabilities and continually monitors to identify any potential shortfalls in the short, medium or long term.

Market Risk

Market risk is the change in the value of assets and liabilities due to changes in the market, such as interest rates, exchange rates, equity prices and credit spreads. The Company market risk appetite is defined by the limits and rules set by the Board of Directors. Based on these limits and rules, the relevant management committee sets business-specific limits and rules to clearly define the Company-wide risk appetite.

Tools used to measure and monitor market risk vary depending on the type of exposure and include, but are not limited to, VaR, RAROC, stress tests and risk vs. return ratios. Market risk levels are monitored intra-day by Group Risk Management and the status is reported daily to senior management. Any breaches of the limits and rules are reported to the ALCO and Risk Committee of the Board.

Operational Risk

Operational risk is the risk related to people, processes, controls, systems, or external events. The Company recognises that operational risk is not just the direct risk of financial loss from an unexpected event, but also the indirect impact of not achieving strategic goals: for example, lost revenue due to not attracting required talent, inefficient processes and controls, uncompetitive systems or the inability to react to market changes.

Consequently, the operational risk management framework comprises two core parts, the risk control framework and the operational risk management framework. The former aims to mitigate the risk of direct and indirect financial loss by ensuring there is a sound control environment. This is achieved by using a Risk Control Self-Assessment (RCSA) process to proactively identify control weaknesses, complemented by a formal event reporting process.

The accuracy and completeness of the RCSA process is then independently validated by Internal Audit. The operational risk management framework aims to optimise Company-wide operational risk levels by having a structured process in place to capture risk drivers so threats and opportunities can be assessed.

Internal Control Framework

Internal Audit is provided with the RCSA to validate the accuracy of reporting

Risk Limits

Approved by the Board of Directors based on recommendations from the Audit, Risk and Compliance Committee of the Board (ARCCB)

Policies

With the approved risk limits, management committees are enabled to set bespoke business-specific policies

RCSA Process

Identify the key risks and controls Validate the completeness and accuracy

Assign responsibility to individuals for each risk, control and policy section

Risk Reporting

Any risks and weaknesses are reported to the relevant management committee to determine action

SUSTAINABILITY

SHUAA's sustainability strategy is directly aligned with the UAE's goals. There is a companywide project underway to explicitly define, develop and measure environmental, social, and governance (ESG) standards.

Throughout our operations, we are committed to decreasing our environmental impact, thus emerging as a global leader in sustainable investment, including real estate and wellbeing.

SUSTAINABILITY

UAE's Sustainability Roadmap

The roadmap for UAE's transition to a more sustainable future based on the United Nations (UN) 2030 Agenda is currently underway. The UN's Sustainable Development Goals (SDGs), also known as Global Goals, are a set of 17 goals that aim to provide better living conditions to all. The UAE's efforts to achieve the SDGs are specified in the country's '2030 Agenda for Sustainable Development' with the most important pillar being the 'Net Zero by 2050' initiative to achieve net zero emissions by 2050.

This initiative aligns with the 'Principles of the 50' as the UAE's roadmap for accelerating national economic development to mark the country's golden jubilee year. The economic opportunities towards the path to 'net zero' are expected to support the UAE's vision of becoming one of the most dynamic economies in the world.

With the 28th Conference of the Parties (COP) of the United Nations Framework Convention on Climate Change (UNFCC) being hosted in the UAE in 2023, the UAE is gearing up its efforts to combat climate change. The UAE's plan includes curbing emissions, reducing the flaring of natural gas, and increasing energy efficiency among other steps. On a global scale, the targets to address the climate crisis are also underway, with decarbonisation appearing to be at the forefront of the global community's climate change efforts, ahead of COP28. We anticipate that additional decarbonisation projects and initiatives will be announced during 2023, not only by governments but also by companies working towards a common global goal.

COP28 UAE

SHUAA's Sustainability Strategy

SHUAA's sustainability strategy is directly aligned with UAE's goals, with our executive committee collectively involved in ratifying the company's long-term implementation affecting the company's investing and operational activities.

Throughout our operations, we are committed to decreasing our environmental impact, thus emerging as a global leader in sustainable investment, including real estate and wellbeing. Our asset management and investment banking activities have recently focused on Agri-tech, financial innovation and technology, disruptive healthcare manufacturing, and environmentally friendly real estate. We have recently appointed a dedicated Head of Investor Relations & ESG, who will be closely working with all the heads of departments to support these initiatives.

Environmental

With sustainability and wellbeing at the vanguard of our real estate development thinking, we bring together a mix of assets, services and real estate projects that offer fertile soil for achieving ambitious and practical environmental, wellbeing, social and economic goals for people and businesses. We work on communities and buildings that are proactively developed with the holistic health of its residents, guests, environment and local community in mind. We believe that our investments are able to increase their profitability and long-term growth by virtue of their sustainability efforts.

In our communities we are aiming to promote:

- Environmental consciousness by virtue of sustainable development and operating practices.
- Holistic health and wellness by offering residents opportunities via soft programs and facilities, whether indoor or outdoor, to proactively take care of themselves and enhance their overall quality of life and wellbeing.
- Social connections that foster intergenerational socialization and connectivity among fellow residents and guests.

Our focus will therefore be on:

- Net Zero by 2035: The UK and UAE have set a Net Zero goal by 2050. We aim to have all our real estate projects in these countries to be Net Zero by 2035.
- Sustainability: Development that meets the needs of the present without compromising the ability of future generations to meet their own needs.

Social

Our social alignment is reflected in the investment in our people with a particular focus on individual and community development. Our diverse human capital foundation allows us to relate to broader societal topics of importance. Hence, sustaining and developing our diversity continues to be core to our social responsibility agenda.

Benefits to our Employees

- Children education assistance policy.
- Comprehensive medical insurance and health (including physical and mental) and wellbeing initiatives are organised on a regular basis.
- Generous airfare allowance policy.
- After-hours reimbursement policy for lower-paid employees.
- Employee training and development.
- Grievance & misconduct policy to safeguard fairness in the workplace.
- Fostering a broader culture of openness where employees are encouraged to make suggestions on any topic.

Diversity and inclusion continue to be key principles. Our diversity in numbers, as of 31st Dec 2022, was as follows:

- 27 Nationalities
- 28% Females
- 80% Emiratis in Board-level positions
- 20% of Emirati women in Board-level positions
- 20% of women in senior management positions

Our commitment to Board diversity is in full compliance with the Securities & Commodities Authority (SCA) introducing diversity targets requiring no less than 20% female representation at the Board level. SCA has emphasised the obligation of the company to disclose the percentage of female representation in its annual governance report, together with a requirement for the Board to establish policies concerning gender diversity. We remain committed to develop women in senior roles and aim to update the market accordingly.

Transparency on Executive Remuneration

Key performance indicators (KPIs) for management are agreed with the Board and individual KPIs are agreed between the CEO and his direct reports. Directors fees and Key management compensation are included in Note 23 of the annual 2022 FS.

Governance

Good governance encourages accountability, transparency, and rule of law at all levels, allowing for effective management of human, environmental, economic, and financial resources for equitable and long-term development. As provided in SHUAA's Articles of Association, the Board is responsible for the overall direction, supervision, and control of SHUAA. The Board's mandate covers the formal agenda for the overall strategy and oversight of the corporate structure, finance reporting, internal controls, and risk management policies, as well as approval of the annual report and recommendation of dividends.

The Board of SHUAA meets at a minimum of 4 times a year and is comprised of 5 prominent members of the local business community, all of whom are leaders in their respective industries. The members of the Board demonstrate a suitable level of non-executive and independent directors.

Some of the key governance-related policies we put in place include:

Anti-Money Laundering (AML)/ Know Your Customer (KYC) Policy

SHUAA, its Board, senior management and its employees are committed to protecting our business from misuse by money launderers, fraudsters, and/or financiers of terrorism.

The Board fully supports the UAE's AML regime and has zero tolerance for criminal misuse of SHUAA's services in furtherance of money laundering or terrorism financing. The Board is additionally committed to ensuring that:

- the risk of SHUAA being used as a vehicle for money laundering or terrorist financing is minimised,
- appropriate knowledge and awareness of the UAE's anti-money laundering and combatting the financing of terrorism requirements and relevant law(s) is maintained in the business, and
- where activities suspected to involve money laundering are identified, these will be reported to the appropriate authorities.

Financial Crime Policy

This policy sets out the framework for how SHUAA manages the risk of financial crime occurring. In case a financial crime is identified, appropriate actions would be taken in line with policies and the laws of the UAE (a zero-tolerance approach). Actions may include termination and public prosecution if deemed necessary.

Ethical Wall Policy

One of the most common methods of managing certain conflicts of interest arising within a financial services firm is the restriction of information flow from one part of the business to another. These restriction mechanisms are referred to as 'Ethical Walls', and our policy sets out the company's approach to Ethical Walls, how they operate, where they are placed and how they can be crossed to ensure adherence to the applicable regulations.

Code of Ethics Policy

This policy covers the principles of fair business conduct, safeguarding confidential and proprietary information, protection of inside information, accurate and timely public disclosure, AML familiarisation, complaints reports and breaches.

Conduct of Business Policy

SHUAA's Conduct of Business Policy and procedures cover, but are not limited to, the following:

- Suitability, client classification, and client agreements: sufficient staff experience and understanding of relevant markets, products, and risks involved.
- Communication of information: ensure that stakeholders and media receive fair information.
- Complaints: policy and procedure created for handling client complaints mirroring the industry's best practices.
- Sales practices: observe high standards of integrity and fair dealing, act with skill, diligence, and high standards of market conduct.
- Information control: handle confidential information with integrity and discretion and in accordance with the law.
- Compliance & regulators: Compliance coordinates between the lines of business offering constant direction, surveillance, and enforcement of policies.

Conflicts of Interest Policy

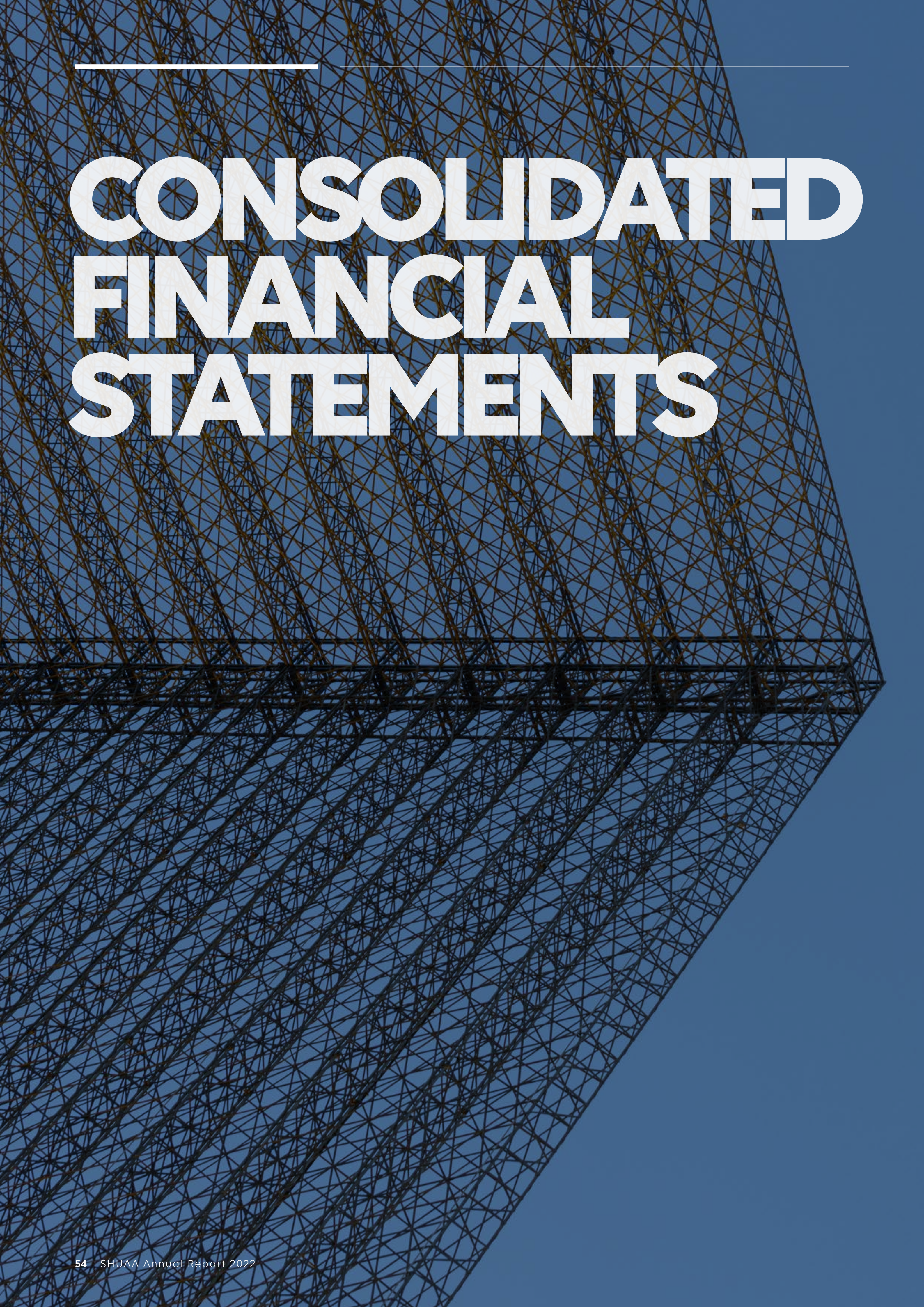
As a full-service Investment Bank offering multiple product lines and services to a broad range of clients, SHUAA recognises that from time to time, both potential and actual conflicts of interest will arise in the course of carrying out its business. The Conflicts of Interest policy sets out a framework for identifying, managing and mitigating perceived or actual conflicts of interest inherent within SHUAA business.

Gifts Policy

This policy establishes the approach that SHUAA takes to identify, control and mitigate the risk of material conflicts of interest arising from the giving and receiving of gifts.

Personal Account Dealing Policy (PAD)

The PAD policy outlines requirements and restrictions related to SHUAA employees and directors' personal securities transactions in order to ensure that all personal investments are conducted in compliance with the applicable rules and regulations and are free from conflicts and insider trading.



CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Financial Statements for the year ended 31 December 2022

Contents	**Pages**

BOARD OF DIRECTORS' REPORT

SHUAA Capital psc ("SHUAA" or the "Company") and its subsidiaries, collectively (the "Group"), made significant progress on expanding its business offering while continuing to simplify the balance sheet with deconsolidation of AED of 2 billion of assets and liabilities improving debt-to-equity ratio from 134% in FY 2021 to 105% in FY 2022.

The Group recorded a net loss of AED 135m compared to a net profit of AED 24 million in 2021, with the results impacted by the decision to accelerate the amortization of intangible assets and mark-to-market losses in our managed funds. The charges taken in 2022 are non-cash in nature and do not impact the core operations of the Group. EBITDA increased from AED (55) million in FY 2021 to AED 135 million in FY 2022 highlighting our commitment towards the high-quality revenues targeted within the Group's strategy. Due to the impact of impairments and mark-to-market losses in the year, the Company's board of directors (the "Board of Directors") are not recommending a dividend payment to the Company's shareholders at the forthcoming annual general meeting (2021: nil).

During the year, the Group focused on transforming the business as showcased in our financial results reported in the second half of the year reflecting the on-going turnaround. The Group has taken steps to simplify its capital structure with deconsolidation of c. AED 2 billion of assets and liabilities which will significantly reduce volatility of earnings in the future.

Business Updates

In the first quarter of 2022, we successfully created the largest portfolio of Marine Offshore Supply Vessels (OSV) in the region through the acquisition of Allianz Marine and Logistics Services Holding Limited (Allianz) by SHUAA's managed funds. This builds on SHUAA's investments in the OSV space following the acquisition of Stanford Marine Group in 2020 and one is of the largest deals in offshore space globally. We expect to derive significant revenue and cost synergies and economies of scale annually from the combination of two of the leading OSV operators in the region.

The second quarter of 2022 also saw a management transition with long-standing employee of the Group, Fawad Tariq Khan, appointed as the Chief Executive Officer. He replaces Jassim Alseddiqi, who maintains his significant shareholding in the Group and joins the Board of Directors as Managing Director.

In the third quarter of 2022, Eshraq Investments also completed its acquisition of Goldilocks Fund, a fund managed by the Group. This provided liquidity to fund investors and also provides a perpetual revenue stream for SHUAA's asset management business through its continued management of the fund. Furthermore, as a result, the Group deconsolidated c. AED 2 billion of assets and liabilities, simplying its balance sheet and reducing leverage.

The Real Estate business made significant strides in 2022 with the Group delivering its landmark projects in London, The Broadway and No 1 Palace Street. In the fourth quarter of 2022, the Group in partnership with Ellington Properties and Sol Properties signed an agreement to develop 'Ocean House', a prime waterfront property on Palm Jumeirah.

The fourth quarter of 2022 also featured the launch of three new Sharia-compliant funds under the ICC funds umbrella. With the launch of new funds, the ICC umbrella now offers five shariah-compliant funds with AuM of USD 230 million. The new funds which include SHUAA Global Sukuk Fund, SHUAA Global Equity Fund and SHUAA North American Equity Fund will strengthen our client offerings to diversify their investments across geographies and asset classes. For the Group, the expansion of fund offering is in line with the strategy to diversify and grow its recurring revenue base.

(Currency - Thousands of U.A.E. Dirhams)

BOARD OF DIRECTORS' REPORT (continued)

2022 Review and 2023 Outlook

2022 was transformational for the Group as we executed on a plan for a simpler, more focused financial services firm, built around client needs and innovative investments. The Group continued to generate recurring revenues with the focus on developing its core business through the launch of various investment funds. Despite the prolonged global market volatility in 2022, the Group took measures to optimize costs and deleverage its balance sheet.

2023 will continue to see the benefits of cost optimization measures taken in 2022 as well as the generation of recurring revenues through its managed funds. The Group expects to launch more funds to build up its recurring revenue base and deliver on investment banking mandates. As an overriding strategy it is also focused on capital return and reducing leverage across its balance sheet.

The Board would like to thank and extend our gratitude to all our existing and future shareholders, investors and stakeholders for their continued support and confidence in the Company.

Directors

Fadhel Al Ali	(Chairman)
Badr Al-Olama (elected Vice Chairman on 15.6.2022)	(Vice Chairman)
Maha AlQattan	(Director)
Jassim Alseddiqi (elected 15.06.2022)	(Director)
Andre Sayegh (elected 02.02.2023)	(Director)
Ahmed Bin Braik (resigned 15.06.2022)	(Vice Chairman)
Christopher Ward (resigned 28.07.2022)	(Director)
Lamis Al Hashimy (resigned 28.07.2022)	(Director)
Murshed Alredaini (resigned 17.01.2023)	(Director)

Auditors

PricewaterhouseCoopers were appointed as external auditors and conducted an audit of the annual financial statements for the year ended 31 December 2022. The Board of Directors has recommended PricewaterhouseCoopers as the auditors for 2023 for approval by the shareholders at the forthcoming annual general meeting.

On behalf of the Board

Fadhel Alali
Chairman
22 March 2023

Independent auditor’s report to the shareholders of SHUAA Capital PSC

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of SHUAA Capital PSC (the “Company”) and its subsidiaries (together the “Group”) as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

What we have audited
The Group’s consolidated financial statements comprise:

- the consolidated statement of profit or loss for the year ended 31 December 2022;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence
We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the consolidated financial statements in the United Arab Emirates. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

PricewaterhouseCoopers (Dubai Branch), License no. 102451
Emaar Square, Building 5, P O Box 11987, Dubai - United Arab Emirates
T: +971 (0)4 304 3100, F: +971 (0)4 346 9150, www.pwc.com/me

Jacques Fakhoury, Douglas O’Mahony, Wassim El Afchal, Murad Alnsour and Rami Sarhan are registered as practising auditors with the UAE Ministry of Economy

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Our audit approach

Overview

Key Audit Matters	• Impairment of goodwill and indefinite-life intangible assets • Impairment of investment in associates • Valuation of financial instruments (Level 3) • Liquidity considerations

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key audit matters

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

Key audit matter	How our audit addressed the Key audit matter
Impairment of goodwill and indefinite-life intangible assets As part of the purchase price allocation performed in 2019 upon the merger of SHUAA and Abu Dhabi Financial Group ("ADFG"), significant goodwill and indefinite-life intangible assets were identified and continue to be recognised in the Group's consolidated statement of financial position as at 31 December 2022. As per IAS 36, management is required at least on an annual basis to assess whether there is any indication that an asset may be impaired and if so, perform an assessment to determine any impairment using the higher of fair value less costs to sell and value in use.	Our approach to addressing this key audit matter included the following procedures: • Comparing the budgeted cash flows for the previous financial years to the actual performance. • Reviewing the methodology and significant cash flow; discount and growth rate inputs used by management in the value in use ("ViU") calculation and performing the following procedures to obtain an understanding of the cash flows projections related to each cash generating unit ("CGU"): ○ Inquiry with management on business plans; ○ Review of supporting business plans, management budgets and forecasts; and ○ Reviewing minutes of meetings in relation to future plans.

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Key audit matters (continued)

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the Key audit matter</th></tr>
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Impairment of goodwill and indefinite-life intangible assets (continued)

Although an improvement in the economy of the region was observed as countries navigated the aftermath of the COVID-19 pandemic, rising inflation worldwide, redeployment of capital and macro-economic implication of the Ukraine-Russia conflict were considered impairment indicators.

We determined that the impairment of goodwill and indefinite life intangible assets is significant to the audit of the current year's consolidated financial statements due to materiality of the amounts involved and significant judgement exercised by management in:

- the determination of the expected cash flows related to each CGU;
- the determination of the discount rates used by management in the value in use calculations; and
- the determination of the growth rates used by management in the expected cash flows in Note 16.

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- Reviewing and comparing the appropriateness of discount rates used by management in the value in use calculations to industry benchmarks and economic forecasts.
- Assessing the appropriateness of the market proxies used by management in determining the discount rate for their Real Estate CGU with input from our experts.
- Reviewing management's assumptions for expected cash flows in accordance with the requirements of IAS 36, Impairment of assets.
- Assessing the appropriateness of disclosures made in the consolidated financial statements in relation to goodwill and indefinite-life intangible assets presented in Note 16 and the inherent judgements involved, as described in note 3.17 and 4.

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Impairment of investments in associates

The Group's strategy, involving the deleveraging of the consolidated statement of financial position, has resulted in the Group acquiring a significant investment which is recognised in accordance with IAS 28 - Investments in Associates and Joint Ventures as at 31 December 2022.

The investments comprise both listed and privately held equity holdings where the Group has significant influence.

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Our approach to addressing this key audit matter included the following procedures:

- Obtaining an understanding of the material transactions entered into by the Group which resulted in the acquisition of interest in associates during the year by:
  - reviewing the Group's board materials, minutes and resolutions for the transaction approvals; and
  - reviewing the transaction agreements, conditions, and contingencies.
- Testing the completeness and accuracy of the assets and liabilities included in individual transactions by reviewing asset swap agreements and title transfer documents.
- Testing, with involvement of our experts, the appropriateness of the Group's assessment and application of IFRS 10 and IAS 28 in the recognition of the investment in associate.

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Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Key audit matters (continued)

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<tr><th>Key audit matter</th><th>How our audit addressed the Key audit matter</th></tr>
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Impairment of investments in associates (continued)

Management has reviewed the appropriateness of the carrying amounts of investments in associates and carried out impairment assessments where impairment indicators have been identified.

We considered this to be a key audit matter in view of the significance of the Group's investments in associates and the judgements involved in the identification of potential impairment indicators as well as the underlying assumptions and inputs used by management in performing impairment assessments.

Further details of the Group's investment in associates are disclosed in Note 14.

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- Reviewing management's value in use calculation and performing the following procedures to obtain an understanding of the cash flows projections related to each cash generating unit ("CGU"):
  - Inquiry with management on strategy related to the investments;
  - Review of historical data used by management in their forecasts;
  - Reviewing minutes of meetings in relation to future plans; and
  - Assessing the appropriateness of the discount rate and growth rate used by management in the ViU calculation.
- Assessing the appropriateness of disclosures made in relation to the subsequent event and the impairment in the investment in associate in Note 14 and 30.

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Valuation of financial instruments (Level 3)

The Group's investment securities portfolio includes certain level 3 securities for which the Group determines the fair value using discounted cash flow models, residual value and third-party net asset valuations (NAVs) that use significant unobservable inputs.

Unobservable inputs require the use of significant judgement. The key unobservable inputs used in the models of such unquoted securities includes discount rates, growth rates, future cashflows and adjusted book values.

We determined that the assessment of the fair value of unquoted securities is significant to the audit of the current year's consolidated financial statements due to the materiality of unquoted investments and the high degree of measurement uncertainty involved in the determination of unobservable inputs used in the valuation models.

Further details of financial instruments are disclosed in Note 24.

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Our approach to addressing this key audit matter included the following procedures:

- Evaluation by our experts of the methodologies and significant inputs used by the Group in the valuation models;
- Testing, with involvement of our experts, the fair values of a sample of unquoted securities. Depending on the nature of the security, key unobservable inputs including future cash flows were compared to relevant information or independent estimates of fair value were developed and compared to the fair values determined by the Group; and
- Assessing the disclosures made in note 24 of the consolidated financial statements, to ensure compliance with IFRS 7, IFRS 9 and IFRS13.

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Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the Key audit matter
Liquidity considerations The Group has to repay a substantial part of its borrowings and other financial liabilities, amounting to AED 970m, in the upcoming 12 months. Management has prepared a number of strategies to ensure that the current repayment obligations are met on due dates. These include repayment of the borrowings from projected cash inflows, in conjunction with non-cash settlement of part of the borrowings as well as other refinancing options. Management has commenced discussions with existing lenders for the non-cash settlement of part of the borrowings as well as with new lenders over refinancing opportunities. We considered liquidity considerations to be a key audit matter in view of the significant amount of debt obligations due for repayment in 2023 and the judgements and estimates made by management in developing the assumptions underlying the Group's cash flow projections which incorporate cash outflows arising from debt repayments as well as the ability of the Group to continue to comply with debt covenants. Further details of Liquidity risk are included in Note 25.	Our approach to addressing this key audit matter included the following procedures: • Reviewing the reasonableness of management's strategies and their reconciliation between available cash, inbound cash and maturity of current borrowings; • Evaluating the ability of the Group to obtain new financing including discussions currently in place with prospective lenders; • Reviewing the cash flow projections of the Group and the reasonableness of the assumptions and estimations included in the projections; • Obtaining the Group's projected results over the next 3 years including quarterly projections for the next year and in order to evaluate the risk of debt covenant breaches ahead of maturity of the Bond and existing loans; and • Assessing the adequacy of the disclosures made in note 25 of the consolidated financial statements to ensure compliance with IAS 1 and IFRS 7.

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Other information

Management is responsible for the other information. The other information comprises the Annual report (but does not include the consolidated financial statements and our auditor's report thereon). We obtained the Board of Directors' Report prior to the date of this auditor's report, and the remaining information of the annual report is expected to be made available to us after that date.

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

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

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

When we read the remaining information of the annual report of the Group, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards and their preparation in compliance with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Independent auditor’s report to the shareholders of SHUAA Capital PSC (continued)

Auditor’s responsibilities for the audit of the consolidated financial statements (continued)

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

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

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

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

Report on other legal and regulatory requirements

Further, as required by the UAE Federal Decree Law No. 32 of 2021, we report that:

i) we have obtained all the information we considered necessary for the purposes of our audit;

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Report on other legal and regulatory requirements (continued)

ii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Decree Law No. 32 of 2021;

iii) the Group has maintained proper books of account;

iv) the financial information included in the report of the Board of Directors is consistent with the books of account of the Group;

v) as disclosed in note 24.1 to the consolidated financial statements the Group has purchased or invested in shares during the year ended 31 December 2022;

vi) note 23 to the consolidated financial statements discloses material related party transactions, and the terms under which they were conducted;

vii) Note 7 to the consolidated financial statements discloses the social contributions made during the year ended 31 December 2022; and

viii) based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Group has contravened during the year ended 31 December 2022 any of the applicable provisions of the UAE Federal Decree Law No. 32 of 2021, or in respect of the Company, its Articles of Association which would materially affect its activities or its financial position as at 31 December 2022;

PricewaterhouseCoopers
22 March 2023

Douglas O'Mahony
Registered Auditor Number 834
Place: Dubai, United Arab Emirates

SHUAA CAPITAL PSC

Consolidated statement of profit or loss for the year ended 31 December 2022

(Currency - Thousands of U.A.E. Dirhams)

	Notes	*31 December 2022 Audited*	*31 December 2021* Audited*
Continuing operations			
Revenue	6	265,739	322,679
Net foreign exchange gain		25,650	5,900
Other income	10	160,886	31,271
Change in fair value (losses)/gains from financial assets at fair value through profit or loss (FVTPL		(128,132)	37,105
Share of net profit/(loss) of investments in associates accounted for using the equity method		156,863	(157,062)
Gain on derivative financial liability		1,883	2,590
Total Income		482,889	242,483
Staff costs		(144,076)	(158,608)
Employee carried interest		(5,543)	-
General and administrative expenses	7	(64,194)	(75,993)
Depreciation and amortisation	15,16	(27,911)	(45,893)
Provision for impairment losses on financial instruments	8	(12,203)	(11,020)
Total expenses		(253,927)	(291,514)
Profit/(loss) before impairment of intangibles and finance costs		228,962	(49,031)
Finance cost	19.3	(109,671)	(92,992)
Finance credit relating to unit holders		16,410	(2,133)
Impairment of intangibles and other items	9	(125,602)	(2,705)
Profit/(loss) from continuing operations		10,099	(146,861)
Discontinued operations			
(Loss)/profit from discontinued operations	29	(132,596)	217,795
(Loss)/profit for the year		(122,497)	70,934
Attributable to:			
Owners of the Parent		(135,204)	24,238
Non-controlling interests		12,707	46,696
		(122,497)	70,934
Loss per share attributable to Owners from continuing operations (in AED)	22	(0.001)	(0.08)
Earnings per share attributable to Owners (AED)	22	(0.05)	0.01

* Refer to note 32 for changes to comparatives

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

SHUAA CAPITAL PSC

Consolidated statement of comprehensive income for the year ended 31 December 2022

(Currency - Thousands of U.A.E. Dirhams)

	Notes	***31 December 2022 Audited***	*31 December 2021 Audited*
(Loss)/Profit for the year		**(122,497)**	70,934
Other comprehensive income			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations	21	**(61,639)**	(15,612)
Net loss on cash flow hedges			
- Share of other comprehensive income from investment in associates (classified as held for sale)		**-**	53,368
- Cash flow hedges	21	**12,158**	(21)
Items that will not be reclassified to profit or loss			
Changes in the fair value of equity investments at fair value through other comprehensive loss (FVOCI)		**(18,947)**	(35,134)
Other comprehensive (loss)/income for the year		**(68,428)**	2,601
Total comprehensive (loss)/income for the year		**(190,925)**	73,535
Attributable to:			
Owners of the Parent		**(178,228)**	38,932
Non-controlling interests		**(12,697)**	34,603
		(190,925)	73,535

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

SHUAA CAPITAL PSC

Consolidated statement of financial position as at 31 December 2022

(Currency - Thousands of U.A.E. Dirhams)

	Notes	**31 December 2022** **Audited**	*31 December 2021* *Audited*
Assets			
Cash and cash equivalents	11	**64,151**	460,648
Receivables and other debit balances	12	**407,061**	351,040
Loans, advances and finance leases	13	**274,503**	236,266
Financial assets at fair value	24.1	**668,602**	3,113,590
Investments in associates	14	**947,599**	354,036
Property and equipment	15	**25,693**	34,362
Goodwill and other intangible assets	16	**902,234**	1,212,014
Assets held for sale	29.1	**186,130**	5,930
Total assets		3,475,973	5,767,886
Liabilities			
Payables and other credit balances	17	**488,469**	802,092
Other financial liabilities	18	**163,808**	148,267
Borrowings	19	**1,206,206**	1,985,419
Payables to unit holders		**29,290**	986,046
Liabilities of disposal groups classified as held for sale	29.2	**68,019**	-
Total liabilities		1,955,792	3,921,824
Equity			
Share capital	20	**2,535,720**	2,535,720
Share premium		**52,579**	52,579
Statutory reserve		**49,631**	49,631
Other reserves	21	**(1,467,476)**	(1,424,452)
Retained earnings		**76,579**	240,479
Equity attributable to Owners		1,247,033	1,453,957
Non-controlling interests (NCI)	28	**273,148**	392,105
Net equity		1,520,181	1,846,062
Total equity and liabilities		3,475,973	5,767,886

The consolidated financial statements were approved by the Board of Directors and authorized for issue on 22 March 2023.

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Fadhel Alali	Fawad Tariq Khan
Chairman	Group Chief Executive Officer

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

SHUAA CAPITAL PSC

Consolidated statement of changes in equity

(Currency - Thousands of U.A.E. Dirhams)

	Share capital	Share premium	Statutory reserve (*)	Other reserves	Retained earnings	Equity attributable to owners of the Parent	Non - controlling interests	Total
Balance at 1 January 2021	2,535,720	52,579	47,207	(1,439,146)	293,727	1,490,087	536,090	2,026,177
Profit for the year	-	-	-	-	24,238	24,238	46,696	70,934
Other comprehensive income/(loss) for the year	-	-	-	14,694	-	14,694	(12,093)	2,601
Total comprehensive income for the year	-	-	-	14,694	24,238	38,932	34,603	73,535
Transactions with the owners in their capacity as owners								
Payment of dividend	-	-	-	-	(76,071)	(76,071)	(65,851)	(141,922)
Transactions with owners	-	-	-	-	(18,626)	(18,626)	76,871	58,245
Disposal of Treasury shares	-	-	-	-	19,635	19,635	-	19,635
NCI on exit of a subsidiary	-	-	-	-	-	-	(189,608)	(189,608)
Transfer to statutory reserve	-	-	2,424	-	(2,424)	-	-	-
Balance at 31 December 2021	2,535,720	52,579	49,631	(1,424,452)	240,479	1,453,957	392,105	1,846,062
(Loss)/profit for the year	-	-	-	-	(135,204)	(135,204)	12,707	(122,497)
Other comprehensive income/(loss) for the year	-	-	-	(43,024)	-	(43,024)	(25,404)	(68,428)
Total comprehensive income for the year	-	-	-	(43,024)	(135,204)	(178,228)	(12,697)	(190,925)
Impact of first-time application of IAS 29	-	-	-	-	(4,695)	(4,695)	(6,077)	(10,772)
Equity movement of associate	-	-	-	-	(10,575)	(10,575)	-	(10,575)
Acquisition of subsidiary	-	-	-	-	-	-	118,153	118,153
Transactions with unit holders	-	-	-	-	(13,426)	(13,426)	(73,359)	(86,785)
Capital contribution	-	-	-	-	-	-	50,000	50,000
Disposal of subsidiaries (Note 30)	-	-	-	-	-	-	(178,928)	(178,928)
Dividend paid to NCI	-	-	-	-	-	-	(16,049)	(16,049)
Balance at 31 December 2022	**2,535,720**	**52,579**	**49,631**	**(1,467,476)**	**76,579**	**1,247,033**	**273,148**	**1,520,181**

* On 20 September 2021, the UAE Federal Decree Law No. 32 of 2021 ("Companies Law") was issued and came into effect on 2 January 2022 which repealed the UAE Federal Law No. 2 of 2015. The Group has reviewed the new provisions and applied the requirements during the year.

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

SHUAA CAPITAL PSC

Consolidated statement of cash flows for the year ended 31 December 2022

(Currency - Thousands of U.A.E. Dirhams)

	Notes	**31 December 2022 Audited**	*31 December 2021 Audited**
Cash flows from operating activities			
(Loss)/Profit for the year		**(122,497)**	70,934
Adjustments for (non-cash items):			
Finance credit relating to unit holders		**(16,410)**	407,274
Income on deemed disposal of associate	10	**(68,989)**	-
Fair value uplift on land	10	**(39,540)**	-
Foreign exchange gain		**(25,650)**	(5,900)
Carried interest recognised – net		**5,543**	10,426
Finance cost		**109,671**	147,362
Net interest income		**(3,911)**	(7,198)
Finance lease modification charge	10	**300**	4,320
Fair value (gain)/ loss on financial assets at FVTPL		**128,132**	(654,922)
Share of (profit)/ loss from investments in associates	14	**(156,863)**	157,062
Dividend income		**-**	(96,044)
Gain on revaluation of derivative financial liabilities		**(1,883)**	(2,590)
Gain on disposal of subsidiaries		**(14,476)**	-
Employees' end of service benefit charge		**4,359**	5,621
Provisions and allowances for impairment - net	8	**12,203**	17,780
Goodwill and intangible impairment	16	**119,615**	-
Depreciation and amortization	15,16	**27,911**	46,014
Operating cash flows before movements in working capital		**(42,484)**	100,139
Increase / (decrease) in receivables and other debit balances		**307,920**	(147,982)
Decrease in loans and advances		**217,020**	98,910
(Decrease) / increase in payables and other credit balances		**(383,795)**	158,931
Decrease in other financial liabilities		**(7,665)**	(1,716)
Cash flows from operating activities of discontinued operations		**(76,601)**	(8,016)
Net cash generated from operations		**14,395**	200,266
Employees' end of service benefit paid		**(9,020)**	(6,276)
Dividend income		**-**	96,044
Net cash generated from operating activities		**5,375**	290,034
Cash flows from investing activities **			
Payments for the purchase of investments		**-**	(476,050)
Proceeds from disposal of investments		**54,622**	565,302
Distributions from associates	14	**19,985**	26,741
Dividends from associates	14	**-**	1,818
Net acquisition of property and equipment		**-**	(22,055)
Net interest received		**3,911**	7,198
Net cash from discontinued operations	29.1	**(5,712)**	28,324
Net cash from acquired in business combination	1	**14,332**	-
Net cash from disposal of subsidiaries	30	**(150,953)**	-
Cash flow from investing activities of discontinued operations	29.4	**158,300**	309,138
Net cash generated from investing activities		**94,485**	440,416

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

SHUAA CAPITAL PSC

Consolidated statement of cash flows for the year ended 31 December 2022 (continued)

(Currency - Thousands of U.A.E. Dirhams)

		31 December 2022 Audited	*31 December 2021 Audited**
Cash flows from financing activities			
Proceeds from borrowings	19.3	**-**	195,590
Repayment of borrowings	19.3	**(169,145)**	(590,843)
Lease rentals paid		**(1,916)**	(6,848)
Dividends paid		**(16,032)**	(141,920)
Proceeds from sale of treasury shares		**-**	19,635
Finance cost paid		**(85,709)**	(162,391)
Cash flow from financing activities of discontinued operations		**(223,555)**	-
Net cash used in financing activities		**(496,357)**	(686,777)
Net (decrease)/increase in cash and cash equivalents		**(396,497)**	43,673
Cash and cash equivalents at beginning of the year	11	**453,520**	377,266
Restricted cash	11	**5,878**	32,581
Cash and cash equivalents at end of the year	11	**62,901**	453,520

* Refer to note 32 for changes to comparatives.
** Cash flows from investing activities exclude AED 20,927 non-cash items in 2021. There are no non-cash transactions in 2022.

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

1. LEGAL STATUS AND ACTIVITIES

SHUAA Capital P.S.C. (the "Company" or "SHUAA") is a public shareholding company established in Dubai, United Arab Emirates, pursuant to Emiri Decree No. 6 of 25 April 1979 and in accordance with the UAE Federal Law No. 8 of 1984 concerning Commercial Companies and its amendments ("Companies Law"). The registered address of the Company is P.O. Box 31045, Dubai, United Arab Emirates. The Company's shares are traded on the Dubai Financial Market in the United Arab Emirates.

The Company is licensed by the Securities and Commodities Authority to conduct Investment Management, Financial Consulting and Financial Analysis, Promotion, Introduction and Issuance Management activities. The Company and its subsidiaries conduct a diversified range of investment and financial services activities with special emphasis on the Arab region in general, the U.A.E. and the G.C.C. markets in particular, and are actively involved in public and private capital markets in the region.

Group structure

The principal activities of Abu Dhabi Financial Group ("ADFG") (accounting acquirer) and its subsidiaries (together referred as the "Group") are to carry out commercial and real estate investment activities, establishment and management of enterprises, consultancy services, investment banking and trading in securities. The extent of the Group's ownership in the material subsidiaries and associates with their principal activities have been listed below:

Name of the entity	Place of incorporation	Principal activity	Effective ownership interest % 31 December 2022	Effective ownership interest % 31 December 2021
Material subsidiaries				
AD CapManage Ltd. (BVI)	B.V.I.	Commercial enterprise investment, institution & management	**100.0%**	100.0%
ADCM Ltd	Cayman Islands	Investment management	**100.0%**	100.0%
ADCM Resources Ltd	Cayman Islands	Investment advisory	**100.0%**	100.0%
ADCM Emp Carry Ltd	B.V.I.	Special Purpose Vehicle	**100.0%**	100.0%
AD Power Limited	Cayman Islands	Investment holding	**100.0%**	100.0%
BBD Partners GP (i)	Cayman Islands	Investment management	**100.0%**	100.0%
Horizon Investments- Sole Prop LLC	UAE	Investment holding	**100.0%**	100.0%
Integrated EE Holdings	Montenegro	Project management	**100.0%**	100.0%
Gulf Finance Corporation CJSC*	Saudi Arabia	Financing	**100.0%**	100.0%
Gulf Finance Corporation PJSC*	UAE	Financing	**100.0%**	100.0%
SHUAA Capital PSC	UAE	Financial services and investments holding	**100.0%**	100.0%
SHUAA Capital Saudi Arabia CJSC	Saudi Arabia	Financial services	**100.0%**	100.0%
SHUAA Securities Egypt SAE***	Egypt	Brokerage	**-**	100.0%
Integrated Capital PJSC	UAE	Financial services	**96.00%**	96.00%
Asia for Economic Consultancy LLC	Jordan	Consultancy	**94.30%**	94.30%
Amwal International Investment Company KSCP	Kuwait	Financial services	**87.20%**	87.20%
Qannas Investments Ltd	Cayman Islands	Investment holding	**80.80%**	-
NCM Investment Company K.S.C (Disposed off)	Kuwait	Brokerage and Trading	**-**	44.50%
Spadille Limited	Jersey	Investment holding	**85.00%**	85.00%

(Currency - Thousands of U.A.E. Dirhams)

1. LEGAL STATUS AND ACTIVITIES (continued)

Group structure (continued)

Name of the entity	Place of incorporation	Principal activity	Effective ownership interest % 31 December 2022	Effective ownership interest % 31 December 2021
Northacre Limited	UK	Development management	**83.90%**	83.90%
Goldilocks Investment Company Limited (ii)(Disposed off)	UAE	Investment holding	**-**	34.40%
Squadron Properties (ii)	Cayman Islands	Investment holding	**33.00%**	33.00%
Astrea Asset Management Limited (ii)	UK	Property management	**33.00%**	33.00%
Eagle T2	Cayman Islands	Investment holding	**100.00%**	100.00%
Northacre Capital Ltd	BVI	Investment Manager	**100.00%**	-

Name of the entity	Place of incorporation	Principal activity	Effective ownership interest % 31 December 2022	Effective ownership interest % 31 December 2021
Material Associates				
Eshraq Investments PJSC	UAE	Investments holding	**35.30%**	-
City Engineering LLC	UAE	Contracting	**40.00%**	40.00%
SHUAA Hospitality Fund I L.P. (iii)	Cayman Islands	Investment holding	**33.10%**	33.10%
SHUAA Saudi Hospitality Fund I	Saudi Arabia	Investment holding	**33.20%**	**33.20%**
Qannas Investments Limited ("QIL")****	Cayman Islands	Investment holding	**-**	35.50%
ADCORP Limited *	UAE	Islamic financial institution	**24.80%**	24.80%
Thalassa Investment LP *****	Cayman Islands	Investment holding	**1.73%**	25.90%

* These subsidiaries and associates are under liquidation.
*** Disposed in 2021
**** Consolidated in 2022
***** Reclassified to FVTPL

(i) Effective ownership interest of 50% in BBD Partners GP is held through a subsidiary.

(ii) Based on the concept of 'control' as stipulated in *IFRS 10*, ADFG concluded that although it has less than 50% voting rights in the above-mentioned entities, it has 'de facto' control based on respective size of its holding of voting rights relative to the holdings of other vote holders and its representation on the investee's Board of Directors. In addition, the Group has determined that it has control and therefore consolidates the Fund, as it is exposed to its variable returns and has the key decision-making powers necessary to affect the amount of those returns in its capacity as investment manager. Accordingly, the above-mentioned entities have been consolidated in these financial statements.

(iii) SHUAA Hospitality Fund I L.P., a closed ended private equity investment fund registered as an exempted limited partnership in the Cayman Islands. As a consequence of cross investment holdings by this fund the Group indirectly owns 26.3% of SHUAA Saudi Hospitality Fund I, a closed ended investment fund regulated by the Capital Markets Authority in Saudi Arabia. SHUAA acts as an agent to the fund and not as principal.

(Currency - Thousands of U.A.E. Dirhams)

1. LEGAL STATUS AND ACTIVITIES (continued)

Business combination in 2022

As at 17 January 2022, the Group had entered into an asset swap transaction involving the exit of a historic portfolio of illiquid investments and a number of financial instruments in return for the totality of shares held by the majority shareholder of Qannas Investments Limited ('QIL') and a finance receivable. As a result of the transaction, the Group stepped up its interest in QIL from 35.50% to 80.81% and acquired control of the existing associate. The effective consideration in the acquisition was the fair value of the existing investment in the associate. The carrying amount of the identifiable net assets of the associate were deemed equal to their fair values.

Details of the consideration and fair value of net identifiable assets acquired are as follows:

Effective date of consolidation - 17 January 2022	QIL
Effective ownership interest (%)	80.81%
Purchase consideration*	320,013
Fair value of net assets acquired	
Cash and deposits with banks	14,332
Receivables and other debit balances	9,282
Loans, advances and finance leases	170,268
Financial assets at fair value through profit or loss (FVTPL)	623,827
Borrowings	(292,131)
Payables and other credit balances	(87,412)
Net identifiable assets acquired	438,166
Non-controlling interest	(118,153)
Net Assets acquired	320,013

The acquisition resulted in a Day 1 FV uplift of 68,989 on the carrying amount of the associate prior to becoming a subsidiary as a result of receipt of equity investments in the associate. The nominal purchase price allocation assessment performed by the Group has not identified any intangible assets or attributable goodwill.

*Purchase consideration represents the Group's share of the fair value of QIL held by the Group directly as well as indirectly via its subsidiaries. The purchase consideration includes the Day 1 FV uplift.

Changes to laws and regulations

Implementation of UAE Corporation Tax Law and application of IAS 12 Income Taxes

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax regime in the UAE. The Law was previously gazetted on 10 October 2022, becoming law 15 days later. The Corporate Tax regime will become effective for accounting periods beginning on or after 1 June 2023.

However, at year end the threshold at which the 9% tax rate would apply was not finalised in the Law as the relevant Cabinet Decision had not been announced. Therefore, pending this decision by the Cabinet, the [Company] has determined that the Law was not practically operational as at 31 December 2022, and so not enacted or substantively enacted from the perspective of IAS 12 – Income Taxes. Following the publication of the Cabinet Decision on 16 January 2023, the Company will be subject to a 9% corporate tax rate on taxable income above a threshold of AED 375,000 for periods beginning on or after 1 June 2023. The Group is currently in the process of assessing the possible impact on its financial statements, both from current and deferred tax perspective.

(Currency - Thousands of U.A.E. Dirhams)

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

2.1 New and revised IFRS adopted in the consolidated financial statements

The following new and revised IFRS, which became effective for annual periods beginning on or after 1 January 2022, have been adopted in these consolidated financial statements. The application of these revised IFRSs, except where stated, have not had any material impact on the amounts reported for the current and prior year.

Title	Key requirements	Effective Date
Property, Plant and Equipment: Proceeds before intended use – Amendments to IAS 16	The amendment to IAS 16 *Property, Plant and Equipment* (PP&E) prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment. Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.	1 January 2022
Reference to the Conceptual Framework – Amendments to IFRS 3	Minor amendments were made to IFRS 3 *Business Combinations* to update the references to the *Conceptual Framework for Financial Reporting* and add an exception for the recognition of liabilities and contingent liabilities within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and Interpretation 21 *Levies*. The amendments also confirm that contingent assets should not be recognised at the acquisition date.	1 January 2022
Onerous Contracts – Cost of Fulfilling a Contract Amendments to IAS 37	The amendment to IAS 37 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts. Before recognising a separate provision for an onerous contract, the entity recognises any impairment loss that has occurred on assets used in fulfilling the contract.	1 January 2022
Annual Improvements to IFRS Standards 2018–2020	The following improvements were finalised in May 2020: • IFRS 9 Financial Instruments – clarifies which fees should be included in the 10% test for derecognition of financial liabilities. • IFRS 16 Leases – amendment of illustrative example 13 to remove the illustration of payments from the lessor relating to leasehold improvements, to remove any confusion about the treatment of lease incentives. • IFRS 1 First-time Adoption of International Financial Reporting Standards – allows entities that have measured their assets and liabilities at carrying amounts recorded in their parent's books to also measure any cumulative translation differences using the amounts reported by the parent. This amendment will also apply to associates and joint ventures that have taken the same IFRS 1 exemption. • IAS 41 Agriculture – removal of the requirement for entities to exclude cash flows for taxation when measuring fair value under IAS 41. This amendment is intended to align with the requirement in the standard to discount cash flows on a post-tax basis.	1 January 2022
IFRIC Agenda decision – Lessor forgiveness of lease payments (IFRS 9 and IFRS 16)	In October 2022, the IASB finalised the agenda decision approved by the IFRS Interpretation Committee (IFRS IC) on 'Lessor Forgiveness of Lease Payments (IFRS 9 and IFRS 16)'. The agenda decision addresses the accounting from the perspective of the lessor, and in particular: • how the expected credit loss ('ECL') model in IFRS 9 should be applied to the operating lease receivable when the lessor expects to forgive payments due from the lessee under the lease contract before the rent concession is granted. • whether to apply the derecognition requirements in IFRS 9 or the lease modification requirements in IFRS 16 when accounting for the rent concession	1 January 2022

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS") (continued)

2.2 New and revised IFRS in issue but not yet effective and not early adopted

Title	Key requirements	Effective Date
IFRS 17 Insurance Contracts	IFRS 17 was issued in May 2017 as replacement for IFRS 4 Insurance Contracts. It requires a current measurement model where estimates are remeasured in each reporting period. Contracts are measured using the building blocks of: • discounted probability-weighted cash flows • an explicit risk adjustment, and • a contractual service margin (CSM) representing the unearned profit of the contract which is recognised as revenue over the coverage period. The standard allows a choice between recognising changes in discount rates either in the statement of profit or loss or directly in other comprehensive income. The choice is likely to reflect how insurers account for their financial assets under IFRS 9. An optional, simplified premium allocation approach is permitted for the liability for the remaining coverage for short duration contracts, which are often written by non-life insurers. There is a modification of the general measurement model called the 'variable fee approach' for certain contracts written by life insurers where policyholders share in the returns from underlying items. When applying the variable fee approach, the entity's share of the fair value changes of the underlying items is included in the CSM. The results of insurers using this model are therefore likely to be less volatile than under the general model. The new rules will affect the financial statements and key performance indicators of all entities that issue insurance contracts or investment contracts with discretionary participation features. Targeted amendments made in July 2020 aimed to ease the implementation of the standard by reducing implementation costs and making it easier for entities to explain the results from applying IFRS 17 to investors and others. The amendments also deferred the application date of IFRS 17 to 1 January 2023. Further amendments made in December 2021 added a transition option that permits an entity to apply an optional classification overlay in the comparative period(s) presented on initial application of IFRS 17. The classification overlay applies to all financial assets, including those held in respect of activities not connected to contracts within the scope of IFRS 17. It allows those assets to be classified in the comparative period(s) in a way that aligns with how the entity expects those assets to be classified on initial application of IFRS 9. The classification can be applied on an instrument-by-instrument basis.	1 January 2023 (deferred from 1 January 2021)
Classification of Liabilities as Current or Non-current – Amendments to IAS 1	The narrow-scope amendments to IAS 1 Presentation of Financial Statements clarify that liabilities are classified as either current or noncurrent, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the entity's expectations or events after the reporting date (e.g. the receipt of a waver or a breach of covenant). The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity. They must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. ** Since approving these amendments, the IASB has issued an exposure draft proposing further changes and the deferral of the amendments until at least 1 January 2024.	1 January 2023 (deferred from 1 January 2022)**

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS") (continued)

2.2 New and revised IFRS in issue but not yet effective and not early adopted (continued)

New and revised IFRS	Key requirements	Effective Date
Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2	The IASB amended IAS 1 to require entities to disclose their material rather than their significant accounting policies. The amendments define what is 'material accounting policy information' and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information. To support this amendment, the IASB also amended IFRS Practice Statement 2 Making Materiality Judgements to provide guidance on how to apply the concept of materiality to accounting policy disclosures.	1 January 2023
Definition of Accounting Estimates – Amendments to IAS 8	The amendment to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.	1 January 2023
Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12	The amendments to IAS 12 Income Taxes require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities. The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with: right-of-use assets and lease liabilities, and decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets. The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate. IAS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments.	1 January 2023
Amendment to IFRS 16 – Leases on sale and leaseback	These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.	1 January 2024

(Currency - Thousands of U.A.E. Dirhams)

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS") (continued)

2.2 New and revised IFRS in issue but not yet effective and not early adopted (continued)

New and revised IFRS	Key requirements	Effective Date
Sale or contribution of assets between an investor and its associate or joint venture – Amendments to IFRS 10 and IAS 28	The IASB has made limited scope amendments to IFRS 10 *Consolidated financial statements* and IAS 28 *Investments in associates and joint ventures*. The amendments clarify the accounting treatment for sales or contribution of assets between an investor and its associates or joint ventures. They confirm that the accounting treatment depends on whether the non-monetary assets sold or contributed to an associate or joint venture constitute a 'business' (as defined in IFRS 3 Business Combinations). Where the non-monetary assets constitute a business, the investor will recognise the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognised by the investor only to the extent of the other investor's interests in the associate or joint venture. The amendments apply prospectively. ** In December 2015 the IASB decided to defer the application date of this amendment until such time as the IASB has finalised its research project on the equity method.	n/a **

The Group is currently assessing the impact of these standards, interpretations and amendments on the future financial statements and intends to adopt these, if applicable, when they become effective. There are no other relevant applicable new standards and amendments to published standards or IFRIC interpretations that have been issued but are not effective for the first time for the Group's financial year beginning on 1 January 2023 that would be expected to have a material impact on the consolidated financial statements of the Group.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with IFRS and applicable provisions of Federal Law No 32 of 2021, as amended of the United Arab Emirates. The consolidated financial statements are presented in thousands of United Arab Emirates Dirhams since that is the currency of the country in which the parent (ADFG), is domiciled and the majority of the Group's business is transacted.

Federal Decree Law No. 26 of 2020 which amends certain provisions of Federal Law No. 2 of 2015 as amended on Commercial Companies was issued on 27 September 2020 and the amendments came into effect on 2 January 2021. The Company has reviewed the new provisions and applied the requirements during the period.

The consolidated financial statements have been prepared on the historical cost convention as modified for the measurement at fair value of certain financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for assets. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

3.2 Basis of consolidation

Subsidiaries are those investees that the Group controls because the Group (i) has power to direct relevant activities of the investees that significantly affect their returns, (ii) has exposure, or rights, to variable returns from its involvement with the investees, and (iii) has the ability to use its power over the investees to affect the amount of investor's returns. The existence and effect of substantive rights, including substantive potential voting rights, are considered when assessing whether the Group has power over another entity. For a right to be substantive, the holder must have practical ability to exercise that right when decisions about the direction of the relevant activities of the investee need to be made. The Group may have power over an investee even when it holds less than majority of voting power in an investee. In such a case, the Group assesses the size of its voting rights relative to the size and dispersion of holdings of the other vote holders to determine if it has de-facto power over the investee. Protective rights of other investors, such as those that relate to fundamental changes of investee's activities or apply only in exceptional circumstances, do not prevent the Group from controlling an investee. Subsidiaries are consolidated from the date on which control is transferred to the Group and are deconsolidated from the date on which control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest.

Non-controlling interest is that part of the net results and of the equity of a subsidiary attributable to interests which are not owned, directly or indirectly, by the Group. The Group measures non-controlling interest on a transaction by transaction basis at the non-controlling interest's proportionate share of net assets of the acquiree. Non-controlling interest forms a separate component of the Group's equity.

Goodwill is measured by deducting the net assets of the acquiree from the aggregate of the consideration transferred for the acquiree, the amount of non-controlling interest in the acquiree and fair value of an interest in the acquiree held immediately before the acquisition date. Any negative amount ("negative goodwill") is recognised in consolidated statement of profit or loss, after management reassesses whether it identified all the assets acquired and all liabilities and contingent liabilities assumed, and reviews appropriateness of their measurement.

The consideration transferred for the acquiree is measured at the fair value of the assets given up, equity instruments issued and liabilities incurred or assumed, including fair value of assets or liabilities from contingent consideration arrangements, but excludes acquisition related costs such as advisory, legal, valuation and similar professional services. Transaction costs incurred for issuing equity instruments are deducted from equity; transaction costs incurred for issuing debt are deducted from its carrying amount and all other transaction costs associated with the acquisition are expensed.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated; unrealised losses are also eliminated unless the cost cannot be recovered. ADFG and all of its subsidiaries use uniform accounting policies consistent with the Group's policies.

(Currency - Thousands of U.A.E. Dirhams)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Basis of consolidation (continued)

The entities included in the consolidation may vary year on year due to both the restructuring of the Group (including acquisitions and disposals) and changes to the number and net assets of pooled investment vehicles managed by the Group where the shareholding in the year results in control, as defined by IFRS. In such cases, the investment vehicle is consolidated, and the third-party interest is normally recorded as a financial liability. The treatment continues until the Group loses control, as defined by IFRS.

The significant accounting policies are set out below. These policies have been consistently applied to each of the years presented, unless otherwise stated.

3.3 Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to profit or loss during the financial period in which they are incurred.

Depreciation is charged to write off the cost of assets over their estimated useful lives, using the straight-line method on the following basis:

	Years
Leasehold improvements	1-10
Office equipment	3-5
Motor vehicle	5
Furniture and fixtures	3-5
Buildings	40
Right-of-use asset	Lease term

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

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.4 Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

(Currency - Thousands of U.A.E. Dirhams)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Impairment of non-financial assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase. The excesses of the impairment over the revaluation reserve goes to the income statement

3.5 Finance cost

All borrowing costs are recognised in profit or loss in the period during which they are incurred. Borrowing costs which are directly attributable to the development of a qualifying asset are capitalised. Interest is calculated using the effective interest method is recognised in profit or loss and is included in 'Finance cost'. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3.6 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of work in progress includes overheads appropriated to the stage of development. Net realisable value is based upon estimated selling prices less further costs expected to be incurred on completion and disposal.

3.7 Income statement presentation policy

The Group will recognise under the Other Income financial statement line item, income from business transactions including step-up acquisitions or step-down disposals and other operating income related to the operating activities of the business.

Profit / (loss) from impairment of intangibles and finance cost section of the consolidated income statement will include impairment of intangible assets recognised during the financial period.

3.8 Revenue recognition

Net fee and commission income
Fee income is earned from a diverse range of services provided by the Group to its customers and are accounted for in accordance with IFRS 15 'Revenue from Contracts with Customers'. Under the IFRS 15, fee income is measured by the Group based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer.

Fee income is accounted for as follows:
(i) income earned on the execution of a significant act is recognised as revenue when the act is completed (for example, fees arising from negotiating, or participating in the negotiation of a transaction for a third-party, such as an arrangement for the acquisition of shares or other securities);
(ii) income earned from the provision of services is recognised as revenue as the services are provided (for example, asset management, portfolio and other management advisory and service fees); and
(iii) other fees and commission income and expense are recognised as the related services are performed or received.

In the Revenue financial statement line item, fee and commission income will be presented net of the incurred fee and commission expenses incurred as part of the rendered service or contract with customer.

Advisory income
Advisory income includes retainer and consultancy fees. It is accrued and recognised as the services are rendered, in accordance with the agreement with the client. Revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Group. Revenue from services is stated net of rebates and other allowances.

Interest income
Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Revenue recognition (continued)

Carried interest
The Group is entitled to receive performance fees ("carried interest") from qualified funds which it manages. These fees are earned once the funds meet certain performance conditions. The carried interest is calculated annually at the reporting date as per the guidance provided by IFRS 15, taking into account the required performance conditions and distribution arrangement. Carried interest recognised by the Group is subject to a constraint. The Group recognises revenue at an amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur in future periods.

The Group's employees are entitled to performance incentives linked to the realised Internal Rate of Return set for certain qualified funds, which vest progressively, subject to continued employment and the investment exit, provided certain minimum pre-established return hurdles are satisfied. These are recognised as carried interest expense.

Income from finance lease
Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial assets, except for:

a) Purchased or originated credit-impaired (POCI) financial assets, for which the original credit-adjusted effective interest rate is applied to the amortized cost of the financial asset.

b) Financial assets that are not 'POCI' but have subsequently become credit-impaired (or 'stage 3'), for which interest revenue is calculated by applying the effective interest rate to their amortized cost (i.e., net of the expected credit loss)

Processing fee
Processing fees and other operating income represent administration fees which include leases initiation and customer risk assessment. Processing fee income is recognized over the period of the lease using the effective rate method, which results in a constant periodic rate of return on the net investment outstanding.

Dividend income
Dividend income from investments is recognised when the Group's right to receive payment has been established.

3.9 Provisions

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

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

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

3.10 Employee benefits

A provision is made for the full amount of end of service benefits due to non-UAE national employees in accordance with the Group's policy, which is at least equal to the benefits payable in accordance with UAE Labour Law, for their period of service up to the end of the reporting period.

Pension contributions are made in respect of UAE national employees to the UAE General Pension and Social Security Authority in accordance with the UAE Federal Law No (9) of 2000 for Pension and Social Security. Such contributions are charged to profit or loss during the employees' period of service.

(Currency - Thousands of U.A.E. Dirhams)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.11 Foreign currencies

The functional currency of each of the Group's consolidated entities is the currency of the primary economic environment in which the entity operates. The functional currency of ADFG and the Group's presentation currency is the U.A.E Dirhams (AED).

Transactions in currencies other than AED (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognised in profit or loss in the period in which they arise.

The results and financial position of each group entity are translated into the presentation currency as follows:

i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the respective reporting period;
ii) income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions);
iii) components of equity are translated at the historic rate; and
iv) all resulting exchange differences are recognised in other comprehensive income.

When control over a foreign operation is lost, the exchange differences previously recognised in other comprehensive income are reclassified to the consolidated statement of profit or loss for the year as part of the gain or loss on disposal. On partial disposal of a subsidiary without loss of control, the related portion of accumulated currency translation differences is reclassified to non-controlling interest within equity. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

3.12 Financial instruments

Financial instruments comprise of financial assets and financial liabilities that are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

<u>Initial recognition – financial assets</u>

Financial instruments at Fair value through profit and loss (FVTPL) are initially recorded at fair value. All other financial instruments are initially recorded at fair value adjusted for transaction costs. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets. After the initial recognition, an Expected Credit Loss (ECL) allowance is recognised for financial assets measured at Amortised Cost (AC) and investments in debt instruments measured at Fair value through other comprehensive income (FVOCI), resulting in an immediate accounting loss.

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date on which the Group commits to deliver a financial asset. All other purchases are recognised when the entity becomes a party to the contractual provisions of the instrument.

(Currency - Thousands of U.A.E. Dirhams)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The best evidence of fair value is price in an active market. An active market is one in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. Fair value of financial instruments traded in an active market is measured as the product of the quoted price for the individual asset or liability and the quantity held by the entity. This is the case even if a market's normal daily trading volume is not sufficient to absorb the quantity held and placing orders to sell the position in a single transaction might affect the quoted price.

Computation of fair value is based on valuation techniques such as discounted cash flow models or models based on recent arm's length transactions or consideration of financial data of the investees, are used to measure fair value of certain financial instruments for which external market pricing information is not available. Fair value measurements are analysed by level in the fair value hierarchy as follows: (i) level one are measurements at quoted prices (unadjusted) in active markets for identical assets or liabilities, (ii) level two measurements are valuations techniques with all material inputs observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices), and (iii) level three measurements are valuations not based on solely observable market data (that is, the measurement requires significant unobservable inputs). Transfers between levels of the fair value hierarchy are deemed to have occurred at the end of the reporting period (Note 24.1).

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument. An incremental cost is one that would not have been incurred if the transaction had not taken place. Transaction costs include fees and commissions paid to agents (including employees acting as selling agents), advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs or internal administrative or holding costs. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

<u>Classification- financial assets</u>

Financial assets can either be (i) equity financial assets or (ii) debt financial assets. The Group classifies financial assets in the following measurement categories: FVTPL, FVOCI and AC. The classification depends on (i) the Group's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset.

The business model reflects how the Group manages the assets in order to generate cash flows – whether the Group's objective is: (i) solely to collect the contractual cash flows from the assets ("hold to collect contractual cash flows",) or (ii) to collect both the contractual cash flows and the cash flows arising from the sale of assets ("hold to collect contractual cash flows and sell") or, if neither of (i) and (ii) is applicable, the financial assets are classified as part of "other" business model and measured at FVTPL.

The business model is determined for a group of assets (on a portfolio level) based on all relevant evidence about the activities that the Group undertakes to achieve the objective set out for the portfolio available at the date of the assessment. Factors considered by the Group in determining the business model include the purpose and composition of a portfolio, past experience on how the cash flows for the respective assets were collected, how risks are assessed and managed, how the assets' performance is assessed and how managers are compensated. Note 4.1 includes critical judgements applied by the Group in determining the business models for its financial assets.

Where the business model is to hold assets to collect contractual cash flows or to hold contractual cash flows and sell, the Group assesses whether the cash flows represent solely payments of principal and interest ("SPPI"). In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement, i.e. interest includes only consideration for credit risk, time value of money, other basic lending risks and profit margin.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Classification- financial assets (continued)

Where the contractual terms introduce exposure to risk or volatility that is inconsistent with a basic lending arrangement, the financial asset is classified and measured at FVTPL. The SPPI assessment is performed on initial recognition of an asset and it is not subsequently reassessed. Note 4.1 includes for critical judgements applied by the Group in performing the SPPI test for its financial assets.

Debt financial assets that meet the following conditions are measured subsequently at amortised cost:
- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt financial assets that meet the following conditions are measured subsequently at FVOCI:
- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

In addition, debt financial assets that meet either the amortised cost criteria or the FVOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

By default, all other financial assets (debt and equity financial assets) are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition for an equity financial asset:
- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Subsequent measurement – financial assets

For purposes of subsequent measurement
- Financial assets at AC (debt financial assets): Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in consolidated statement of profit or loss (P&L) when the asset is derecognised, modified or impaired.

- For assets that are purchased or originated credit impaired ("POCI") at initial recognition, the effective interest rate is adjusted for credit risk, i.e. it is calculated based on the expected cash flows on initial recognition instead of contractual payments.

- Financial assets at FVOCI with recycling of cumulative gains and losses (debt financial assets): For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in consolidated statement of other comprehensive income (OCI). Upon derecognition, the cumulative fair value change recognised in OCI is recycled to P&L.

(Currency - Thousands of U.A.E. Dirhams)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Subsequent measurement – financial assets (continued)

- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity financial assets): Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis. Gains and losses on these financial assets are never recycled to P&L. Dividends are recognised as other income in P&L when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

- Financial assets at FVTPL (debt and equity financial assets): Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in P&L. Dividends on listed equity investments are recognised as other income in the P&L when the right of payment has been established. Interest income on debt financial assets is also recognised in the P&L.

Impairment - financial assets

Measurement of ECL: IFRS 9 outlines a 'three-stage' model for impairment of financial assets based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1. Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Group identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL"). If the Group determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a Lifetime ECL. Note 4.1 includes how the Group determines when a SICR has occurred. Note 4.1 also provides information about inputs, assumptions and estimation techniques used in measuring ECL, including an explanation of how the Group incorporates forward-looking information in the ECL models.

The Group considers a financial asset to have experienced SICR when a significant change in one year probability of default occurs between the origination date of a specific facility and the IFRS 9 ECL run date. In addition, a range of qualitative criteria are also considered.

The key inputs into the measurement of ECL are the term structure of the following variables:
- probability of default (PD);
- loss given default (LGD);
- exposure at default (EAD)

These parameters are generally derived from internally developed statistical models and other historical data. They are adjusted to reflect forward-looking information. Details of these statistical parameters/inputs are as follows:

PD - The probability of default is an estimate of the likelihood of default over a given time horizon.

EAD - The exposure at default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date.

LGD - The loss given default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

ECL Expected credit losses are probability-weighted estimate of credit losses. They are measured as follows:
  - financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).
  - financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows; and
  - financial guarantee contracts: the expected payments to reimburse the holder less any amounts that the Group expects to recover.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Impairment - financial assets (continued)

The Group applies three-stage model for impairment, based on changes in credit quality since initial recognition to recognise loss allowances for expected credit losses (ECL) on the following financial instruments that are not measured at FVTPL:

- loans and advances and other financial assets including finance leases;
- financial assets that are debt investments;
- financial guarantee contracts; and
- trade receivables and contract assets included in receivables and debit balances.

No impairment loss is recognised on equity investments.

For financial assets that are purchased or originated credit-impaired ("POCI Assets"), the ECL is always measured as a Lifetime ECL.

For trade receivables or contract assets that do not contain a significant financing component, the Group records loss allowance at initial recognition and throughout its life at an amount equal to Lifetime ECL.

Financial assets measured at AC are presented in the consolidated statement of financial position net of the allowance for ECL. For financial assets at FVOCI, changes in amortised cost, net of allowance for ECL, are recognised in P&L and other changes in carrying value are recognised in OCI.

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt financial assets carried at FVOCI are credit-impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Write-off - financial assets

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in P&L.

Derecognition - financial assets

The Group derecognises financial assets when (a) the assets are redeemed or the rights to cash flows from the assets otherwise expired or (b) the Group has transferred the rights to the cash flows from the financial assets or entered into a qualifying pass-through arrangement while (i) also transferring substantially all risks and rewards of ownership of the assets or (ii) neither transferring nor retaining substantially all risks and rewards of ownership, but not retaining control. Control is retained if the counterparty does not have the practical ability to sell the asset in its entirety to an unrelated third party without needing to impose restrictions on the sale.

Modification - financial assets

The Group sometimes renegotiates or otherwise modifies the contractual terms of the financial assets. The Group assesses whether the modification of contractual cash flows is substantial considering, among other, the following factors: any new contractual terms that substantially affect the risk profile of the asset, significant change in interest rate, change in the currency denomination, new collateral or credit enhancement that significantly affects the credit risk associated with the asset or a significant extension of a loan when the borrower is not in financial difficulties. The contractual terms of a lease receivable are mainly modified at the request of the customer. An existing lease receivable whose terms have been modified may be derecognized and the renegotiated lease receivable recognized as a new investment in Islamic financing at fair value.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Modification - financial assets (continued)

If the modified terms are substantially different, the rights to cash flows from the original asset expire and the Group derecognises the original financial asset and recognises a new asset at its fair value. The date of renegotiation is considered to be the date of initial recognition for subsequent impairment calculation purposes, including determining whether a SICR has occurred. The Group also assesses whether the new loan or debt instrument meets the SPPI criterion. Any difference between the carrying amount of the original asset derecognised and fair value of the new substantially modified asset is recognised in profit or loss, unless the substance of the difference is attributed to a capital transaction with owners.

In a situation where the renegotiation was driven by financial difficulties of the counterparty and inability to make the originally agreed payments, the Group compares the original and revised expected cash flows to assets whether the risks and rewards of the asset are substantially different as a result of the contractual modification. If the risks and rewards do not change, the modified asset is not substantially different from the original asset and the modification does not result in derecognition.

The Group recalculates the gross carrying amount by discounting the modified contractual cash flows by the original effective interest rate (or credit-adjusted effective interest rate for POCI financial assets), and recognises a modification gain or loss in profit or loss.

Initial recognition and classification - financial liabilities

All financial liabilities are recognised initially at fair value and, in the case borrowings and other financial liabilities, net of directly attributable transaction costs. Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL or financial liabilities at AC.

Subsequent measurement – financial liabilities

Financial liabilities at FVTPL: Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL including contingent consideration recognised by an acquirer in a business combination and financial guarantee contracts. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at FVTPL are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss. Changes in fair value related to own credit risk are recognized in OCI.

Financial liabilities at AC: Financial liabilities at AC are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in P&L when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the P&L.

Financial guarantee contract liabilities

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9 (see financial assets above); and
- the amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies set out above.

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

An exchange between the Group and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms and conditions of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Modifications of liabilities that do not result in extinguishment are accounted for as a change in estimate using a cumulative catch up method, with any gain or loss recognised in profit or loss, unless the economic substance of the difference in carrying values is attributed to a capital transaction with owners.

Payables to unit holders

Payable to unit holders mainly comprise liabilities that arise from obligations in respect of third-party interests in consolidated funds. Consolidation occurs when the Group is deemed to control a fund. When a fund is consolidated, the Group accounts for the fund in its consolidated statement of financial position as if it were wholly-owned by the Group, but records an additional liability representing the proportion of the fund owned by third party investors, where the units in the fund are puttable instruments (i.e. not classified as equity). The units of Goldilocks Investment Company Limited, a subsidiary of the Group, are redeemable at the unit holders' option and therefore the Group has classified the units held by third parties as a financial liability.

Profit/(Loss) for the fund attributable to these third-party holders of units is recognised in the consolidated statement of profit or loss as (finance cost)/finance credit relating to unit holders carried at fair value.

Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively. The Group's risk management strategy and how it is applied to manage risk are explained in Note 25.

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined).

(Currency - Thousands of U.A.E. Dirhams)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Derivative financial instruments and hedge accounting (continued)

A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

Fair value hedges: The change in the fair value of a hedging instrument is recognised in P&L as other income/expense. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the P&L as other income/expense.

Cash flow hedges: The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item. The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments. The ineffective portion relating to foreign currency contracts is recognised as other income/expense. The Group designates only the spot element of forward contracts as a hedging instrument. The forward element is recognised in OCI and accumulated in a separate component of equity under cash flow hedge reserve.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to P&L as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss. If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to P&L as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

For hedges that do not qualify for hedge accounting, any gains or losses arising from changes in the fair value of the hedging instrument are taken directly to the income statement for the year.

The effective interest method is a method of allocating interest income or interest expense over the relevant period, so as to achieve a constant periodic rate of interest (effective interest rate) on the carrying amount. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (excluding future credit losses) through the expected life of the financial instrument or a shorter period, if appropriate, to the gross carrying amount of the financial instrument.

Equity instruments

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

Share capital: Ordinary shares with discretionary dividends are classified as equity. Any excess of the fair value of consideration received over the par value of shares issued is recorded as share premium in equity.

(Currency - Thousands of U.A.E. Dirhams)

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

3.13 Cash and cash equivalents

Cash and cash equivalents for the purposes of consolidated statement of cash flows consist of cash and short-term deposits with original maturity of 90 days or less, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

3.14 Investment in associates

The Group's investments in associates are accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence, and which is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. The Group will perform a notional purchase price allocation ("PPA") assessment within 12 months from the date of acquisition.

When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of IFRS 9 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with IFRS 9. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

3.15 Leases

Group as a Lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(Currency - Thousands of U.A.E. Dirhams)

3 SIGNIFICANT ACCOUNTING POLICIES (continued)

3.15 Leases (continued)

Ijara receivables

Ijara finance is an agreement wherein gross amounts due under originated Ijara (finance) includes the total of future payments on Ijara finance, plus estimated residual amounts receivable (by an option to purchase the asset at the end of the respective financing term through an independent sale contract). The difference between the Ijara contracts receivable and the cost of the Ijara assets is recorded as unearned Ijara finance income and for presentation purposes, is deducted from the gross amounts due under Ijara finance.

Group as a Lessee

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

3.16 Goodwill

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

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3.17 Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite useful lives are amortised on a straight-line basis over the intangible asset's estimated useful lives over the following periods:

Customer Relationships and Contracts	1 – 21 years
Trademark	15 – 20 years

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

3.17 Intangible assets acquired in a business combination (continued)

Intangible assets with indefinite useful lives (Trade licenses) are not amortised but are tested for impairment annually at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to definite is made on a prospective basis.

3.18 Non-controlling interests

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

3.19 Non-current assets classified as held for sale and discontinued operations

Non-current assets are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction rather than continuing use and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognised in the statement of profit or loss.

The financial results of non-current assets classified as held for sale that meet the definition of a discontinued operation are presented as a single line in the statement of profit or loss and statement of cash flows.

3.20 Segmental information

Operating segments are components that engage in business activities that may earn revenues or incur expenses, whose operating results are regularly reviewed by the chief operating decision maker (CODM), and for which discrete financial information is available. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer (CEO) of SHUAA.

3.21 Treasury shares

Where the Company or its subsidiaries purchase SHUAA equity instruments, the consideration paid, including any directly attributable incremental external costs, net of income taxes, is deducted from equity attributable to the Owners until the equity instruments are reissued, disposed of or cancelled. Where such shares are subsequently disposed of or reissued, any consideration received is included in equity.

3.22 Assets and liabilities held for sale

Assets and liabilities held for sale are recognised in accordance with the criteria set out in IFRS 5. The Group determines the realisable value of assets in their current condition, where a sale is highly probable and the expected settlement value for its liabilities held for sale. "Assets held for sale" and "Liabilities held for sale" are measured in accordance with the requirements of IFRS 5 "Non-current assets held for sale and discontinued operations".

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

4.1 Critical judgement in applying Group's accounting policies

While applying the accounting policies as stated in note 3, management of the Group has made certain judgments, estimates and assumptions that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revision to accounting estimates are recognised in the period of the revision in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The significant judgments and estimates made by management that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

(Currency - Thousands of U.A.E. Dirhams)

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

4.1 Critical judgement in applying Group's accounting policies (continued)

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the periods presented.

Assessment of Significant Increase in Credit Risk

The assessment of a significant increase in credit risk is done on a relative basis. To assess whether the credit risk on a financial asset has increased significantly since origination, the Group compares the risk of default occurring over the expected life of the financial asset at the reporting date to the corresponding risk of default at origination, using key risk indicators that are used in the Group's existing risk management processes. The Group assessment of significant increases in credit risk is being performed at least quarterly for exposures based on three factors. If any of the following factors indicates that a significant increase in credit risk has occurred, the instrument will be moved from Stage 1 to Stage 2:

- The Group has established thresholds for significant increases in credit risk based on movement in days past due (DPD) (Level of Delinquency) relative to initial recognition.
- Additional qualitative reviews have been performed to assess the staging results and make adjustments, as necessary, to better reflect the positions which have significantly increased in risk.
- IFRS 9 contains a rebuttable presumption that instruments which are 30 days past due have experienced a significant increase in credit risk.

Carried interest

The Group is entitled to receive performance fees ("carried interest") from qualified funds which it manages. These fees are earned once the funds meet certain performance conditions. The Group recognises carried interest to the amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur in future periods.

Consolidation - Control assessment

Determining whether the Group has control over an investee is judgmental and involves a critical assessment of the purpose and design of an investee, nature of rights – substantive or protective in nature, assessment of existing and potential voting rights, whether an investor is a principal or agent when exercising its controlling power, relationships between investors and how they affect control and existence of power over specified assets only. The Group critically assesses the overall relationship between the decision-maker and other parties involved with the investee to determine whether the decision-maker acts as an agent. The Group continuously monitors if there are any changes in the composition of the Group and consequently reassesses control if facts and circumstances indicate that any of the elements have changed including an assessment of the variability of returns.

Consolidation of entities in which the Group holds less than a majority of voting right (de facto control)

Judgement is required to determine whether the substance of the relationship between the Group and an investee when the Group held less than a majority of voting rights. The Group consolidates investees that it controls. As it can sometimes be difficult to determine whether the Group does control an investee, management makes judgements about its exposure to the risks and rewards, as well as about its ability to make operational decisions for the investee in question. In many instances, elements are present that, considered in isolation, indicate control or lack of control over an investee, but when considered together make it difficult to reach a clear conclusion. In cases where more arguments are in place towards existence of control, the investee entity is consolidated. Refer note 1(ii) where management made critical judgement in assessing the relationship with its investees in which it holds less than a majority of voting right.

(Currency - Thousands of U.A.E. Dirhams)

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

4.1 Critical judgement in applying Group's accounting policies (continued)

Treatment as associates of entities in which the Group holds less than 20% of voting rights

Determine whether the group exercises significant influence over an investee in which the Group holds less than 20% of voting rights is judgmental and involves a critical assessment. As it can sometimes be difficult to determine whether the Group has significant influence over an investee, management makes judgements about its ability to influence the financial and operating policy decisions of the investee. In many instances, elements are present that, considered in isolation, indicate significant influence or lack of significant influence over an investee, but when considered together make it difficult to reach a clear conclusion. In cases where more arguments are in place towards existence of significant influence, the investee entity is recorded as an investment in associate.

Going concern

Management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

4.2 Key sources of estimation uncertainty

Calculation of ECL

Measurement of ECL is a significant estimate that involves determination of methodology, models and data inputs.

Macroeconomic Factors, Forward Looking Information (FLI) and Multiple Scenarios: The measurement of expected credit losses for each stage and the assessment of significant increases in credit risk considers information about past events and current conditions as well as reasonable and supportable forecasts of future events and economic conditions. The estimation and application of forward-looking information require significant judgement.

PD, LGD and EAD inputs used to estimate Stage 1 and Stage 2 credit loss allowances are modelled based on the macroeconomic variables (or changes in macroeconomic variables) that are most closely correlated with credit losses in the relevant portfolio. Each macroeconomic scenario used in ECL calculation has forecasts of the relevant macroeconomic variables.

The Group estimation of ECL in Stage 1 and Stage 2 is a discounted probability weighted estimate that considers a minimum of three future macroeconomic scenarios namely base case, upside and downside.

The Group's base case scenario is based on macroeconomic variable (oil price). The macro-economic variable (oil price) was selected on the basis of business intuition and statistical analysis performed. Upside and downside scenarios are set relative to the Group's base case scenario based on reasonably possible alternative macroeconomic conditions. Scenario design, including the identification of additional downside scenarios occur on at least an annual basis and more frequently if conditions warrant. Scenarios are probability-weighted according to the Group's best estimate of their relative likelihood based on historical frequency and current trends and conditions. Probability weights are updated on a quarterly basis. All scenarios considered are applied to all portfolios subject to ECL with the same probabilities. Sensitivity assessment due to movement in each macroeconomic variable and the respective weights under the three scenarios is periodically assessed by the Group. In some instances, the inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial reporting. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material. Such cases are subjected to the Group's Governance process for oversight.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

4.2 Key sources of estimation uncertainty (continued)

Calculation of ECL (continued)

The definition of default used in the measurement of expected credit losses and the assessment to determine movement between stages is consistent with the definition of default used for internal credit risk management purposes. IFRS 9 does not define default, but contains a rebuttable presumption that default has occurred when an exposure is greater than 90 days past due.

Expected Life: When measuring ECL, the Group considers maximum contractual period over which it is exposed to credit risk. All contractual terms are considered when determining the expected life, including prepayment options and extension and rollover options. For certain revolving credit facilities that do not have a fixed maturity, the expected life is estimated based on the period over which the Group is exposed to credit risk and where the credit losses would not be mitigated by management actions.

Fair value measurement of financial assets at FVTPL and FVTOCI

Fair values for the Group's financial assets at FVTPL and FVTOCI (level 3) are measured using market or income approaches. Considerable judgment may be required in developing estimates of fair value, particularly for financial instruments classified as Level 3 in the fair value hierarchy as such estimates incorporate market unobservable inputs that require management to use its own assumptions. The Group's valuation techniques for Level 3 financial instruments remained unchanged in 2022.

The uncertainty in those assumptions have been incorporated into the Group's valuations of Level 3 financial instruments primarily through updated cash flows and discount rate, as applicable. See note 24.1 for details of the Group's Level 3 financial instruments. Additional volatility in the fair values of Level 3 financial instruments may arise in future periods if actual results differ materially from the company's estimates. If no market data is available, the Group may value its investments using its own models, which are usually based on valuation methods and techniques generally recognised as standard within the industry, such as the Discounted Cash Flow (DCF) and Net Asset Value (NAV) method, in which case the Group would exercise judgement and estimates on the quantity and quality of the cash flows and fair values, respectively, of the underlying investment.

In performing the fair value measurement, the Group selects inputs that are consistent with the characteristics of the financial asset that market participants would take into account in a transaction for that asset. In some cases, those characteristics result in the application of an adjustment, such as a control premium or non-controlling interest discount. The Group incorporates a premium or discount only when it is consistent with the unit of account for the investment.

Impairment assessment on investment using equity accounting

The Group assesses the impairment of investments accounted for using the equity method whenever triggering events or changes in circumstances indicate that an investment may be impaired and carrying value may not be recoverable in accordance with the prescribed impairment indicators as per IAS 36. The Group measures the impairment based on a projected future cash flow of the investees, including the underlying assumptions provided by such investees' internal management team. The Group also takes into account market conditions and the relevant industry trends to ensure the reasonableness of such assumptions.

Impairment of goodwill

On an annual basis, the Group determines whether goodwill is impaired. This requires an estimation of the recoverable amount using value in use of the cash generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash generating units taking into account all conditions existing as at the end of reporting period and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Disposal of subsidiary in exchange for an interest in an associate

As per IFRS 10 when the Group will dispose of a subsidiary in exchange for interest in an associate, the Group will first account for the loss of control in the subsidiary recognizing the gain or loss of the transaction. Subsequent to the derecognition of the subsidiary the Group will recognise the interest in investment in associate as per IAS 28.

(Currency - Thousands of U.A.E. Dirhams)

5 SEGMENTAL INFORMATION

For management purpose the Group is organized into three operating segments, all of which are based on business units:

Asset Management unit manages real estate funds and projects, investment portfolios and funds in the regional equities, fixed income and credit markets. It also provides investment solutions to clients with a focus on alternative investment strategies.

Investment banking unit provides corporate finance advisory, transaction services, private placement, public offerings of equity and debt securities and structured products. It also creates market liquidity on OTC fixed income products.

Corporate unit manages principal investments, non-core assets, corporate developments, treasury and other shared services related to the Group.

	31 December 2022			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Net fee and commission income	147,114	2,475	101,489	251,078
Advisory income	-	6,078	-	6,078
Net interest income	-	-	198	198
Trading income	-	7,305	(29)	7,276
Other operating income	-	-	1,307	1,307
Total revenues	147,114	15,858	102,965	265,937
Staff costs	(72,813)	(12,877)	(58,386)	(144,076)
Employee carried interest	(5,543)	-	-	(5,543)
General and administrative expenses	(23,476)	(5,826)	(29,295)	(58,597)
Depreciation and amortization	(18,982)	(4,274)	(4,655)	(27,911)
Provision for impairment losses on financial instruments			(12,203)	(12,203)
Other operating expenses	(127,055)	(375)	62,951	(64,479)
Total expenses	(247,869)	(23,352)	(41,588)	(312,809)
(Loss)/profit before other income and finance cost	(100,755)	(7,494)	61,377	(46,872)
Fair value losses from investments	(2,940)	(577)	(124,615)	(128,132)
Gain from derivative financial liability			1,883	1,883
Share of loss from investment in associates			156,863	156,863
Finance cost	(8,679)	(2,353)	(98,639)	(109,671)
Finance cost relating to unit holders			16,410	16,410
Other income	41,899	1,135	76,584	119,618
(Loss)/profit for the year from continuing operations	(70,475)	(9,289)	89,863	10,099
Loss for the year from discontinued operations	-	-	(132,596)	(132,596)
Profit/(loss)for the year attributable to NCI	31,956		(44,663)	(12,707)
Loss for the year attributable to Owners	(38,519)	(9,289)	(87,396)	(135,204)
Revenue generated from external customer (fee & commission)	147,114	2,475	101,489	251,078
Revenue generated from within the group (fee & commission)	-	-	-	-
	147,114	2,475	101,489	251,078

(Currency - Thousands of U.A.E. Dirhams)

5 SEGMENTAL INFORMATION (continued)

	31 December 2022			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Assets	940,479	312,712	2,222,782	3,475,973
Liabilities	190,598	15,828	1,749,366	1,955,792

The results of the discontinued operations and assets/liabilities pertaining to the disposal group classified as held for sale are included in the 'Corporate' operating segment.

The accounting policies of each of the reportable segments are consistent with those of the Group.

Reconciliation of information of reportable segments to the amounts reported in the financial statements

	31 December 2022	*31 December 2021*
Revenues		
Total revenue from reportable segments	265,937	322,679
Revenue reported in other segmental line items	216,952	(80,196)
Total Income	482,889	242,483
		-
Profit before tax		
Total profit before tax from reportable segments	(122,497)	70,934
Unallocated amounts	-	-
Consolidated profit before tax	(122,497)	70,934

5. SEGMENTAL INFORMATION (continued)

	31 December 2021			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Net fee and commission income	210,753	4,478	80,478	295,709
Advisory income	-	16,401	(3,300)	13,101
Net interest income	-	-	-	-
Trading income	-	8,429	(2,514)	5,915
Other operating income	181	-	7,773	7,954
Total revenues	210,934	29,308	82,437	322,679
Staff costs	(77,322)	(10,134)	(71,153)	(158,609)
General and administrative expenses	(19,552)	(7,013)	(43,388)	(69,953)
Depreciation and amortization	(31,751)	(6,568)	(7,574)	(45,893)
Provision for impairment losses on financial instruments	-	-	(11,020)	(11,020)
Other operating expenses	(5,698)	(347)	3,201	(2,844)
Total expenses	(134,323)	(24,062)	(129,934)	(288,319)
Profit/(loss) before other income and finance cost	76,611	5,246	(47,497)	34,360
Fair value (losses) /gains from investments	-	(684)	37,789	37,105
Gain from derivative financial liability	-	-	2,590	2,590
Share of loss from investment in associates	-	-	(157,062)	(157,062)
Finance cost	(6,201)	(2,262)	(84,529)	(92,992)
Finance cost relating to unit holders	-	-	(2,133)	(2,133)
Other income	5,670	1,847	23,754	31,271
Profit/(loss) for the year from continuing operations	76,080	4,147	(227,088)	(146,861)
Loss for the year from discontinued operations	-	-	217,795	217,795
Profit for the year attributable to NCI	(5,035)	-	(41,661)	(46,696)
Profit/(loss) for the year attributable to Owners	71,045	4,147	(50,954)	24,238
Revenue generated from external customer (fee & commission)	210,753	4,478	80,478	295,709
Revenue generated from within the group (fee & commission)	37,281	-	-	37,281
	248,034	4,478	80,478	332,990

	31 December 2021			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Assets	1,096,045	356,152	4,315,689	5,767,886
Liabilities	208,715	100,227	3,612,882	3,921,824

(Currency - Thousands of U.A.E. Dirhams)

6. REVENUE

	31 December 2022	*31 December 2021*
Fees and commission income	**272,995**	313,300
Advisory income	**6,078**	13,101
Trading income	**7,276**	5,915
		-
Other operating income (**Note 6.1**)	**1,307**	7,954
Gross revenue	**287,656**	340,270
Fee and commission expense	**(21,917)**	(17,591)
Revenue	**265,739**	322,679

6.1 OTHER OPERATING INCOME

	31 December 2022	*31 December 2021*
Other income	**(301)**	6,292
Board representation fees	**1,608**	1,662
	1,307	7,954

Other income includes income related to operating activities of certain subsidiaries that are other than the primary activities of ADFG and SHUAA.

7. GENERAL AND ADMINISTRATIVE EXPENSES

	31 December 2022	*31 December 2021*
Professional fees	**(10,733)**	(21,097)
Administration, technology and communication	**(21,063)**	(20,301)
Office costs	**(6,541)**	(8,709)
Corporate marketing and branding costs	**(8,665)**	(8,720)
Business travel expenses	**(1,485)**	(677)
Directors' fee	**(5,596)**	(6,040)
Others	**(10,111)**	(10,449)
	(64,194)	(75,993)

There is no payment for social contribution in 2022 and 2021.

(Currency - Thousands of U.A.E. Dirhams)

8. PROVISION FOR IMPAIRMENT LOSSES ON FINANCIAL INSTRUMENTS

	31 December 2022	*31 December 2021*
Charge on Loans, advances and finance leases	**(11,847)**	(4.175)
(Charge)/release of provision of impairment for doubtful receivables and other assets	**(356)**	(6,845)
	(12,203)	(11,020)

9. IMPAIRMENT OF INTANGIBLES AND OTHER ITEMS

	31 December 2022	*31 December 2021*
Impairment of intangibles (note 16)	**(119,615)**	-
Others	**(5,987)**	(2,705)
	(125,602)	(2,705)

10. OTHER INCOME (NET)

	31 December 2022	*31 December 2021*
Government grant income	**298**	8,585
Finance lease modification charge	**(300)**	(4,320)
Fair value gain on land	**39,540**	-
Income from deemed disposal of associate (Note 1)	**68,989**	-
Reversal of performance fee expense	**41,069**	-
Gain on disposal of subsidiaries (Note 30)	**14,476**	-
(Loss) / gain on disposal of associate (Note 14)	**(16,107)**	-
Others	**12,921**	27,006
	160,886	31,271

11. CASH AND CASH EQUIVALENTS

	31 December 2022	*31 December 2021*
Cash on hand	**135**	106
Balances held with banks	**64,016**	460,542
Cash and deposits with banks	**64,151**	460,648
Less: Restricted deposits	**(1,250)**	(7,128)
Cash and cash equivalents	**62,901**	453,520

The rate of interest on the deposits held during the year ended 31 December 2022 ranged from 1.4% to 6.25% (31 December 2021: 1.4% to 6.25%) per annum.

Cash and deposits with banks include deposits of 1,250 (31 December 2021: 7,128) with banks, which are held as collateral against the Group's banking facilities. For the purposes of the consolidated statement of cash flows, cash and cash equivalents are stated net of these deposits.

(Currency - Thousands of U.A.E. Dirhams)

12. RECEIVABLES AND OTHER DEBIT BALANCES

	31 December 2022	*31 December 2021*
Trade receivables – net of loss allowance (**Note 12.1**)	**67,891**	66,310
Receivables from managed funds	**47,329**	24,131
Advances and deposits	**4,833**	5,155
Prepayments	**5,175**	9,850
Accrued income	**21,296**	64,737
Others (**Note 12.2**)	**260,537**	180,857
	407,061	351,040
Trade receivables and managed funds – net of loss allowance		
Trade receivables and managed funds	**123,283**	98,148
Loss allowance	**(8,063)**	(7,707)
	115,220	90,441
Movement in loss allowance:		
Opening balance	**(7,707)**	(19,925)
Charge for the year	**(356)**	(6,845)
Written off	**-**	19,063
Closing balance	**(8,063)**	(7,707)

12.1 Included in trade receivables is an amount of 470 (31 December 2021: 14,363) due from related parties (Note 23).

12.2 This includes 172,000 receivable from the disposal of a subsidiary.

13. LOANS, ADVANCES AND FINANCE LEASES

	31 December 2022	*31 December 2021*
Loans and advances - net of provision for impairment (a)	**260,281**	32,923
Finance leases – net of provision of impairment (b)	**14,222**	167,018
Margin lending - net of provision for impairment (c)	**-**	36,325
	274,503	236,266

(a) Loans and advances

	31 December 2022	*31 December 2021*
Total loans and advances	**283,360**	44,155
Provision for impairment	**(23,079)**	(11,232)
	260,281	32,923
Movement in cumulative provision for impairment:		
Opening balance	**(11,232)**	-
Charge for the year	**(11,847)**	(11,232)
Closing balance	**(23,079)**	(11,232)

As at 31 December 2022, the underlying collateral for loans and advances were valued at 173,392 (31 December 2021: 39,911). Provisions are made for the uncovered portion of the impaired loans and advances.

(Currency - Thousands of U.A.E. Dirhams)

13. LOANS, ADVANCES AND FINANCE LEASES (continued)

(b) Finance leases

	31 December 2022	*31 December 2021*
Current finance lease receivables	**-**	95,209
Non-current finance lease receivables	**14,222**	82,944
Provision for impairment	**-**	(11,135)
	14,222	167,018
Movement in provision for impairment:		
Opening balance	**(11,135)**	(11,933)
Charge for the year	**(1,871)**	(6,728)
Reversals during the year	**-**	7,526
Transferred to held for sale	**13,006**	-
Closing balance	**-**	(11,135)

Leasing arrangements – the Group as lessor

The Group has sub-let a portion of its leased office premises to third parties.

	Minimum lease payments		*Present value of minimum lease payments*	
	31 December 2022	*31 December 2021*	***31 December 2022***	*31 December 2021*
Not later than one year	**-**	112,115	**-**	95,209
Later than one year and not later than five years	**14,222**	95,535	**14,222**	82,944
	14,222	207,650	**14,222**	178,153
Less: unearned finance income	**-**	(29,497)	**-**	-
Present value of minimum lease payments receivable	**14,222**	178,153	**14,222**	178,153
Allowances for uncollectible lease payments	**-**	(11,135)	**-**	(11,135)
	14,222	167,018	**14,222**	167,018

Unguaranteed residual values of assets leased under finance leases at the end of the reporting period are estimated at nil. The interest rate implicit in the leases is fixed at the contract date for the entire lease term.

As at 31 December 2022, the underlying collateral for finance leases was valued at Nil (31 December 2021: 158,471). Provisions are made for the impaired portion of the lease, net of collateral.

(Currency - Thousands of U.A.E. Dirhams)

13. LOANS, ADVANCES AND FINANCE LEASES (continued)

(c) Margin lending

The Group extends margins to clients for the purpose of trading in quoted securities. These advances are short term in nature and are secured by the underlying securities held in custody by the Group.

	31 December 2022	*31 December 2021*
Total margin lending	**-**	37,455
Cumulative provision for impairment	**-**	(1,130)
	-	36,325
Movement in cumulative provision for impairment:		
Opening balance	**(1,130)**	(628)
Charge for the year	**-**	(502)
Written off during the year	**1,130**	-
Closing balance	**-**	(1,130)

As at 31 December 2022, the underlying securities were valued at Nil (31 December 2021: 105,904).

The effect of collateral on assets is as follows:

31 December 2022

	Over collateralized		**Under collateralized**	
	Carrying value of the assets	**Value of collateral**	**Carrying value of the assets**	**Value of collateral**
Loans and advances	**77,279**	**116,392**	**161,396**	**57,000**
Finance leases	**-**	**-**	**-**	**-**
Margin lending	**-**	**-**	**-**	**-**
	77,279	**116,392**	**161,396**	**57,000**

31 December 2021

	Over collateralized		Under collateralized	
	Carrying value of the assets	Value of collateral	Carrying value of the assets	Value of collateral
Loans and advances	1,197	39,911	-	-
Finance leases	77,326	122,988	80,547	35,483
Margin lending	7,184	105,904	29,141	-
	85,707	268,803	109,688	35,483

(Currency - Thousands of U.A.E. Dirhams)

14. INVESTMENTS IN ASSOCIATES

The table below shows the movement in associates during the year:

	31 December 2022						
	QIL	***SHUAA Hospitality Fund I L.P.***	***SHUAA Saudi Hospitality Fund I***	***Eshraq****	***ADCORP Limited***	***Others***	***Total***
Movement							
As at 1 January 2022	210,393	36,844	13,360	-	36,605	56,834	354,036
Additions	-	-	-	802,974	-	12,019	814,993
Share of profit of associates	-	-	-	154,057	-	8,541	162,598
Share of equity issuance cost of associate	-	-	-	-	-	(10,575)	(10,575)
Classified from/(as) FVTPL	-	-	-	8,083	-	(6,759)	1,324
Disposal	-	-	-	(34,135)	-	(54,325)	(88,460)
Dividends and distributions		-	-	-	(19,985)	-	(19,985)
Impairments	-	-	-	-	-	(5,735)	(5,735)
Transfer to subsidiary	(210,393)	-	-	-	-	-	(210,393)
Reclassified to Held for sale	-	(36,844)	(13,360)	-	-	-	(50,204)
As at 31 December 2022	-	-	-	930,979	16,620	-	947,599

*Share of profit from associates includes bargain purchase gain which represents the excess of the share of the net fair value of assets and liabilities of Eshraq over the cost of acquisition. The fair value of net assets was determined as a result of a draft notional purchase price allocation (PPA) which will be finalized within one year. The Group expects no material change between the draft PPA and the final PPA. The fair value of the associate was deemed equal to the carrying amount.

The table below shows the movement in associates during 2021

	31 December 2021						
	QIL	*SHUAA Hospitality Fund I L.P.*	*SHUAA Saudi Hospitality Fund I*	*Mirfa Power Holding Company PJSC*	*ADCORP Limited*	*Others*	*Total*
Movement							
As at 1 January 2021	379,780	-	-	-	39,312	15,220	434,312
Additions	-	-	-	-	17,857	-	17,857
Associate arising from loss of control	-	-	-	-	-	50,275	50,275
Share of profit of associates	234,366	-	-	-	13,684	4,330	252,380
Impairments	(403,753)	-	-	-	(5,689)	-	(409,442)
Classified as fair value through P&L	-	-	-	-	-	(12,991)	(12,991)
Dividends and distributions	-	-	-	-	(28,559)	-	(28,559)
Reclassified from Held for sale	-	36,844	13,360	-	-	-	50,204
As at 31 December 2021	210,393	36,844	13,360	-	36,605	56,834	354,036

(Currency - Thousands of U.A.E. Dirhams)

14. INVESTMENTS IN ASSOCIATES (continued)

The table below provides summarised financial information for those associates that are material to the Group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not the Group's share of those amounts.

	31 December 2022						
	QIL	*SHUAA Hospitality Fund I L.P.*	*SHUAA Saudi Hospitality Fund I*	*Eshraq*	*ADCORP Limited*	*Others*	*Total*
Summarised statement of financial position							
Assets							
- Current	-	-	-	2,096,058	40,292	-	2,136,350
- Non-current	-	-	-	923,715		-	923,715
Total assets	-	-	-	3,019,773	40,292		3,060,065
Liabilities							
- Current	-	-	-	86,879	1,835	-	88,714
- Non-current	-	-	-	229,229	-	-	229,229
Total liabilities	-	-	-	316,108	1,835	-	317,943
Net Assets	-	-	-	2,703,665	38,457	-	2,742,122
Summarised statement of comprehensive income							
Revenue	-	-	-	570,683	2,376	-	573,059
Profit for the year	-	-	-	589,790	24,855	-	614,645
Other comprehensive profit for the year	-	-	-	472	-	-	472
Total comprehensive income for the year	-	-	-	590,262	24.855	-	615,117

	31 December 2021						
	QIL	*SHUAA Hospitality Fund I L.P.*	*SHUAA Saudi Hospitality Fund I*	*Mirfa Power Holding Company PJSC*	*ADCORP Limited*	*Others*	*Total*
Summarised statement of financial position							
Assets							
- Current	260,034	294	265,662	-	421,923	54,153	1,002,066
- Non-current	1,783,278	137,073	40,379	-	-	232,977	2,193,707
Total assets	2,043,312	137,367	306,041	-	421,923	287,130	3,195,773
Liabilities							
- Current	82,551	779	125,656	-	10,757	66,625	286,368
- Non-current	228,827	-	-	-	-	512	229,339
Total liabilities	311,378	779	125,656	-	10,757	67,137	515,707
Net Assets	1,731,934	136,588	180,385	-	411,166	219,993	2,680,066
Summarised statement of comprehensive income							
Revenue	819,511	2,185	34,498	-	74,146	120,129	1,050,469
Profit for the year	659,572	2,185	9,829	-	73,840	38,677	784,103
Other comprehensive loss for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	659,572	2,185	9,829	-	73,840	38,677	784,103

(Currency - Thousands of U.A.E. Dirhams)

15. PROPERTY AND EQUIPMENT

	31 December 2022							
	Leasehold Improvements	*Office equipment*	*Motor vehicles*	*Furniture and fixture*	*Land & buildings*	*Artworks and painting*	*Right-of-use assets*	*Total*
Cost								
Balance at beginning of the year	14,320	15,706	1,058	3,083	2,551	1,356	54,774	92,848
Lease modifications	-	-	-	-	-	-	12,872	12,872
Additions	-	749	-	-	-	-	-	749
Transfers	-	-	-	-	-	-	-	-
Disposal of subsidiary	(1,553)	(11,692)	(633)	-	-	-	(7,417)	(21,295)
Disposals	(440)	(27)	-	(539)	-	-	(165)	(1,171)
Balance at end of the year	12,327	4,736	425	2,544	2,551	1,356	60,064	84,003
Accumulated depreciation								
Balance at beginning of the year	8,270	14,079	583	1,260	301	3	33,991	58,487
Charge for the year	984	605	219	569	-	-	11,457	13,834
Transfers	-	-	-	-	-	-	-	-
Disposal of subsidiary	(1,125)	(11,978)	(404)	-	-	-	(504)	(14,011)
Disposals	-	-	-	-	-	-	-	-
Balance at end of the year	8,129	2,706	398	1,829	301	3	44,944	58,310
Net book value								
Balance at end of the year	4,198	2,030	27	715	2,250	1,353	15,120	25,693

(Currency - Thousands of U.A.E. Dirhams)

15. PROPERTY AND EQUIPMENT (continued)

	31 December 2021							
	Leasehold Improvements	*Office equipment*	*Motor vehicles*	*Furniture and fixture*	*Land & buildings*	*Artworks and paintings*	*Right-of-use assets*	*Total*
Cost								
Balance at beginning of the year	20,900	8,277	857	5,841	2,551	1,357	47,170	86,953
Additions	1,070	4,112	487	367	-	-	16,019	22,055
Transfers	(428)	3,484	-	(3,056)	-		-	-
Disposals	(7,222)	(167)	(286)	(69)	-	(1)	(8,415)	(16,160)
Balance at end of the year	14,320	15,706	1,058	3,083	2,551	1,356	54,774	92,848
Accumulated depreciation								
Balance at beginning of the year	7,828	7,856	505	4,914	224	-	22,864	44,191
Charge for the year	3,815	1,808	219	569	77	3	15,625	22,116
Transfers	(363)	4,570	-	(4,207)	-	-	-	-
Disposals	(3,010)	(156)	(141)	(16)	-	-	(4,498)	(7,821)
Balance at end of the year	8,270	14,079	583	1,260	301	3	33,991	58,486
Net book value								
Balance at end of the year	6,050	1,627	475	1,823	2,250	1,353	20,783	34,362

(Currency - Thousands of U.A.E. Dirhams)

15. PROPERTY AND EQUIPMENT (continued)

15.1 The recognised right-of-use assets relate to the following types of assets:

	31 December 2022	*31 December 2021*
Buildings (*)	60,064	54,774
Total right-of-use assets at cost (Note 15)	60,064	54,774

(*) The Group has sub-let a portion of the leased property to third parties which have been adjusted against the recognised right-of-use assets (Note 15).

15.2 The depreciation charge for right-of-use assets pertains mainly to office premises (Note 15).

	31 December 2022	*31 December 2021*
Buildings	11,457	15,625
Total depreciation of right-of-use assets (Note 15)	11,457	15,625

16. GOODWILL AND OTHER INTANGIBLE ASSETS

			31 December 2022		
	Goodwill	***Trademark / Brand***	***Customer Relationships***	***Trade Licenses***	***Total***
Cost					
Balance at beginning of the year	1,024,676	15,573	215,249	18,807	1,274,305
Impact of foreign currency translation	(66,441)	-	-	-	(66,441)
Impairment	-	(4,980)	(155,000)	(2,000)	(161,980)
Disposal	(81,155)	(2,600)	(26,000)	(9,200)	(118,955)
Balance at end of the year	877,080	7,993	34,249	7,607	926,929
Accumulated amortization					
Balance at beginning of the year	-	2,064	60,220	7	62,291
Charge for the year	-	735	13,342	-	14,077
Impairment	-	(726)	(41,639)	-	(42,365)
Disposal	-	(549)	(8,759)	-	(9,308)
Balance at end of the year	-	1,524	23,164	7	24,695
Net book value as at 31 December 2022	877,080	6,469	11,085	7,600	902,234

(Currency - Thousands of U.A.E. Dirhams)

16. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)

	31 December 2021				
	Goodwill	*Trademark / Brand*	*Customer Relationships*	*Trade Licenses*	*Total*
Cost					
Balance at beginning of the year	1,030,562	15,573	215,249	18,807	1,280,191
Impact of foreign currency translation	(5,886)	-	-	-	(5,886)
Balance at end of the year	1,024,676	15,573	215,249	18,807	1,274,305
Accumulated amortization					
Balance at beginning of the year	-	1,161	37,226	7	38,394
Charge for the year	-	903	22,994	-	23,897
Balance at end of the year	-	2,064	60,220	7	62,291
Net book value					
Net book value as at 31 December 2021	1,024,676	13,509	155,029	18,800	1,212,014

This includes goodwill and other intangibles arisen upon cessation of investment entity and acquisition of subsidiaries as part of the business combination mainly on account of expected synergies, efficient business management, high standards of policies, compliances with relevant regulatory framework and integrity, experience and other strength of the workforce and management. Accordingly, the goodwill recognized represents the excess of the fair value of the net assets acquired over the proportionate share acquired in identifiable net assets.

As at year end, the Group completed the restructuring of the real estate CGU wherein Asset Management-Astrea, and Asset Management-Northacre were merged with the Asset Management-Real estate CGU. The strategy of the Group is to develop and market the real estate segment under one umbrella which would bring about synergies and efficiencies in generating cash flows for the Group.

During the year, one of the Group's subsidiaries received notice of a significant contract termination. As a result, the Group recognised accelerated amortization on the contract of AED 93,777 which is disclosed in impairment of intangibles and other items. In addition to this, the Group recognised accelerated amortization of AED 25,837 on trademarks, licenses and customer contracts pertaining to the Real estate CGU based on the expected recoverability of these intangibles.

The Group performs impairment tests on Goodwill annually or earlier if an impairment trigger has been identified. Management assessed the recoverable amount for the cash-generating units ("CGUs") using the higher of fair value less cost to sell and value in use ("VIU"). VIU calculations were determined using cash flow projections from financial budgets approved by the Group's senior management covering a five-year period. The discount rate applied to the cash flow projections represent the cost of capital adjusted for an appropriate risk premium for these cash-generating units. The Group reassessed the discount rates based on updated market data that adequately reflects the business risks associated with each CGUs. In order for there to be a material impact on the VIU calculation of the asset management – real estate CGU to require an impairment of the carrying amount of the goodwill, the discount rate needs to increase by 25.48 percent while the growth rates need to decrease by 100 percent. For all other CGUs discount and growth rates need to vary significantly beyond current economic extreme forecasts in order for a material impact on the VIU calculation to require an impairment of the carrying amount of the goodwill. The key assumptions used in estimating the recoverable amounts of cash-generating units were assessed to ensure reasonableness of the VIU and resulting adjustment, if any, is recorded in the consolidated income statement. The Group has also performed a sensitivity analysis by varying key inputs by a reasonable margin. Except for the above disclosed accelerated amortization (impairment of intangibles), the Group concluded that there was no impairment of its intangible assets in 2022 (31 December 2021: nil).

16. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)

The carrying amount of Goodwill, Trade licenses and Customer relationships as at 31 December 2022 allocated to each CGU along with the key inputs used for VIU calculations and sensitivity analysis are summarized as follows:

31 December 2022

CGU	Goodwill	Customer relationship	Trademarks/Brand	Trade licenses	Discount rate	Growth rate	Change in Discount rate of +1%	Change in Growth rate of -1%
Asset Management – Real Estate	**628,212**	**-**	**2,902**	**3,300**	**8.75%**	**2.5%**	**(135,094)**	**(107,600)**
Investment Banking	**162,215**	**-**	**2,215**	**4,000**	**6.95%**	**3.5%**	**(534,844)**	**(470,056)**
NCM	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Fixed Income Trading	**58,746**	**11,085**	**1,352**	**-**	**6.95%**	**3.5%**	**(82,418)**	**(72,381)**
Investment Solutions	**27,907**	**-**	**-**	**300**	**6.95%**	**3.5%**	**(83,838)**	**(73,731)**
	877,080	**11,085**	**6,469**	**7,600**				

31 December 2021

CGU	Goodwill	Customer relationship	Trademarks/Brand	Trade licenses	Discount rate	Growth rate	Change in Discount rate of +1%	Change in Growth rate of 1%
Asset Management – Astrea	254,607	99,111	-	-	4.5%	1.5%	(171,567)	(157,415)
Asset Management – Northacre	242,814	-	3,077	-	4.5%	-	(53,462)	-
Asset Management – Real Estate	197,470	24,283	4,378	5,300	15.0%	2.0%	(40,147)	(28,786)
Investment Banking	162,215	-	2,347	4,000	16.0%	2.0%	(29,769)	(20,873)
NCM	81,155	19,316	2,181	9,200	15.5%	2.5%	(15,777)	(11,060)
Fixed Income Trading	58,244	12,319	1,526	-	15.5%	2.0%	(14,883)	(10,560)
Investment Solutions	28,171	-	-	300	15.5%	2.0%	(37,085)	(26,633)
	1,024,676	155,029	13,509	18,800				

(Currency - Thousands of U.A.E. Dirhams)

17. PAYABLES AND OTHER CREDIT BALANCES

Payables and other credit balances comprise the following:

	31 December 2022	*31 December 2021*
Payable to clients	**3,505**	9,701
Customer deposits	**14,546**	20,501
Accruals	**69,423**	84,096
Lease liabilities (**Note 17.1**)	**33,408**	40,399
Repurchase agreements (**Note 17.2**)	**-**	41,562
Payables against acquisitions	**172,876**	226,893
Unclaimed dividends payable	**33,457**	33,457
FVTPL liabilities	**142**	1,610
Realised carried interest payable to employees	**10,501**	1,340
End of service benefits	**13,265**	18,493
Provisions (**Note 17.3**)	**366**	9,844
Derivative financial liability	**-**	2,117
Deferred revenue	**6,174**	7,053
Other payables	**130,806**	305,026
	488,469	802,092

17.1 Lease liabilities

	31 December 2022	*31 December 2021*
Current	**6,398**	10,734
Non-current	**27,010**	29,665
	33,408	40,399

This represents liability recognised on application of IFRS 16 in relation to renting of office space for the Group.

17.2 Repurchase agreements

Represents liabilities arising out of repurchase agreements entered with financial institutions. Securities sold subject to repurchase agreements are disclosed as pledged assets. The amounts received from the counterparty is included as a liability.

17.3 Movement in provisions

	31 December 2022	*31 December 2021*
As at 1 January	**9,844**	3,539
Charged to profit or loss	**1,898**	6,305
Disposal of subsidiary (**Note 30**)	**(11,376)**	-
As at 31 December	**366**	9,844

All other balances above, except as disclosed in note 25, are expected to be settled within 12 months after the end of the reporting period.

(Currency - Thousands of U.A.E. Dirhams)

18. OTHER FINANCIAL LIABILITIES

	31 December 2022	31 December 2021
Repayable within twelve months	5,589	81,707
Repayable after twelve months	158,219	66,560
	163,808	148,267

These comprise of issued term and wakalah investment certificates as well as other debt obligations.

19. BORROWINGS

Borrowings at the end of the reporting period are as follows:

	31 December 2022	31 December 2021
Secured		
Due to banks	347,547	1,122,623
Due to other financial institutions (**Note 19.1**)	29,879	45,579
Others	280,314	33,007
	657,740	1,201,209
Unsecured		
Due to banks	-	75,226
Due to other financial institutions	-	15,062
Bonds payable	548,466	543,944
Others (**Note 19.1 and 19.2**)	-	149,978
	548,466	784,210
	1,206,206	1,985,419

19.1 These include borrowings amounting to 29,879 (31 December 2021: 45,540) due to related parties with an interest rate of 7.3% to 8% p.a. (2021: 7.3% to 9.5% p.a.).

19.2 This includes Nil (31 December 2021: 112,401) related to funding received by a subsidiary from its regulator to finance and support Small and Medium-Sized Entities (SME) lending activity of the subsidiary.

19.3 Finance cost includes interest of 41,895 (31 December 2021: 41,895) on the Bonds payable.

Maturity profile of borrowings at the end of the year are as follows:

	31 December 2022	31 December 2021
Secured		
Repayable within twelve months	426,179	803,754
Repayable after twelve months	231,561	397,455
	657,740	1,201,209
Unsecured		
Repayable within twelve months	548,466	82,011
Repayable after twelve months	-	702,199
	548,466	784,210
	1,206,206	1,985,419

(Currency - Thousands of U.A.E. Dirhams)

19. BORROWINGS (continued)

19.4 Summary of borrowing arrangements:

	31 December 2022			
Facility type	Facility Amount	Original Tenor	Effective interest/profit rate	Collateral
Term Loan	550,582	Between 0 to 7 years	1.5% - 14%	605,983
Bond	548,466	Between 2 to 3 years	7.50%	-
Murabaha facility	107,158	Between 0 to 5 years	3% - 9%	116,392
Revolving Facility	-	within 1 year	4% - 5%	-
	1,206,206			722,375

	31 December 2021			
Facility type	Facility Amount	Original Tenor	Effective interest/profit rate	Collateral
Term Loan	622,164	Between 0 to 7 years	1.5% - 9.5%	1,133,859
Bond	543,944	Between 2 to 3 years	7.50%	-
Murabaha facility	752,913	Between 0 to 5 years	3% - 9%	1,564,705
Revolving Facility	66,398	within 1 year	4% - 5%	84,987
	1,985,419			2,783,551

Collaterals mainly include cash, liquid securities, land and private equity holdings.

19.5 Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

				Non-cash changes			
	At 1 January 2022	***Acquisitions on business combination***	***Financing cash flows (i)***	***Other charges (ii)***	***Disposal of subsidiaries (iii)***	***Transfer to Held for sale***	***At 31 December 2022***
Due to banks	1,197,849	137,621	(161,815)	(202,026)	(587,549)	(36,533)	347,547
Due to other financial institutions	60,641	-	(55,667)	164,270	(139,365)	-	29,879
Bonds payable	543,944	-	(37,373)	41,895	-	-	548,466
Others	182,985	292,131	-	(95,573)	(67,256)	(31,973)	280,314
	1,985,419	429,752	(254,855)	(91,434)	(794,170)	(68,506)	1,206,206

(Currency - Thousands of U.A.E. Dirhams)

19. BORROWINGS (continued)

19.5 Reconciliation of liabilities arising from financing activities (continued)

				Non-cash changes			
	At 1 January 2021	*Acquisitions on business combination*	*Financing cash flows (i)*	*Other charges (ii)*	*Foreign currency exchange difference*	*Transfer to Held for sale*	*At 31 December 2021*
Due to banks	1,605,826	-	(393,760)	(14,217)	-	-	1,197,849
Due to other financial institutions	91,819	-	(31,659)	481	-	-	60,641
Bonds payable	499,317	-	47,584	(2,957)	-	-	543,944
Others	198,739	-	(17,417)	1,663	-	-	182,985
	2,395,701	-	(395,252)	(15,030)	-	-	1,985,419

(i) Net cash flows from proceeds and repayment of borrowings
(ii) Other charges include interest accruals, repayments and discontinued operations adjustments.

20. SHARE CAPITAL

	Number of shares	***Value***
31 December 2022	**2,535,720**	**2,535,720**
31 December 2021	2,535,720	2,535,720

Authorised, issued and fully paid share capital comprises 2,535,720,000 shares (31 December 2021: 2,535,720,000 shares) of AED 1 per share (31 December 2021: AED 1 per share). Each share carries one vote and the right to receive dividends.

At 31 December 2022, the Company had Nil (31 December 2021: Nil) treasury shares outstanding. During year, the Company sold Nil treasury shares (2021:28,107,748) for total proceeds of Nil (2021: 19,635). The cost of these shares was Nil.

(Currency - Thousands of U.A.E. Dirhams)

21. OTHER RESERVES

	Merger reserve (21.1)	*Investment revaluation reserve*	*Cash flow hedge reserve*	*Translation reserve*	*Total*
As at 1 January 2022	(1,410,720)	(49,628)	3,316	32,580	(1,424,452)
Remeasurement of equity investments carried at FVOCI	-	(18,947)	-	-	(18,947)
Cash flow hedge	-		12,158		12,158
Translation of operations of foreign subsidiaries	-	-	-	(61,639)	(61,639)
NCI share	-	3,385	-	22,019	25,404
Other comprehensive (loss)/income	-	(18,947)	12,158	(61,639)	(68,428)
As at 31 December 2022	(1,410,720)	(65,190)	15,474	(7,040)	(1,467,476)
As at 31 December 2021	(1,410,720)	(49,628)	3,316	32,580	(1,424,452)

21.1 Merger reserve represents the excess value of the consideration paid by the legal acquirer (SHUAA) over the nominal value of the pre-merger share capital of the legal acquiree (ADFG).

22. EARNINGS PER SHARE

Basic earnings per share has been computed by dividing the net profit attributable to the Owners with the weighted average number of ordinary shares outstanding

	31 December 2022	*31 December 2021*
Loss attributable to the Owners from continuing operations	(2,608)	(193,557)
(Loss)/profit attributable to the Owners	(135,204)	24,238
Weighted average number of ordinary shares	2,535,720	2,535,720
Earnings per share attributable to Owners from continuing operations	(0.001)	(0.08)
Earnings per share attributable to Owners	(0.05)	0.01

Diluted earnings per share as of 31 December 2022 and 31 December 2021 are equivalent to basic earnings per share.

(Currency - Thousands of U.A.E. Dirhams)

23. RELATED PARTY TRANSACTIONS AND BALANCES

The Group enters into transactions with companies and entities that fall within the definition of a related party. Related parties represent significant shareholders, directors and key management personnel of the Group, their close family members and entities controlled, jointly controlled or significantly influenced by such parties.

The Group conducts its transactions with related parties on arm's length terms, with any exceptions to be specifically approved by the Board. In all cases, transactions with related parties are required to be conducted in compliance with all relevant laws and regulations. Where a Board member has an actual or perceived conflict of interest over an issue to be considered by the Board, the interested member may not vote on any relevant resolutions and can also be asked by the Chairman not to participate in the relevant Board discussions.

The nature of significant related party transactions and the amounts due to/from related parties were as follows:

	31 December 2022	*31 December 2021*
Loan, advances and finance leases		
Associates	**77,279**	42,453
Receivables and other debit balances		
Associates	**470**	14,363
Borrowings		
Associates	**29,879**	45,540
Other financial liabilities		
Associates	**53,122**	-

Significant transactions with related parties included in these consolidated financial statements are as follows:

	31 December 2022	*31 December 2021*
Directors remuneration	**4,500**	2,807
Key management compensation:		
Salaries, bonuses and other benefits	**12,973**	11,875
Long term incentive plan ('LTIP')	**5,742**	1,114
Post-employment benefits	**451**	336
	19,166	13,325
Revenue earned from related parties		
Other related parties	**20,805**	20,805
Associates		-
Finance cost on the borrowings		
Associates	**5,640**	2,392
Shareholders	**-**	909
	5,640	3,301
Interest paid on borrowings		
Associates	**2,390**	1,793
Shareholders	**-**	909
	2,390	2,702

Finance lease repayments received from associates was AED Nil (31 December 2021: AED 646). Expected credit loss from Loans, advances, finance leases and other receivables from related parties is AED Nil (31 December 2021: Nil).

24. FINANCIAL INSTRUMENTS

24.1 Fair value of financial instruments

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or 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: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

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

	31 December 2022			
	Level 1	***Level 2***	***Level 3***	***Total***
Financial Assets				
FVTPL				
-Equity investments	899	45,143	25,376	71,418
-Fixed income investments	9,075	7,226	-	16,301
-Fund investments	-	10,591	569,730	580,321
FVOCI				
-Equity investments				
-Fund investments			562	562
	9,974	62,960	595,668	668,602
Financial Liabilities				
FVTPL	142	-	-	142
Payable to unit holders	-	29,290	-	29,290
Lease liability	-	-	33,457	33,457
	142	29,290	33,457	62,889

During the year, the Group recognized fair value loss amounting to (128,132) (31 December 2021: gains amounting to 654,922), on investments carried at FVTPL. The Group purchased investments of Nil (2021: 476,050) during the financial year ended 31 December 2022.

The above non-derivative equity investments are not held for trading and have been designated by the Group as at FVOCI at initial recognition as the Group considers these investments to be strategic in nature. These include changes in fair value losses amounting to Nil recognised during the year (31 December 2021: (35,134)).

FVTPL and FVOCI investments include securities with market value of 722,375 (31 December 2021: 870,791) which are pledged against borrowings (Note 19). The most materially significant FVTPL level 3 investments are real estate funds assets in the UK and the UAE.

The carrying amount of financial instruments carried at amortised cost approximate their value due to their short nature and as certain of them carry market rate of interest.

(Currency - Thousands of U.A.E. Dirhams)

24. FINANCIAL INSTRUMENTS (continued)

24.1 Fair value of financial instruments (continued)

	31 December 2021			
	Level 1	*Level 2*	*Level 3*	*Total*
Financial Assets				
FVTPL				
-Equity investments	2,335,017	-	2,236	2,337,253
-Fixed income investments	90,842	6,296	-	97,138
-Fund investments	-	84,352	571,481	655,833
FVOCI				
-Equity investments	-	-	-	-
-Fund investments	-	-	23,366	23,366
	2,425,859	90,648	597,083	3,113,590
Financial Liabilities				
FVTPL	1,610	2,117	-	3,727
Payable to unit holders	-	986,046	-	986,046
Lease liability	-	-	40,399	40,399
	1,610	988,163	40,399	1,030,172

Financial assets recorded at fair value

The following is a description of the determination of fair value for financial instruments which are recorded at fair value using valuation techniques. These incorporate the Group's estimate of assumptions that a market participant would make when valuing the instruments.

At fair value through profit or loss:

Investments and financial liabilities carried at FVTPL are valued using market prices in active markets or valuation techniques which incorporate data which is both observable and non-observable. This category includes quoted and unquoted securities and funds which invest in underlying assets which are in turn valued based on both observable and non-observable data. Observable inputs include market prices (from active markets), foreign exchange rates and movements in stock market indices. Unobservable inputs include assumptions regarding expected future financial performance, discount rates and market liquidity discounts. Investments classified as FVTPL falling under level 2 category have been valued using the Net Asset Value.

(Currency - Thousands of U.A.E. Dirhams)

24. FINANCIAL INSTRUMENTS (continued)

24.1 Fair value of financial instruments (continued)

At fair value through other comprehensive income:

Investments carried at FVOCI financial assets are valued using quoted prices in active markets, valuation techniques or pricing models and consist of quoted equities, and unquoted funds. These assets are valued using quoted prices or models which incorporate data which is both observable and non-observable. The non-observable inputs to the models include assumptions regarding the future financial performance of the investee, its risk profile and economic assumptions regarding the industry and geographical jurisdiction in which the investee operates. The following table shows the impact on the fair value of level 3 instruments reflecting change in underlying assumptions used in the valuation by class of instrument.

Financial assets	Fair value as at 31/12/22	Fair value as at 31/12/21	Fair value hierarchy	Valuation technique(s) and Key input(s)	Significant unobservable input(s)	Effect of changes in underlying assumptions 2022	Effect of changes in underlying assumptions 2021	Sensitivity analysis	Relationship of unobservable inputs to fair value
FVTPL									
Equity investments	**25,376**	2,236	3	NAV[2]	Net asset value	**+/- 1,278**	+/- 112	± 5% change in NAV, impacts fair value	The higher the discount rate, the lower the fair value
Fixed Income	**-**	-	3	Discounted cash flow[1]	Discount rate	**-**	-	± 1% change in discount rate, impacts fair value	The higher the discount rate, the lower the fair value
Fund investments	**569,730**	571,481	3	Discounted cash flow[1] and NAV[2]	Net asset value adjusted with market risk	**+/- 28,469**	+/- 28,574	± 5% change in NAV and 1% change in discount rate, impacts fair value	The higher the market risk, the lower the fair value and the higher the discount rate, the lower the fair value
FVOCI									
Fund investments	**562**	23,366	3	NAV[2]	Net asset value	**+/- 28**	+/- 1,168	± 5% change in NAV, impacts fair value	The higher the market risk, the lower the fair value

(Currency - Thousands of U.A.E. Dirhams)

24.1 Fair value of financial instruments (continued)

Significant unobservable inputs in Level 3 instruments valuations

[1]Discounted cash flow models are used to fair value fund investments. A significant portion of the fund investments relates to a UK based real estate development fund that uses market comparable and discounted cashflow model to determine its fair value, of which the key assumptions relate to timing of future cash inflows/outflows and discount rate. For the remining assets recognized under fund investments, the cash flow model includes assumptions related to future cash inflows/outflows, discount rate and growth rate. The extent of the adjustment varied according to the characteristics of each investment.

[2]Net asset value represents the estimated value of a security based on valuations received from the investment or fund manager. The NAV is based on the fair value of the underlying investments and other assets and liabilities. The valuation of certain private equity securities is based on the economic benefit we derive from our investment.

Movements in level 3 financial assets measured at fair value

During the period, there were no transfers between levels.
The following table shows a reconciliation of the opening and closing balance of level 3 financial assets which are recorded at fair value:

	31 December 2022							
	Balance at 1 January 2022	***Acquired on business combination***	***Additions***	***Disposal***	***Gain/(loss) through P&L***	***Gain/(loss) through OCI***	***Transfers from/(to) associate***	***Balance at 31 December 2022***
FVTPL								
Equity Investments	2,236	-	23,140	-	-	-	-	25,376
Fixed Income	-	-	-	-	-	-	-	-
Fund Investment	571,481	3,746	-	(6,846)	(5,410)	-	6,759	569,730
FVOCI								
Fund Investment	23,366	-	-	-	-	(22,804)	-	562
	597,083	3,746	23,140	(6,846)	(5,410)	(22,804)	6,759	595,668

	31 December 2021							
	Balance at 1 January 2021	*Acquired on business combination*	*Additions*	*Disposal*	*Gain/(loss) through P&L*	*Gain/(loss) through OCI*	*Transfers from/(to) levels 1 & 2*	*Balance at 31 December 2021*
FVTPL								
Equity Investment	2,299	-	-	-	(63)	-	-	2,236
Fixed Income	1,133	-	-	-	(1,133)	-	-	-
Fund Investment	414,919	-	137,992	-	18,570	-	-	571,481
FVOCI								
Fund Investment	50,707	-	-	-	-	(27,341)	-	23,366
	469,058	-	137,992	-	17,374	(27,341)	-	597,083

(Currency - Thousands of U.A.E. Dirhams)

24. FINANCIAL INSTRUMENTS (continued)

24.1 Fair value of financial instruments (continued)

Gains and losses on level 3 financial assets included in the consolidated statement of profit or loss for the year are detailed as follows:

	31 December 2022	*31 December 2021*
Realised and unrealised gains/(losses)	(5,410)	17,374

25. FINANCIAL RISK MANAGEMENT

Introduction

The inherent risk relating to the Group's activities is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The Group is exposed to credit risk, liquidity risk, market risk (comprising, interest rate risk, foreign exchange risk and equity price risk) and operational risk.

Risk management structure

The Board of Directors is ultimately responsible for identifying and controlling risk relating to the Group's activities and recognises the importance of managing risk in line with shareholder risk appetite.

Authority to set Group-wide rules to manage credit, liquidity and market risk are delegated to the Governance Committees of the Group and to each subsidiary. However, enterprise-wide risk is monitored by the Group Management Committees which ensures that Group rules are adhered to.

Credit risk

Credit risk, or the risk of loss due to default on payment, is controlled by the application of credit approvals and monitoring procedures. Rules to limit exposure to credit risk are set by the Board of Directors and authority is delegated to the Governance Committees to set rules by business and strategy. Adherence to overall limits, authorisation, concentration and collateral requirements are independently monitored and managed by Risk Management.

Risk Management oversees the status of receivables, exposures and provisions and mitigation steps are approved for any balances considered doubtful in accordance with internal and regulatory policies and guidelines.

Credit risk management

The estimation of credit risk for risk management purpose is complex and requires use of models, as the exposure varies with changes in market condition, expected cash flows and the passage of time. The assessment of credit risk of a portfolio of assets entails further estimations as to the likelihood of defaults occurring and of the associated loss ratios. The Group measures credit risk using PD, EAD and LGD.

25. FINANCIAL RISK MANAGEMENT (continued)

Credit risk grading

It is the Group's policy to maintain accurate and up to date risk ratings across the credit portfolio. This facilitates focused management of the applicable risks and the comparison of credit exposures across all lines of business, geographic regions and products. The rating system is supported by a variety of financial analytics, combined with processed market information to provide the main inputs for the measurement of counterparty risk. All internal risk ratings are tailored to the various categories and are derived in accordance with the Group's rating policy. The attributable risk ratings are assessed and updated regularly. The credit grades are calibrated, such that the risk of default increases exponentially at each higher risk grade.

The following data are typically used to monitor the Group's exposures:

- Information obtained at the time of extending the facility and periodic review of customer files – e.g. audited financial statements, management accounts, budgets and projections.
- Requests for and granting of forbearance
- Existing and forecast changes in business, financial and economic conditions
- Utilization of the granted limit
- Payment record – this includes overdue status as well as a range of variables about payment ratios.

The Group analyses all data collected using statistical models and estimates the remaining lifetime PD of exposures and how these are expected to change over time. The factors taken into account in this process include macro-economic data such as oil prices, non-oil commodities indexes, etc. The Group generates a 'based case' scenario of the future direction of relevant economic variables as well as representative range of other possible forecast scenarios.

Definition of default and credit-impaired assets

The Group defines a financial instrument as in default, which is fully aligned with definition of credit impaired, when it meets one or more of the following criteria:

- The borrower is more than 90 days past due on its contractual payments.
- The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances like long-term forbearance, borrower is insolvent, borrower is entering bankruptcy etc.

Significant increase in credit risk

The Group considers a financial instrument to have experienced a significant increase in credit risk when there is significant increase in credit risk is measured by comparing the risk of default estimated at origination. The Group also considers in its assessment of significant increase in credit risk, various qualitative factors like significant adverse changes in business, extension of term granted, actual and expected forbearance or restructuring, early sign of cash flows and liquidity problems.

Collateral and other credit enhancements

The amount and type of collateral depends on an assessment of the credit risk of the counterparty. Collaterals mainly include cash, liquid securities, land and buildings, vessels, equipment, mortgages on vehicles and private equity holdings.

Management of the Group monitors the market value of collateral, requests additional collateral in accordance with the underlying agreement, and monitors the market value of collateral obtained during its review of the adequacy of the allowance for impairment losses.

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Maximum exposure to credit risk

The maximum exposure to credit risk for the components of the consolidated statement of financial position, before considering other credit enhancement, is shown below:

	Gross maximum exposure 31 December 2022	*Gross maximum exposure 31 December 2021*
Cash and deposits with banks	**64,151**	460,648
Receivables and other debit balances	**407,061**	358,747
Loans, advances and finance leases	**274,503**	259,763
Total credit risk exposure	**745,715**	1,079,158

Credit risk consideration
The Group does not have significant credit risk exposure to any single counterparty or group of counterparties that have similar credit risk. The Group does not have any exposure to Russian and/or Ukranian markets. The geographical concentration of the Group's financial assets at 31 December 2022 and 2021 is set out below:

31 December 2022

Assets	*UAE*	*GCC**	*MENA***	*North America*	*Europe*	*Asia*	*Total*
Cash and deposits with banks	**40,534**	**2,634**	**-**	**-**	**20,983**	**-**	**64,151**
Receivables and other debit balances	**158,302**	**206,587**	**-**	**-**	**42,172**	**-**	**407,061**
Loans, advances and finance leases	**254,736**		**-**	**-**	**19,767**	**-**	**274,503**
	453,572	**209,221**	**-**	**-**	**82,922**	**-**	**745,715**

31 December 2021

Assets	*UAE*	*GCC**	*MENA***	*North America*	*Europe*	*Asia*	*Total*
Cash and deposits with banks	198,573	223,015	8,794	-	30,266	-	460,648
Receivables and other debit balances	268,876	15,055	17,549	390	49,170	-	351,040
Loans, advances and finance leases	43,214	167,598	-	-	25,454	-	236,266
	510,662	405,668	26,343	390	104,890	**-**	1,047,954

* *GCC region excluding UAE*
** *MENA region excluding GCC and UAE*

<u>Credit quality analysis and measurement of ECL</u>
The credit quality of financial assets is managed by the Group using internal credit ratings. The Company's cash and bank balances represents high grade assets which are placed with financial institutions with high credit rating. The Group determines based on the credit quality of financial assets whether they are subject to a 12-month ECL or lifetime ECL and, in the latter case, whether they are credit-impaired (loans, advances and finance leases). The Group uses a provision matrix (lifetime ECL) for trade receivables and receivable from funds.

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Credit quality analysis and measurement of ECL (continued)

Under receivables and other debit balances AED 170m is related to the consideration receivable from the disposal of NCM (see Note 30). This amount has been assessed of being low credit risk and therefore the corresponding ECL is considered immaterial. The residual balance of AED 50m represented under Others has also been assessed as being low credit risk and the corresponding ECL is considered immaterial.

The ECL modelling does not differ for Purchased or Originated Credit Impaired ("POCI") financial assets, except that (a) gross carrying value and discount rate are based on cash flows that were recoverable at initial recognition of the asset, rather than based on contractual cash flows, and (b) the ECL is always a lifetime ECL. POCI assets are financial assets that are credit-impaired upon initial recognition, such as impaired loans acquired in a past business combination. ECL for POCI financial assets is always measured on a lifetime basis. The Group therefore only recognizes the cumulative changes in lifetime expected credit losses. Tables below show the credit quality of financial assets of the Group other than cash and bank balances and the ECL recognised thereon.

	31 December 2022				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Loans and advances					
Performing	108,964	174,396	-	-	283,360
Non-performing	-	-	-	-	-
Gross loans and advances	108,964	174,396	-	-	283,360
Allowance for impairment	(9,531)	(13,548)	-	-	(23,079)
Carrying amount	99,433	160,848	-	-	260,281

	31 December 2021				
	Stage 1	Stage 2	Stage 3	POCI	Total
Loans and advances					
Performing	44,155	-	-	-	44,155
Non-performing	-	-	-	-	-
Gross loans and advances	44,155	-	-	-	44,155
Allowance for impairment	(11,232)	-	-	-	(11,232)
Carrying amount	32,923	-	-	-	32,923

Finance leases	31 December 2022				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Performing	14,222	-	-	-	**14,222**
Non-performing	-	-	-	-	-
Finance leases	14,222	-	-	-	**14,222**
Allowance for impairment	-	-	-	-	-
Carrying amount	14,222	-	-	-	14,222

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Finance leases	31 December 2021				
	Stage 1	Stage 2	Stage 3	POCI	Total
Performing	111,604	22,193	-	-	133,797
Non-performing	-	-	-	44,356	44,356
Finance leases	111,604	22,193	-	44,356	178,153
Allowance for impairment	(65)	(521)	-	(10,549)	(11,135)
Carrying amount	111,539	21,672	-	33,807	167,018

Margin Lending	**31 December 2022**				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Performing	-	-	-	-	-
Non-performing	-	-	-	-	-
Margin Lending	-	-	-	-	-
Allowance for impairment	-	-	-	-	-
Carrying amount	-	-	-	-	-

Margin Lending	31 December 2021				
	Stage 1	Stage 2	Stage 3	POCI	Total
Performing	37,097	-	-	-	37,097
Non-performing	-	-	-	358	358
Margin Lending	37,097	-	-	358	37,455
Allowance for impairment	(772)	-	-	(358)	(1,130)
Carrying amount	36,325	-	-	-	36,325

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Loans and advances provision movement

	31 December 2022					31 December 2021
	Stage 1 12 months ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	POCI	Total	Total
Loans and advances						
Balance at 1 January	(11,232)	-	-	-	(11,232)	-
Allowance for impairment – Charge for the year	1,701	(13,548)	-	-	(11,847)	(11,232)
Reversal of allowance		-	-	-		-
Changes in allowance for impairment						
- Transfer to Stage 1	-	-	-	-	-	-
- Transfer to Stage 2	-	-	-	-	-	-
- Transfer to Stage 3	-	-	-	-	-	-
Closing balance at 31 December	(9,531)	(13,548)	-	-	(23,079)	(11,232)

Finance leases provision movement

	31 December 2022					31 December 2021
	Stage 1 12 months ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	POCI	Total	Total
Finance leases						
Balance at 1 January	(11,135)	-	-	-	(11,135)	(11,933)
Allowance for impairment – Charge for the year	(1,871)	-	-	-	(1,871)	(6,728)
Reversal of allowance	-	-	-	-	-	7,526
Changes in allowance for impairment	-				-	
- Transfer to Stage 1	-	-	-	-	-	-
- Transfer to Stage 2	-	-	-	-	-	-
- Transfer to Stage 3	-	-	-	-		-
Transferred to Held for sale	13,006				13,006	
Closing balance at 31 December	-	-	-	-	-	(11,135)

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Margin lending provision movement

	31 December 2022					31 December 2021
	Stage 1 12 months ECL	**Stage 2 Lifetime ECL**	**Stage 3 Lifetime ECL**	**POCI**	**Total**	Total
Margin lending						
Balance at 1 January	-	-	-	(1,130)	(1,130)	(628)
Allowance for impairment – Charge for the year	-	-	-	-	-	(502)
Write off	-	-	-	1,130	1,130	-
Reversal of allowance	-	-	-	-	-	-
Changes in allowance for impairment				-	-	-
- Transfer to Stage 1	-	-	-	-	-	-
- Transfer to Stage 2	-	-	-	-	-	-
- Transfer to Stage 3	-	-	-	-	-	-
Closing balance at 31 December	-	-	-	-	-	(1,130)

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Collateral and other credit enhancements

The table below details the fair value of the collateral which is updated regularly:

	Loans, advances and finance leases	
	31 December 2022	31 December 2021
Against individually impaired:		
Properties	57,000	131,231
Fixed income and equities	116,392	34,003
Others	-	139,052
Closing balance at 31 December	173,392	304,286

The credit loss allowance for trade receivables is determined according to provision matrix presented in the table below. The provision matrix is based on the number of days that an asset is past due, adjusted for forward looking information as described in Note 4.2.

	0-30 days	**31-180 days**	**>180 days**	**Total 31 December 2022**	Total 31 December 2021
Trade receivables and managed funds					
Gross carrying amount	19,214	61,956	42,113	123,383	98,148
ECL	-	-	(8,063)	(8,063)	(7,707)
	19,214	61,956	34,050	115,220	90,441

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk

Liquidity risk is the risk that the Group will be unable to meet its funding requirements and arises principally on the Group's borrowings, payables and other credit balances and other financial liabilities.

Liquidity risk management

To limit this risk, management has arranged diversified funding sources, managed assets with liquidity in mind and monitored liquidity on a daily basis.

The Group has already taken various measures to manage the funding and liquidity risk including closely monitoring cash flows and forecasts.

The Group is strengthening its liquidity buffer through working capital management and fund-raising initiatives. The Group believes that the current cash and cash equivalents provide sufficient level of liquidity and stability during this time of uncertainty.

The Group's approach aims to always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses and without materially affecting the return on capital. The Risk Committee of the Board ("RCB") and Asset Liabilities Committee ("ALCO") set minimum liquidity ratios and cash balance requirements which are then approved by the Board. The Group collates the projected cash flow and liquidity profiles of its financial assets and financial liabilities. It maintains a portfolio of short-term liquid assets to cover requirements, largely consisting of short-term liquid placements with financial institutions.

The various liquidity monitoring metrics are monitored by both the RCB and ALCO against internally set limits which have been approved by the Board. The primary measures of liquidity used by the Group are stock of liquid assets, liquidity coverage ratio and net funding requirement. The oversight of the liquidity risk by the Board, RCB and ALCO also includes the monitoring of the Group's compliance with the debt covenants, which are linked to the Group's debt to equity ratios, liquidity ratios and net worth.

As at 31 December 2022, there was a technical breach in the debt covenant relating to a newly consolidated subsidiary arising from gain of control. The principal of the debt affected is AED 77 million and the breach is expected to be remediated by June 2023 when the restructuring is expected to be completed. The loan continues to be adequately secured by the underlying collateral with sufficient buffer. Other than disclosed in this note, there are no other breaches of the debt covenants. The Group also expects to continue to comply with its covenants over the tenure of the individual borrowing facilities.

The maturity profile of liabilities as of the reporting date, determined on the basis of the remaining contractual maturity is as follows. Where assets have no contractual maturity date (*) management has made an estimate of the maturity date based on the liquidity of the asset and their intention.

25. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk management (continued)

The Group's contractual undiscounted repayment obligations on interest bearing financial liabilities are as follows:

	31 December 2022			
	Less than 12 Months	***1 - 5 years***	***More than 5 years***	***Total***
Borrowings *	**963,952**	**214,573**	**217,173**	**1,395,338**
Payables and other credit balances	**278,122**	**176,939**	**33,408**	**488,469**
Other financial liabilities	**5,893**	**175,523**	**-**	**181,416**
	1,247,967	**567,035**	**250,581**	**2,065,583**

	31 December 2021			
	Less than 12 Months	*1 - 5 years*	*More than 5 years*	*Total*
Borrowings	942,783	1,007,975	203,528	2,154,286
Payables and other credit balances	738,406	49,373	14,313	802,092
Other financial liabilities	79,945	77,223	-	157,168
	1,761,134	1,134,571	217,841	3,113,546

* Borrowings include bonds payable of 543,944 that are due within one year for which the Group is in the process of refinancing. The Group is in the process of negotiating the refinancing of the Bond with several banks. The Group has sufficient assets to pledge as collateral for refinancing the Bond.

The Group's strategic approach to repaying its upcoming debt liabilities includes:

- Refinancing of part of the current borrowings, process which has already commenced and the Group is holding discussions with various banks. It is expected that this conclude in Q2 2023.
- Settlement of part of the debt for non-cash consideration. The Group has started discussions with a number of lenders to settle a portion of the current borrowings through non-cash consideration and it expects to conclude the settlement agreement in Q2 2023.
- The remaining current debt liabilities will be repaid from cash generated from operating activities of the Group.

Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices. The Group faces market risk due to positions that are exposed to interest rate, currency and equity price movements.

The Group has significant exposure through one of its subsidiaries and one of its associates to a listed equity investment for which the book value of equity is lower than the listed price. In accordance with IFRS 13, the investment is fair valued at its listed price. As a listed equity, the price is subject to market fluctuations and is monitored in line with the Group's risk management guidelines.

The Board of Directors approves the investment guidelines to limit the Group's exposure to market risk. Within these guidelines the Group Assets and Liabilities Committee sets performance targets and allocates risk and capital enterprise wide and approves investment rules for each business or strategy. Group Risk Management monitors independently the level of market risk on a daily basis against the investment rules at each level of the company. Any issues or excessive exposures are resolved immediately and reported to the Group Assets and Liabilities Committee to determine if further action is required. Also, the Group Assets and Liabilities Committee decide whether any enterprise-wide hedging is required to mitigate any material Group wide exposures.

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The following table demonstrates the sensitivity to a reasonable change in interest rates, with all other variables held constant, of the Group's consolidated statement of profit or loss.

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

31 December 2022

Financial instrument	**Net exposure**	**Effect on profit or loss for 0.75% increase in sensitivity**	**Effect on profit or loss for 0.75% decrease in sensitivity**	**Effect on other components of equity for 0.75% increase in sensitivity**	**Effect on other components of equity for 0.75% decrease in sensitivity**
Borrowings	1,206,206	(9,046)	9,046	-	-

31 December 2021

Financial instrument	*Net exposure*	Effect on profit or loss for 0.75% increase in sensitivity	Effect on profit or loss for 0.75% decrease in sensitivity	Effect on other components of equity for 0.75% increase in sensitivity	Effect on other components of equity for 0.75% decrease in sensitivity
Borrowings	1,985,419	(14,891)	14,891	-	-

The sensitivity of the consolidated statement of income is the effect of the assumed changes in interest rates on the finance cost for one year, based on the variable rate non-trading financial liabilities held at 31 December 2022. There is no impact on the Group equity, other than the implied effect on profits. The Group also has hedging arrangements to manage the interest rate risk.

Foreign exchange risk

Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The Group has exposure in foreign currencies as a result of its geographically diversified operations which is monitored by management in adherence with internal guidelines.

The table below indicates the currencies to which the Group had significant exposure as at 31 December 2022. The analysis indicates the effect on profit of an assumed 5% change in the UAE Dirham value against other currencies from levels applicable at 31 December 2022, with all other variables held constant.

31 December 2022

Foreign currency	***Assets***	***Liabilities***	***Net exposure***	***Effect on profit or loss for 5% increase in sensitivity***	***Effect on profit or loss for 5% decrease in sensitivity***
Sterling	432,674	157,815	274,859	13,743	(13,743)
Qatar Riyal	491	521	(30)	(2)	2
Egyptian Pound	1,365	281	1,084	54	(54)
Kuwait Dinar	864	750	114	6	(6)
Euro	2,606	2,487	119	6	(6)
	438,000	161,854	276,146	13,807	(13,807)

25. FINANCIAL RISK MANAGEMENT (continued)

Foreign exchange risk (continued)

	31 December 2021				
Foreign currency	*Assets*	*Liabilities*	*Net exposure*	*Effect on profit or loss for 5% increase in sensitivity*	*Effect on profit or loss for 5% decrease in sensitivity*
Sterling	419,259	211,731	207,528	10,376	(10,376)
Singapore Dollar					
Egyptian Pound	1,508	185	1,323	66	(66)
Kuwait Dinar	37	8,290	(8,253)	(413)	413
Euro	1,896	284	1,612	81	(81)
	422,700	220,490	202,209	10,110	(10,110)

Price risk

Price risk is the risk that the fair values of securities decrease as the result of changes in market values. The effect of price risk on the Group with all other variables held constant is as follows:

	31 December 2022				
Financial instrument	***Net exposure***	***Effect on profit or loss for 5% increase in sensitivity***	***Effect on profit or loss for 5% decrease in sensitivity***	***Effect on other components of equity for 5% increase in sensitivity***	***Effect on other components of equity for 5% decrease in sensitivity***
FVTPL					
Equity Investment	**71,418**	**3,571**	**(3,571)**	**-**	**-**
Fixed Income	**16,301**	**815**	**(815)**	**-**	**-**
Fund Investment	**580,321**	**29,016**	**(29,016)**	**-**	**-**
FVOCI					
Fund Investment	**562**	**-**	**-**	**28**	**(28)**
	668,602	**33,402**	**(33,402)**	**28**	**(28)**

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Price risk (continued)

		31 December 2021			
Financial instrument	Net exposure	*Effect on profit or loss for 5% increase in sensitivity*	*Effect on profit or loss for 5% decrease in sensitivity*	*Effect on other components of equity for 5% increase in sensitivity*	*Effect on other components of equity for 5% decrease in sensitivity*
FVTPL					
Equity Investment	2,337,253	116,863	(116,863)	-	-
Fixed Income	97,138	4,856	(4,856)	-	-
Fund Investment	655,833	32,792	(32,792)	-	-
FVOCI					
Equity Investment	23,366	-	-	1,168	(1,168)
	3,113,590	154,511	(154,511)	1,168	(1,168)

Below table highlights the geographical allocation of investments:

			31 December 2022				
Assets	***UAE***	***GCC***	***MENA***	***North America***	***Europe***	***Asia***	***Total***
FVTPL							
Equity Investment	**71,418**	**-**	**-**	**-**	**-**	**-**	**71,418**
Fixed Income	**12,137**	**3,519**	**-**	**-**	**645**	**-**	**16,301**
Fund Investment	**120,285**	**14,148**	**-**	**-**	**445,888**	**-**	**580,321**
FVOCI							
Fund Investment	**-**	**-**	**-**	**-**	**562**	**-**	**562**
	203,840	**17,667**	**-**	**-**	**447,095**	**-**	**668,602**

			31 December 2021				
Assets	*UAE*	*GCC*	*MENA*	*North America*	*Europe*	*Asia*	*Total*
FVTPL							
Equity Investment	2,335,017	2,236	-	-	-	-	2,337,253
Fixed Income	94,810	1,616	-	-	598	-	97,024
Fund Investment	159,388	17,088	-	-	479,471	-	655,947
FVOCI							
Equity Investment	-	-	-	-	23,366	-	23,366
	2,589,215	20,940	-		503,435	-	3,113,590

(Currency - Thousands of U.A.E. Dirhams)

25. FINANCIAL RISK MANAGEMENT (continued)

Operational risk

Operational risk is the risk of loss resulting from systems failure, human error, fraud or external events. Authority is delegated by the Board of Directors to Group Management Committees to set the Group wide operational policies to manage the risk and control environment and meet the expectations of the Board of Directors and shareholders.

Group Risk Management use a risk and control framework to identify, measure, manage and monitor risk throughout the Group and ensure adherence to Group wide policies.

Capital risk management

The primary objective of the Group's capital management is to ensure that the Group maintains a strong capital structure, in order to support its business and to maximise shareholders' return.

The Group's policy is to maintain a strong capital base well above the minimum requirements to maintain investor, creditor and market confidence and to sustain future development of the business.

The Group considers its share capital, retained earnings and reserves as its capital and monitors the capital structure via the leverage ratio. The leverage ratio is monitored by both RCB and ALCO against internally set limits which have been approved by the Board

The capital structure of the Group in terms of the gearing ratio is as shown below:

	31 December 2022	*31 December 2021*
Borrowings	**1,206,206**	1,985,419
Payable to client	**3,505**	9,701
Customer deposits	**14,546**	20,501
Lease liabilities	**33,408**	40,399
Repurchase agreements	**-**	41,562
Payable against acquisition	**172,876**	226,893
FVTPL liabilities	**142**	1,610
Other financial liabilities	**163,808**	148,267
Total debt	**1,594,491**	2,474,352
Total equity	**1,520,181**	1,846,062
Debt to equity ratio	**1.05**	1.34

(Currency - Thousands of U.A.E. Dirhams)

26. COMMITMENTS AND CONTINGENT LIABILITIES

	31 December 2022	*31 December 2021*
Contingent liabilities	**3,560**	10,375

As at 31 December 2022, the Group has capital commitments of 14,976 (2021: 141,201) with respect to the project development.

27. CLIENTS' FUNDS UNDER MANAGEMENT

A subsidiary of the Group is licensed as a financial services company regulated by the Central Bank of the United Arab Emirates. As at 31 December 2022, clients' assets amounting to 9.5 billion (31 December 2021: 7.8 billion) were managed in a fiduciary capacity, without risk or recourse to the Group. These funds are off balance sheet items and do not constitute part of the Group's assets.

28. INTEREST IN MATERIAL SUBSIDIARES

Summarized financial information of material subsidiaries with NCI is as follows:

	SHUAA Capital Group	**Spadille Group**	**Squadron Group**
Summarized statement of financial position			
Assets	702,044	228,536	267,776
Liabilities	(378,292)	(8,205)	(32,776)
Net assets	323,752	220,331	235,000
Summarized statement of comprehensive income			
Revenue	64,106	20,087	44,453
Loss for the year	(110,921)	(997)	(80,857)
Other comprehensive loss for the year	-	(18,947)	-
Total comprehensive loss for the year	(110,921)	(19,944)	(80,857)
NCI - 1 January 2022	96,537	42,020	253,548
NCI movement in 2022	(14,150)	(9,112)	(95,695)
NCI - 31 December 2022	82,387	32,908	157,853
Summarised cash flows			
Cash flows generated (used in)/generated from operating activities	(4,406)	(3,458)	7,329
Cash flows (used in)/generated from investing activities	(646)	770	-
Cash flows (used in)/generated from financing activities	(7,996)	3,115	(13,524)
Net (decrease)/increase in cash and cash equivalents	(13,048)	427	(6,195)

29. DISCONTINUED OPERATIONS

29.1 Assets of a disposal group classified as held for sale	***31 December 2022***	*31 December 2021*
Assets held for sale	**50,204**	5,930
Assets of a disposal group classified as held for sale (A)	**135,926**	-
	186,130	5,930

29.2 Liabilities of a disposal group classified as held for sale (A)	**68,019**	-

Details of financial results and the cash flows of the discontinued operations are provided below:

29.3 Profit from discontinued operations	***31 December 2022***	*31 December 2021*
Total operating income	**27,635**	234,656
Total operating expenses	**(160,231)**	(16,861)
(Loss)/profit from discontinued operations	**(132,596)**	217,795

29.4 Cash flows from discontinued operations		
Cash flows used in operating activities	**(76,601)**	(8,016)
Cash flows generated from investing activities	**158,300**	309,138
Cash flows used in financing activities	**(223,555)**	-
Net cash flow (used in)/generated from discontinued operations	**(141,856)**	301,122

(A) One of the Group subsidiary became a non going concern during the year as management does not forecast any future plans for the subsidiary. Therefore, the management has decided to liquidate the subsidiary. As a result, the subsidiary financials were prepared on a realisable basis. Assets include bank balances of AED 5,712, receivables and other debit balances of AED 10,645 and finance leases of AED 120,159. Liabilities include borrowings of AED 68,506.

(Currency - Thousands of U.A.E. Dirhams)

30. LOSS OF CONTROL IN SUBSIDIARIES

Details of assets, liabilities, financial performance and cash flows of subsidiaries over which control was lost during the year are as follows:

Assets	Goldilocks Investment Company (A)	Palm Northacre (B)	NCM Investment Company. (C)
Cash and deposits with banks	7,162	-	143,791
Receivables and other debit balances	3,594	-	6,044
Financial assets at fair value through profit or loss (FVTPL)	2,055,021	-	47,259
Investment Property	-	236,660	
Property & Equipment	-	-	11,298
Goodwill and Intangibles	-	-	109,647
Liabilities			
Borrowings	(841,412)	(137,620)	-
Payable to unit holders	(413,769)	-	-
Payables and other credit balances	(7,622)	(9,500)	(31,393)
Net assets disposed off	802,974	89,540	286,646
Gain/(loss) on disposal of subsidiary			
Consideration received	802,974	15,059	196,676
Non-controlling interests	-	75,952	102,975
Net assets disposed off	(802,974)	(89,540)	(286,646)
Gain on disposal	-	1,471	13,005
Net cash flows on disposal of subsidiary			
Consideration received in cash and cash equivalents	-	15,059	-
Less: Cash and cash equivalent balances disposed	(7,162)	-	(143,791)
Net cash (outflow)/inflow	(7,162)	15,059	(143,971)

30. LOSS OF CONTROL IN SUBSIDIARIES (continued)

(A) Share swap agreement resulting in the disposal of the subsidiary Goldilocks Investment Company Limited ("Goldilocks", or the "Fund") and recognition of the investment in associate Eshraq Investments P.J.S.C ('Eshraq', or the 'acquiree').

On 2 August 2022, the Group obtained approval from Securities and Commodities Authority (SCA) to proceed with the proposed sale of its share in Goldilocks class A shares (58.50%) in exchange for 994,304,014 shares, 35.3% total and 29% parent's effective ownership in Eshraq. On 4 August 2022, the Eshraq submitted to the Abu Dhabi Securities Exchange the request for the issuance of the new shares along with the list of new shareholders and the number of shares allocated to each one of them in the process to complete the share swap transaction. On 9 August 2022, the Group completed the disposal of the Fund and recognised the investment in Eshraq. The transaction has been completed through a share swap transaction at an agreed swap ratio of 12.61 Eshraq shares to 1 shares of the Fund.

The Group has recognised the equity interest of the acquiree as the fair value of the consideration received, this being equivalent to AED 713 million and AED 90 million relates to the share of the acquiree attributable to the minority holders of the Group's subsidiaries that had exposure to Goldilocks (Note 14). The Group is in the process of performing a purchase price allocation ('PPA'). The value in use assessment over the investment in Eshraq has not indicated any impairment. The Group expects no material change as a result of the final PPA.

The Group will continue to act as the fund manager of Goldilocks but has no exposure to the variable returns of the Fund, as such management has assessed that the Group has lost control of the entity.

(B) During Q4 2022, the Group has sold down its interest in Palm Northacre to 0.17% and as a result lost control over the subsidiary. This has resulted in a gain on disposal of AED 1.5 million.

(C) On 10 August 2022, the Group's subsidiary, AMWAL International Investment Company KSCP, entered into an agreement to sell its 51% stake in NCM Investment (Kuwait). NCM Investment (Kuwait) is an online financial brokerage firm in Kuwait. During the year, the Group derecognised the subsidiary as it has determined that it no longer has the power, directly or indirectly, to govern the financial and operational activities of NCM Investment (Kuwait) and has recognised a gain on disposal amounting to AED 13 million.

Consideration received as part of this transaction amounted to AED 197 million out of which AED 28 million has already been received by the Group as the date of the approval of the group financial statements with the remainder expected to be received by the end of 2023.

There are no contingent liabilities or contingent assets that have been recognised as part of above presented transactions, including pension liabilities or other outstanding social contributions to the employees of the disposed subsidiaries.

All three disposed subsidiaries were reported in the Corporate segment on Note 5.

The Group has reassessed the income statement presentation based on changes in the business, driven by the balance sheet deleveraging and business combinations that took place during the year. This has resulted in certain line items being presented differently to prior year financial in the income statement, however the operating segment (Note 5) is presented in line with prior year present.

31. SUBSEQUENT EVENTS

There have been no events subsequent to the reporting date that require adjustments to or disclosure in the financial statements as at and for the year ended 31 December 2022.

32. COMPARATIVE INFORMATION

During the year, the Group performed an exercise to determine if the presentation of the consolidated financial statements is in accordance with IAS 1 "Presentation of financial statements" and IAS 7 - Statement of Cash Flows ("IAS 7"). Certain comparative figures have been reclassified in order to conform with the presentation for the current period, but these did not have any impact on the previously reported equity and profits.

32. COMPARATIVE INFORMATION (continued)

32.1 Changes in presentation of the consolidated statement of profit or loss.

As a result of the changes in the business and discontinued operations, management has reassessed the presentation of items in the consolidated statement of profit or loss and has re-presented the following:

- There was a reclassification from the prior year's presentation whereby certain income line items are now presented under the Total Income section of the continued operations financial statement and certain financial line items were further disaggregated.
- In terms of note 29, certain businesses met the discontinued operations criteria as per IFRS 5 - Non current assets held for sale ("IFRS 5") and have been presented in the (loss)/profit from discontinued operations financial statement line item on the face of the consolidated statement of profit or loss. As a result, the corresponding amounts for these financial statement line items have been re-presented.

The segmental reporting presentation (see note 5) is consistent with the prior period presentation of the consolidated income statement (except for net fee and commission income, advisory income, trading income and other operating income which are presented net on the face of the primary statement and broken down in note 6 of the consolidated financial statements.

32.2 Changes to the consolidated statement of cash flows

During the year, the following were adjusted in the consolidated statement of cash flows:

- Distributions from associates amounting to AED 26,741 (previously included under the financial statements line-item "Non-cash distribution from associates" within operating activities) has been reclassified to investment activities in the current year in the consolidated statement of cash flows, with a corresponding restatement of the prior year amount.
- Cash and cash equivalents from discontinued operations amounting to AED 28,342 and cash and cash equivalents acquired in business combination were reclassified to investment activities in the consolidated statement of cash flows as required under IAS 7.

	31 December 2021 Before	Adjustment	31 December 2021 After
Non-cash distribution from associates	26,741	(26,741)	-
Net cash generated from operating activities	316,775	(26,741)	290,034
Cash and cash equivalent from discontinued operations	28,342	(28,324)	-
Cash and cash equivalents acquired in business combination	-	-	-
Distribution from associates	-	26,741	26,741
Net cash from discontinued operations	-	28,324	28,342
Net cash acquired in business combination	-	-	-
Net cash generated from investing activities	385,351	54,795	440,416

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