Omniyat Holdings Ltd and its Subsidiaries
Cayman Islands

Report and consolidated financial statements
for the year ended 31 December 2025

Omniyat Holdings Ltd and its Subsidiaries
Cayman Islands

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders
Omniyat Holdings Ltd

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Omniyat Holdings Ltd** (the "Company") and **its Subsidiaries** (together, the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

Basis of 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 are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") as applicable to audits of public interest entities and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, 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.

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Deloitte.

INDEPENDENT AUDITOR'S REPORT
to the Shareholders of Omniyat Holdings Ltd (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Revenue recognition for sale of real estate units	
The Group recognized revenue from the sale of real estate units of AED 4.0 billion during the year. More than 99% of this revenue is recognized over the period that the real estate units are being constructed. Revenue recognition on the sale of real estate units requires significant judgments to be applied and estimates to be made, for example the percentage of completion of the real estate units under construction and the estimated cost to complete the construction of the real estate units. The Group assesses for each of its contracts with customers for sale of real estate units, whether to recognise revenue over the period of construction of the real estate unit or at the point when the control of the real estate unit has been transferred to the customer. This assessment is based on the consideration of whether the Group has created a real estate asset with no alternative use and whether the Group has an enforceable right for payment related to performance completed at any time during the life of the contract. Where revenue is recognised over time, the Group determines the proportion of actual costs incurred to estimated total costs required to construct the real estate asset and applies this proportion to the sales price stipulated in the underlying contract with the customers and to the extent of satisfaction of performance obligation as at the end of the reporting period to determine the amount of revenue recognized. Revenue recognition from the sale of real estate units was determined as a key audit matter due to the following: ▪ The quantitative significance of the amount to the consolidated financial statements; ▪ The level of judgements applied and estimates made by management; ▪ The requirement contained within ISAs which causes us to presume that revenue is materially misstated due to fraud; and ▪ The level of audit effort required. Refer to note 3.7 in the consolidated financial statements for the accounting policy related to revenue recognition, note 4.2 for details of significant judgements applied and estimates made by management and note 23 for further details about revenue recognized during the year.	Our audit procedures included, but were not limited to, the following: We obtained an understanding of the process adopted by management to recognize and measure revenue from the sale of real estate units, including the key controls in this process. We assessed above mentioned controls to determine if they were appropriately designed and implemented and tested these controls to determine if these were operating effectively throughout the year. We assessed the accounting policies adopted by the Group against the requirements of IFRS Accounting Standards. We inspected a sample of contracts with customers for the sale of real estate units and assessed management's identification of performance obligations and their determination of whether revenue should be recognised over time or at a point in time in accordance with the requirements of IFRS Accounting Standards by making reference to the terms and conditions specified in the contracts. We performed the following procedures on a sample basis: • We assessed approved project cost budgets for significant real estate developments which were in progress at the reporting date and recalculated the projects' completion percentages as a percentage of total costs incurred. • We tested the actual costs incurred for projects which were in progress at the reporting date by agreeing amounts to supporting documentation, for example contractor invoices. • We recalculated the amount of revenue to be recognized on a sample basis. We assessed the disclosures made in the consolidated financial statements in this area against the requirements of IFRS Accounting Standards.

Responsibilities of the 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 the IFRS Accounting Standards as issued by the IASB 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.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism 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 the 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT
to the Shareholders of Omniyat Holdings Ltd (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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 preclude 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.

Deloitte & Touche (M.E.)

Deloitte & Touche

11 February 2026
Dubai
United Arab Emirates

Consolidated statement of financial position
as at 31 December 2025

	Notes	2025 AED'000	2024 AED'000
Assets			
Cash and cash equivalents	5	**4,679,268**	2,637,647
Other financial assets	6	**622,136**	168,857
Trade and other receivables	7	**2,374,043**	724,648
Inventories	8	**-**	-
Developments in progress	9	**11,273,290**	7,556,041
Due from related parties	10	**13,305**	54,742
Deferred tax assets	11	**97,990**	38,609
Investment in joint ventures and associates	12	**1,246,076**	781,300
Investment properties	13	**904,276**	798,053
Property and equipment	14	**72,365**	53,225
Right-of-use assets	15	**693**	2,800
Total assets		**21,283,442**	12,815,922
Equity and liabilities			
Equity			
Share capital	16	**1,000,000**	1,000,000
Retained earnings		**2,210,277**	1,878,248
Equity attributable to the shareholders of the Company		**3,210,277**	2,878,248
Non-controlling interests	17	**6,249,351**	4,669,655
Total equity		**9,459,628**	7,547,903
Liabilities			
Trade and other payables	18	**1,408,438**	570,860
Due to related parties	10	**752,592**	183,051
Advances from customers	19	**2,038,489**	1,261,894
Lease liabilities	15	**-**	2,095
Current tax liabilities		**170,420**	69,626
Deferred tax liabilities	11	**58,329**	62,784
Land obligation payable	9	**2,920,024**	725,643
Borrowings	20	**1,196,067**	2,374,586
Sukuk certificates	21	**3,255,155**	-
Provision for employees' end-of-service benefits	22	**24,300**	17,480
Total liabilities		**11,823,814**	5,268,019
Total equity and liabilities		**21,283,442**	12,815,922

These consolidated financial statements have been approved by Board of Directors on 11 February 2026 and are signed on its behalf by:

……………………….
Director

OMNIYAT HOLDINGS LTD

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

Consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2025

	Notes	2025 AED'000	2024 AED'000
Revenue	23	**4,056,496**	1,623,025
Cost of revenue	23	**(1,965,935)**	(846,382)
Gross profit		**2,090,561**	776,643
Selling and distribution expenses	24	**(328,664)**	(146,659)
General and administrative expenses	25	**(243,555)**	(276,474)
Depreciation and amortisation	26	**(10,155)**	(7,512)
Other income	27	**6,330**	31,960
Gain on change in fair value of investment properties	13	**80,575**	732,588
Gain on sale of shares of associate and subsidiary	12, 36	**59**	22,761
Share in loss of joint ventures and associates	12	**(6,268)**	(35,775)
Gain on sale of investment properties	13	**8,781**	64,520
Finance expense	28	**(453,539)**	(162,685)
Finance income	28	**126,409**	69,201
Profit for the year before tax		**1,270,534**	1,068,568
Tax expense	30		
Current tax		**(168,839)**	(69,643)
Deferred tax credit/(expense)		**63,835**	(24,174)
Total tax expense		**(105,004)**	(93,817)
Profit for the year after tax		**1,165,530**	974,751
Other comprehensive income		**-**	-
Total comprehensive income for the year		**1,165,530**	974,751
Attributable to:			
Owners of the Company		**346,469**	583,639
Non-controlling interests		**819,061**	391,112
		1,165,530	974,751

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

Consolidated statement of changes in equity
for the year ended 31 December 2025

	Share capital AED'000	Retained Earnings AED'000	Equity attributable to the shareholders of the Company AED'000	Non-controlling interests AED'000	Total AED'000
Balance as at 1 January 2024	1,000,000	1,609,112	2,609,112	3,555,266	6,164,378
Additional non-controlling interests	-	-	-	1,236,492	1,236,492
Dividend paid to shareholders *	-	(285,000)	(285,000)	-	(285,000)
Dividend paid and capital redemption of non-controlling interests	-	-	-	(542,718)	(542,718)
Equity transactions with non-controlling interests	-	(29,503)	(29,503)	29,503	-
Total comprehensive income for the year	-	583,639	583,639	391,112	974,751
Balance as at 31 December 2024	1,000,000	1,878,248	2,878,248	4,669,655	7,547,903
Additional non-controlling interests	-	-	-	824,451	824,451
Dividend paid and capital redemption of non-controlling interests	-	-	-	(63,816)	(63,816)
Total comprehensive income for the year	-	346,469	346,469	819,061	1,165,530
Business combination under common control **	-	(14,440)	(14,440)	-	(14,440)
Balance as at 31 December 2025	**1,000,000**	**2,210,277**	**3,210,277**	**6,249,351**	**9,459,628**

* During the year, the shareholders have approved a dividend amounting to Nil [2024: AED 285 million (AED 0.285 per share)].

** Arising on account of acquisition of a subsidiary under common control (Note 29).

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

Consolidated statement of cash flows
for the year ended 31 December 2025

	2025	2024
	AED'000	AED'000
Cash flows from operating activities		
Profit for the year before tax	**1,270,534**	1,068,568
Adjustments for:		
Depreciation and amortisation	**10,155**	7,512
Provision for employees' end-of-service benefits	**8,955**	7,124
Gain on change in fair value of investment properties	**(80,575)**	(732,588)
Gain on sale of shares of associate and subsidiary	**(59)**	(22,761)
Share in loss of joint ventures and associates	**6,268**	35,775
Gain on sale of investment properties	**(8,781)**	(64,520)
Trade receivables written off	**-**	7,393
Finance expense	**453,539**	162,685
Finance income	**(126,409)**	(69,201)
Operating cash flows before changes in operating assets and liabilities	**1,533,627**	399,987
Movement in other financial assets	**(453,280)**	8,567
Movement in trade and other receivables	**(1,633,437)**	(246,704)
Movement in developments in progress	**(1,413,492)**	(864,838)
Movement in inventories	**-**	(8,809)
Movement in due from related parties	**(11,185)**	9,976
Movement in trade and other payables	**853,421**	191,377
Movement in advances from customers	**667,389**	258,115
Movement in due to related parties	**322,593**	(196,800)
Employees' end-of-service benefits paid	**(2,135)**	(2,231)
Cash used in operations	**(136,499)**	(451,360)
Taxes paid	**(68,848)**	-
Net cash used in operating activities	**(205,347)**	(451,360)
Cash flows from investing activities		
Finance income received	**126,409**	69,201
Purchase of property and equipment	**(27,187)**	(6,565)
Purchase of investment properties	**(67,790)**	(42,727)
Proceeds from sale of investment properties	**50,922**	127,922
Investments in associates	**(499,286)**	(748)
Disposal of a subsidiary (Note 36)	**-**	(29,719)
Acquisition of a subsidiary (net of cash acquired) (Note 29)	**(102,791)**	-
Net cash (used in)/generated from investing activities	**(519,723)**	117,364

Consolidated statement of cash flows
for the year ended 31 December 2025 (continued)

	2025	2024
	AED'000	AED'000
Cash flows from financing activities		
Payment of lease obligation	**(2,266)**	(3,576)
Proceeds from borrowings	**291,833**	1,360,708
Proceeds from sukuk certificates (net)	**3,243,663**	-
Repayments of borrowings	**(1,256,859)**	(239,736)
Proceeds on disposal of partial interest in subsidiaries that does not involve loss of control	**824,451**	460,112
Dividend paid and capital redemption of non-controlling interest	**(63,816)**	(32,923)
Finance costs paid	**(270,315)**	(134,703)
Net cash generated from financing activities	**2,766,691**	1,409,882
Net increase in cash and cash equivalents	**2,041,621**	1,075,886
Cash and cash equivalents at the beginning of the year	**2,637,647**	1,561,761
Cash and cash equivalents at the end of the year (Note 5)	**4,679,268**	2,637,647

Non-cash transactions:

Dividend paid and capital redemption of non-controlling interest adjusted against outstanding receivables (Note 17)	-	(446,016)
Dividend paid to shareholders	-	(285,000)
Dividend paid and capital redemption of non-controlling interests	-	(46,347)
Transfer from investment properties to development properties (Note 9 and 13)	-	863,320
Transfer from investment properties to property and equipment (Note 13 and 14)	-	42,541
Disposal of investments in associate	**28,300**	11,909
Proceeds from borrowings (Note 20)	-	78,666
Repayments of borrowings (Note 20)	**254,000**	522,500
Investments in associates (Note 12)	-	684,927
Payment on interest on borrowings	**21,248**	-
Proceeds on disposal of partial interest in a subsidiary that does not involve loss of control (Note 17)	-	650,000
Inventories sold to associate (Note 10)	-	115,346
Investment properties sold to associate (Note 10)	-	288,351
Sale of net assets in subsidiary to associate (Note 36)	-	129,483

Notes to the consolidated financial statements
for the year ended 31 December 2025

1. Company and operations

Omniyat Holdings Ltd (the "Company") was incorporated in the Cayman Islands on 31 July 2006 under registration number MC-171777.

The address of the Company's registered office is c/o Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands and the address of its principal place of business is SZ-21 By Omniyat, Office Level 1, Sheikh Zayed Road, Dubai – UAE.

The principal activities of the Company and its subsidiaries (collectively the "Group") are property investment, development and property management services. For the detail of subsidiaries refer Note 3.1. The ultimate controlling party is Mr. Mahdi Kadhim M Jawad Amjad.

2. Basis of preparation and statement of compliance

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by International Accounting Standards Board ("IASB") and requirement of applicable laws. The material accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated. The consolidated statement of financial position is presented in order of liquidity.

2.2 Basis of preparation

The consolidated financial statements of the Group have been prepared on the historical cost basis, except for certain financial instruments and investment properties that have been measured at fair value at the end of each reporting period. Historical cost is generally based on fair value of the consideration given for goods and services.

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 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.

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. In estimating the fair value of an asset or a liability, the Group takes into account characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

2. Basis of preparation and statement of compliance (continued)

2.2 Basis of preparation (continued)

The consolidated financial statements of the Group are presented in thousands of United Arab Emirates Dirhams which is the Group's reporting and functional currency. Amounts are rounded off to the nearest thousand, unless otherwise stated. The individual financial statements of Group entities are prepared in respective local currencies, being the currency in the primary economic environment in which these entities operate (the functional currency).

2.3 Application of new and revised standards, interpretations, and amendments

(a) New and revised standards, interpretations and amendments applied with no material effect on the consolidated financial statements

The following new and revised IFRS Accounting Standards, which became effective for annual periods beginning on or after 1 January 2025, have been adopted in these consolidated financial statements. Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates relating to Lack of Exchangeability

Other than the above, there are no other significant IFRS Accounting Standards and amendments that were effective for the first time for the financial year beginning on or after 1 January 2025.

(b) New and revised standards, interpretations and amendments in issue but not yet effective and not early adopted

The Group has not early adopted the following new and revised standards, interpretations and amendments that have been issued but are not yet effective. The management is in the process of assessing the impact of the new requirements:

New and revised IFRS Accounting Standards	***Effective for annual periods beginning on or after***
Amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments Disclosures* regarding the classification and measurement of financial instruments.	01 January 2026
Annual improvements to IFRS Accounting Standards - Volume 11: The pronouncement comprises the following amendments:	01 January 2026

- IFRS 1 *First-time Adoption of International Financial Reporting Standards*: Hedge accounting by a first-time adopter
- IFRS 7 *Financial Instruments - Disclosures*: Disclosure of deferred difference between fair value and transaction price
- IFRS 7 *Financial Instruments - Disclosures*: Introduction and credit risk disclosures
- IFRS 9 *Financial Instruments*: Lessee derecognition of lease liabilities
- IFRS 9 *Financial Instruments*: Transaction price
- IFRS 10 *Consolidated Financial Statements*: Determination of a "de facto agent"
- IAS 7 *Statement of Cash Flows*: Cost method

2. Basis of preparation and statement of compliance (continued)

2.3 Application of new and revised standards, interpretations, and amendments (continued)

(b) New and revised standards, interpretations and amendments in issue but not yet effective and not early adopted (continued)

New and revised IFRS Accounting Standards	***Effective for annual periods beginning on or after***
IFRS 18 *Presentation and Disclosures in Financial Statements*	1 January 2027
IFRS 19 *Subsidiaries without Public Accountability: Disclosures*	1 January 2027
Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates* relating to Translation to a Hyperinflationary Presentation Currency	1 January 2027
Amendments to IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures (2011)*	Effective date deferred indefinitely. Adoption is still permitted.

The Group anticipates that these new standards, interpretations and amendments will be adopted in the Group's consolidated financial statements as and when they are applicable and adoption of these new standards, interpretations and amendments may have no material impact, except IFRS 18, on the consolidated financial statements of Group in the period of initial application.

3. Material accounting policy information

3.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and the entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its return.

The Company reassesses whether or not it controls an investee if facts or circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights on an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size or dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. Material accounting policy information (continued)

3.1 Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control over the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Company gains control until the date the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interest;
- Derecognises the cumulative translation differences, recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate.

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.1 Basis of consolidation (continued)

Details of the Company's subsidiaries over which it exercises effective control as at 31 December 2025 are as follows:

Name of subsidiaries	Place of incorporation	Place of operation	Proportion of Group ownership	
			2025	2024
- Omniyat Property Investments Limited	British Virgin Islands	U.A.E.	**100%**	100%
- Omniyat Investment Holdings Limited	British Virgin Islands	U.A.E.	**100%**	100%
- Omniyat Asset Holdings Limited	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Investments and Asset Management Ltd	Cayman Islands	U.A.E.	**100%**	100%
- **Omniyat Group DMCC**	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Project & Managed Assets Holdings Limited	Cayman Islands	U.A.E.	**100%**	100%
- **Omniyat Project Investments Limited**	Cayman Islands	U.A.E.	**100%**	100%
- Palm Crescent Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Palm Crescent Investments 2 Limited ^	Cayman Islands	U.A.E.	**10.87%**	10.87%
- Palm Crescent Investments 3 Limited ^	Cayman Islands	U.A.E.	**14.40%**	14.40%
- Omniyat Crescent Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- C Seventeen^	Cayman Islands	U.A.E.	**50%**	50%
- Imperial Beach Developments FZE	U.A.E.	U.A.E.	**100%**	100%
- Crescent 17 Real Estate Developments LLC	U.A.E.	U.A.E.	**100%**	100%
- AVA Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- AVA Investments 2 Limited ^	Cayman Islands	U.A.E.	**22.34%**	22.34%
- AVA Limited	Cayman Islands	U.A.E.	**100%**	100%
- One Palm Extension Limited	Cayman Islands	U.A.E.	**100%**	100%
- Imperial Two Residencies Limited	U.A.E.	U.A.E.	**100%**	100%
- AVA Residences Real Estate Developments L.L.C	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Staff Housing Holdings Limited	Cayman Islands	U.A.E.	**100%**	100%
- Downtown Creek Investments 2 Limited	Cayman Islands	U.A.E.	**100%**	100%
- Downtown Creek Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Downtown Creek Developments Limited	Cayman Islands	U.A.E.	**75%**	75%
- Downtown Creek Residences Limited	U.A.E.	U.A.E.	**100%**	100%
- Forty Two Downtown Real Estate Developments LLC	U.A.E.	U.A.E.	**100%**	100%
- Downtown Marina Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Downtown Marina Developments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Downtown Marina Views Real Estate Developments L.L.C.	U.A.E.	U.A.E.	**100%**	100%
- Crescent 16 Investments 1 limited	Cayman Islands	U.A.E.	**100%**	100%

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.1 Basis of consolidation (continued)

Name of subsidiaries	Place of incorporation	Place of operation	Proportion of Group ownership	
			2025	2024
- Crescent 16 Investments 2 Limited ^	Grand Cayman Islands	U.A.E.	**-**	-
- Omniyat Crescent 16 Developments Limited	Cayman Islands	U.A.E.	**100%**	100%
- C Sixteen Limited^	Cayman Islands	U.A.E.	**50%**	50%
- Kingdom of Sheba Place Heritage FZE	U.A.E.	U.A.E.	**100%**	100%
- Crescent 16 Real Estate Developments LLC	U.A.E.	U.A.E.	**100%**	100%
- Downtown Creek Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Downtown 22 Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Downtown 22 Developments Limited	Cayman Islands	U.A.E.	**51.52%**	52.02%
- Imperial Marina Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Downtown Creek Real Estate Development LLC	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Palm Development Investments IV Limited	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Palm Development Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Palm Development Investments Limited (formerly Palm Crescent East Investments Limited)^	Cayman Islands	U.A.E.	**50%**	50%
- Omniyat Palm Development Investments II Limited ^	Cayman Islands	U.A.E.	**0.64%**	-
- Omniyat Palm Development Limited	Cayman Islands	U.A.E.	**88.87%**	100%
- Palm Crescent 31 Developments Limited^	Cayman Islands	U.A.E.	**50%**	50%
- Crescent East Limited	U.A.E.	U.A.E.	**100%**	100%
- Grandeur Beach Real Estate Developments LLC	U.A.E.	U.A.E.	**100%**	100%
- Palm Crescent East Developments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Creek Residences Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Creek Residences Developments Limited	Cayman Islands	U.A.E.	**70.07%**	71.71%
- Creek Residences 23 Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Royal Creek Real Estate Development LLC	U.A.E.	U.A.E.	**100%**	100%
- D1 Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- D1 Developments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Marina Promenade Limited	U.A.E.	U.A.E.	**100%**	100%

3. Material accounting policy information (continued)

3.1 Basis of consolidation (continued)

Name of subsidiaries	Place of incorporation	Place of operation	Proportion of Group ownership	
			2025	2024
- Marina Pier Real Estate Development LLC	U.A.E.	U.A.E.	**100%**	100%
- Peninsula BB Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Peninsula BB Developments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Beachfront Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Creek Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Fides Investment Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Fides Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Fides Residences Real Estate Development LLC (formerly Fides Investment and Management LLC)	U.A.E.	U.A.E.	**100%**	100%
- Coast Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	100%
- Estate Residences Investments LLC	U.A.E.	U.A.E.	**55%**	55%
- Estate Grand Real Estate Development LLC	U.A.E.	U.A.E.	**100%**	100%
- **Omniyat Projects 1 Limited**	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Properties Twenty Limited	Cayman Islands	U.A.E.	**100%**	100%
- OP17 Limited	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Properties Seventeen Limited	Cayman Islands	U.A.E.	**100%**	100%
- **Omniyat Projects 2 Limited**	Cayman Islands	U.A.E.	**100%**	100%
- **Omniyat Tech Holdings Ltd**	Cayman Islands	U.A.E.	**100%**	100%
- **Omniyat Managed Assets Limited**	Cayman Islands	U.A.E.	**100%**	100%
- Sky Palaces Asset Holdings Limited	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Development Management Limited	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Property Services Limited	Cayman Islands	U.A.E.	**100%**	100%

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.1 Basis of consolidation (continued)

Name of subsidiaries	Place of incorporation	Place of operation	Proportion of Group ownership	
			2025	2024
- Omniyat Properties Twenty-Four Limited	British Virgin Islands	U.A.E.	**100%**	100%
- Shelvin Properties Group Ltd.	British Virgin Islands	U.A.E.	**100%**	100%
- Omniyat Dorchester Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Majestic Properties Limited	Cayman Islands	U.A.E.	**100%**	100%
- LP Downtown Properties Limited	U.A.E.	U.A.E.	**100%**	100%
- Royal Marina Investments Limited	U.A.E.	U.A.E.	**100%**	100%
- ORACO Limited^	Cayman Islands	U.A.E.	**50%**	50%
- SPBC Limited	U.A.E.	U.A.E.	**100%**	100%
- SPBC Restaurants Management LLC	U.A.E.	U.A.E.	**100%**	100%
- SPBC Beach Club LLC	U.A.E.	U.A.E.	**100%**	100%
- Marina Quay Properties L.L.C	U.A.E.	U.A.E.	**100%**	100%
- Downtown Quay Marina Management L.L.C	U.A.E.	U.A.E.	**100%**	100%
- Downtown Marina Real Estate Developments LLC	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Joint Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Investments (Middle East) Limited^	Cayman Islands	U.A.E.	**25%**	25%
- Concept One (Cayman) Holdings Limited	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Investments Two Limited	Cayman Islands	U.A.E.	**100%**	100%
- Sky Palaces Limited ^	Cayman Islands	U.A.E.	**42.4%**	42.4%
- Omniyat Properties FifteenLimited	Cayman Islands	U.A.E.	**100%**	100%
- Sky Palaces Real Estate Development LLC	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Two FZ LLC	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Properties Twenty Seven Limited	Cayman Islands	U.A.E.	**100%**	100%
- One Palm Jumeirah Investment Limited	Cayman Islands	U.A.E.	**100%**	100%
- One Palm Jumeirah (Cayman) Ltd.	Cayman Islands	U.A.E.	**100%**	100%
- Imperial Residences Limited	U.A.E.	U.A.E.	**100%**	100%
- OP Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Omniyat Investments Four Limited	Cayman Islands	U.A.E.	**100%**	100%
- Maritime Developments Two Limited^	Cayman Islands	U.A.E.	**50%**	50%
- Blue Star Limited	U.A.E.	U.A.E.	**100%**	-
- Blue Star Real Estate Development LLC	U.A.E.	U.A.E.	**100%**	-

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.1 Basis of consolidation (continued)

Name of subsidiaries	Place of incorporation	Place of operation	Proportion of Group ownership	
			2025	2024
- Omniyat Asset Company Limited	Cayman Islands	U.A.E.	**100%**	100%
- Maritime One Development Limited	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Investments Three Limited	Cayman Islands	U.A.E.	**100%**	100%
- Maritime Residences Limited	Cayman Islands	U.A.E.	**51.33%**	51.33%
- Almasa Maritime One Limited	Cayman Islands	U.A.E.	**100%**	100%
- ANWA Real Estate Development LLC	U.A.E.	U.A.E.	**100%**	100%
- Burj Area Car Lots Limited	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Elevated Investment and Management L.L.C.	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Elevated Project Management Development L.L.C.	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Atelier Decoration Design L.L.C.	U.A.E.	U.A.E.	**100%**	100%
- Royal Bespoke Properties L.L.C	U.A.E.	U.A.E.	**100%**	100%
- LIV Property Management LLC	U.A.E.	U.A.E.	**100%**	100%
- LIV Wellness for Sport Coaching Services LLC	U.A.E.	U.A.E.	**100%**	100%
- LIV Reside Vacation Homes Rental L.L.C (formerly Loddj Furnished Homes LLC)	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Middle East Investments and Management LLC	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Projects Management L.L.C.	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Projects Development L.L.C.	U.A.E.	U.A.E.	**100%**	100%
- Unique Map Project Development Consultant L.L.C.	U.A.E.	U.A.E.	**100%**	100%
- Veris Investment Limited	Cayman Islands	U.A.E.	**100%**	100%
- Veris Development Limited	Cayman Islands	U.A.E.	**100%**	100%
- Portofino Investment LLC	U.A.E.	U.A.E.	**75%**	100%
- Grand Estates Investments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Grand Estates Developments Limited	Cayman Islands	U.A.E.	**100%**	100%
- Concept One Holdings Limited *	U.A.E.	U.A.E.	**100%**	100%
- Concept Retail Holdings Limited *	U.A.E.	U.A.E.	**100%**	100%
- Concept Investments and Management LLC *	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Investments and Management LLC *	U.A.E.	U.A.E.	**100%**	100%
- Omniyat Concept Investments LLC *	U.A.E.	U.A.E.	**100%**	100%
- LIV Property Services Co. LLC *	U.A.E.	U.A.E.	**100%**	100%
- LIV Advertising LLC *	U.A.E.	U.A.E.	**100%**	100%
- Marina Views Limited*	U.A.E.	U.A.E	**100%**	100%

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.1 Basis of consolidation (continued)

Name of subsidiaries	Place of incorporation	Place of operation	Proportion of Group ownership	
			2025	2024
- Coastline Views Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Maritime Residences Investments Limited	Cayman Islands	U.A.E.	**100%**	-
- Maritime Residences Developments Limited	Cayman Islands	U.A.E.	**100%**	-
- Omniyat Palm Development Investments III Limited	Cayman Islands	U.A.E.	**100%**	-
- Maris Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Promenade Estates Investments Limited	Cayman Islands	U.A.E.	**100%**	-
- Promenade Estates Developments Limited	Cayman Islands	U.A.E.	**100%**	-
- Promenade Views Limited	U.A.E.	U.A.E.	**100%**	-
- Coralis Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Downtown Bay Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Velora Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Eze Business Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Lumena Alta Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Eze Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Estate Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Azure Horizon Real Estate Developments L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Lumina Business Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Lumina Investments Holdings Limited	U.A.E.	U.A.E.	**79.67%**	-
- Lumina Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Creek Views Real Estate Development L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Fides Elit Real Estate Development L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Sorrento Investment Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Sorrento Residence Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- The Mural Real Estate L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Vero Project Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Modus Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Vero Elit Real Estate Development L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Amalia Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Vespera Investment Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Vespera Residence Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Beyond Vespera Real Estate Development L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Sky Palaces Asset Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Echelon Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Ascendia Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Zenor Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.1 Basis of consolidation (continued)

Name of subsidiaries	Place of incorporation	Place of operation	Proportion of Group ownership 2025	2024
- Lusair Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Lusair Investments L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Omniyat RE Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Shoreline Views Investments Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Islands Investments Holdings Limited	U.A.E.	U.A.E.	**63.5%**	-
- Creek Views Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Islands Project Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Trion Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Portofino Residence Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Blue Isles Real Estate Development L.L.C. S.O.C.	U.A.E.	U.A.E.	**100%**	-
- Verta Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Lillen Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Sandy Shores Real Estate L.L.C. S.O.C.	U.A.E.	U.A.E.	**100%**	-
- Coralbay Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Coralbay Terra Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Coralbay Real Estate Development L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Lunai Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Lunai Terra Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Lunai Real Estate Development L.L.C.	U.A.E.	U.A.E.	**100%**	-
- Seawing Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Coastera Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Bluecurrent Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Corevia Project Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Isola Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Avignon Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Portofino Real Estate Development Holdings LLC OPC	U.A.E.	U.A.E.	**100%**	-
- Azulado Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Azulado Real Estate Development LLC OPC	U.A.E.	U.A.E.	**100%**	-
- Mare Residences Holdings Limited	U.A.E.	U.A.E.	**100%**	-
- Mare Real Estate Development LLC OPC	U.A.E.	U.A.E.	**100%**	-

^ The entities are consolidated on the basis of control over the relevant activities through composition of the Board of Directors of the subsidiaries.

*Certain entities are beneficially owned by the Group and accordingly considered as subsidiaries and consolidated in these consolidated financial statements.

List of subsidiaries includes wholly owned subsidiaries of Companies over which the Group exercises control along with having non-controlling interests.

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.2 Business combination

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition related costs are recognised in the consolidated statement of profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 *Business Combinations* are recognised at their fair value at the acquisition date.

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. Subsequently, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortized but tested for impairment at least annually. 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. In transactions relating to entities under common control, any difference arising between the cost of acquisition and the net carrying value of the identifiable assets and liabilities assumed is taken directly to equity.

3.3 Investment in joint ventures and associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5: *Non-current Assets Held for Sale and Discontinued Operations*.

Under the equity method, investments in joint ventures and associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the investee, less dividend receivable and any impairment in the value of individual investments. The Group's share in the investee's result is recorded in the consolidated statement of profit or loss. Losses of an investee in excess of the Group's interest in that investee (which includes any long-term interests that, in substance, form part of the Group's net investment in the investee) are not recognised, unless the Group has incurred legal or constructive obligations or made payments on behalf of the investee.

3. Material accounting policy information (continued)

3.3 Investment in joint ventures and associates (continued)

Investment in joint ventures and associates is accounted for using the equity method from the date on which the investee becomes an joint venture or 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 the joint venture and associate recognised at the date of acquisition is recognised as goodwill which is included within the carrying amount of the investment and is assessed for impairment as part of the investment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less cost of disposal) with its carrying amount. Any impairment loss recognized is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases. 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 the consolidated statement of profit or loss.

Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the interest in the associate or joint venture.

3.4 Investment properties

Investment properties, which are properties held to earn rentals and/or for capital appreciation and for undetermined use, are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value at the reporting date. Gains or losses arising from changes in the fair value of investment properties are included in the consolidated statement of profit or loss for the period in which they arise. Fair values are determined based on valuations performed by accredited external independent valuers applying valuation methods permitted by IFRS Accounting Standards.

The cost of investment property is the amount of cash or cash equivalents paid or the fair value of other consideration given to acquire an asset at the time of its acquisition or construction. If payment is deferred beyond normal credit terms, the difference between the cash price equivalent and the total payment is recognised as interest over the period of credit unless such interest is capitalised in accordance with IAS23.

Properties are transferred from investment properties to development properties / owner occupied property when, there is a change in use, evidenced by commencement of development with a view to sell / occupation by the Group. Such transfers are made at the fair value of the properties at the date of transfer which becomes deemed cost of development properties / owner occupied property. An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no further economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period which the property is derecognised.

3. Material accounting policy information (continued)

3.5 Foreign currencies

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates ("the functional currency"). For the purpose of the consolidated financial statements, the results and financial position of each Group entity are expressed in Arab Emirates Dirhams ('AED'), which is the presentation currency of the Group.

In preparing the consolidated financial statements of the Group, transactions in currencies other than the Group's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting 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 arising on the settlement of monetary items, and on the retranslation of monetary items, are included in the consolidated statement of profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the consolidated statement of profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly inequity.

3.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3.7 Revenue recognition

Sale of real estate units

IFRS 15 *Revenue from contracts with customers* outlines a single comprehensive model of accounting for revenue arising from contracts with customers, where it establishes a five-step model that apply to revenue arising from contracts with customers.

Step 1 Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for each of those rights and obligations.

Step 2 Identify the performance obligations in the contract: A performance obligation in a contract is a promise to transfer a good or service to the customer.

Step 3 Determine the transaction price: Transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods and services to a customer, excluding amounts collected on behalf of third parties.

3. Material accounting policy information (continued)

3.7 Revenue recognition (continued)

Sale of real estate units (continued)

Step 4 Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group will allocate the transaction price to each performance obligation in an amount that depicts the consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5 Recognise revenue as and when the entity satisfies a performance obligation.

The Group recognises revenue over time if any one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance obligation completed to date.

The Group has elected to apply the input method. The Group considers that the use of input method, which requires revenue recognition on the basis of the Group's efforts to the satisfaction of the performance obligation, provides the best reference to revenue actually earned. In applying the input method, the Group estimates the cost to complete the projects in order to determine the amount of revenue to be recognised. These estimates include the cost of providing infrastructure, potential claims by contractors and the cost of meeting other contractual obligations to the customers.

In cases where the Group determines that the performance obligations are satisfied at a point in time, revenue is recognised when control over the assets is transferred to the customer.

When the Group satisfies a performance obligation by delivering the promised goods and services, it creates a contract asset based on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised, this gives rise to a contract liability.

Revenue is measured at the fair value of consideration received or receivable, taking into account the contractually agreed terms of payment excluding taxes and duties. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent and has concluded that it is acting as a principal in all of its revenue arrangements.

If all of the conditions for revenue recognition of IFRS 15 are not satisfied, the revenue and corresponding costs relating to the transaction are deferred in the consolidated statement of financial position under "Advances from customers" and "Developments in progress", respectively, until such time that all conditions have been met.

Revenue is recognised in the consolidated statement of profit or loss to the extent that it is probable that the economic benefits will flow to the Group and the revenue and cost, if and when applicable, can be measured reliably.

3. Material accounting policy information (continued)

3.7 Revenue recognition (continued)

Cost of revenues

Costs related to revenues recognised on real estate units include the cost of freehold land and all development costs.

Penalties on termination of sale contracts

The Group proceeds to terminate contracts and recognise income from termination of properties in the consolidated statement of profit or loss as per the Real Estate Regulatory Agency (RERA) guidelines and with the necessary approvals from RERA/ Dubai Land Department.

3.8 Interest and dividend income

Interest income is accounted on an accrual basis using effective interest rate. Dividend income on equity instruments is recognised when the right to receive the dividend is established.

3.9 Property and equipment

Property and equipment is stated at cost less accumulated depreciation and any accumulated impairment loss.The cost of property and equipment is the construction costs and/or purchase consideration together with any incidental costs of acquisition.

Cost includes construction costs and professional fees, and for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost other than freehold land and properties under construction, over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The following useful lives are used in the calculation of depreciation:

	Years
Buildings	40
Leasehold improvements	5
Furniture and fixtures	4
Office equipment	4
Computer equipment	3
Motor vehicles	5

3. Material accounting policy information (continued)

3.9 Property and equipment (continued)

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 are charged to the consolidated statement of profit or loss when incurred.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit or loss and other comprehensive income.

3.10 Developments in progress

Properties in the course of construction for sale are classified as "Developments in Progress". Unsold properties and sold properties which have not yet met the revenue recognition criteria are stated at the lower of cost or net realisable value. Net realisable value represents the estimated selling price less all costs to completion. Cost includes the cost of land, infrastructure, construction and other related expenditure such as professional fees and engineering costs attributable to the project, which are capitalised as and when activities that are necessary to get the assets ready for the intended use are in progress. Direct costs from the start of the project up to completion of the project are capitalised. Completion is defined as the earlier of issuance of a certificate of practical completion, or when management considers the property to be completed enabling hand over to the buyer. Upon completion, cost in respect of unsold properties is transferred to inventories.

Land – recognition of cost

The cost of land purchased for the purpose of development projects is recognised in "Developments in Progress" at full contracted price when risk and rewards of ownership have been transferred to the Group.

The instalments becoming due after the reporting date are shown as land liabilities. If payment is deferred beyond normal credit terms, the difference between the cash price equivalent and the total payment is recognised as interest over the period of credit unless such interest is capitalised in accordance with IAS23.

3.11 Impairment of tangible assets

At each reporting date, the Group reviews the carrying amounts of its tangible 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. 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.

3. Material accounting policy information (continued)

3.11 Impairment of tangible assets (continued)

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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

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, so long as 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 as income immediately.

3.12 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 that 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 reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when 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.

3.13 Provision for employees' end-of-service benefits

The Group provides end of service benefits to its employees. The entitlement to these benefits is usually based upon the employees' final salary and length of service, subject to the completion of a minimum service period as stipulated in the Labor Laws of the respective countries of operations. The expected costs of these benefits are accrued over the period of employment.

UAE nationals employed by the Group are members of the Government-managed retirement pension and social security benefit scheme pursuant to U.A.E. labor law no. 7 of 1999. The only obligation of the Group with respect to the retirement pension and social security scheme is to make the specified contributions. The contributions are charged to statement of profit or loss.

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.14 Value added tax

Value added tax (VAT) asset/liability is recognised in the books on the basis of regulations defined by Taxation Authorities of the relevant jurisdiction.

Expenses and assets are recognised net of the amount of value added tax, except when the value added tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the value added tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of value added tax recoverable from, or payable to, the taxation authority is included as part of trade and other receivables or trade and other payables in the financial statements.

3.15 Equity

Financial instruments issued by the Group are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The Group's ordinary shares are classified as equity instruments.

3.16 Financial Instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Trade and other receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Financial assets

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

3. Material accounting policy information (continued)

3.16 Financial instruments (continued)

Financial assets (continued)

Classification of financial assets

(i) Debt instruments designated at amortised cost

Debt instruments 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.

(ii) Debt instrument designated at fair value through other comprehensive income

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- 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.

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

For financial instruments other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

(iii) Amortised cost and effective interest rate method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

3. Material accounting policy information (continued)

3.16 Financial instruments (continued)

Financial assets (continued)

(iii) Amortised cost and effective interest rate method (continued)

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applyingthe effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the “Finance income” line item.

(iv) Equity instruments designated at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, instead, they will be transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment.

(v) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria (see (i) and (ii) above) are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI 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.

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.16 Financial instruments (continued)

Financial assets (continued)

(v) Financial assets at FVTPL (continued)

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (ECL) on trade receivables, due from related parties, other financial assets and bank balances. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

3. Material accounting policy information (continued)

3.16 Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- The financial instrument has a low risk of default;
- The borrower has a strong capacity to meet its contractual cashflow obligations in the near term; and
- Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations

(ii) Definition of default

The Group employs statistical models to analyse the data collected and generate estimates of probability of default (“PD”) of exposures with the passage of time. This analysis includes the identification for any changes in default rates and changes in key macro-economic factors across various geographies of the Group.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

a) significant financial difficulty of the issuer or the borrower;
b) a breach of contract, such as a default or past due event (see (ii) above);
c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower’s financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty 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 profit or loss.

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.16 Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve and does not reduce the carrying amount of the financial asset in the statement of financial position.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investment's revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment's revaluation reserve is not reclassified to profit or loss but is transferred to retained earnings.

3. Material accounting policy information (continued)

3.16 Financial instruments (continued)

Financial liabilities

The Group classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Group's accounting policy for each category is as follows:

Fair value through profit or loss

They are carried in the statement of financial position at fair value with changes in fair value recognised in the statement of profit or loss. The Group does not have any liabilities which is to be designated any financial liabilities as being at fair value through profit or loss.

Other financial liabilities

Other financial liabilities include the following items:

- Borrowings and sukuk certificates are initially recognised at fair value net of any transaction costs. Such interest/profit bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. For the purposes of each financial liability, interest expense includes initial transaction costs and as well as any interest payable while the liability is outstanding.
- Trade and other payables, due to related parties, land obligations and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group’s obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3.17 Cash and cash equivalents

Cash and cash equivalents include cash on hand, cheques in hand and deposits held at bank with original maturities of less than three months and are used by the Group in the management of its short-term commitments.

3. Material accounting policy information (continued)

3.18 Leases

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period in exchange for consideration. Leases are those contracts that satisfy the following criteria:

(a) There is an identified asset;
(b) The Group obtains substantially all the economic benefits from use of the asset; and
(c) The Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights the contract is not identified as giving rise to a lease.

In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise from use of the asset, not those incidentals to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are pre-determined due to the nature of the asset, the Group considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRS Accounting Standards rather than IFRS 16.

Accounting for leases (as a lessee)

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option; and
- any penalties payable for termination the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

3. Material accounting policy information (continued)

3.18 Leases (continued)

Accounting for leases (as a lessee) (continued)

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to initial measurement, lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are depreciated on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:

- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- in all other cases where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount; and
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial of full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

Accounting for leases (as a lessor)

The group enters into lease agreements as a lessor with respect to some of its investment properties. Leases for which the group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

3. Material accounting policy information (continued)

3.19 Income tax

Current tax is the expected tax payable/receivable on the taxable income/loss for the year, using tax rates enacted or substantially enacted as at the reporting date, and any adjustments to the tax receivable/payable in respect of prior years. Income tax relating to items recognised directly in other comprehensive income or equity is recognised directly in other comprehensive income or equity and not in the consolidated statement of profit or loss.

Deferred tax is provided, using the balance sheet method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on laws that have been enacted or substantially enacted as at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences and carry-forward of unused tax assets and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax assets and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.20 Dividends

The Group recognises a liability for dividends when the distribution is approved by the Shareholders and the distribution is no longer at the discretion of the Company.

3. Material accounting policy information (continued)

3.21 Segment reporting

For management purposes, the Group is organised into one segment based on its products and services, which is the real estate development business. Accordingly, the Group only has one reportable segment. Management monitors the operating results of the business as a single unit for the purpose of making decisions about resource allocation and performance assessment.

Business segments

Revenue, operating results, assets and liabilities presented in the consolidated financial statements relates to the real estate development business of the Group.

Geographic segment

The Group is currently operating only in the UAE, hence the operating results, assets and liabilities presented in the consolidated financial statements relates to its operation in the UAE.

4. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in Note 3 to the consolidated financial statements, the management of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Group's material accounting policies

In the process of applying the Group's material accounting policies, which are described in Note 3 to the consolidated financial statements, management has made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimates, which are dealt with below).

4.1 Classification of properties

Management determines at the time of acquisition of the property whether the property should be classified as inventory or developments in progress as per IAS 2 Inventories, investment property as per IAS 40 Investment property, or property and equipment as per IAS 16 Property, Plant and Equipment.

The Group classifies a property as inventory when the intention is to sell the asset in the short term. The Group classifies a property as developments in progress when the intention is to develop the property for the purpose of a future sale to third parties. The Group classifies a property as investment property when the intention is to hold the property for rental, capital appreciation or for undetermined use. The Group classifies a property as property and equipment when a property is held for use by, or in the operations of, the Group.

The Group changes the classification to reflect any changes in the intended use of the property at the point when their intention changes and transfers are made at fair value on the effective date of transfer.

4. Critical accounting judgements and key sources of estimation uncertainty (continued)

4.2 Revenue recognition

In making their judgment, the management considers the detailed criteria for the recognition of revenue set out in IFRS 15. When management is not satisfied that all the criteria as per IFRS 15 has been satisfied in the current year, the revenues are deferred in the statement of financial position until such time that all criteria for revenue recognition as per IFRS 15 have been met.

Satisfaction of performance obligations

The Group is required to assess each of its contracts with customers to determine whether the performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue.

In case of property under development, the Group has assessed that based on the sale and purchase agreements entered into with customers and the provisions of the relevant laws and regulations, the Group does not have an alternative use on the asset and has enforceable right to payment for performance completed to date. In these circumstances, the Group recognises revenue over time. Where this is not the case, revenue is recognised at a point in time.

Determination of transaction prices

In the process of determining transaction prices in respect of its contracts with customers, the Group assesses the impact of any variable consideration in the contract due to discounts, penalties, the existence of any significant financing component or any non-cash consideration. In determining the impact of variable consideration, the Group uses the most likely amount method under IFRS 15 whereby the transaction price is determined by reference to the single most likely amount in a range of possible consideration amounts.

Transfer of control in contracts with customers

In cases where the Group determines the performance obligation are satisfied at a point in time, revenue is recognised when control over the asset that's subject of the contract is transferred to the customer. In the case of contracts to sell real estate assets, this is generally when the unit has been handed over to the customer.

Allocation of transaction price to performance obligation in contracts with customers

The Group has elected to apply the input method in allocating the transaction price to performance obligations where revenue is recognised over time. The Group considers that the use of input method, which requires revenue recognition on the basis of the Group’s efforts to the satisfaction of the performance obligation, provides the best reference to revenue actually earned. In applying the input method, the Group estimates the cost to complete the projects in order to determine the amount of revenue to be recognised.

4.3 Recoverability of asset values and timeliness of cash flows

The Group holds several properties under development in line with its business strategy. Following detailed evaluation, management considers that the values of these assets are fully recoverable under the current economic climate, and that the carrying value of the assets does not exceed the fair market value of these assets under current economic market conditions, taking into account expected demand and property prices.

4. Critical accounting judgements and key sources of estimation uncertainty (continued)

4.3 Recoverability of asset values and timeliness of cash flows (continued)

In terms of the realisation of the asset values, management is convinced that sufficient and timely cash flows will be generated from these assets to satisfy and meet the current obligations of the Group as a going concern. On this basis, management considers that the Group will be able to meet its liabilities in the foreseeable future as they fall due and that the going concern assumption used in the preparation of these consolidated financial statements is appropriate.

4.4 Control over investees with less than majority shareholding and voting rights

Note 3.1 to the consolidated financial statements describes the investees are subsidiaries of the Group even though the Group has less than majority shareholding and voting rights.

The management assessed whether or not the Group has control over this investee based on whether the Group has the practical ability to direct the relevant activities unilaterally as per the criteria laid out by IFRS 10 Consolidated Financial Statements. In making their judgement, the management considered the Group's ability to directly control the development of the projects of these investees including: a) business development, strategic management and client relations; b) project financing; c) engage sub-consultants; d) manage cash flows of the development, and e) appointment and replacement of staff. Further, Group has more than 50% representation on Board of directors. Therefore, management has concluded that the Group has the practical ability to control the relevant activities of this investee unilaterally and hence the Group has control.

4.5 Discounting of lease payments

The Group, as a lessee, measures the lease liability at the present value of the unpaid lease payments by discounting it using its incremental borrowing rate.

Incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use assets in similar economic environment. To determine the incremental borrowing rate, the Group uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing has been received.

4.6 Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. Critical accounting judgements and key sources of estimation uncertainty (continued)

Key sources of estimation uncertainty (continued)

4.7 Fair valuation of investment properties

Investment properties are re-measured at fair value, which is the amount for which the properties could be exchanged between knowledgeable, willing parties in an arm's length transaction.

The Group engages an independent valuer to determine the fair value of investment property. These valuations have been prepared in accordance with the Valuation Standards of the Royal Institution of Chartered Surveyors (RICS) and/or by valuers registered with the required authorities. The valuer applies comparative, residual and investment methods and considers various factors including income generated by other properties of similar nature and their market values in the similar location along with future outlook of the market to determine the fair value of investment property.

These methods require significant judgements and estimates, including assumptions about current and future rental income, market conditions and an equivalent yield of approximately 7.25 - 9% (2024: 7.25 - 9%).

4.8 Litigations and claims

The Group reviews outstanding legal cases following developments in the legal proceedings at each reporting date, in order to assess the need for provisions and disclosures in its consolidated financial statements. Among the factors considered in making decisions on provisions are the nature of litigation, claim or assessment, the legal process and potential level of damages in the jurisdiction in which the litigation, claim or assessment has been brought, the progress of the case (including the progress after the date of the financial statements but before those statements are issued), the opinions or views of legal advisers, experience on similar cases and any decision of the Group's management as to how it will respond to the litigation, claim or assessment.

4.9 Net realisable value of development properties and inventories

The Group assesses whether there are any indicators of impairment for development properties and inventories at each reporting date. These properties are tested for impairment when there are indicators that the carryingamounts may not be recoverable. These assessments are performed by the management internally.

The valuation is based on a value in use approach that determines the value of the property by deducting the estimated costs of development from the estimated value on completion derived from the sales proceeds of the property. This method entails estimating the gross realisation from the projected sales price of the properties, reduced by the actual cost incurred and estimated costs to complete the property. The properties are expected to be developed over a period varying between 1 to 4 years.

4.10 Project accruals

The Group’s management estimates and recognises project accruals relating to project costs incurred but have not been certified by external project consultants. Project accruals are recognised in the consolidated statement of financial position based on discussions with internal project teams and the results of their surveys on progress of projects as at the reporting date. The related estimates of project accruals are reviewed and assessed by management on a regular basis and adjustments are made in future periods based on actual costs incurred and further recommendations by the internal development team.

4.11 Estimated cost to complete

In order to determine the revenue that the Group is able to recognise on its sale of properties on a specific period, the Group estimates costs to complete based on budget as approved by management.

4. Critical accounting judgements and key sources of estimation uncertainty (continued)

Key sources of estimation uncertainty (continued)

4.11 Estimated cost to complete (continued)

In making these assessments there is a degree of inherent uncertainty. The Group uses internal surveyors together with project managers to estimate the costs to complete construction contracts. Factors such as changes in material prices, labor costs and other costs are included in construction costs based on best estimates. Where actual costs related to performance under contracts differ significantly from management's estimates, the amount of revenue recognised on contracts to date could be materially impacted.

5. Cash and cash equivalents

	2025	2024
	AED'000	AED'000
Cash on hand	**2,939**	5,472
Cash at banks - current accounts (c)	**1,517,768**	213,395
Cheques in hand	**21,342**	123
Cash held in escrow (a)	**2,422,265**	2,029,157
Fixed deposits (d)	**714,954**	389,500
	4,679,268	2,637,647

a) Cash held in escrow represents cash received from customers which is held in escrow bank accounts managed by authorised escrow agents. Use of cash held in escrow is restricted to the specific development properties to which the cash receipts relate and can be used for payments related to specific development projects.

b) Balances with banks are assessed to have low credit risk of default since these assets are held with banks that are highly regulated by the central bank. Accordingly, the management estimates the loss allowance at the end of the reporting period at an amount equal to 12-month ECL. Considering the historical default experience and the current credit ratings of the banks, the management have assessed that there is no impairment and hence have not recorded any loss allowances on these balances.

c) Cash at banks includes balance held in revenue collection accounts amounting to AED 0.16 million (31 December 2024: AED 22.55 million) which is kept as lien. [Refer Note 20 (a) (iv)].

d) Fixed deposits include margin deposits amounting to AED 187.38 million (2024: Nil). Fixed deposits carry interest ranging from 2.25% to 4% per annum (2024: 3% to 4.8% per annum).

6. Other financial assets

	2025	2024
	AED'000	AED'000
Escrow retention accounts	**212,380**	131,483
Fixed deposits	**382,027**	37,374
Investment in financial instruments*		
- Sukuk certificates	**16,527**	-
- Others	**6,080**	-
Accrued interest	**5,122**	-
	622,136	168,857

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

6. Other financial assets (continued)

* Investment in financial instruments have been designated at fair value through profit and loss (FVTPL).

In accordance with applicable local regulations, the Group holds funds under escrow in bank accounts managed by authorised escrow agents. These funds must be held in these escrow accounts for a fixed period of up to one year after completion of the relevant development properties, at which point they are released to the Group. All escrow retention accounts are released to the developer one year after the date of receiving the completion certificate on the project. Fixed deposits include margin deposits amounting to AED 198.4 million (2024: AED 35.9 million) which carry interest ranging from 3.5% to 4.2% per annum (2024: 3.4% to 5% per annum) and have original maturity dates of more than 3 months.

7. Trade and other receivables

	2025	2024
	AED'000	AED'000
Contract receivables	**1,741,679**	442,901
Provision for expected credit losses	**-**	-
Contract receivables (net)	**1,741,679**	442,901
Advance for land acquisition	**185,714**	97,279
Advances to contractors	**240,588**	137,700
Refundable deposits	**2,378**	2,101
Deposit against acquisition of shares (Refer Note 10)	**55,000**	-
VAT receivable	**84,508**	27,899
Prepaid expenses	**43,084**	2,441
Other receivables	**21,092**	14,327
	2,374,043	724,648

In determining the recoverability of trade and other receivables, the Group considers any change in the credit quality of trade and other receivables from the date credit was initially granted up to the reporting date. The Group always measures the loss allowance for trade receivables and other receivables at an amount equal to lifetime ECL using the simplified approach. The expected credit losses on trade and other receivables are estimated using a provision matrix by reference to past default experience of the debtor's and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Contract receivables pertain to amounts due according to the signed contract with buyers for units sold, that have not yet been collected as at the reporting date.

During the year, the Group has written off contract and other receivables amounting to Nil (2024: AED 7.39 million), considering the receivables are no longer recoverable from the customers.

7. Trade and other receivables (continued)

The Group has entered into the contracts for the sale of real estate units on installment basis. The installments are specified in the contracts. The Group is exposed to credit risk in respect of installments due. However, the legal ownership of the real estate units is transferred to the buyer only after all the installments are recovered. In addition, installment dues are monitored on an ongoing basis with the result that the Group's exposure to ECL is not significant. Refer Note 10 for related party balances in trade and other receivables.

Trade and other receivables amounting to AED 2,374 million (2024: AED 725 million) is expected to be maturing within 12 months.

8. Inventories

	2025 **AED'000**	2024 AED'000
Balance at the beginning of the year	**-**	125,067
Sale of inventories during the year (Note 23)	**-**	(125,067)
Balance at the end of the year	**-**	-

9. Developments in progress

	2025 **AED'000**	2024 AED'000
Balance at the beginning of the year	**7,556,041**	4,652,920
Additions during the year *	**5,669,909**	2,861,858
Transfer from investment properties (Note 13)	**-**	863,320
Transfer on account of disposal of a subsidiary (Note 10 and 36)	**-**	(162,639)
Transfer on account of acquisition of a subsidiary (Note 29)	**189,973**	-
Transfer to cost of revenue (Note 23)	**(1,965,935)**	(590,964)
Transfer to selling and distribution expenses (Note 24)	**(176,698)**	(68,454)
Balance at the end of the year	**11,273,290**	7,556,041

Developments in progress with carrying value of AED 3,858 million (2024: AED 2,591 million) are mortgaged in favour of certain financial institutions [Note 20 (a)].

*includes the purchase of land parcels from third parties amounting to AED 3,109 million (2024: from a related party amounting to AED 872 million). As of the reporting date, the present value of deferred payments amounting to AED 2,920 million (2024: AED 726 million), payable over the period of maximum 4 years (2024: 5 years) that has been discounted at the incremental borrowing rate of the Group.

Net realisable value assessment

At 31 December 2025, the Group reviewed the carrying value of its development properties by assessing the net realisable value of each project. The key judgement in this review was estimating the realizable value of a project, which is determined by forecasting sales rates, expected sales prices and estimated costs to complete. The Group performed internal assessment to determine net realisable value of each of the projects.

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

10. Related party disclosures

The Group has assessed, based on internal and external sources of information, and concluded that the carrying value of the related development properties is appropriately stated as per IAS 2. Development properties are expected to be sold over next 1 to 4 years.

a) The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in International Accounting Standard 24 "Related Party Disclosures". Related parties comprise companies and entities under common ownership and/or common management and control, their shareholders and key management personnel.

b) The management decides on the terms and conditions of the transactions with related parties. Furthermore, related parties also provide/receive temporary funds to/from each other. Interest wherever applicable is received/paid at mutually agreed rates.

c) Related party balances as at the reporting date were as follows:

	2025 **AED'000**	2024 AED'000
Due from related parties		
Companies under significant influence		
Opus HM Limited	**11,061**	1,390
Sky Palaces Hotel Limited	**2,244**	-
Beyond Properties DMCC	**-**	3,352
Blue Star Limited	**-**	50,000
	13,305	54,742
Due to related parties		
Person having control (Ultimate beneficial owner)		
Mr. Mahdi Kadhim M Jawad Amjad	**752,592**	181,997
Companies under significant influence		
Sky Palaces HM Limited	**-**	1,054
	752,592	183,051
Trade receivables		
Entities controlled by person having control		
Averon Investments LLC	**36,995**	-
Trade payables (Note 18)		
Companies under significant influence		
Beyond Projects Management LLC	**175,935**	-
Payable against purchase of shares (Note 18)		
Companies under joint control		
Clea Investments Holdings Limited	**27,538**	-
Deposit against acquisition of shares (Note 7)		
Entities controlled by person having control		
Donostia Investment Holdings Limited	**55,000**	-

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

10. Related party disclosures (continued)

c) Related party balances as at the reporting date were as follows (continued):

Land obligation payable *

	2025 AED'000	2024 AED'000
Entities controlled by person having control		
Imperial Views Holdings Limited	**574,880**	725,643

* Purchased on installment plan with last installment extending up to year 2029.

d) Related party transactions during the year were as follows:

	2025 AED'000	2024 AED'000
Revenue		
Companies under significant influence		
Bay Residences Holdings Limited	**-**	115,346
Entities controlled by person having control		
Averon Investments LLC	**186,995**	-
	186,995	115,346
Acquisition of a subsidiary		
Companies under significant influence		
Bergamo Residence Holdings Limited	**129,483**	-
Sale of investment in a subsidiary		
Companies under significant influence		
Bay Residences Holdings Limited	-	**129,483**
Investment in joint venture		
Companies under joint control		
Clea Investments Holdings Limited	**207,500**	-
Investment in associates		
Companies under significant influence		
Bay Residences Holdings Limited	**-**	551,567
Sky Palaces Hotel Limited	**-**	134,108
	-	685,675
Purchase of Investment in an associate		
Ultimate beneficial owner		
Mr. Mahdi Kadhim M Jawad Amjad	**256,786**	-
Sale of investment properties		
Companies under significant influence		
Bay Residences Holdings Limited	**-**	288,351

10. Related party disclosures (continued)

d) Related party transactions during the year were as follows (continued):

	2025 AED'000	2024 AED'000
Sale of investment in associates		
Entities controlled by person having control		
Omniyat Global Holdings Limited	**28,300**	-
Purchase of land		
Entities controlled by person having control		
Imperial Views Holdings Limited	**-**	729,401
Operating cost income		
Companies under significant influence		
Beyond Properties DMCC	**-**	16,946
Beyond Projects Management LLC	**36,432**	-
Beyond Elevated Investments and Management LLC	**56,958**	-
	93,390	16,946
Branding, Sales and Marketing Management fee income		
Companies under significant influence		
Blue Star Real Estate Development L.L.C.	**-**	10,467
Development Management fee income		
Companies under significant influence		
Blue Star Real Estate Development L.L.C.	**-**	5,554
Branding, Sales and Marketing Management fee expense		
Companies under significant influence		
Beyond Projects Management LLC	**183,887**	-
Development Management fee expense		
Companies under significant influence		
Beyond Projects Management LLC	**39,411**	-
Finance income		
Companies under significant influence		
Beyond Properties DMCC	**13,721**	-
Marketing cost expense		
Companies under significant influence		
Primera Advertising L.L.C	**34,540**	-

Compensation of key management personnel

The remuneration of directors and other members of key management during the year were as follows:

	2025 AED'000	2024 AED'000
Salaries and other short-term benefits	**65,802**	106,227
Other long-term benefits	**2,442**	5,740

11. Deferred tax

	2025 AED'000	2024 AED'000
Deferred tax assets:		
Disallowance of interest expense	**23,222**	4,932
Consolidation adjustments – elimination of unrealized inter-company fee	**58,391**	27,611
Unused tax losses	**16,377**	6,066
	97,990	38,609
Deferred tax liabilities:		
Fair valuation gain on investment properties	**58,329**	62,784
	58,329	62,784

Movement in deferred tax

	2024 AED'000	**Movement during the year AED'000**	**2025 AED'000**
Deferred tax assets			
Disallowance of interest expense	4,932	18,290	**23,222**
Consolidation adjustments – elimination of unrealized inter-company fee	27,611	30,780	**58,391**
Unused tax losses	6,066	10,311	**16,377**
Deferred tax liabilities			
Fair valuation gain on investment properties	(62,784)	4,454	**(58,329)**
Deferred tax credit / (expense)	(24,174)	63,835	**39,661**

	2023 AED'000	Movement during the year AED'000	2024 AED'000
Deferred tax assets			
Disallowance of interest expense	-	4,932	4,932
Consolidation adjustments – elimination unrealized inter-company of fee	-	27,611	27,611
Unused tax losses	-	6,066	6,066
Deferred tax liabilities			
Fair valuation gain on investment properties	-	(62,784)	(62,784)
Deferred tax expense	-	(24,174)	(24,174)

12. Investment in joint ventures and associates

a) Details of the Group's joint ventures and associates as at the reporting date are as follows:

Name of Joint venture/ associate	**Place of incorporation and operation**	**Proportion of ownership interest**		**2025**	2024
		2025	2024	**AED'000**	AED'000
Investate Harbor Land	Cayman Islands and Kingdom of Bahrain	**-**	27.11%	**-**	28,241
Opus Hotel Limited	British Virgin Islands *Operations:* U.A.E.	**10%**	10%	**28,474**	29,722
Sky Palaces Hotel Limited	Cayman Islands and U.A.E.	**20.00%**	20.00%	**175,238**	184,946
Dolce Vita Marine LLC	U.A.E.	**20.00%**	20.00%	**1,759**	2,047
Bay Residences Holdings Limited	U.A.E.	**31.54%**	22.98%	**801,473**	536,344
Clea Investments Holdings Limited	U.A.E	**50%**	-	**204,132**	-
Strive Invest Company Limited.	Cayman Islands and U.A.E.	**31.82%**	-	**35,000**	-
				1,246,076	781,300

(i) The Company holds a land in Kingdom of Bahrain, however there are no other operations. During the year 2025, Investments in Investate Harbour Land has been disposed off for a consideration of AED 28.3 million (Note 10). Gain on disposal of associate amounting to AED 0.06 million has been recorded in statement of profit or loss.

(ii) The principal activities of the associate are hospitality operations and leisure services. The associate commenced its operations in 2020. During the year 2024, the Group had sold part of its shareholding, retaining 10% shareholding.

(iii) The principal activities of the associate are hospitality operations and leisure services. The associate commenced its operations in 2024. During the year 2024, Group's trade receivables amounting to AED 133 million has been adjusted against the equity contribution in the associate.

(iv) The principal activity of the associate is leisure yachts and boats rental.

(v) The principal activity of the associate is investment and management activity. During the year 2024, the Group has contributed non-cash equity amounting to AED 552 million in the associate. During the year 2025, the Group has acquired additional stake for a consideration of AED 257 million.

(vi) The principal activity of the Joint venture company is investment and management activity. During the year 2025, the Group has invested AED 207.5 million in the Company.

(vii) The principal activity of the Joint venture company is facility management and staff accommodation services. During the year 2025, the Group has invested AED 35 million in the Company.

12. Investment in joint ventures and associates (continued)

b) The investment in joint ventures and associates are accounted for under the equity method as follows:

	2025 **AED'000**	2024 AED'000
Balance at the beginning of the year	**781,300**	123,408
Additions during the year	**499,285**	705,576
Disposal during the year	**(28,241)**	(11,909)
Group's share of loss for the year	**(6,268)**	(35,775)
Balance at the end of the year	**1,246,076**	781,300

c) Summarised financial information in respect of each of the group's material joint ventures and associates is as follows:

	Opus Hotel Limited **AED'000**	**Sky Palaces Hotel Limited** **AED'000**	**Dolce Vita Marine LLC** **AED'000**	**Bay Residences Holdings Limited** **AED'000**	**Clea Investments Holdings Limited** **AED'000**	**Strive Invest Company Limited** **AED'000**
2025						
Summary of statement of financial position						
Current assets	28,972	80,145	1,176	27,147	964,878	69,620
Non-current assets	532,513	1,263,791	9,764	2,733,545	-	7,228
Current liabilities	(59,291)	(39,112)	(2,092)	(238,898)	(556,614)	(58,013)
Non-current liabilities	(217,945)	(433,179)	-	-	-	(7,478)
Net assets	**284,249**	**871,645**	**8,848**	**2,521,794**	**408,264**	**11,357**
Proportion of holding	10.00%	20.00%	20.00%	31.54%	50.00%	31.82%
Proportion of the group share	28,425	174,329	1,770	795,412	204,132	3,614
Eliminations and Other adjustments	49	909	(11)	6,061	-	31,386
Investment carrying value	**28,474**	**175,238**	**1,759**	**801,473**	**204,132**	**35,000**

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

12. Investment in joint ventures and associates (continued)

	Opus Hotel Limited AED'000	Sky Palaces Hotel Limited AED'00	Dolce Vita Marine LLC AED'000	Bay Residences Holdings Limited AED'000	Clea Investments Holdings Limited AED'000	Strive Invest Company Limited AED'000
2025						
Summary of profit and loss						
Revenue	43,690	214,145	2,074	-	-	75,166
Cost of revenues	(8,786)	(95,185)	(1,327)	-	-	(61,798)
Other operating income	-	2,621	22	-	-	2,927
Depreciation & amortization	(14,527)	(62,073)	(1,158)	-	-	690
Fair valuation gain	4,400	-	-	-	-	-
Finance costs	(13,106)	(28,985)	-	-	(7,154)	(2,982)
General and administration expenses	(9,577)	(61,177)	(1,050)	(30)	(248)	11,796
Share in profit of associate	-	-	-	154,309	-	-
Loss for the year	(12,487)	(40,172)	(1,438)	154,278	(6,736)	563
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss	**(12,487)**	**(40,172)**	**(1,438)**	**154,278**	**(6,736)**	**563**

	Investate Harbor Land AED'000	Opus Hotel Limited AED'000	Sky Palaces Hotel Limited AED'000	Dolce Vita Marine LLC AED'000	Bay Residences Holdings Limited AED'000
2024					
Summary of statement of financial position					
Current assets	2,438	19,967	88,880	830	141,226
Non-current assets	107,250	542,639	1,319,690	10,922	2,226,293
Current liabilities	(5,743)	(24,353)	(35,779)	(1,731)	(5)
Non-current liabilities	-	(241,029)	(448,063)	-	-
Net assets	103,945	297,224	924,728	10,021	2,367,514
Proportion of holding	27.11%	10.00%	20.00%	20.00%	22.98%
Proportion of the group share	28,184	29,722	184,946	2,004	544,102
Eliminations	-	-	-	-	(7,758)
Other adjustments	57	-	-	43	-
Investment carrying value	28,241	29,722	184,946	2,047	536,344

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

12. Investment in joint ventures and associates (continued)

	Investate Harbor Land AED'000	Opus Hotel Limited AED'000	Sky Palaces Hotel Limited AED'000	Dolce Vita Marine LLC AED'000	Bay Residences Holdings Limited AED'000
2024					
Summary of profit and loss					
Revenue	-	38,796	124,366	1,300	-
Cost of revenues	-	(7,442)	(34,561)	(1,108)	-
Depreciation & amortization	-	(14,519)	(53,033)	-	-
Fair valuation (loss)/gain	(2,687)	4,400	-	-	-
Finance costs	54	(15,019)	(29,445)	-	-
General and administration expenses	(9)	(8,408)	(101,504)	(2,110)	(5)
Loss for the year	(2,642)	(13,762)	(105,222)	(1,911)	(32,486)
Other comprehensive income	-	-	-	-	-
Total comprehensive loss	(2,642)	(13,762)	(105,222)	(1,911)	(32,486)

13. Investment properties

	2025 AED'000	2024 AED'000
Balance at the beginning of the year	**798,053**	1,221,646
Additions during the year	**67,789**	42,728
Change in fair value during the year (net)	**80,575**	732,588
Transfer to developments in progress (Note 9)	**-**	(863,320)
Transfer to Property and equipment (Note 14)	**-**	(42,541)
Disposed during the year	**(42,141)**	(293,048)
Balance at the end of the year	**904,276**	798,053

Part of the investment properties with the fair value of AED 396 million (2024: AED 335 million) held by the Group are rental generating. During the year, AED 18 million (2024: AED 10 million) has been recognized in the consolidated statement of profit or loss and other comprehensive income in relation to rental income from the investment properties.

The investment properties were valued by external independent qualified valuers with recent experience valuing investment properties in the location held by the Group. The fair value of the investment properties has been arrived at on the basis of valuation's carried out by a professional, independent valuers, not related to the Group.

Based on the valuation technique used, the fair value hierarchy of the investment property was Level 3. There were no transfers between other hierarchies during the year.

13. Investment properties (continued)

Fair value of the investment properties was determined under the comparable method, residual method and investment method. Comparable method reflects recent transaction prices for similar properties. Residual method involves estimation of gross development value and construction costs. Investment method involves assumptions such as current and estimated rental values at an equivalent yield of approximately 7.25% - 9% (2024: 7.25% - 9%). The valuation was performed in accordance with Valuation Standards as adopted for Dubai and U.A.E. Laws and Regulations and is reflective of the economic conditions prevailing as at the reporting date. The higher the rental yield higher the fair value of the investment properties.

At 31 December 2025, the fair value of investment properties is AED 904 million (2024: AED 798 million) on the basis of valuations carried out by independent external valuation experts. The investment properties are located in the U.A.E.

Any movement in the assumptions used for the fair valuation of investment properties such as discount rates, yield, rental growth, vacancy rate etc. would not result in significant change in fair value of those assets.

Investment properties with carrying value of AED 126 million (31 December 2024: AED 398 million) are mortgaged in favour of certain financial institutions [Note 20 (a)].

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

14. Property and equipment

	Buildings AED'000	Leasehold improvements * AED'000	Furniture and fixtures AED'000	Office equipment AED'000	Computer equipment AED'000	Motor vehicles AED'000	Total AED'000
Cost							
At 1 January 2024	-	13,977	250	260	4,733	1,162	20,382
Additions	-	4,655	299	725	886	-	6,565
Transferred from investment properties **	42,541	-	-	-	-	-	42,541
At 31 December 2024	42,541	18,632	549	985	5,619	1,162	69,488
Additions	-	-	21,990	2,404	1,638	1,156	27,188
At 31 December 2025	**42,541**	**18,632**	**22,539**	**3,389**	**7,257**	**2,318**	**96,676**
Accumulated depreciation							
At 1 January 2024	-	7,015	214	84	3,617	989	11,919
Charge for the year	1,265	2,192	30	159	650	48	4,344
At 31 December 2024	1,265	9,207	244	243	4,267	1,037	16,263
Charge for the year	1,283	1,779	2,441	1,457	941	147	8,048
At 31 December 2025	**2,548**	**10,986**	**2,685**	**1,700**	**5,208**	**1,184**	**24,311**
Carrying amount							
At 31 December 2025	**39,993**	**7,646**	**19,854**	**1,689**	**2,049**	**1,134**	**72,365**
At 31 December 2024	41,276	9,425	305	742	1,352	125	53,225

* The leasehold improvements are depreciated over the lease term of the property.

** Transferred from investment properties due to portion of asset being occupied by the Group (Note 13).

15. Leases

Nature of leasing activities (in the capacity as lessee)

The Group leases its office and other properties in Dubai, UAE, for its operations. In the lease agreements of the Group, the periodic rent is fixed over the lease term. The incremental borrowing rate applied for measuring the lease liability is 8.3% (2024: 8.3%). The Group has no variable lease payments, residual value guarantees, and any leases that has not yet commenced to which they have committed at the end of 31 December 2025 and 31 December 2024:

	2025 **AED'000**	2024 AED'000
Right-of-use assets		
Balance at the beginning of the year	**2,800**	5,968
Amortisation (Note 26)	**(2,107)**	(3,168)
Balance at the end of the year	**693**	2,800
Lease liabilities		
Balance at the beginning of the year	**2,095**	5,243
Interest expense (Note 28)	**171**	428
Lease payments	**(2,266)**	(3,576)
Balance at the end of the year	**-**	2,095
Maturity analysis:		
Year ending:		
31 December 2025	-	2,329
31 December 2026	-	-
Total	-	2,329

16. Share capital

Authorized, issued and fully paid ordinary shares:

	2025 **AED'000**	2024 AED'000
1,000,000,000 (2024: 1,000,000,000) fully paid ordinary shares of AED 1 each	**1,000,000**	1,000,000

17. Non-controlling interests

	2025 AED'000	2024 AED'000
Balance at the beginning of the year	**4,669,655**	3,555,266
Additional non-controlling interests	**824,451**	1,236,492
Dividend paid and capital redemption during the year	**(63,816)**	(542,718)
Equity transactions with non-controlling interests *	**-**	29,503
Total comprehensive income for the year	**819,061**	391,112
Balance at the end of the year	**6,249,351**	4,669,655

Non-controlling interests represent beneficial interest of the non-controlling shareholders of the subsidiaries.

* The Group has entered into certain arrangements with non-controlling shareholders of the subsidiary companies resulting in allocation of Nil (2024: 29.5 million) to Non-controlling interests pursuant to applicable IFRS Accounting Standards.

(a) Financial details of subsidiaries partially owned by the Group that have non-controlling interests, all of which operate in Dubai, UAE, are as follows:

Name of subsidiaries	**Proportion of ownership interests and voting rights held by the non-controlling interests**		**Profit/(loss) allocated to non-controlling interests**		**Accumulated non-controlling interests**	
	2025	2024	**2025 AED'000**	2024 AED'000	**2025 AED'000**	2024 AED'000
Sky Palaces Limited *	**57.60%**	57.60%	**(15,662)**	(35,351)	**30,348**	88,190
Maritime Residences Limited	**-**	48.67%	**-**	6,469	**-**	37,950
One Palm Jumeirah Investment Limited	**-**	-	**-**	-	**-**	25,655
Maritime Developments Two Ltd	**50.00%**	50.00%	**-**	-	**50,000**	50,000
Omniyat Investments (Middle East) Limited	**75.00%**	75.00%	**(7,296)**	(15,787)	**102,659**	45,381
AVA Investments 2 Limited	**77.66%**	77.66%	**62,415**	35,030	**290,963**	228,547
C Seventeen	**50.00%**	50.00%	**268,687**	75,756	**1,093,342**	824,655
Palm Crescents 31 Developments Limited **	**-**	50.00%	**-**	(8,962)	**-**	877,886
Omniyat Palm Development Investment Ltd **	**50.00%**	-	**81,358**	-	**857,916**	-
Palm Crescent Investments 2 Limited	**89.13%**	89.13%	**59,825**	16,842	**244,060**	177,034
Palm Crescent Investments 3 Limited	**85.60%**	85.60%	**57,471**	16,138	**266,701**	216,430
Oraco Limited	**50.00%**	50.00%	**44,317**	41,176	**177,821**	133,505
C Sixteen Limited	**50.00%**	50.00%	**106,047**	122,187	**496,435**	383,388
Crescent 16 Investments 2 Limited	**100.00%**	100.00%	**52,992**	61,075	**241,901**	188,910

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

17. Non-controlling interests (continued)

Name of subsidiaries	Proportion of ownership interests and voting rights held by the non-controlling interests		Profit/(loss) allocated to non-controlling interests		Accumulated non-controlling interests	
	2025	2024	**2025 AED'000**	2024 AED'000	**2025 AED'000**	2024 AED'000
Downtown 22 Developments Limited	**48.48%**	47.98%	**57,470**	44,631	**294,886**	235,416
Creek Residences Developments Limited	**29.93%**	28.29%	**11,892**	(946)	**193,496**	171,604
Downtown Creek Developments Limited	**25.00%**	25.00%	**31,802**	36,895	**249,947**	218,145
Estate Residences Investments LLC ***	**45.00%**	45.00%	**(32,872)**	(4,656)	**607,472**	645,344
Omniyat Palm Development Investments II Limited	**99.36%**	100.00%	**29,694**	615	**278,709**	121,615
Omniyat Palm Development Limited	**11.13%**	-	**26,651**	-	**249,151**	-
Islands Investments Holdings Limited	**36.5%**	-	**(11,076)**	-	**314,598**	-
Lumina Investments Holdings Limited	**77.67%**	-	**(4,654)**	-	**208,946**	-
Total			**819,061**	391,112	**6,249,351**	4,669,655

Non-controlling interests represent beneficial interest of the non-controlling shareholders of the subsidiaries.

* During the year 2024, Sky Palaces Limited, upon completion of the project, declared dividend and redeemed the share capital, which was adjusted against receivable from Sky Palaces HM Limited for an amount of AED 446 million on account of common shareholding.

** During the year 2025, pursuant to a share sale and purchase agreement, the ownership interests in Palm Crescents 31 Developments Limited were exchanged against ownership interests in Omniyat Palm Development Investment Ltd.

*** During the year 2024, the Group had entered into a shareholder agreement pursuant to which the non-controlling shareholder had contributed equity in kind for an amount of AED 650 million.

18. Trade and other payables

	2025 AED'000	2024 AED'000
Trade payables	**939,401**	336,694
Retentions payable	**81,330**	42,188
Accrued interest / profit on sukuk certificates and borrowings	**70,849**	20,507
Payable against purchase of shares (Refer Note 10)	**27,538**	-
Registration charges payable	**201,284**	73,210
Other payables	**88,036**	98,261
	1,408,438	570,860

Retention payables comprise of amounts due to contractors which are held for one year after the completion of the project until the defect liability period has elapsed.

19. Advances from customers

	2025	2024
	AED'000	AED'000
Advances from customers	**2,038,489**	1,261,894

Advances from customers represent amounts billed to and collected from buyers for the sale of real estate units as per the terms of the signed Sale and Purchase Agreements with the buyers, which gets transferred to escrow account in accordance with RERA regulations. These are recognised as revenue when the conditions as per the revenue recognition policy of the Group are met.

20. Borrowings

Borrowings include borrowings from banks, financial institutions and other loans.

	2025	2024
	AED'000	AED'000
Borrowings from banks and financial institutions [Note 20 (a)]	**1,196,067**	2,120,847
Other loans [Note 20 (b)]	**-**	253,739
	1,196,067	2,374,586

(a) Borrowings from banks and financial institutions

	2025	2024
	AED'000	AED'000
Borrowings from banks and financial institutions	**1,205,110**	2,157,922
Unamortized transaction costs	**(9,043)**	(37,075)
	1,196,067	2,120,847

i. In August 2022, a term facility was obtained amounting to AED 500 million repayable on its maturity in 2028. The facility carries interest rate of 3 months EIBOR + 2.75% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 180 million (31 December 2024: AED 180 million). The facility is secured by land, development on the land including inventory and pledge of all bank accounts in relation to the project.

ii. In June 2023, a term facility was obtained amounting to AED 77.68 million repayable on its maturity in 2026. The facility carried interest rate of 3 months EIBOR + 2.50% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 62.15 million). The facility was secured by mortgage over land.

iii. In April 2023, a credit facility was obtained amounting to AED 30 million for which facility was increased to AED 100 million during the year, with the facility availability term extending to 2026. The facility carries interest rate of 3 months EIBOR + 2.5% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 15 million (31 December 2024: AED 30 million). The facility is unsecured.

iv. In May 2023, a term facility was obtained amounting to AED 460 million repayable on its maturity in 2027. The facility carried interest rate of 3 months EIBOR + 3% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 460 million). The facility was secured by registered mortgage on real estate assets, pledge over certain bank accounts and pledge of certain shares of subsidiary companies.

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

20. Borrowings (continued)

(a) Borrowings from banks and financial institutions (continued)

v. In April 2023, a term facility was obtained amounting to AED 200 million repayable on its maturity in 2028. The facility carries interest rate of 3 months EIBOR + 2.60% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 70 million). The facility is secured by land, development on the land including inventory and pledge of all bank accounts in relation to the project.

vi. In September 2023, a term facility was obtained amounting to AED 250 million repayable on its maturity in 2028. The facility carries interest rate of 3 months EIBOR + 2.75% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 100 million (31 December 2024: AED 100 million). The facility is secured by land, development on the land including inventory, assignment of receivables and pledge of all bank accounts in relation to the project.

vii. In May 2024, a term facility was obtained amounting to AED 85 million repayable in quarterly instalments till 2029. The facility carries interest rate of 3 months EIBOR + 2.25% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 65.88 million (31 December 2024: 78.63 million). The facility is secured by mortgage over a plot of land and building constructed in Al-Qouz Area 3 and rental proceeds from this property.

viii. In March 2024, the cheque discounting facility was obtained amounting to AED 110 million repayable from proceeds of post-dated cheques lodged for discounting with the bank on respective due dates latest till 2025. The facility carried interest rate of 3 months EIBOR + 2% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 7.5 million). The facility was secured by underlying receivables.

ix. In November 2023, a payables facility was obtained amounting to AED 184 million (USD 50 million) [increased to AED 275 million (USD 75 million) during the year 2025] repayable within 90 to 120 days. The facility carries discount rate of 3 months SOFR + 4.5% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 35.19 million (31 December 2024: AED 152 million).

x. In September 2024, a term facility was obtained amounting to AED 650 million which has been refinanced during the year 2025, loan is repayable in 2030. The facility carries interest rate of 3 months EIBOR + 2.75% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 650 million (31 December 2024: AED 650 million). The facility is secured by mortgage over a plot of land.

xi. In December 2024, a term facility was obtained amounting to AED 367.60 million (USD 100 million) repayable in 2025. The facility carried an interest rate of 13% to 14% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 367.60 million (USD 100 million)). The facility was secured by mortgage of shares in subsidiary company.

xii. In June 2025, a term facility was obtained amounting to AED 115 million repayable in 2027. The facility carries an interest rate of 3 months EIBOR + 2.50% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 115 million (31 December 2024: Nil). The facility is secured by pledge of shares in subsidiary companies.

xiii. A term facility was obtained amounting to AED 250 million repayable in 2029. The facility carries an interest rate of 3 months EIBOR + 2.5% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 25 million (31 December 2024: Nil). The facility is secured by land, development on the land and assignment of receivables in relation to the project.

xiv. A term facility was obtained amounting to AED 120 million repayable in 2029. The facility carries an interest rate of 3 months EIBOR + 2.5% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to AED 19.05 million (31 December 2024: Nil). The facility is secured by land, development on the land and assignment of receivables and DSRA account in relation to the project.

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

20. Borrowings (continued)

b) Other loans

i. In July 2022, the Group entered a loan arrangement for AED 67 million with repayment date in 2026. The loan carried a default interest rate of 6.75% per annum that will be repaid with the principal amount on or before the expiry of the loan. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 67 million).

ii. In September 2023, the Group entered a loan arrangement for AED 7 million. The loan does not carry any interest. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 7 million).

iii. In November 2024, the Group obtained unsecured loans amounting to AED 65 million repayable in two years from the drawdown date. The loans carried interest of 12% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 65 million).

iv. In November 2024, the Group obtained an unsecured loan amounting to AED 115 million repayable in three years from the drawdown date. The facility carried an interest rate of 12% per annum. The aggregate outstanding balance as at 31 December 2025 amounted to Nil (31 December 2024: AED 115 million). The facility is secured by mortgage of shares in subsidiary company.

As on 31 December 2025 and 2024, the Group is in compliance with the loan covenants.

The contractual repayment dates of the Group's loans at the reporting date are as follows:

	2025 AED'000	2024 AED'000
Within one year	**62,938**	1,250,973
In the second to fifth year, inclusive	**1,133,129**	1,123,613
	1,196,067	2,374,586

Reconciliation of liabilities arising from financing activities:

	1 January 2025 AED'000	**Cash flows (net) AED'000**	**Other changes * AED'000**	**31 December 2025 AED'000**
Borrowings	**2,374,586**	**(965,026)**	**(213,493)**	**1,196,067**

	1 January 2024 AED'000	Cash flows (net) AED'000	Other changes * AED'000	31 December 2024 AED'000
Borrowings	1,697,449	1,120,972	(443,835)	2,374,586

* Includes deferred loan arrangement fee and non-cash movement in borrowings. (Refer Statement of cash flows – non-cash transactions)

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

21. Sukuk certificates

	2025 AED'000	2024 AED'000
Sukuk certificates	**3,305,346**	-
Unamortized transaction costs	**(50,191)**	-
	3,255,155	-

On 06 May 2025, the Group issued USD 500 million (AED 1,836 million) senior unsecured Sukuk Trust Certificates maturing on 06 May 2028. Omniyat Sukuk 1 Limited is the Issuer and Trustee pursuant to Declaration of Trust. The Certificates are listed on the Nasdaq Dubai and London Stock Exchange's International Securities Market. The Certificate-holders will be paid returns at the profit rate of 8.375% per annum.

On 16 September 2025, the Group issued USD 400 million (AED 1,469 million) senior unsecured Sukuk Trust Certificates maturing on 16 March 2029. Omniyat Sukuk 1 Limited is the Issuer and Trustee pursuant to Declaration of Trust. The Certificates are listed on the Nasdaq Dubai and London Stock Exchange's International Securities Market. The Certificate-holders will be paid returns at the profit rate of 7.25% per annum.

The contractual repayment dates of Sukuk certificates at the reporting date are as follows:

	2025 AED'000	2024 AED'000
Within one year	**-**	-
In the second to fifth year, inclusive	**3,255,155**	-
	3,255,155	-

Reconciliation of liabilities:

	1 January 2025 AED'000	Cash flows (net) AED'000	Other changes * AED'000	31 December 2025 AED'000
Sukuk certificates	-	3,243,663	11,492	3,255,155

*Sukuk issuance fee amortized during the year.

22. Provision for employees' end-of-service benefits

	2025 AED'000	2024 AED'000
Balance at the beginning of the year	**17,480**	12,587
Amount charged during the year	**8,955**	7,124
Amount paid during the year	**(2,135)**	(2,231)
Balance at the end of the year	**24,300**	17,480

Provision for employees' end-of-service benefits is made in accordance with the U.A.E. Labor Law and is based on current remuneration and cumulative years of service at the reporting date.

Provision for employees' end-of-service benefits is dependent on retirement of employees and accordingly has unspecified maturity.

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

23. Revenue and cost of revenue

	2025	2024
	AED'000	AED'000
Revenue:		
Sale of real estate units	**4,020,006**	1,582,655
Rental and other operating income	**36,490**	40,370
	4,056,496	1,623,025
Cost of revenue:		
Cost of real estate units (Note 8 and 9)	**1,965,935**	846,382
Over time	**4,053,492**	1,388,133
Point in time	**3,004**	234,892
	4,056,496	1,623,025

Sales price allocated to performance obligations that are unsatisfied/partially satisfied as at 31 December 2025 amounted to AED 19,588 million (2024: AED 8,392 million). The Group expects to recognize revenue from these unsatisfied performance obligations over a period of 1 to 4 years.

24. Selling and distribution expenses

	2025	2024
	AED'000	AED'000
Sales commissions	**10,325**	27,260
Sales commission amortization (Note 9)	**176,698**	68,454
Advertising campaigns	**41,559**	25,742
Exhibitions and events	**45,976**	13,161
Other marketing and selling expenses	**54,106**	12,042
	328,664	146,659

25. General and administrative expenses

	2025	2024
	AED'000	AED'000
Employees' salaries and benefits	**225,348**	243,155
Legal and professional expenses	**69,556**	23,255
Maintenance expenses	**7,374**	7,488
Travelling and conveyance	**3,953**	3,653
Licenses	**11,215**	6,349
Rent expense	**6,295**	3,061
Trade and other receivables written off	**-**	7,393
Other expenses	**15,532**	23,763
	339,273	318,117
Less: Direct project expenses capitalized to developments in progress	**(95,718)**	(41,643)
	243,555	276,474

26. Depreciation and amortization

	2025 AED'000	2024 AED'000
Depreciation on property and equipment	**8,048**	4,344
Amortisation of right-of-use assets	**2,107**	3,168
	10,155	7,512

27. Other income

	2025 AED'000	2024 AED'000
Transfer and administrative income	**3,121**	4,986
Marketing commission	**2,495**	26,789
Others (net)	**714**	185
	6,330	31,960

Transfer and administrative income and marketing commission pertains to amounts collected by the Group from buyers of real estate units who have cancelled their sale and purchase agreement "or"/ "and" forfeited the advances paid for by not complying with the terms of the signed sale and purchase agreements and as specified by the regulations of the Real Estate Regulatory Agency (RERA).

28. Finance expense and finance income

	2025 AED'000	2024 AED'000
Interest / profit on sukuk certificates and borrowings	**372,771**	134,348
Unwinding of land obligation	**80,597**	27,909
Interest on lease liabilities	**171**	428
Finance expense	**453,539**	162,685
Less: Finance income	**(126,409)**	(69,201)
Finance cost - net	**327,130**	93,484

29. Acquisition of subsidiaries

During the year 2025, the Group reacquired 100% interest in Blue Star Limited from Bergamo Residence Holdings Limited, an entity ultimately controlled by ultimate beneficial owner, for a consideration of AED 129 million and gained control over the relevant activities of the subsidiary (Refer Note 10).

The amounts recognized in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

29. Acquisition of subsidiaries (continued)

	Blue Star Limited Balance Sheet as at 01 January 2025 AED'000
Assets	
Development in progress	189,973
Trade and other receivables	14,702
Other financial assets	1,725
Cash and cash equivalents	26,692
Total assets	**233,092**
Liabilities	
Trade and other payables	28,629
Due to related parties	52,622
Advance from customers	35,995
Current tax liability	803
Total liabilities	**118,049**
Net assets acquired (A)	**115,043**
Consideration transferred (B)	(129,483)
Retained earnings (A+B) *	**(14,440)**

*Refer Consolidated statement of changes in equity

30. Tax expense

	2025 AED'000	2024 AED'000
Current tax expense	**168,839**	69,643
Deferred tax (credit) / expense	**(63,835)**	24,174
Total	**105,004**	93,817
Effective tax rate reconciliation:		
Profit before tax	**1,270,534**	1,068,568
Corporate tax rate	**9%**	9%
Computed tax expense	**114,348**	96,171
Tax effect of:		
Exempt income	**(5)**	(2,048)
Expenses disallowed under corporate tax law	**11,819**	7,129
Non-creation of deferred tax assets on unused losses and eliminations	**(20,513)**	(6,987)
Others	**(645)**	(448)
Total tax expense	**105,004**	93,817

Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)

31. Commitments and contingent liabilities

	2025 AED'000	2024 AED'000
Commitments for the acquisition of services for the development and construction of assets classified under developments in progress	**1,518,024**	1,667,693
Commitments in relation to acquisition of land	**265,306**	353,741
Commitments in relation to acquisition of shares	**238,250**	-
Commitments in relation to investments	**7,253**	-
Bank guarantees issued in normal course of business	**2,010,604**	236,000
Commitments from customers for future instalments receivable under sale and purchase contracts for the sale of properties*	**19,234,569**	7,481,006

*This comprises of contract receivables as at year end and future instalments receivables (which are not accrued as at year end) for the sale of properties contracted with the customers.

32. Financial instruments

(a) Material accounting policy information

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 3 to the consolidated financial statements.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk.

(b) Categories of financial instruments

	2025 AED'000	2024 AED'000
Financial assets		
At amortised cost	**7,056,963**	3,318,272
At fair value through profit and loss	**22,607**	-
	7,079,570	3,318,272
Financial liabilities		
At amortised cost	**9,301,887**	3,775,911

33. Fair value measurement

The fair value of sukuk certificates as at the year-end is AED 3,306.6 million. The fair values of financial assets and other financial liabilities at year-end approximate their carrying amounts in the consolidated statement of financial position.

Fair value measurements recognised in the statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

33. Fair value measurement (continued)

Fair value measurements recognised in the statement of financial position (continued)

- Level 1 - fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable Level inputs):

	Level 1 AED'000	Level 2 AED'000	Level 3 AED'000	Total AED'000
At 31 December 2025				
Investment properties	**-**	**-**	**904,276**	**904,276**
Investments in financial instruments				
- Sukuk certificates	**16,527**	**-**	**-**	**16,527**
- Others	**-**	**-**	**6,080**	**6,080**
At 31 December 2024				
Investment properties	-	-	798,053	798,053

34. Financial risk management

The Group's overall financial risk management program seeks to minimize potential adverse effects to the financial performance of the Group. The management provide principles for overall financial risk management and policies covering specific areas, such as market risk (including foreign exchange risk, interest rate risk and price risk), credit risk, liquidity risk and investing excess cash.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk.

(a) Market risk management

Currency risk management

At the reporting date, there are no significant exchange rate risks as substantially all financial assets and financial liabilities are denominated in Arab Emirates Dirhams or US Dollars. The conversion of US Dollar to the United Arab Emirates Dirhams is fixed. Therefore, there is no significant foreign currency risk in respect of the Group's financial assets and liabilities.

The Group does not hold or issue derivative financial instruments.

Interest rate risk management

The Group is exposed to interest rate risk as the Group deposits / borrows funds at fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

The Group's exposures to interest rates are on financial assets/liabilities.

34. Financial risk management (continued)

(a) Market risk management (continued)

Interest rate risk management (continued)

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the reporting date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the reporting date was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's consolidated net profit for the year ended 31 December 2025 will decrease/increase by AED 6 million (2024: AED 11.7 million). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

Price risk management

Price risk is the risk that the value of a financial instrument would fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual security, or its issuer, or factors affecting all securities traded in the market.

Price sensitivity analysis

If sukuk / other investment's prices had been 5 per cent higher / lower and all other variables were held constant, the Group's consolidated net profit for the year ended 31 December 2025 will increase / decrease by AED 1.1 million (2024: Nil). This is mainly attributable to the Group's exposure to investment in financial instruments carried at fair value through profit or loss.

(b) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Ongoing credit evaluation is performed on the financial condition of trade receivables.

As at 31 December 2025, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties provided by the Group arises from the carrying amount of the respective recognised financial assets as stated in the statement of financial position.

For trade and other receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

34. Financial risk management (continued)

(c) Liquidity risk management

Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix.

The credit risk on liquid funds is limited because the counterparties are banks which are registered in the UAE and Gulf area.

Contract receivables consist of a large number of customers, spread across diverse industries and geographical areas. The Group has not provided for the contract receivables as the amount are still considered as recoverable and the title of the sold real estate units will be transferred to the buyers only upon full collection of the total selling price. Refer Note 7 for the disclosure on gross receivables and provision for expected credit loss (ECL).

The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities and sukuk certificates, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Liquidity risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial assets and financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial assets and financial liabilities based on the earliest date on which the financial assets and liabilities will be settled. The tables comprise principal cash flows:

	Interest rate range %	**Less than 1 year AED'000**	**1 - 5 years AED'000**	**Total AED'000**
Financial assets				
31 December 2025				
Financial assets		**6,861,110**	**218,460**	**7,079,570**
31 December 2024				
Financial assets		3,318,272	-	3,318,272
Financial liabilities				
31 December 2025				
Interest / profit bearing financial liabilities	**5.72 – 8.37**	**62,938**	**4,388,284**	**4,451,222**
Non-interest bearing financial liabilities	**-**	**3,635,273**	**1,215,392**	**4,850,665**
		3,698,211	**5,603,676**	**9,301,887**
31 December 2024				
Interest / profit bearing financial liabilities	7.5 – 13	1,299,628	1,887,093	3,186,721
Non-interest bearing financial liabilities	-	675,682	36,664	712,346
		1,975,310	1,923,757	3,899,067

The Group expects to meet its obligations from operating cash flows and proceeds of maturing financial assets.

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

35. Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern by effective prioritization and phasing of construction of existing projects, collection of monies from customers and establishing credit channels with third parties.

The capital structure of the Group consists of debt, which includes borrowings (Note 20), sukuk certificates (Note 21), cash and cash equivalents (Note 5), other financial assets (Note 6) and issued share capital (Note 16).

The Group also receives funds from the shareholder as and when required for working capital purposes.

36. Sale of a subsidiary

With effect from 15 October 2024, the Group transferred the ownership of Blue Star Limited to a related party, Bay Residences Holdings Limited for a consideration of AED 129 million. Gain on sale of subsidiary amounting to AED 23 million was recorded in the consolidated statement of profit or loss and other comprehensive income. During the year, the Group reacquired the interest in Blue Star Limited (Refer Note 29).

37. Sale of assets

During the year 2024, the Group sold certain assets to a related party, Bay Residences Holdings Limited for a consideration of AED 552 million. The consideration was settled by way of equity shares in Bay Residences Holdings Limited (Note 10).

38. Segment reporting

The Company's business activities which are primarily real estate development and related activities falls within a single reportable segment as the management of the Company views the entire business activities as real estate development. Accordingly, there are no additional disclosures to be furnished in accordance with the requirement of IFRS 8 – Operating Segments with respect to single reportable segment. Further, the operations of the Company are domiciled in United Arab Emirates and therefore there are no reportable geographical segment.

39. Comparative figures

Certain comparative figures have been reclassified / regrouped, wherever necessary as to conform to the presentation adopted in these consolidated financial statements. Such reclassifications do not affect previously reported profit or shareholder's equity.

40. Approval of consolidated financial statements

The consolidated financial statements for the year ended 31 December 2025 were approved by the Board of Directors and authorized for issue on 11 February 2026.