WAHA CAPITAL

Annual Report 2022

Driving Value Through Resilience

For the year ended 31 December 2022

Table of Contents

About Waha Capital

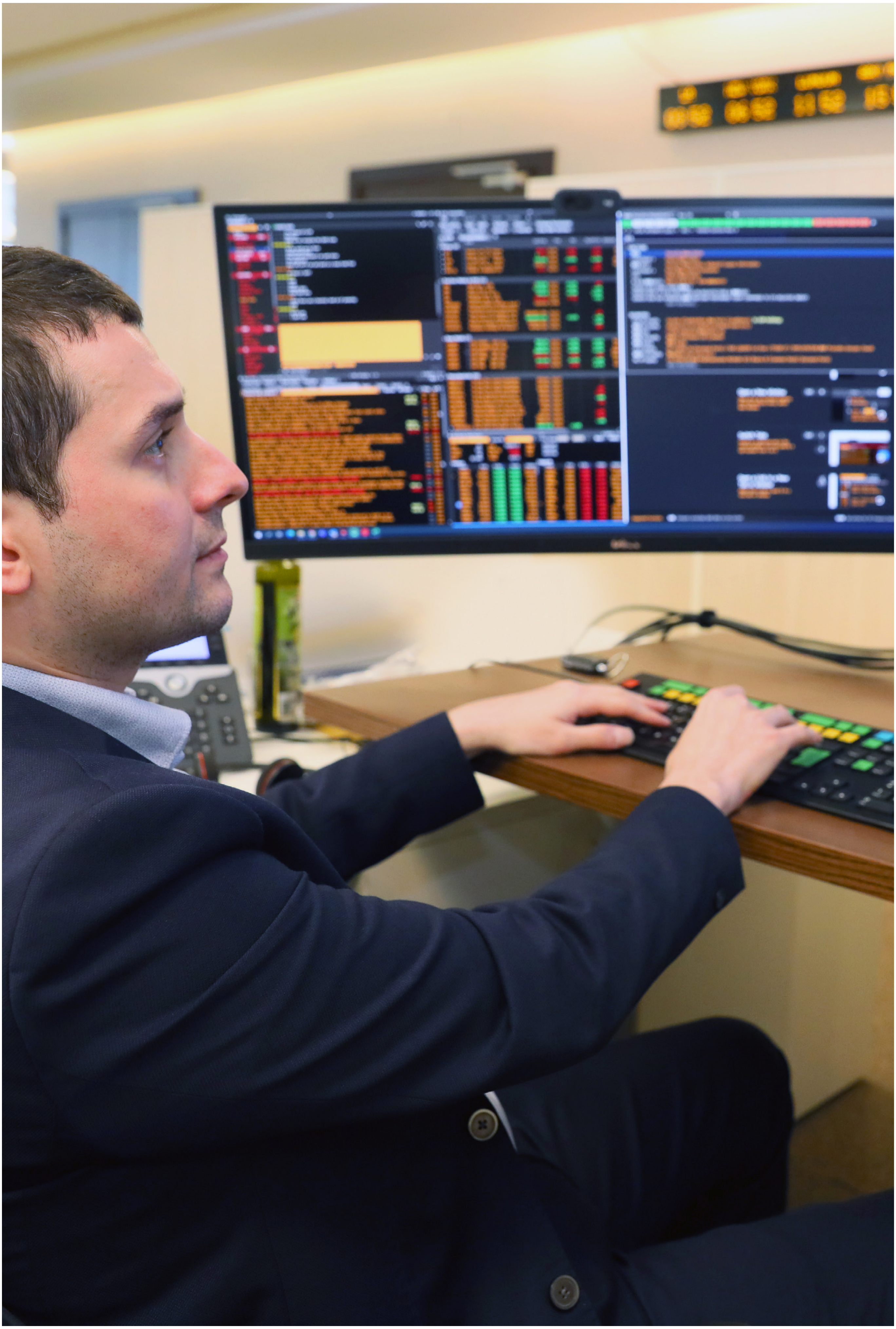
Waha Capital is an Abu Dhabi-listed investment management company that leverages its emerging markets expertise, business networks and research capabilities to deliver attractive returns to shareholders and investors in its funds.

Founded in 1997, Waha Capital is one of the Emirate's leading private sector investment houses, providing a world-class platform for investment and growth. The Company has a long-established track record of investing in public and private markets, deploying proprietary capital in alignment with the interests of its third-party investors.

The Public Markets business offers sophisticated investors actively managed emerging markets credit and equities funds, via a disciplined approach to investment and implementing distinctive strategies to deliver consistent market-leading returns.

The Private Investments business pursues a multi-asset investment approach, with the flexibility to deploy capital across diverse sectors and geographies. The business leverages extensive international business networks to source deals and form co-investment partnerships.

Counting Mubadala Investment Company as an anchor shareholder, Waha Capital is at the forefront of Abu Dhabi's increasingly dynamic and entrepreneurial ecosystem, creating long-term value for shareholders, fund investors, employees, and communities.



Financial Highlights

Public Markets Net Profit

AED 425 million

Private Investments Net Profit

AED 150 million

Net Profit

AED 449 million

Earnings Per Share

AED 0.18

Total Assets Under Management (AUM) (as at 31 December 2022)

AED 6.5 billion

Public Markets Assets Under Management (AUM) (as at 31 December 2022)

AED 4.8 billion

Private Investments Assets Under Management (AUM) (as at 31 December 2022)

AED 0.9 billion

Waha Land Assets Under Management (AUM) (as at 31 December 2022)

AED 0.7 billion

Proposed Dividend Per Share

AED 0.08

Operating Highlights

AWARD

Waha MENA Equity Fund won EuroHedge Awards 2021 for Best Emerging Markets Equity Fund

TOP 30 ASSET MANAGER

Waha Capital ranked among Forbes Middle East's Top 30 Asset Management Companies

AAH

Divestment of Anglo-Arabian Healthcare (AAH)

WAHA HEALTH

Establishment of Waha Health platform

ADDAX

Divestment of stake in ADDAX Bank

TOP 50 HEDGE FUND

Waha MENA Equity Fund recognised among the Top 50 Hedge Funds globally

AED 555 Million

Waha Land agreed to the sale of 17 leased warehouse buildings to Peninsula for AED 555 million

Operating Highlights

Appointment of Mark Benn, Chief Financial Officer

Appointment of Said Djebbar, Head of Risk

Appointment of Al Ramz Capital as liquidity provider

CHANNEL VAS

Divestment of portion of stake in Channel VAS

channel vas

Appointment of Maher Mansour, Head of Investor Relations & External Communications

Promotion of Ahmed Al Mansoori to Chief Operating Officer

AWARD

Waha Capital’s Islamic Income Fund was awarded the Best Sukuk Fund Award by MEA Finance

Chairman's Statement

Waleed Al Mokarrab Al Muhairi
Chairman

Delivering Value to Shareholders

Waha Capital delivered net profit of AED 449 million in 2022, which represents a return on average equity of 10.1%. This strong performance demonstrates the resilience of the company's investment strategy, which has been effective in managing the significant volatility in global markets over the past year.

I am pleased to present the annual report and accounts for Waha Capital for the year ending 31st December 2022.

Waha Capital delivered net profit of AED 449 million in 2022, which represents a return on average equity of 10.1%. This strong performance demonstrates the resilience of the company's investment strategy, which has been effective in managing the significant volatility in global markets over the past year. Waha Capital's prudent positioning and highly diversified investment portfolio has enabled the company to navigate heightened macroeconomic and geopolitical risks to deliver value to the company and its investors.

In 2022, the Public Markets business maintained the exceptional track record of its flagship funds, which significantly outpaced market benchmarks and peers to deliver attractive returns.

In addition, the business has secured significant mandates from global institutions (US$1.3 billion of assets under management) and remains focused on developing and expanding its product offering, attracting third-party capital, and increasing fee income.

The Private Investments business started to execute its multi-year value creation strategy and crystallise returns for shareholders.

The Global Opportunities portfolio generated a 10.0% return in 2022, its first full year of operations. Through actively managing its direct investments, the business successfully monetised its mature assets resulting in positive cash inflows that will be redeployed into an exciting pipeline of new investments.

Waha Land had a noteworthy year in 2022 as it began to monetise mature assets through an agreement to sell 17 leased warehouse assets. Waha Land will continue to focus on developing the remaining land bank it currently owns, while also leasing and unlocking value from its built assets through similar transactions in the coming years.

Waha Capital is committed to building a premium asset management business that creates substantial long-term stakeholder value. To help achieve this, the board and executive management team will continue to develop a best-practice governance and risk management framework that inspires confidence among investors and partners.

To conclude, I would like to thank our employees, senior management, and our Board of Directors for their contribution to the company's financial success and growth in 2022.

COO's Statement

Ahmed Khalifa Al Mansoori
Chief Operating Officer

Investing in Growth

We are confident that Waha Capital's strong operational platform, robust governance practices, and consistent financial performance represent a compelling proposition that positions us amongst world-leading asset management companies.

I am pleased to report that Waha Capital achieved a net profit of AED 449 million in 2022, a testament to the expertise and experience of our team.

In a year characterised by heightened volatility in global markets, our Public Markets business extended its excellent track record, delivering total revenue of AED 496 million and a net profit of AED 425 million. While many global investors were mitigating falling valuations across various asset classes and geographies, our flagship emerging markets credit and equity funds delivered positive returns, outperforming their industry benchmarks by 26.6 percent and 18.5 percent respectively.

In 2022, the Private Investments business underwent a successful transformation and delivered a net profit of AED 150 million (compared to a net loss of AED 98 million in 2021). The business has continued to deploy capital within the Global Opportunities portfolio, with assets under management reaching AED 528 million by the end of the year. Meanwhile, the monetisation of mature assets in the Legacy Portfolio resulted in AED 284 million of cash inflows. All three portfolios - Global Opportunities, Core, and Legacy - were profitable and contributed to Waha Capital's strong performance during the year.

During the second half of 2022, Waha Land agreed to sell 17 leased warehouse buildings at the ALMARKAZ Industrial Development in Abu Dhabi to Peninsula Real Estate Management Limited for AED 555 million. The business also reported a healthy net profit of AED 35 million for the year.

A long-standing priority for Waha Capital has been to invest in our people, ensuring that we attract, incentivise, and retain talent. This approach has been effective, and we have significant expertise and experience across our investment teams and in key support functions. The company remains in a very strong position on this front, and the strength of our teams has been a fundamental driver of the company's investment performance over multiple years.

In 2022, we sought to build on our institutional strengths by enhancing the integration of ESG principles and considerations within our corporate strategy. This involved conducting a thorough assessment of the company's environmental impact, as well as its social programmes and governance processes. The focus now is to develop and formalise a comprehensive ESG policy before the end of 2023.

Although we expect global macroeconomic headwinds to extend well into 2023, we are confident that Waha Capital has the strength and agility to continue delivering attractive returns to our investors. In the coming years, we intend to build significant scale in assets under management while further diversifying our sources of revenues, with a particular emphasis on increasing fee income. We are confident that Waha Capital's strong operational platform, robust governance practices, and consistent financial performance represent a compelling proposition that positions us amongst world-leading asset management companies.

Overview

Public Markets

Overview of the business and fund performance

2022 Net Profit

AED 425 million

Assets Under Management (as at 31 December 2022)

AED 4.8 billion

Capital growth (on proprietary funds invested by Waha Capital) since 2012:

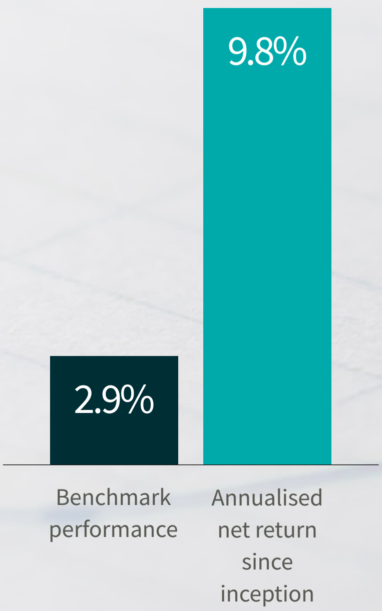
Fund

Waha CEEMEA Credit Fund

Total net return since inception (since 2012)

178.5%

JPMorgan CEEMEA CEMB Index (since 2012)



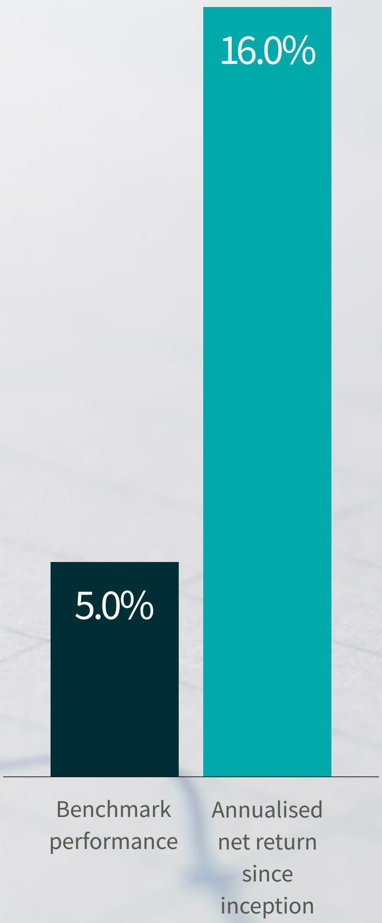
Fund

Waha MENA Equity Fund

Total net return since inception (since 2014)

281.4%

S&P Pan Arab Composite Index (since 2014)



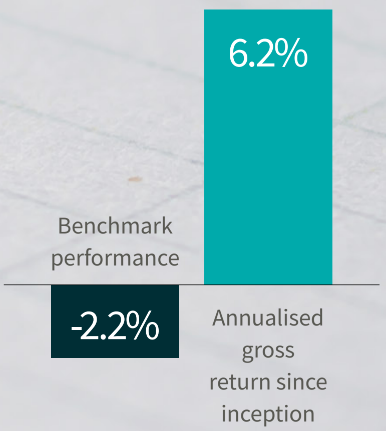
Fund

Waha Islamic Income Fund

Total gross return since inception (since 2020)

15.0%

Dow Jones Sukuk Index (since 2020)



*Note that Waha Capital's funds follow absolute return strategies and are not constrained by benchmarks

With US$1.3 billion of assets under management (AUM), the Public Markets business offers professional investors access to actively managed emerging markets credit and equities funds, via a disciplined approach to investment and implementing distinctive strategies to deliver consistent, market-leading returns.

The business is led by Chief Investment Officer, Mohamed El Jamal, who has been at the helm for over a decade and is responsible for building on a strong multi-year track record of outperformance for its flagship funds. The Public Markets business continuously aims to broaden its fund offering, and deploy the team's talent to create new strategies to fulfil unmet demand in the market, while pursuing a marketing strategy targeted at individual and institutional investors domestically and internationally who seek high performance and strong risk management.

Currently, the Public Markets business offers a range of emerging market funds:

Waha CEEMEA Credit Fund

Waha MENA Equity Fund

Waha Islamic Income Fund

All funds follow a three-pronged investment approach:

1. A top-down assessment of the macroeconomic environment
2. A bottom-up analysis of corporate fundamentals
3. A propriety analytical valuation framework that puts these into perspective

The Public Markets business recorded a net profit of AED 425 million in 2022. The Company's flagship funds all produced positive returns and significantly outperformed their benchmarks over a 12-month period.

This remarkable performance was achieved in the face of heightened volatility in global equity and credit markets, driven by global macroeconomic uncertainty, rising inflation and interest rates, the conflict in Ukraine and the lingering impact of the COVID-19 pandemic.

As a testament to its success, the business was featured in Forbes Middle East's 2022 Top 30 Asset Management Companies list – making this the second consecutive year for the business to be featured.

Additionally, the Waha MENA Equity Fund won the EuroHedge Awards 2021 for Best Emerging Markets Equity Fund and was also recognised among the world's top 50 hedge funds, ranking 15th in the 2022 survey by the Global Investment Report. The fund climbed seven spots on the 2022 list and is the only hedge fund based in the MENA region to feature in the global rankings. The Waha Islamic Income Fund was also awarded the prestigious Best Sukuk Fund award for 2022 by the MEA Finance Awards.

Waha CEEMEA Credit Fund - Established in 2012

Total Return in 2022	Total Return Since Inception	Annualised Rate of Return
1.8%	178.5%	9.8%

The Waha CEEMEA Credit Fund provided a total return of 1.8% in 2022. This brings the total return since inception to 178.5% - equivalent to an annualised rate of return of 9.8%. This Fund is an absolute return, long/short fund that invests in both sovereign and corporate emerging market credit, with a regional focus on Central and Eastern Europe, Middle East and Africa (CEEMEA).

As one of Waha Capital's flagship funds, this Fund is unique from other credit funds due to an actively managed long/short investment strategy, which aims to benefit from market dislocations while containing downside risk.

Waha MENA Equity Fund - Established in 2014

Total Return in 2022	Total Return Since Inception	Annualised Rate of Return
12.8%	281.4%	16.0%

The Waha MENA Equity fund provided a total return of 12.8% in 2022. This brings the total return since inception to 281.4% - equivalent to an annualised rate of return of 16.0%.

This Fund takes a diversified investment approach, investing primarily in listed equities across nine countries in the Middle East and North Africa (MENA). It is an absolute return fund with a long/short strategy. The Fund is actively managed, and its consistent performance is underpinned by the investment team's strong research capabilities and significant experience in the MENA equity markets.

Waha Islamic Income Fund - Established in 2020

Total Return in 2022	Total Return Since Inception	Annualised Rate of Return
0.5%	15.0%	6.2%

The Waha Islamic Income Fund is the newest fund in Waha Capital's Public Market's business and our first Shari'a-compliant product offering. The Fund provided a total return of 0.5% in 2022, delivering a total return of 15.0% since inception - equivalent to an annualised rate of return of 6.2%.

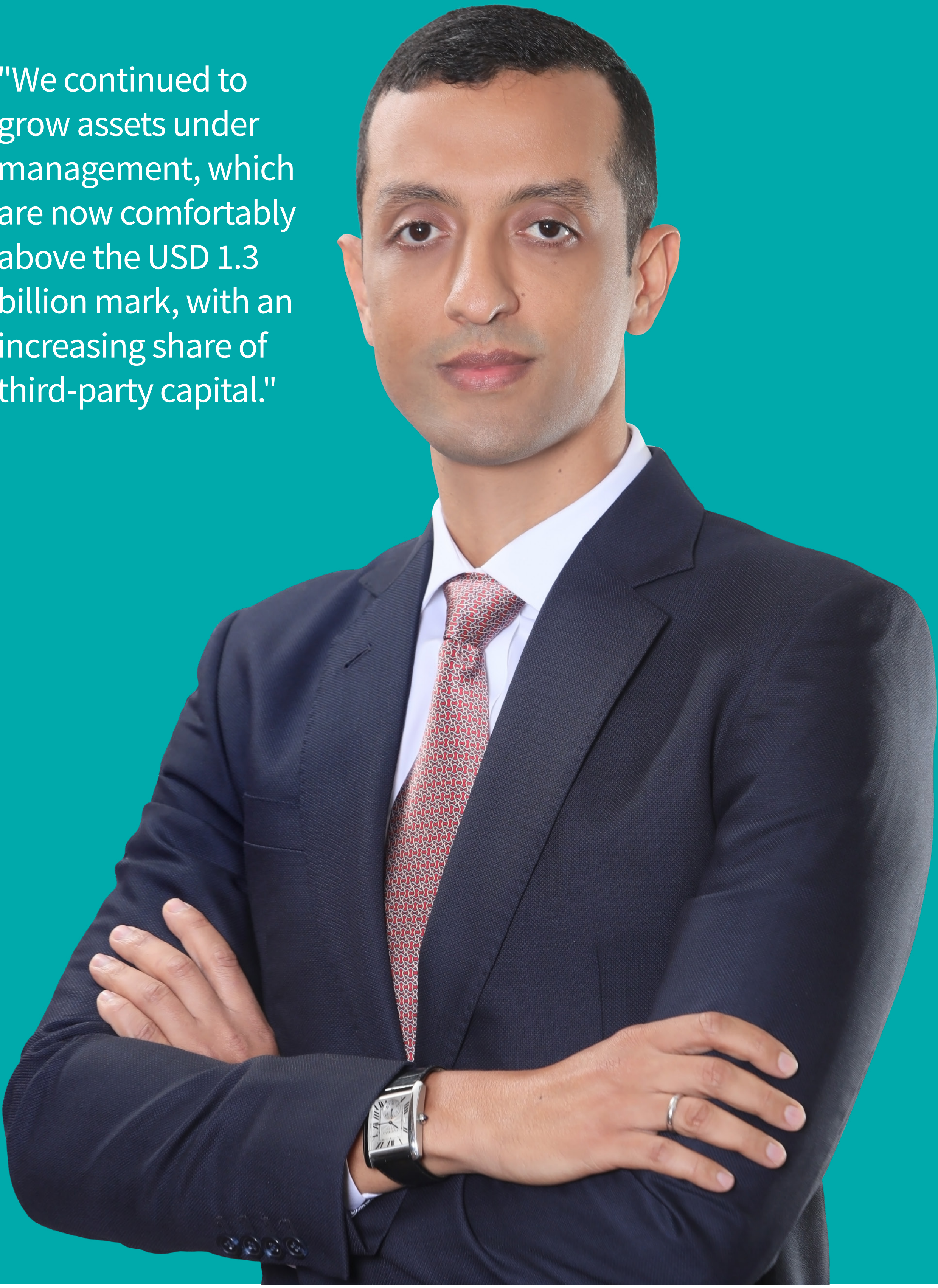
This Fund caters to investors seeking yielding, Shari'a-compliant investments and is bolstered by Waha Capital's expertise built over the years with its two other flagship funds, both in terms of equities and fixed income. The actively managed Fund uses both internal macro and micro analysis to identify the best investment opportunities in the Shari'a-compliant universe, combining both capital appreciation and income yield.

*Waha Islamic Income Fund returns are gross of fees.

Interview

with Mohamed El Jamal, Chief Investment Officer for Public Markets

"We continued to grow assets under management, which are now comfortably above the USD 1.3 billion mark, with an increasing share of third-party capital."



How did the Public Markets business perform in 2022?

2022 was a positive year for the Public Markets business despite the macroeconomic challenges faced globally. It was one of the toughest years for risk assets in at least 50 years. Both equities and fixed income saw double-digit declines, with the S&P 500 down approximately 18% and fixed income down in the mid-teens, with investment grade bonds marking their worst year on record.

However, with that being said, the Public Markets team is pleased to report that each of its funds ended the year in positive territory, protecting our investors' capital and significantly outperforming benchmarks. The team won key accolades, including being recognised among the top 50 Hedge Funds globally and being named by Forbes as one of the top 30 asset management companies in the Middle East, winning awards for the Best Emerging Markets Equity Fund and the Best Sukuk Fund.

We continued to grow assets under management, which are now comfortably above the USD 1.3 billion mark, with an increasing share of third-party capital. We believe we are at an inflection point for our business, with the size of the funds, the length of our track record, and in particular, our performance during tough market conditions all likely to help us accelerate the increase in third-party capital. We have the strongest pipeline of potential investors that we have ever had, with sizeable mandates from institutional investors in the works. To this end, we have continued to invest in our business development team with an additional hire, enabling us to broaden our investor base and add new partners to our platform.

We have implemented changes to our business structure, with all employees now working directly for Waha Investments, our Asset Management platform - a full subsidiary with its own resources, risk management, and operations, providing a more transparent governance framework for our third-party investors.

When looking at our performance, we continue to strongly emphasise the importance of the investment philosophy that has served us well over the years. Our investment teams have once again demonstrated an exceptional ability to pursue their convictions in a disciplined manner, enabling us to achieve downside protection in turbulent times, as seen in this last year, and upside participation in more benign markets.

What were the biggest challenges you faced in 2022 and how did you manage them?

With markets that were so volatile and fundamentals that changed rapidly, our core focus was to manage and protect our clients' investments. Yet, with a strong, hardworking, and united team we were able to improve several aspects of the business, exceeding our fund-raising targets and enhancing operational processes, paving the path for an even better 2023.

The key theme of 2022 was undoubtedly the US Federal Reserve embarking on one of its most brutal tightening cycles on record, increasing the Fed Funds Rate by 425 basis points and reducing its balance sheet by USD 200 billion, responding to the inflationary pressures we cautioned of in our letters to investors. The response of financial markets was textbook: the dollar strengthened, bonds fell, stocks suffered, and funding markets froze -- especially in emerging markets.

Adding to the turmoil was possibly the most significant geopolitical event since the fall of the Berlin Wall: Russia's invasion of Ukraine, which triggered a ferocious rally in key commodities including natural gas, oil, corn, and wheat, thereby contributing to the misery of vulnerable emerging market sovereigns.

For GCC markets, 2022 was a tale of two halves. There was a roaring first half where regional equity markets were on a tear, making the region the IPO hotspot of the world as oil prices soared close to historical highs due to the conflict in Ukraine. The second half saw a return to earth for markets while regional economies remained strong, driven by the Qatar World Cup, Saudi Arabia's investments related to the country's 2030 Vision economic strategy, and Dubai's ongoing economic boom.

What are the key themes that will impact emerging markets in 2023?

We expect the themes that emerged in the latter half of 2022 to continue to play out over most of 2023. Inflation, although persistent, has begun to decline from its peak in the United States. Whilst we can see the case for further disinflation, towards the 4% mark, for inflation to reduce further towards target, it is likely that central banks will need to maintain monetary policy tighter for longer.

As a result of such unprecedented tightening, we expect a sizeable impact on economic growth. Having said that, recent economic data, while softening, does not imply a "hard landing" scenario. Nevertheless, other indicators, such as the shape of the yield curve, certainly point to trouble ahead. We are cognizant of monetary policy transmission lags -- there is a necessary delay between the tightening of policy and the counterfactually lower price levels and consequent aggregate demand. The US consumer has been shielded, in part, by excess savings accumulated during the pandemic and stimulus measures. Should we start to see clearer signs of recession, we will doubtless see an impact on credit spreads and equity valuations.

Regionally, the macro backdrop across the GCC remains robust, characterised by consistently positive fiscal and current account balances, growth, and inflation. Oil prices in the 80s remain supportive and will continue to underpin growth, liquidity, and government spending. Whilst we believe the underlying fundamentals of the oil market are strong over the medium term, and with some potential for a boost thanks to China's reopening, commodity prices may take a hit should global economic data turn more negative.

One notable difference in the current market compared to the start of 2022, is that while valuations were universally expensive then, today there are certain areas, such as emerging market fixed income, where valuations are much more compelling and offer a superior balance of risk. For instance, the JPM Emerging Market Bond Index now yields 8-9%, a significantly more interesting valuation than in previous years. History has shown that forward returns from this starting point, for long-only funds, are superior over the subsequent 24 months. Yet with inflation still high, we do not have the benefit of a central bank "put" to support markets. In fact, central banks will continue to squeeze liquidity out of the system this year through ongoing quantitative tightening. We are cautious of the fact that volatility is likely to remain high.

With the current environment, we believe that investors will need to be cautious and keep up to date with market activity. Fundamental analysis will be key in both credit and equities, as we observe how sovereigns and corporates cope with the new normal of higher debt servicing costs and inflationary pressures in a recessionary environment.

We also continue to believe that in this volatile environment, actively managed strategies, such as the ones we pursue at Waha Capital, will be a safer alternative to buy-and-hold over the medium term.

What are your current business priorities?

We aim to cement our position as a leading emerging markets asset manager based out of Abu Dhabi. As 2023 is likely to be another difficult year in terms of navigating risk, our first objective is to deliver market-leading returns for our investors, as we have consistently achieved over the last decade. We will continue to enhance the institutional quality of our business and invest in our people, processes, and technology in a way that is commensurate with the growth of our assets. Our goal is to further diversify our client base and increase the proportion of third-party capital invested in our funds by strengthening relationships with institutions and developing a partnered distribution network for our funds. Finally, we are committed to prioritising our diligence on all ESG aspects of our business and aim to implement a comprehensive ESG framework across our platform.

Overview

Private Investments

Overview of Private Investments business

2022 Net Profit

AED 150 million

Assets Under Management (as at 31 December 2022)

AED 941 million

Overview of the business

The Private Investments business continues to pursue a multi-asset investment approach, with flexibility to deploy capital across diverse sectors, capital structures, asset classes and geographies. Led by Chief Investment Officer, Hashem Dabbas along with a team of investment experts, the business provides shareholders and institutional investors with global diversification opportunities beyond traditional capital markets exposure. The team leverage their deep knowledge of regional and international markets and use of their networks to source deals and form co-investment partnerships.

In 2022, the Private Investments business returned to profitability and recorded a net profit of AED 150 million.

2022 Private Investments business

AED 150 million

Global Opportunities

With the Global Opportunities portfolio, Waha Capital targets investments within the global alternatives space, that have high risk-adjusted returns. This broad and flexible mandate enables the Company to invest across geographies, industries, capital structures and asset classes in an opportunistic manner. When executing this global strategy, Waha Capital actively seeks to partner with other institutional investors and domain experts.

During its first full year of operation in 2022, the Global Opportunities strategy delivered a return of 10.0%. The team deployed capital into a pipeline of investments through the portfolio, which is an opportunistic absolute return strategy. A total of AED 406 million was invested in the portfolio through five new investments, with the portfolio's assets under management reaching AED 528 million at the end of the year.

Core Portfolio

The Core Portfolio provides Waha Capital exposure to private investments in the MENA region that generate stable recurring cash flows with strong returns on equity. The portfolio aims to take controlling or significant minority stakes in businesses in the MENA region with established track records, strong management teams, and robust governance frameworks.

In 2022, Waha Health, the holding company for Waha Capital's healthcare assets was launched and seeded with two premium assets, HealthBay and Orchid Fertility IVF. The vision for the platform is to identify gaps in the market for quality care, providing diversified and quality offerings by building, scaling or acquiring assets. The business successfully divested the remainder of its stake in the Anglo Arabian Health (AAH) portfolio, generating a net profit of AED 23 million, with the portfolio's assets under management reaching AED 54 million at the end of the year.

Legacy Portfolio

Waha Capital's existing mature investments have been allocated to the Legacy Portfolio with the aim of maximising shareholder value and generating cash proceeds that can be redeployed to a pipeline of new opportunities.

In 2022, the business created significant value through the continued active management of the portfolio resulting in AED 284 million of cash inflows. Meaningful monetisations were achieved and gains realised from the complete divestment of holdings in Bahrain-based ADDAX Bank, London-listed SDX Energy, and US Securities portfolio, as well as selling a portion of its stake in Fintech firm Optasia (formerly Channel VAS Investments limited).

As of December 31, 2022, the Legacy portfolio had AED 359 million in assets under management.

Interview

with Hashem Dabbas, Chief Investment Officer for Private Investments

"The proactive portfolio management initiatives pursed across the Legacy portfolio resulted in a number of full or partial monetisations, which generated AED 284 million of cash inflows in 2022."

How did the Private Investments Business perform in 2022?

I am extremely proud of the multitude of accomplishments the Private Investments business was able to achieve in the transitionary year of 2022.

The strategies to maximise shareholder value that were undertaken on the 'Core' and 'Legacy' Portfolios, as well as the prudent deployment of capital into the Global Opportunities Portfolio enabled our new team to turn around the business and generate a net profit of AED 150 million in 2022. Importantly, all three investment portfolios were profitable and contributed to the milestone P&L gains achieved during the year.

After launching the new Global Opportunities strategy in the fourth quarter of 2021, we were able to develop a demonstrated reputation as a dynamic, nimble and sophisticated investor in the global marketplace, which is critical to ensuring credibility and strong deal flow.

The active sourcing and origination strategy pursued is already bearing fruit, allowing us to start building a portfolio that is diversified across sectors, geographies and asset classes. In 2022, we reviewed over 260 potential investment opportunities and made five new investments for the Global Opportunities portfolio. This nascent portfolio generated a 10% return in its first full year of operation.

In the Core Portfolio, we divested the Northern Emirates healthcare assets of Anglo Arabian Healthcare and formed a new entity called Waha Health, which was seeded with our premium healthcare assets – HealthBay and Orchid IVF. Waha Health, with a newly onboarded management team, is now positioned for growth and we continue to explore potential opportunities for organic and inorganic expansion.

The proactive portfolio management initiatives pursued across the Legacy Portfolio resulted in a number of full or partial monetisations, which generated AED 284 million of cash inflows in 2022.

What were the challenges the business faced in 2022 and how have you addressed them?

The first and most important task for the business in 2022 was to take the necessary action to ensure the Private Investments business was structurally positioned for success. At the core of this objective was building out a cohesive, diverse and talented team, which was completed in the first quarter of the year. This new team worked diligently to successfully institutionalise the full lifecycle of the investment process, starting with building out robust sourcing and origination capabilities, which serve as the lifeline to any investment organisation.

It was critical to ensure that we objectively analysed the Core and Legacy Portfolios and ensured the firm's balance sheet remained dynamic. To that end, a bespoke action plan was developed and is being implemented to explore and create full or partial monetisation opportunities across the Legacy Portfolio.

What trends do you see in the asset classes you are looking at and what new opportunities do you see for the business?

Changes in the global macroeconomic environment, characterised by tighter monetary conditions, are leading to increased volatility in asset prices globally. Such contractions of liquidity and corrections in markets often lead to mispricing of risk and dislocations in certain segments of the investable universe. As a global opportunistic investor, these prevailing conditions typically present a broad pipeline of very attractive investment opportunities. The breadth of the investment mandate, particularly in the Global Opportunities portfolio, positions us very well to capitalise on the idiosyncratic opportunities that are emerging.

Two key themes we continue to monitor and explore for potential investment opportunities are:

1) Identifying situations to transact with distressed sellers of assets, which is an investment philosophy that forms the foundation of global opportunistic mandates.

2) Participating in transformative consolidation opportunities that arise as a result of the broad re-set of valuation expectations.

Overview

Waha Land

2022 Net Profit

AED 35 million

Asset Value (as at 31 December 2022)

AED 749 million

Overview of the business

Waha Land is a wholly-owned subsidiary of Waha Capital. The industrial real estate subsidiary has invested significantly over several years to develop and lease the ALMARKAZ project in the emirate of Abu Dhabi, an integrated mixed-use industrial development with Grade "A" industrial and logistics facilities and first-class infrastructure.

ALMARKAZ is located in Al Dhafra, 35 km west of Abu Dhabi, and is perfectly situated to capitalise on easy access to the UAE's growing industrial and logistics infrastructure, including major land, sea, air, and rail routes. Phase 1 of ALMARKAZ occupies 1.5 km^2 or 25% of the total site area, and comprises two stages:

Stage 1

Involved the construction of roads and services infrastructure for all of Phase 1 as well as the construction of 90,000 m^2 of warehouses and small industrial units (SIUs).

Stage 2A

Saw the further addition of 92,500 m^2 of warehousing and SIUs.

In August 2022, Waha Land agreed to sell 17 leased warehouse buildings situated on five plots at the ALMARKAZ Industrial Development to Peninsula Real Estate Management Limited for AED 555 million. The all-cash transaction for approximately 362,000 sq m of industrial space in the development is scheduled to be completed in 2023, subject to regulatory approvals and conditions agreed upon by the two parties.

The transaction for these mature assets was the culmination of Waha Capital's successful programme of development and leasing of ALMARKAZ. SIUs at the development are 90% occupied and leased to more than 75 tenants from a diverse range of industry segments, including defence, oil and gas, logistics, manufacturing, and data centres. In addition to the five plots, Peninsula has also agreed to acquire in the future, an additional 136,000 sq m of completed and income-producing industrial properties that Waha Land is currently developing, with leasing expected to commence once construction is completed in the third quarter of 2023.

Following the transaction with Peninsula, Waha Land will continue to focus on developing the remaining land bank assets it currently owns.

Interview with Waha Land CEO

Hazem Al Nowais

"This was a landmark year for Waha Land. As an organisation, we have taken the first tranche of ALMARKAZ development through the complete asset life-cycle transition, from incubation to the monetisation stage in a deal considered as one of the first of its kind in Abu Dhabi."

How has Waha Land performed in 2022?

This was a landmark year for Waha Land. As an organisation, we have taken the first tranche of ALMARKAZ development through the complete asset life-cycle transition, from incubation to the monetisation stage in a deal considered as one of the first of its kind in Abu Dhabi. The team is on track to complete the major task of delivering the CPs (conditions precedent) of the transaction sales and purchase agreement, which has required meticulous planning on multiple fronts and continuous coordination with our partners, government authorities and other stakeholders.

Though we were challenged by some macroeconomic and micro, industry-level issues, Waha Land has delivered consistently positive performance, particularly on the operational side of the business, in line with our KPIs. The overall portfolio has averaged above our target of 90% occupancy levels, generating approximately AED 55 million in top-line revenues annually. The retention rate of existing tenants has been around 90%, which is a true testament of Waha Land's effectiveness as a developer and asset manager, with a tenant count of over 70 companies operating in a wide range of industry segments.

Waha Land has started on construction to further expand the portfolio by adding another 75,000 sq m of industrial and logistics space, which will be completed by the third quarter of 2023, with a commitment to monetise on stabilisation of the asset.

What was the significance of the sale of leased warehouse assets in ALMARKAZ Industrial Development to Peninsula on the business and how does this leave Waha Land financially and operationally?

Waha Land successfully transformed a green field industrial real estate asset into an institutional-grade investment asset.

On a micro level, this has been a success for the team, while on a macro level, this has been a true testament to the success of the Abu Dhabi economic model, through the various positive changes made to the regulatory, legal, institutional, financial, and operating landscape.

Waha Land was able to generate institutional interest from multiple potential investors, demonstrating our ability to efficiently manage the asset to optimal performance metrics.

As for the economics of the transaction, the current deal will generate circa AED 555 million in sale value for our leased assets. Additionally, we have secured a commitment to sell an additional 136,000 sq m of completed and income-producing properties that Waha Land is currently developing (with leasing expected to commence once construction is completed in Q3 2023).

How do you see the business evolving in the next 3-5 years?

On the organisational side, the business model has already evolved to a more rapid conversion and recycling of the capital, from the previous 'hold to yield' model. Waha Land will target an acceleration of the pace and scale of delivery of assets to complete Phase 1 (1.5 km^2) of the development and progress to the next phases. On the assets side, the products will shift from standard warehouses to a more customised, higher-spec and built-to-suit model. Waha Land is already witnessing demand shifting from traditional source industries to newer ones, such as technology-enabled industries. To provide a clearer picture of the evolution of the sector, when Waha Land was first established, there were four key unique selling points (USPs) for ALMARKAZ: quality, affordability, availability, and flexibility. Though initially, the business was constrained during those days by location, the combination of the USPs placed Waha Land among the premium industrial park developers in the UAE. Through the years, these advantages have narrowed, and Waha Land's competitors have started offering very similar products. As an organisation, we will need to innovate products and service offerings to stay ahead of the curve, not only by closely following current trends but also anticipating future changes in the industry.

What are your business priorities for the coming year?

Waha Land's priorities for the coming year will be to firstly complete the monetisation process, deliver Stage 2B of the project, and secure a robust deal pipeline for quick conversion. Another important priority will be to re-orient ALMARKAZ as a "Special Economic Zone", which will significantly add value to the development and investor tenants.

How is the industrial real estate market evolving in the UAE?

The changes in the industrial real estate market in the UAE have been exciting, with rapid changes in all key variables, including industry trends, technology, demand and asset types, as well as fundamental structural changes in the macro landscape.

A number of key fundamental factors will influence the long-term outlook of the sector:

Increasing Demand: There has been growing demand for industrial real estate in the UAE, particularly in Abu Dhabi and Dubai. This is due to the country's strategic location between Asia, Europe, and Africa, as well as the government's focus on diversifying the economy and developing the manufacturing and logistics sectors.

Expansion of Ports and Airports: The UAE has been investing heavily in its ports and airports, with major expansion projects underway in Abu Dhabi, Dubai, and other emirates. This is expected to further boost demand for industrial real estate, as companies seek to establish regional distribution centres and take advantage of the UAE's excellent transportation infrastructure.

E-commerce and Last-mile Delivery: The growth of e-commerce has led to increased demand for industrial real estate, particularly for last-mile delivery and fulfilment centres. This has led to the development of specialised industrial parks and logistics zones.

Sustainable and Smart Industrial Real Estate: There has been a growing focus on sustainable and smart industrial real estate in the UAE. This includes the use of renewable energy, energy-efficient buildings, and smart technologies such as automation and the Internet of Things (IoT).

Government Support: The UAE government has been strongly supporting the development of the industrial real estate market, offering incentives such as tax breaks, land grants, and streamlined permitting processes. This support is expected to continue, with the government aiming to increase the contribution of the manufacturing sector to the country's GDP.

Our Company

Our vision

To be a global player within emerging markets investing, delivering strong and sustainable returns for our shareholders and investors.

Our mission

To deliver steady returns consistently to shareholders and investment partners facilitated by an experienced team of investment professionals with in-depth market insights and a broad international network.

Our promise

In line with best-in-class industry standards, we operate in alignment with robust corporate governance standards as an ADX-listed investment management company. We continue to leverage our business networks and research capabilities to deliver attractive returns for shareholders and investors.

Our values

As we operate in a fast-paced industry, the following shared values help us remain focused and enable us to create synergies together:

- **Performance-driven** – we work hard and value hard work to achieve our goals
- **Collaboration** – we work together with each other, across all levels of the Company to ensure success
- **Accountability** – all of our actions are held to account by one another, as well as by our investors and shareholders
- **Ambition** – we have a strong determination to be the best in what we do
- **Integrity** – we operate following best-in-class industry standards to safeguard and continuously grow our investments

Our People

Our people are at the core of the value that we create for our shareholders and investors. We believe that by attracting and retaining the best talent, we ensure the ongoing success of our businesses.

Culture

Investment management is a people-centric business, and Waha Capital's success is dependent on the dedication and commitment of the company's employees.

Therefore, we recognise that our people are what will allow us to continue growing and succeeding over the long term.

In 2022 we conducted a culture survey to understand the building blocks required for our cultural journey. The survey output helped us build a shared understanding of the behaviours necessary to drive Waha Capital forward and design a cohesive culture that engages, empowers, and enables our employees.

Our people and culture are the greatest assets to future-proof Waha Capital. We remain committed to making Waha Capital a great workplace, enabling our people to deliver results for our investors, shareholders, communities, and each other.

Priorities for 2023

We remain focused on developing, retaining, and recruiting the best talent. We also recognise that a diverse workforce is indispensable to our success, and advancing diversity, equity, and inclusion will be our key priority during 2023.

Environment, Sustainability and Governance (ESG)

Waha Capital made good progress on Environment, Sustainability and Governance (ESG) in 2022 in line with a commitment from the Company to advance its sustainability agenda and support the UAE's leading role in the region in addressing climate change.

During the year, Waha Capital launched a comprehensive analysis of operations, which encompassed 68 ESG metrics. This exercise culminated in a detailed assessment and established baselines for our ESG performance. It also paved the way for the development of a new ESG policy and a clear roadmap for aligning the Company's ESG initiatives with other regional investment industry leaders.

The ESG assessment formed the basis for the Company's 2022 Sustainability report, which was developed in accordance with the ADX ESG Disclosure Guidance for Listed Companies and reflected objectives as set by the United Nations Sustainable Development Goals (UN SDG) as well as the Global Reporting Initiative (GRI) standards.

While the Company has well-established policies and practices in the areas of governance and social standards, including in the areas of diversity and Emiratisation, the assessment carried out in 2022 also addressed climate impact.

Given the relatively small scale of Waha Capital's own operations, the Company's direct activities are not significantly contributing to greenhouse gas emissions. Nevertheless, the senior leadership considers that this is an area where improvements can be made through energy-saving measures, in line with the UAE's strategic shift towards renewable sources of power.

At present, the Company's main source of energy is the electricity consumed in the administrative offices, as per the energy system of the office building. On that account, the energy mix supplied to the building is divided between 2% solar, 77% gas and 21% nuclear. Energy usage of the offices in 2022 was approximately 9,000kWH. Certain measures are already in place to reduce consumption, such as a 'one day work from home option', and the Company is exploring additional initiatives.

The assessment noted that while the Company may indirectly invest through its managed funds into companies that are involved in renewables, green technology and related infrastructure, it does not hold any direct investments in this area currently.

Waste management is a prime area of focus for Waha Capital, and the new ESG policy will further emphasise the reduction of waste, particularly single-use plastic. At present, the Company is carrying out numerous activities to reduce office IT waste, and good practice is being applied in regard to the management of electrical and electronic waste. For example, toners are carefully replaced and disposed of in the designated bin for such waste products, and all printers are configured by default to print on both sides to reduce paper usage. Waste management is conducted through a professional agency, which disposes of electronic products after clearing material data, and whenever possible, the Company trades in old equipment.

For detailed information on Waha Capital's approach to sustainability, please see the Company's **Sustainability report**.

Risk Management

Risk management is an integral part of Waha Capital's operations and supports the primary objective of creating long-term shareholder value by leveraging our expertise in managing investments, which necessarily involves undertaking a wide spectrum of risks.

The Company has implemented a highly developed enterprise risk management system that establishes a control environment, sets the risk appetite, approves policies and delegates responsibilities under the Company's risk management framework.

Waha Capital's risk management framework is managed by an independent risk management team, operating as one of the second lines of defence, constantly monitoring and highlighting the various types of risk that the Company may be exposed to. Under Waha Capital's risk management framework, the Company applies a bottom-up approach in order to identify and map the Company's risks and then integrate those risks into the Company's overall risk framework. The risk management function assists the Company and its businesses in developing appropriate:

- Risk identification and assessment.
- Strategic response, mitigation measures.
- Monitoring and reporting of risk.

Periodic risk reporting is provided to both the senior management of the Company and the Board that is ultimately responsible for setting the risk appetite and the effective management of risk.

Risk Committee

Waha Capital has established a management-level risk committee which helps to ensure that the Company's risk management processes are in place to measure, monitor, manage and mitigate significant risk exposures for the Company. This risk committee meets at regular intervals in order to review specific risks and to monitor the Company's overall risk exposure against its defined risk appetite. Based on the recommendations and findings of our risk committee, we then seek to implement additional risk mitigation measures in order to properly address the Company's risks.

Reporting

Reporting is a critical part of the Company's risk management function. Regular reports (weekly, monthly and quarterly reports) are generated and shared with relevant teams and internal bodies to ensure that the Company's risks are channelled across all the businesses and regularly monitored by the Company's senior management. In addition, regular risk workshops are also organised for the Company's senior management and Board in order to create risk awareness and continue to foster an overall risk management culture.

Risk Management – Public Markets

For the Public Markets business, a comprehensive risk management framework has been developed, which applies strict compliance and risk monitoring policies covering market risk, operational risk, credit risk and liquidity risk for all assets under its scope. The framework also includes value-at-risk analysis, stress tests, soft and hard stop loss triggers, interest rate, foreign exchange, credit and macro hedging processes.

Risk Management – Private Investments

For the Private Investments business, risks are continuously assessed, controlled and managed through a comprehensive framework with clearly defined roles and responsibilities – starting at the Board-level and permeating through senior management and other levels within the organisation. Waha Capital has implemented an Enterprise Risk Management process for its Private Investments assets to help protect and create value for the Company's stakeholders.

Corporate Governance

Waha Capital is committed to maintaining high standards of corporate governance in line with international best practice. Our approach to complete information transparency is guided by a desire to promote the long-term sustainable success of the Company, generate value for all stakeholders and make a progressive contribution to the economy and society.

The Company's corporate governance framework and corporate governance policy are designed to ensure that the Company maintains rigorous compliance with regulations for public joint stock companies incorporated in the United Arab Emirates. This includes addressing specific requirements of the Corporate Governance Code relating to accountability, equity (fair treatment of shareholders), transparency and disclosure and responsibility.

Our corporate governance framework sets the tone for how corporate governance should be conducted at Waha Capital and its subsidiaries. The corporate governance policy provides clear and detailed guidance on the Company's corporate governance structure and the interface between the Company and its stakeholders; the authorities and decision-making mechanisms within Waha Capital and between the Company and its stakeholders; and the role and responsibilities of the Company's corporate governance function.

Ultimate responsibility for corporate governance rests with the Board of Directors, which comprises seven non-executive Directors, who are selected according to the requisite knowledge, skills and expertise to enable the Board to efficiently and effectively perform its functions. During 2022, the Board met on eight occasions to discuss matters related to the strategic direction of the Company, with a total of 20 resolutions passed. The Board is assisted in its activities by two Board level committees.

The Audit Committee assists the Board with regards to financial reporting and external and internal audits. Among its roles, the committee oversees the integrity of the Company's annual and interim financial statements, develops and applies the policy for contracting with external auditors, and oversees the relationship with external auditors.

The Nomination and Remuneration Committee assists with regards to the composition and formation of the Board of Directors. It is responsible for evaluating the range of skillsets, experience and knowledge of the Board and its committees, as well as their size, structure and composition. In addition, the committee assists the Board in determining the Company's requirements for senior management roles and profiles and establishes the basis for selection.

In addition to the Board level committees, the Company's Insider Dealing Committee oversees compliance with the Company's Share Dealing Policy and regularly monitors dealing in the Company's shares. Its approach is to mitigate the risk of any unauthorised dealings by the Company's Directors, officers and employees.

Waha Capital's corporate governance policy provides a clear structure for the implementation of best practice for the Company and its employees. It includes a code of conduct and through specific policies, addresses a wide range of potential topics and risks, including: insider dealing; disclosure practices; related third-party transactions; conflicts of interest; anti-bribery and corruption; anti-money laundering and counter financing of terrorism; whistleblowing; and diversity and inclusion.

For detailed information on Waha Capital's corporate governance framework, please see the Company's **Corporate Governance Report** for 2022.

Board of Directors

Mr. Waleed Al Mokarrab Al Muhairi
Chairman

Experience

Mr. Al Muhairi serves as Mubadala's Deputy Group Chief Executive Officer and has strategic oversight of the company's broad investment portfolio and special projects at the group level. He is also a member of the investment committee, which is mandated to develop Mubadala's investment policies, establish investment guidelines, and review proposed projects and investments to ensure they are in line with business objectives.

Mr. Al Muhairi is also the Chairman of Mubadala's new investment and business planning committee, which approves transactions within certain financial thresholds in addition to having the responsibility of annual and multi-year business planning. Furthermore, Mr. Al Muhairi has oversight of the UAE Investments, Real Estate & Infrastructure, and Disruptive business platforms. Prior to joining Mubadala, Mr. Al Muhairi worked with the UAE Offsets Programme Bureau as a Senior Project Manager. His roles also include working with McKinsey & Company as a consultant.

Mr. Al Muhairi is the Chairman of Cleveland Clinic Abu Dhabi, Waha Capital, Mubadala Capital, Global Institute for Disease Elimination (GLIDE), Mubadala Health, and the US-UAE Business Council. In addition, Mr. Al Muhairi is a member of the Board of Trustees of Cleveland Clinic in the United States. He is also a board member of Aldar, First Abu Dhabi Bank (FAB), Hub71, Ellipses Pharma Limited, Abu Dhabi Investment Council, Investcorp, Noon.com and Tamkeen.

Qualifications

Mr. Al Muhairi holds a Master's Degree in Public Policy from Harvard University, and a Bachelor of Science Degree in Foreign Service in Economics and Finance from Georgetown University, USA.

Mr. Ahmed Al Dhaheri

Vice Chairman

Experience

Mr. Al Dhaheri is the Honorary Chairman of Ali and Sons Holdings LLC and the Chairman of Hily Holdings PJSC. He is also a board member of Al Wathba National Insurance Company Co PJSC, Abu Dhabi Aviation PJSC and Al Ramz Corporation. In addition, he is the founder and Chairman of AAK Investment – Sole Proprietorship LLC.

Qualifications

Mr. Al Dhaheri is a Certified Public Accountant in California and holds a Bachelor's degree in accounting from Seattle Pacific University, Washington, USA. Mr. Al Dhaheri also holds a Higher Diploma in Business Administration (specialising in accounting) from the Higher Colleges of Technology, Abu Dhabi, UAE.

Mr. Rashed Al Ketbi

Director

Experience

Mr. Al Ketbi is the current Chairman of the Board of the RDK Group. He is also Vice Chairman and Managing Director of Al Wathba National Insurance Company PJSC and Foodco Holding PJSC. He currently serves on the board of Darwish Bin Ahmed & Sons Co LLC.

Qualifications

Mr. Al Ketbi holds a Bachelor's degree in Commerce from Indiana University and a Master of Business Administration from the St Louis University of Management USA.

Mr. Mohamed Al Nowais

Director

Experience

Mr. Al Nowais is the Managing Director of AMEA Power, a developer, owner, and operator of renewable and thermal power projects in Africa, the Middle East and Asia. He is also an Executive Director at AlNowais Investments Company. Previously, Mr. Al Nowais worked as an Investment Associate at the Abu Dhabi Investment Authority (ADIA), as well as an Investment Banking Analyst with J.P. Morgan in New York, USA. Following his graduation, he completed multiple internships with international financial institutions including HSBC in Abu Dhabi and Citi Bank in London, UK.

Mr. Al Nowais is a Board member of Al Dhafra Insurance Company P.S.C. and Abu Dhabi National Industrial Projects (ADNIP).

Qualifications

Mr. Al Nowais holds a Bachelor's Degree with joint honours in Economics and Business Finance from Brunel University in London, UK.

Mr. Rasheed Al Omaira

Director

Experience

Mr. Al Omaira holds board positions for Al Wathba National Insurance Company and Abu Dhabi National Company for Building Materials (Bildco) and he was the Chairman of Vision Capital Brokerage Company.

Mr. Al Omaira is the Chief Executive Officer of Abu Dhabi National Company for Building Materials (Bildco), an Abu Dhabi Securities Exchange listed company which has three subsidiaries (Bildco Reinforcing Steel Services Est., Bildco Aerated Concrete Products LLC, and Bildco Cement Products LLC). Bildco Steel Industries provides and manufactures building products for residential and commercial construction projects.

Mr. Al Omaira has over 24 years of experience in leading businesses. He has led his family business Omaira Group of Companies and manages the daily business and assets, ensuring it maintains profitability and revenue growth. Mr. Al Omaira was also the CEO of Vision Capital Brokerage Company between 2006 and 2010.

H.E. Nader Al Hammadi

Director

Experience

H.E. Nader Al Hammadi is an established member of the Abu Dhabi business community. He is the Chairman of Abu Dhabi Aviation, and Emirates Reem Investment Company (ERC). He also holds board positions at several companies including Royal Jet, Abu Dhabi Airports and Emirates Driving Company.

He began his career in 1990 at Abu Dhabi Aircraft Technologies (ADAT). He held several positions and was instrumental in establishing GAMAERO, a joint venture between Gamco and Aerospatiale, where he served as its Executive Director. He joined Presidential Flight in 1996 and held several Key Management positions and was appointed Managing Director and CEO in 2014.

He has 30 years of work experience which includes 15 years in managing public and private joint-stock companies covering several sectors, including real estate investment and aviation management as well as his experience in the hotel, construction, manufacturing and mining sectors.

Qualifications

He graduated from Embry Riddle Aeronautical University in Florida, USA in 1990 and holds a Bachelor of Science in Aviation Electronics (Avionics). He Post-graduated in Engineering Business Management from Warwick University in London, UK in 2002 and participated in “The Advanced Management Programme” held at INSEAD in Fontainebleau, France in March 2007.

Mr. Homaid Al Shimmari

Director

Experience

Mr. Al Shimmari is the Deputy Group CEO and Chief Corporate & Human Capital Officer in Mubadala Investment Company. He has oversight of Mubadala’s Business Services, Enterprise Technology Services, Government Affairs, Construction Management Services, Employee Career Growth, Talent Acquisition, Learning and Development, Performance Management and Emiratisation.

Prior to the merger of Mubadala Development Company and International Petroleum Investment Company (IPIC), Mr. Al Shimmari was the CEO of the Aerospace and Engineering Services platform in Mubadala. His main focus was driving forward the strategic vision and plans for developing technologically advanced industries within Abu Dhabi and the UAE, in addition to ensuring Mubadala is well positioned to become a key global aerospace, ICT and Defence player.

Mr. Al Shimmari is the Chairman of Maximus Air Cargo and board Member of Abu Dhabi Aviation. Mr. Al Shimmari is likewise a Member on the Board of Trustees for UAE University and Khalifa University of Science, Technology and Research.

Qualifications

Mr. Al Shimmari holds a Bachelor of Science in Aeronautical Engineering from Embry Riddle Aeronautical University, USA. He holds a black belt in Six Sigma from General Electric, a highly disciplined leadership program.

Executive Management

Ahmed Khalifa Al Mansoori
Chief Operating Officer

Mr. Ahmed Al Mansoori joined the Company in May 2022 and commenced his role as Chief Operating Officer as of 1 January 2023. Prior to joining the Company, Mr. Al Mansoori was the Managing Director of Gulf Paradise Real Estate Investments and Chief Executive Officer of REEF Real Estate.

Mr. Al Mansoori started his career at Abu Dhabi Investment Authority, where he joined the Infrastructure Direct Investments Team before moving to the Fixed Income Department as a Portfolio Manager. In 2013, Mr. Al Mansoori joined the private sector and managed different companies in different industries.

Mr. Al Mansoori brings more than 16 years of operational, investment and senior management experience and he has played an instrumental role in the day-to-day management of the Company during his tenure with the Company.

Mr. Al Mansoori holds a Bachelor of Arts (Honours in Economics) and a minor in Econometrics from the Sprott School of Business at Carleton University Ottawa, Canada.

Mark Benn

Chief Financial Officer

Mr. Mark Benn joined the Company in November 2022. He brings with him a wealth of experience in financial services, particularly with respect to governance, disciplined investment processes and asset management operations.

Previously he served for 13 years as CFO at Safanad, a private equity firm based in Dubai and New York, established in 2008 to challenge the traditional fee-based asset management model by being a principal-led investment firm. Mr. Benn joined at the firm's inception and played a crucial role in the formulation of the firm's strategy, capital raising, balance sheet management and development of its asset management infrastructure.

Prior to Safanad, Mr. Benn was the CEO of Lydian Capital Advisors, a private investment firm managing US$3 billion of mainly healthcare assets in Europe and the US. He has also held executive finance and operations positions at various financial services, market data, and trading technology firms. Mr. Benn began his career at Deloitte & Touche in South Africa and the USA.

Mr. Benn has more than 25 years of professional experience and is a Chartered Accountant (SA) and holds a B. Com (Hons)/CTA from the University of Cape Town.

Mohamed El Jamal

Chief Investment Officer, Public Markets

Mr. El Jamal joined Waha Capital in 2010 and since that time, he has been instrumental in setting up and leading Waha Capital's Public Markets business. He is the CIO and lead PM of the Waha CEEMEA Credit Fund SP and the Waha MENA Equity Fund SP, both of which have a long-term track record of outperformance and have consistently ranked in the top percentile of their respective peer groups.

Under Mr. El Jamal's leadership, Waha Capital's Public Markets business has attracted third-party capital from a high-quality mix of international and regional investors. Mr. El Jamal has 17 years of professional experience investing across the capital structure, including public credit, equities as well as private markets. Prior to joining Waha Capital, he worked for Société Générale Corporate & Investment Banking in London focusing on equity and debt financing transactions across Europe and the Middle East.

Mr. El Jamal holds a Master's Degree in Financial Engineering, which he obtained with Honors, from ESSEC Business School in France. He has also completed the High Potential Leadership Program at Harvard Business School.

Hashem Dabbas

Chief Investment Officer, Private Investments

Mr. Hashem Dabbas leads Waha Capital's Private Investments business. He is responsible for a broad global investment mandate, that is executed through two portfolios – "Global Opportunities" and "Core". The fully flexible Global Opportunities portfolio targets investments in the alternatives space with high risk-adjusted returns. The Core portfolio targets stable, cash-generative assets within the MENA region.

Prior to joining Waha Capital in 2021, Mr. Dabbas was Head of Special Situations - Energy & Industrials at the Abu Dhabi Investment Council (ADIC). Previously, he was an investment banker with Morgan Stanley in New York.

Mr. Dabbas has more than 16 years of experience in financial services and holds a BSc in Materials Science & Engineering with a Double Minor in Economics and Management from the Massachusetts Institute of Technology (MIT).

Yazid Ben Salem

Head of Business Development

As the Head of Business Development at Waha Capital, Mr. Ben Salem is responsible for driving the company's growth both regionally and internationally. Building upon Waha Capital's track record of success, he is working to expand the company's product portfolio as well as diversifying third-party investments to further accelerate progress.

With over a decade of experience in the Middle East asset management industry, Mr. Ben Salem joined Waha Capital from Russell Investments in Dubai, UAE, where he developed lasting strategic relationships and raised funding for multi-asset mandates from regional and emerging markets investors.

Mr. Ben Salem holds a Master's degree in Engineering from École Centrale de Lyon in France and is also certified by the Chartered Alternative Investment Analyst (CAIA) Association. He is fluent in three major languages – Arabic, English and French.

Maher Mansour

Head of Investor Relations & External Communications

Mr. Maher Mansour joined the Company in December 2022 and is the Head of the Company's Investor Relations and External Communications functions.

Prior to joining the Company, Mr. Mansour worked as Head of Business Development at InstaDeep for the MENA region. There, Mr. Mansour successfully led the fundraising campaign for InstaDeep Series B in the Middle East and developed InstaDeep Franchise in the GCC area, mainly UAE and KSA. Prior to joining InstaDeep in 2020, Mr. Mansour was head of the Middle East Global Markets sales team at Natixis Bank in Dubai for 6 years. Prior to that, Mr. Mansour was heading the Trading and Structuring team for Rates and Credit in UBS and Deutsche Bank in Dubai.

Mr. Mansour has more than 25 years of professional financial services experience.

Mr. Mansour holds an engineering degree from Ecole Centrale Paris and a Master's in Probability and Finance from University Paris VI in France.

Paul Myers

General Counsel and Company Secretary

Mr. Paul Myers joined the Company in August 2020 and is responsible for the Company's legal and regulatory affairs, corporate governance, compliance and company secretarial functions.

Prior to joining the Company, Mr. Myers held senior legal roles at AFK Sistema, one of Russia's largest public investment companies and Redline Capital, a Luxembourg regulated funds management group. Prior to this, Mr. Myers worked for Allen & Overy where he advised both private enterprises and listed companies on high-value global transactions across a number of industry sectors.

Mr. Myers brings close to 20 years of experience including complex public and private mergers and acquisitions, joint ventures and private equity, fund structuring and compliance and corporate governance.

Mr. Myers holds a Bachelor of Arts Degree from the University of New South Wales and a Bachelor of Laws Degree from the University of New England.

Said Djebbar

Head of Risk

Mr. Djebbar joined the Company from Seviora Holding Pte Ltd in Singapore, where he was responsible for all Risk Management activity. Before joining Seviora Holding, Mr. Djebbar also worked as the Head of Risk Management for Southeast Asia at Amundi Singapore Ltd, a subsidiary of Amundi Group, overseeing risks for two management sites as well as the Asian trading arm of Amundi, and a sales office.

Mr. Djebbar is a seasoned and performance-driven senior management professional with more than 19 years of experience in Risk Management and holds a Master's degree in Mathematical Engineering with a major in Finance from the University of Evry and a Bachelor's in Mathematics from the University of Orsay in France.

Financial Statements

Chairman's Report

Dear Shareholders,

I am pleased to report that Waha Capital PJSC delivered resilient financial performance in 2022, generating net profit of AED 449 million and a return on average equity of 10.1%. This is a result of the company's ability to successfully navigate significant geopolitical instability and severe macroeconomic headwinds, characterised by rising inflation and rate hikes.

Despite the challenging market conditions, Waha Capital continued to make excellent progress towards its long-term objectives and the core businesses are now well-positioned for future success. One of the key financial indicators that demonstrate the progress made by the company in 2022 was assets under management increasing by AED 696 million to reach AED 6.54 billion by the end of the year.

Within the Public Markets business, the team's award-winning flagship credit and equity funds maintained their impressive track record and outperformed their respective benchmark indices. The business remains focused on developing new investment strategies and attracting third-party capital while continuing to deliver healthy returns for its growing base of institutional investors.

In 2022, the Private Investments business started to execute its multi-year value creation strategy and delivered a net profit of AED 150 million. The team prioritised the monetisation of value from mature assets to generate cash proceeds that will be redeployed into an exciting pipeline of new investments.

In the second half of the year, Waha Land agreed to sell leased warehouse assets in ALMARKAZ Industrial Development to international real estate investor Peninsula for AED 555 million. Waha Land will continue to focus on developing its remaining land bank assets at ALMARKAZ in 2023.

Despite ongoing uncertainty in the global operating environment, Waha Capital's robust financial and operational performance in 2022 has established a stable platform to achieve future growth and success. This is a testament to the strength of the team and the implementation of a flexible strategic approach that can deliver compelling results in different economic conditions.

I want to take this opportunity to extend my gratitude and appreciation to the UAE government for its visionary leadership and proactive decisions which have resulted in the country's remarkable economic growth and development in recent years.

I would also like to thank the management and employees at Waha Capital for their hard work and commitment, and to congratulate them for the strong set of financial results in 2022.

Waleed Al Mokarrab Al Muhairi

Chairman

Independent Auditor's Report to the Shareholders Al Waha Capital PJSC

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Al Waha Capital PJSC ("the Company") and its subsidiaries (together referred to as "the Group"), which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, 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 a summary of significant accounting policies.

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 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs").

Basis for opinion

We have conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the International Codes of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code") together with the other ethical requirements that are relevant to our audit of the Group's consolidated financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Valuation of financial investments

As disclosed in note 28 to the consolidated financial statements, as at 31 December 2022, the Group had financial investments measured at fair value amounting to AED 6,874 million, representing 72% of total assets. Included in those are financial investments which require significant unobservable inputs in estimating fair value, and hence categorised within level 3 of the fair value hierarchy. As at 31 December 2022, 10% of financial investments measured at fair value were categorised within level 3. Due to the significance of financial investments measured at fair value, and the uncertainty in valuation involving significant judgement for unlisted equity and fund investments, valuation of these financial investments is considered a key audit matter.

As part of our audit procedures, we have:

- Evaluated and tested the design and operating effectiveness of key controls related to valuation of financial instruments, independent price verification, and independent model validation and approval.
- Evaluated the valuation techniques, inputs and assumptions through comparison with the valuation techniques commonly used in the markets, validation of observable inputs using external market data, and comparison with valuation outcomes obtained from various pricing sources.
- For valuations which used significant unobservable inputs, such as unlisted equity investments and unquoted fund investments, we involved our internal valuation specialists in assessing the models used, re-performing independent valuations, and analysing the sensitivities of valuation results to key inputs and assumptions.

Recognition and valuation of investment properties

As disclosed in note 8 to the consolidated financial statements, the Group's investment properties amounted to AED 282 million representing 3% of total assets as at 31 December 2022.

The investment properties arose from the recognition of a portion of the land granted by the Abu Dhabi Government. The Group accounts for investment properties initially at cost and subsequently measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss. The Group uses independent valuers to determine the fair value of the investment properties on an annual basis.

As the fair value is determined based on level 3 valuation methodologies, it requires management to apply significant judgement in determining the fair value of investment properties. We have identified the recognition and valuation of investment properties as a key audit matter in view of the significant judgments involved.

As part of our audit procedures, we have:

- Obtained an understanding of the design and implementation of key controls around the underlying processes and methodologies implemented by management in recognising and performing valuation of investment properties;
- Assessed the external valuer's competence, capabilities and objectivity by perusing their terms of engagement with the Group to determine whether there were any matters that might have affected their objectivity or may have imposed any scope limitations in their work;
- Involved our real estate specialists to assist us in evaluating the assumptions and methodologies of both management and the external valuer. With the assistance of our real estate specialists, we have assessed whether the valuations were performed in accordance with Royal Institution of Chartered Surveyors Valuation Professional Standards;
- Gained an understanding of both management and the external valuer's valuation methodologies (e.g., income capitalisation approach, residual value method) and their assumptions applied such as rental yields, discount rates etc. by comparing yields on a sample of similar properties and by evaluating the extent to which the movements in valuations were consistent with our industry knowledge and comparable market transactions;
- Compared a sample of key inputs used in the valuation models, such as rental income, occupancy and current tenancy contracts to lease contracts to ensure the accuracy of the information supplied to the external valuer by management; and
- Evaluated management's established criteria for recognition of government grants for reasonability.

Other information

Other information consists of the information included in the Chairman's Report, Management's Discussion and Analysis and Annual report, other than the consolidated financial statements and our auditor's report thereon. We obtained the Chairman's Report and Management Discussion and Analysis prior to the date of our audit report, and we expect to obtain the Annual Report after the date of our auditor's opinion. The Board of Directors and management are responsible for the other information.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed or the other information obtained prior to the date of the auditor's opinion, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs and in compliance with the applicable provisions of the Memorandum and Articles of Association of the Company and the UAE Federal Law No. (32) of 2021, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors 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 ISA 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 scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by UAE Federal Law No. (32) of 2021, we report that for the year ended 31 December 2022:

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

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

iii) the Group has maintained proper books of account;

iv) the financial information included in the Chairman's Report is consistent with the books of account of the Group;

v) investment in shares and stocks are included in note 12 to the consolidated financial statements and include purchases and investment made by the Group during the year ended 31 December 2022;

vi) note 25 to the consolidated financial statements reflects the disclosures relating to material related party transactions and the terms under which they were conducted;

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

viii) note 22 to the consolidated financial statements discloses social contributions made during the year ended 31 December 2022.

Signed by
Mohammad Mobin Khan

Partner
Ernst & Young

Registration No. 532

10 February 2022
Abu Dhabi

Consolidated Statement of Financial Position

as at 31 December

	Note	2022 AED '000	2021 AED '000
ASSETS			
Property and equipment, net	7	**18,137**	36,392
Right-of-use assets	19	**35,245**	99,649
Investment property	8	**282,232**	711,422
Goodwill and intangible assets	9	**36,964**	78,983
Loan investments	10	**40,749**	-
Investments in equity-accounted associates and joint ventures	11	**95,505**	170,242
Financial investments	12	**6,873,932**	6,414,024
Inventories		**2,216**	15,604
Trade and other receivables	13	**848,172**	641,900
Cash and bank balances	14	**797,349**	1,421,350
		9,030,501	9,589,566
Assets held for sale	24	**466,940**	-
Total assets		**9,497,441**	9,589,566
EQUITY AND LIABILITIES			
Equity			
Share capital	15	**1,944,515**	1,944,515
Treasury shares	15	**(161,194)**	(267,184)
Retained earnings		**1,140,733**	1,089,852
Reserves		**577,069**	544,666
Equity attributable to the Owners of the Company		**3,501,123**	3,311,849
Non-controlling interests		**1,827,823**	1,479,541
Total equity		**5,328,946**	4,791,390
Liabilities			
Borrowings	16	**3,585,715**	4,117,198
Derivative liabilities	17	**72,644**	100,626
Lease liabilities	19	**34,368**	119,918
Trade and other liabilities	18	**475,768**	460,434
Total liabilities		**4,168,495**	4,798,176
Total equity and liabilities		**9,497,441**	9,589,566

These consolidated financial statements were authorised for issue by the Board of Directors on 10 February 2023 and signed on their behalf by:

Waleed Al Mokarrab Al Muhairi	Ahmed Ali Khalfan Al Dhaheri	Mark Benn
Chairman	**Vice Chairman**	**Chief Financial Officer**

Consolidated Statement of Profit or Loss
for the year ended 31 December

	Note	**2022 AED '000**	2021 AED '000
Revenue from sale of goods and services	20	**111,519**	118,716
Cost of sale of goods and services	20	**(90,368)**	(90,605)
Gross profit		**21,151**	28,111
Share of profit / (loss) from equity-accounted associates and joint ventures, net	11	**13,410**	(11,488)
Impairment of equity-accounted associates and joint ventures, net	11	**-**	(77,970)
Gain on disposal of equity-accounted associates and joint ventures	11	**160,742**	50,511
Income from financial investments, net	21	**466,718**	874,429
Income from investment property, net	8	**45,570**	47,903
Other income, net		**12,728**	5,112
Net operating income		**720,319**	916,608
General and administrative expenses	22	**(174,413)**	(190,093)
Finance cost, net	23	**(119,885)**	(90,012)
Profit for the year from continuing operations		**426,021**	636,503
Discontinued operations			
Loss for the period / year	24	**(9,887)**	(26,848)
Gain on disposal of a subsidiary	5.3	**32,653**	-
Profit / (loss) for the year from discontinued operations		**22,766**	(26,848)
Profit for the year		**448,787**	609,655
Profit for the year attributable to:			
Owners of the Company		**344,372**	391,038
Non-controlling interests		**104,415**	218,617
Profit for the year		**448,787**	609,655
Basic and diluted earnings per share attributable to the Owners of the Company (AED)	15	**0.184**	0.213
Basic and diluted earnings per share from continuing operations attributable to the Owners of the Company (AED)		**0.168**	0.227

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 31 December

	2022 AED '000	2021 AED '000
Profit for the year	**448,787**	609,655
Other comprehensive loss		
Items that may be reclassified subsequently to profit or loss:		
Share of changes in other reserves of equity-accounted associates and joint ventures (note 11.2)	**(4,247)**	(279)
Release of share of other reserves of equity-accounted associates and joint ventures upon disposal (note 11.2)	**2,213**	6
Other comprehensive loss for the year	**(2,034)**	(285)
Total comprehensive income for the year	**446,753**	609,370
Total comprehensive income attributable to:		
Owners of the Company	**342,338**	390,753
Non-controlling interests	**104,415**	218,617
Total comprehensive income for the year	**446,753**	609,370

Consolidated Statement of Changes in Equity
for the year ended 31 December

	Share capital AED '000	Treasury shares AED '000	Retained earnings AED '000	Statutory reserve AED '000	Other reserves AED '000	Total reserves AED '000	Equity attributable to Owners of the Company AED '000	Non-controlling interests AED '000	Total equity AED '000
At 1 January 2021	1,944,515	(267,184)	848,229	510,088	(4,241)	505,847	3,031,407	1,118,188	4,149,595
Profit for the year	-	-	391,038	-	-	-	391,038	218,617	609,655
Other comprehensive loss	-	-	-	-	(285)	(285)	(285)	-	(285)
Total comprehensive income / (loss)	-	-	391,038	-	(285)	(285)	390,753	218,617	609,370
Cash dividend (note 15)	-	-	(110,311)	-	-	-	(110,311)	-	(110,311)
Transfer to statutory reserve	-	-	(39,104)	39,104	-	39,104	-	-	-
Redemptions by non-controlling interests, net (note 5.2)	-	-	-	-	-	-	-	142,736	142,736
At 31 December 2021	**1,944,515**	**(267,184)**	**1,089,852**	**549,192**	**(4,526)**	**544,666**	**3,311,849**	**1,479,541**	**4,791,390**
At 1 January 2022	1,944,515	(267,184)	1,089,852	549,192	(4,526)	544,666	3,311,849	1,479,541	4,791,390
Profit for the year	**-**	**-**	**344,372**	**-**	**-**	**-**	**344,372**	**104,415**	**448,787**
Other comprehensive loss	**-**	**-**	**-**	**-**	**(2,034)**	**(2,034)**	**(2,034)**	**-**	**(2,034)**
Total comprehensive income / (loss)	**-**	**-**	**344,372**	**-**	**(2,034)**	**(2,034)**	**342,338**	**104,415**	**446,753**
Cash dividend (note 15)	**-**	**-**	**(138,807)**	**-**	**-**	**-**	**(138,807)**	**-**	**(138,807)**
Bonus shares	**-**	**113,515**	**(113,515)**	**-**	**-**	**-**	**-**	**-**	**-**
Purchase of treasury shares, net	**-**	**(7,525)**	**-**	**-**	**-**	**-**	**(7,525)**	**-**	**(7,525)**
Transfer to statutory reserve	**-**	**-**	**(34,437)**	**34,437**	**-**	**34,437**	**-**	**-**	**-**
Loss on acquisition of non-controlling interests	**-**	**-**	**(9,488)**	**-**	**-**	**-**	**(9,488)**	**7,198**	**(2,290)**
Contributions from non-controlling interests, net (note 5.2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**202,300**	**202,300**
Disposal of a subsidiary	**-**	**-**	**2,756**	**-**	**-**	**-**	**2,756**	**34,369**	**37,125**
At 31 December 2022	**1,944,515**	**(161,194)**	**1,140,733**	**583,629**	**(6,560)**	**577,069**	**3,501,123**	**1,827,823**	**5,328,946**

Consolidated Statement of Cash Flows
for the year ended 31 December

	Note	2022 AED '000	2021 AED '000
Cash flows from operating activities			
Profit from continuing operations		**426,021**	636,503
Profit / (loss) from discontinued operations		**22,766**	(26,848)
Adjustments for:			
Depreciation on property and equipment, net	7	**11,207**	16,726
Depreciation on right-of-use assets	19	**12,505**	14,687
Finance cost, net		**123,922**	97,436
Charge for employees' end-of-service benefits		**5,567**	3,557
Income from financial assets at fair value through profit or loss	21	**(466,718)**	(874,429)
Share of (profit) / loss from equity-accounted associates and joint ventures, net	11	**(13,410)**	11,488
Impairment of equity-accounted associates and joint ventures, net	11	**-**	77,970
Gain on disposal of equity-accounted associates and joint ventures	11	**(160,742)**	(50,511)
Gain on disposal of investment property	8	**(554)**	(1,566)
Fair value gain on investment property	8	**(508)**	-
Dividend from equity-accounted associates and joint ventures	11	**13,035**	18,603
Amortisation and write-off intangible assets	9	**316**	381
Reversal of provision on loan investment	10	**-**	(972)
Provision for expected credit losses		**4,058**	18,712
Proceeds from disposal of equity-accounted associates and joint ventures		**233,820**	134,841
Investments in financial assets at FVTPL		**(21,172)**	803,325
Loans repaid for financial assets at FVTPL	16	**(296,999)**	(371,218)
Finance cost paid on loans obtained against financial assets at FVTPL		**(46,009)**	(41,688)
Interest expense on lease liabilities	19	**(6,131)**	(8,376)
Gain on disposal of subsidiary	5.3	**(32,653)**	-
Changes in working capital:			
Change in inventories		**(169)**	(380)
Change in trade and other receivables		**(221,984)**	(128,986)
Change in trade and other liabilities		**74,976**	96,118

	Note	2022 AED '000	2021 AED '000
Net cash (used in) / generated from operations		**(338,856)**	425,373
Employees' end-of-service benefits paid		**(3,533)**	(3,327)
Net cash (used in) / generated from operating activities		**(342,389)**	422,046
Cash flows from investing activities			
Purchase of intangibles, net	9	**(30)**	(284)
Payments made for development of investment property	8	**(40,374)**	(1,697)
Purchase of property and equipment, net	7	**(6,415)**	(6,750)
Proceeds from disposal of a subsidiary, net of cash disposed	5.3	**62,405**	-
Proceeds from disposal of investment properties		**4,155**	5,800
Interest received	23	**10,554**	1,189
Loan investment (provided) / repaid including accrued interest	10	**(40,749)**	45,975
Net cash (used in) / generated from investing activities		**10,454**	44,233
Cash flows from financing activities			
Finance cost paid on borrowings		**(82,336)**	(68,282)
Lease liabilities principal paid		**(10,179)**	(7,251)
Loans repaid	16	**(275,190)**	(354,080)
Loans obtained	16	**35,344**	647,575
Dividends paid	15	**(138,807)**	(110,311)
Contributions from non-controlling interest holders, net		**202,300**	142,736
Acquisition non-controlling interest holders		**(2,290)**	-
Net cash (used in) / generated from financing activities		**(271,158)**	250,387
Net (decrease) / increase in cash and cash equivalents		**(624,001)**	716,666
Cash and cash equivalents at 1 January		**1,421,350**	704,684
Cash and cash equivalents on 31 December	14	**797,349**	1,421,350

Notes to the Consolidated Financial Statements

1. Legal status and principal activities

Al Waha Capital PJSC (the "Company") is a public joint stock company with limited liability, formed in the Emirate of Abu Dhabi, United Arab Emirates, by Emiri Decree No. 10 dated 20 May 1997 and incorporated on 12 July 1997.

These consolidated financial statements comprise the results and financial position of the Company and its subsidiaries (collectively referred to as the "Group") and the Group's interest in associates and jointly controlled entities ("associates and joint ventures").

The Group invests in a wide range of sectors, including public markets, industrial real estate, infrastructure, healthcare, fintech and oil and gas.

2. Basis of preparation

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and applicable requirements of the UAE laws.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for investment property and certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the current period consolidated financial statements.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. 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 the characteristics of the asset or liability if market participants would consider those characteristics when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

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.

(c) Functional currency and presentation currency

The functional currency of the Company is the US Dollar ("US$"). The individual financial statements of each Group company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of these consolidated financial statements, the results and financial position of the Group are presented in United Arab Emirates Dirhams ("AED"), which is the Group's presentation currency. All financial information presented in AED has been rounded to the nearest thousand, unless otherwise stated.

(d) New and revised IFRS

(i) New and revised IFRSs adopted with no material effect on the consolidated financial statements

In the current year, the Group has applied a number of standards and amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2022, as follows:

New and revised IFRSs	Effective for annual periods beginning on or after
Amendments to IFRS 3 - Reference to the Conceptual Framework	1 January 2022
Amendments to IAS 16 - *Property, Plant and Equipment* — Proceeds before Intended Use	1 January 2022
Amendments to IAS 37 - *Onerous Contracts* — Cost of Fulfilling a Contract	1 January 2022
IFRS 1 *First-time Adoption of International Financial Reporting Standards* – Subsidiary as a First-time Adopter	1 January 2022
IFRS 9 *Financial Instruments* – Fees In the '10 Per Cent' Test For Derecognition of Financial Liabilities	1 January 2022
IAS 41 *Agriculture* – Taxation in Fair Value Measurements	1 January 2022

The application of these revised and new IFRSs has not had any material impact on the amounts reported for the current and prior years but may affect the accounting for future transactions or arrangements.

(ii) New and revised IFRSs in issue but not yet effective and not early adopted

The Group has not applied the following new and revised IFRSs that have been issued but are not yet effective:

New and revised IFRSs	Effective for annual periods beginning on or after
IFRS 17 *Insurance Contracts*	1 January 2023
Amendments to IAS 1 and IFRS Practice Statement 2 - Disclosure of Accounting Policies	1 January 2023
Amendments to IAS 8 - Definition of Accounting Estimates	1 January 2023
Amendments to IAS 12 - Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Amendments to IAS 1 - Classification of Liabilities as Current or Non-current	1 January 2023

(e) New regulations

Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law)

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal Corporate Tax (CT) regime in the UAE. The CT regime will become effective for accounting periods beginning on or after 1 June 2023.

Generally, UAE businesses will be subject to a 9% CT rate. A rate of 0% will apply to taxable income not exceeding a particular threshold to be prescribed by way of a Cabinet Decision (expected to be AED 375,000 based on information released by the Ministry of Finance). In addition, there are several other decisions that are yet to be finalised by way of a Cabinet Decision that are significant in order for entities to determine their tax status and the taxable income. Therefore, pending such important decisions by the Cabinet as at 31 December 2022, the Group has considered that the Law is not substantively enacted from IAS 12 – *Income Taxes* perspective as at 31 December 2022. The Group shall continue to monitor the timing of the issuance of these critical cabinet decisions to determine their tax status and the application of IAS 12 – *Income Taxes*.

The Group is currently in the process of assessing the possible impact on financial statements, both from current and deferred tax perspective once these critical cabinet decisions are issued.

3. Significant accounting policies

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries.

(i) Subsidiaries

Consolidation of a subsidiary is achieved when the Company obtains control over the investee and ceases when the Company loses control of the investee. 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 returns.

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

Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the investee.

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.

When 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 balances, equity, income, expenses and cash flows resulting from intragroup transactions are eliminated in full on consolidation.

When the Company has less than a majority of the voting rights of 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 and 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.

Changes in the Group’s ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group’s interest 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.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and the liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9, or when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

(ii) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

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.

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

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IFRS 9, or IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

(iii) Investments in equity-accounted associates and joint ventures

An associate is an entity over which the Group has significant influence. 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 or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

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

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

(iv) Associates designated at FVTPL

Interests in associates that are held as part of the Group's investment portfolio are carried in the consolidated statement of financial position at fair value. IAS 28 *Investments in Associates and Joint Ventures*, allows investments in associates held by venture capital organisations to be designated, upon initial recognition, as at fair value through profit or loss and accounted for in accordance with IFRS 9, with changes in fair value recognised in the consolidated statement of profit or loss in the period of the change.

(b) Non-current assets held for sale and discontinued operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale is expected to be completed within one year from the date of the classification.

When the Group is committed to a sale plan involving the disposal of an investment, or a portion of an investment, in an equity accounted associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale. Any retained portion of an investment in an associate or a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The Group discontinues the use of the equity method at the time of disposal when the disposal results in the Group losing significant influence over the associate or joint venture.

After the disposal takes place, the Group accounts for any retained interest in the associate or joint venture in accordance with IFRS 9 unless the retained interest continues to be an associate or a joint venture, in which case the Group uses the equity method (refer to note 3 (a)(iii)).

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss.

All other notes to the consolidated financial statements include amounts for continuing operations, unless indicated otherwise.

(c) Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment loss. The cost of property and equipment is the purchase cost plus any directly attributable cost of acquisition.

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

Depreciation is calculated using the straight line method to allocate the assets' cost to their residual value over their estimated useful life, on the following basis:

Description	Estimated useful lives
Leasehold improvements	3 to 5 years
IT equipment, furniture and fittings	3 to 5 years
Medical and other equipment	5 to 7 years
Motor vehicles	3 years

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

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 asset 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.

(d) Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Cost includes all direct costs attributable to bringing the assets to the location and condition necessary for the asset to operate in the manner intended, including related staff costs, design, and for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. When the assets are ready for intended use, they are transferred from work-in-progress to completed properties. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future 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 in which the property is derecognised.

(e) Goodwill and intangible assets

(i) Goodwill

Goodwill arising upon an acquisition of a business is carried at cost as established at the date of acquisition of the business, less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

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

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an equity accounted investee is described in note 3 (a) (iii) above.

(ii) Other intangible assets acquired in a business combination

Other intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost), and include trademarks, licences, contracts and software.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Amortisation is recognised on a straight-line basis over the estimated useful lives of intangible assets, on the following basis:

Description	Estimated useful lives
Trademarks	5 to 10 years
Licenses	5 years
Contracts	5 years
Software	3 to 5 years

The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

(iii) De-recognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(f) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When 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. When 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.

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 pre-tax 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. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(g) Provisions

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

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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a 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.

(h) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost is determined using the weighted average method and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Net realisable value represents the estimated selling price in the ordinary course of business, less estimated selling expenses. Allowance for obsolete and slow moving inventory is made to reduce the carrying amount of inventories to their net realisable value.

(i) Financial instruments

(i) Initial recognition

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument except for “regular way” purchases and sale of financial assets which are recognised on trade date basis (other than derivative assets).

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.

Options which are acquired at transaction cost, with a different day-one fair value based on unobservable inputs, are initially recognised at fair value; and any differences between fair value and transaction cost are deferred into unearned income, which is recycled into profit and loss account over the life of the options. Any subsequent changes on the re-measurement of fair value are presented in profit and loss account.

(ii) Financial assets

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.

Debt instruments

Debt instruments are classified and subsequently measured at either amortised cost or fair value on the basis of the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Debt instruments are measured at amortised cost, net of any write down for impairment, only if (i) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and (ii) 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.

Interest calculated using the effective interest method is recognised in profit or loss and is included in ‘Finance cost, net’. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The Group may choose at initial recognition to designate a debt instrument that otherwise qualifies to be measured at amortised cost or as at fair value through profit or loss (FVTPL) if doing so eliminates or significantly reduces an accounting mismatch. All other debt instruments must be measured as at FVTPL.

Debt instruments are reclassified from amortised cost to FVTPL when the business model is changed such that the amortised cost criteria are no longer met. Reclassification of debt instruments that are designated as at FVTPL on initial recognition is not allowed.

Other financial assets measured at amortised cost

Trade and other receivables and cash and bank balances are measured at amortised cost less any impairment. Interest income is recognised on an effective interest basis, except for short term receivables when the recognition of interest would be immaterial.

Cash and cash equivalents include cash on hand and deposits held with banks for working capital purposes (excluding deposits held under lien) and term and Wakala deposits of original maturity less than 3 months.

Equity instruments

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Investments in equity instruments designated at FVTOCI (Fair Value Through the statement of Other Comprehensive Income) 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 investment revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the investments.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with IFRS 15 *Revenue from Contracts with Customers*, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends earned are recognised in profit or loss and are included in 'other income, net'.

(iii) Financial liabilities and equity instruments

Classification as debt or equity
Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

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

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities
All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies are measured in accordance with the specific accounting policies set out below.

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:
- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and the entire combined contract is designated as at FVTPL in accordance with IFRS 9.

Financial liabilities designated at FVTPL are stated at fair value. Any gains or losses arising on remeasurement of held for trading financial liabilities are recognised in profit or loss. Such gains or losses that are recognised in profit or loss incorporate any interest paid on the financial liabilities and are included in the 'Income from financial investments' line item in the consolidated statement of profit or loss.

However, for non-held for trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the Group as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance cost, net' line item in the consolidated statement of profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (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) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

(iv) Reclassification

For financial assets, reclassification is required between FVTPL, FVTOCI and amortised cost; if and only if the Group's business model objective for its financial assets changes so its previous model assessment would no longer apply.

If reclassification is appropriate, it must be done prospectively from the reclassification date which is defined as the first day of the first reporting period following the change in business model. The Group does not restate any previously recognised gains, losses, or interest.

Reclassification is not allowed for:

- equity investments measured at FVTOCI, or
- where the fair value option has been exercised in any circumstance for a financial asset or financial liability.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all the risks and rewards of ownership and it does not retain control of the financial asset. On derecognition of a financial asset, the difference between the carrying amount of the asset and the consideration received is recognised in:

- Profit or loss, for securities measured at amortised cost or FVTPL, or
- Other comprehensive income, for investments at FVTOCI. At the time of derecognition of FVTOCI investment any revaluation reserve is transferred to retained earnings.

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, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(vi) Offsetting

Financial assets and liabilities are offset and reported net in the consolidated statement of financial position only when there is a legally enforceable right to set off the recognised amounts and when the Group intends to settle either on a net basis, or to realise the asset and settle the liability simultaneously. Income and expenses are presented on a net basis only when permitted by the accounting standards, or for gains and losses arising from a group of similar transactions such as in the Group's trading activity.

The Group is party to a number of arrangements, including master netting agreements that give it the right to offset financial assets and financial liabilities but, where it does not intend to settle the amounts net or simultaneously, the assets and liabilities concerned are presented on a gross basis.

(vii) Repurchase and reverse repurchase contracts

Securities sold subject to a commitment to repurchase them at a predetermined price at a specified future date (repos) continue to be recognised in the consolidated statement of financial position and a liability is recorded in respect of the consideration received under borrowings. Assets purchased with a corresponding commitment to resell at a specified future date (reverse repos) are not recognised in the consolidated statement of financial position. Amounts placed under these agreements are included in 'Reverse-repo contracts' within 'Financial investments'.

(viii) Foreign exchange gains and losses

The fair value of financial assets and liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. The foreign exchange component forms part of its fair value gain or loss. Therefore,

- for financial assets and liabilities that are classified as at FVTPL, the foreign exchange component is recognised in profit or loss; and
- for financial assets that are equity instruments and designated as at FVTOCI, any foreign exchange component is recognised in other comprehensive income.

For foreign currency denominated financial assets and liabilities measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the financial assets and are recognised in the 'Income from financial investments' line item in the consolidated statement of profit or loss.

(ix) Derivative financial instruments

The Group enters into a variety of derivative financial instruments, including equity price collars, foreign exchange forward contracts and interest rate swaps to manage its exposure to equity price, interest rate and foreign exchange rate risks.

In addition, the Group acquired options and warrants (the Options), pursuant to which the Group can increase its ownership stake in equity accounted associates and joint ventures. Further details of derivative financial instruments are disclosed in note 12.

Derivatives are initially recognised at fair value on the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit immediately unless: (i) the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship or (ii) the derivative is capitalised as unearned income and subsequently recognised in profit or loss over the life of the options and warrants.

Embedded derivatives
Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 (e.g. financial liabilities) are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

(x) Hedge accounting

The Group has designated its equity price collars, in respect of its cash flow risk resulting from changes in equity price on a forecasted sale of equity accounted investee, as cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

Note 12 sets out details of the fair values of the derivative instruments used for hedging purposes.

Cash flow hedges
The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of revaluation reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in "other income, net".

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the consolidated statement of profit or loss as the recognised hedged item. If a hedged forecast transaction subsequently results in the recognition of a non-financial item or becomes a firm commitment for which fair value hedge accounting is applied, the amount that has been accumulated in the revaluation reserve is removed and included directly in the initial cost or other carrying amount of the asset or the liability.

When the Group discontinues hedge accounting for a cash flow hedge, if the hedged future cash flows are still expected to occur, the amount that has been accumulated in the cash flow hedge reserve remains there until the future cash flows occur; if the hedged future cash flows are no longer expected to occur, that amount is immediately reclassified to profit or loss.

When the Group separates the intrinsic value and time value of an option contract and designates as the hedging instrument only the change in intrinsic value of the option, it recognises some or all of the change in the time value in other comprehensive income which is later removed or reclassified from equity as a single amount or on an amortised basis (depending on the nature of the hedged item) and ultimately recognised in profit or loss.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group will adjust the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

(xi) Impairment of financial assets

Under IFRS 9, the Group recognises a loss allowance for expected credit losses on financial assets. No impairment loss is recognised for investments in equity instruments which are carried at FVTPL. The amount of expected credit losses (ECL) is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group applies the IFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for its trade and other receivables. Further, the Group applies the general approach for all other financial assets carried at amortised cost.

The Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, 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 or an actual default occurring.

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.

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. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument (e.g. a significant increase in the credit spread);
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, 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 cash flow 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.

The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of 'investment grade' as per the globally understood definition.

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.

Definition of default
The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

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:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- 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;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

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, or in the case of financial assets at amortised cost, when the amounts are over two years past due, whichever occurs sooner. 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.

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. The exposure at default for financial assets is represented by the assets' gross carrying amount at the reporting date. 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.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors;
- Nature of collaterals, if applicable; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

The Group recognises an impairment amount in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through an allowance for expected credit losses account.

(j) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

(k) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

(i) Sale of goods and services

The Group recognises revenue from contracts with customers based on a five-step model as set out in IFRS 15:

Step 1 Identify 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 every contract that must be met.
Step 2 Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
Step 3 Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
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 allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
Step 5 Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

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

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract based asset 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 the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent.

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably.

The Group recognises revenue from the sale of goods and services from the following:

a) healthcare services to patients at its various clinics;
b) laboratory services to patients for tests requested by patients or prescribed by doctors; and
c) contracts with customers for the sale of pharmacy items including medicines and other consumables

(ii) Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(iii) Rental income

The Group's policy for recognition of revenue from operating leases is described in note (l) below.

(iv) Public markets transactions

The Group has arranged debt capital financing on behalf of its clients for the acquisition of high-value items, such as vessels and aircraft. The Group earns income from arranging, advising on and administering such transactions, which are accounted for in accordance with IFRS 15 *Revenue from Contracts with Customers*. Fee income earned from the provision of services is recognised as revenue when the services are performed.

(l) Leasing

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(i) The Group as lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(ii) The Group as lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets
The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Lease liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases of property and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(m) Employee benefits

The provision for employees' end of service benefit is calculated in accordance with the UAE Federal Labour Law and is recognised as an expense in the consolidated statement of profit and loss on an accrual basis.

Pension contribution for GCC nationals is recognised as an expense in the consolidated statement of profit and loss on an accrual basis.

Liabilities recognised in respect of other long-term employee benefits, included in trade and other liabilities, are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

(n) 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.

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

(o) Government grants

The Group believes that, in most cases, when land is initially received through government grants, the probability that future economic benefits will flow to the Group is uncertain, since, until the Group has established plans to utilise the land, it is possible that such land may revert back to the government. In addition, in the absence of identified use of the land, the amount of future economic benefits cannot be determined with reasonable certainty. Accordingly, land so received is not initially recognised in the consolidated financial statements until certain events occur, which enable management to conclude that it becomes probable that future economic benefits will flow to the Group from its ownership of such land.

Land received as government grants that do not meet the criteria that future economic benefits will flow to the Group, are not recognised, but their existence is disclosed in the consolidated financial statements. The determination of whether future economic benefits will flow to the Group is made by management using guidelines approved by the Board of Directors; each such determination is also approved by the Board of Directors. Once the determination is made, land is recognised in the financial statements at nominal value.

At the point of such initial recognition, and subsequently, at each reporting date, an assessment is made by the Group as to the ultimate use of the land, and based on such assessment, the land is transferred to the relevant asset category (such as investment property, property, plant and equipment or inventory) depending on its intended use, and is thereafter accounted for using the accounting policy in place for that relevant asset category.

(p) Statutory reserve

In accordance with the Companies Law and the Company's Articles of Association, 10% of the profit after tax is transferred at the end of each financial year to a non-distributable statutory reserve. Such transfers are required to be made until the balance of the statutory reserve equals one half of the Company's paid up share capital.

4. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates or assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future period affected.

(a) Key sources of estimation uncertainty

(i) Investment property valuation

The Group's investment properties are revalued at the end of the reporting period by management with reference to accredited independent appraisers having an appropriate recognised professional qualification and recent experience in the location and category of the property being valued. The fair values are based on market values, being the estimated consideration that would be exchanged at an arms' length transaction between knowledgeable market participants at measurement date.

In the absence of reliable estimates of current prices in an active market, the valuations are prepared by considering the aggregate of the estimated future cash flows expected to be received from the property considering income capitalisation approach, comparable method and residual value method. Based on the revaluation, a fair value increase of AED 508 thousand was recognised in the current year (2021: nil). The fair valuation methodology of the investment properties are disclosed in note 8.

(ii) Impairment of equity-accounted associates and joint ventures

The investment in equity-accounted associates was tested for potential impairment, by comparing its carrying amount and recoverable amount.

The recoverable amount of the investment in Petronash was determined using the income approach (discounted cash flows), the market approach (EBIDA multiples) including an analysis of the operational and financial performance of the Company.

Based on estimates of recoverable amount developed in accordance with these assumptions, an impairment of nil was recognised (2021: AED 77,970 thousand).

(iii) Impairment of goodwill

Goodwill arising from the acquisition of the Healthcare subsidiaries was tested for impairment during the year. The critical estimates involved are disclosed in note 9.

(iv) Allowance for expected credit losses

The Group has estimated the recoverability of trade and other receivables, and loan investments and has considered the allowance required for Expected Credit Losses ("ECL").

The Group applies the IFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for its trade and other receivables. Further, the Group applies the general approach for all other financial assets carried at amortised cost.

ECL are measured as an allowance equal to 12 months ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

As at 31 December 2022, provision for expected credit losses on trade receivables amounting to AED 129,556 thousand (2021: AED 174,767 thousand) amounted to AED 16,832 thousand (2021: AED 73,461 thousand) and provision for expected credit losses on other receivables amounting to AED 61,710 thousand (2021: AED 31,226 thousand) amounted to AED 534 thousand (2021: AED 989 thousand). Any difference between the amounts actually collected in future periods and the amounts expected to be received will be recognised in the consolidated statement of profit or loss.

(v) Fair value of financial instruments

The Group has financial assets and liabilities that are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Information about the valuation techniques and inputs used in determining the fair value of various financial assets and liabilities are disclosed in note 28.

(vi) COVID-19

The outbreak of Novel Coronavirus (COVID-19) continues to progress and evolve. Therefore, it is challenging now, to predict the full extent and duration and its impact on the business and overall economic impact. The outbreak of COVID-19 has had an impact on the demand for oil and petroleum products.

The extent and duration of such impacts remain uncertain and dependent on future developments that cannot be accurately predicted at this time, such as the transmission rate of the coronavirus and the extent and effectiveness of containment actions taken. The management believes that the COVID- 19 has no significant impact for the year ended 31 December 2022 except on an investment in an equity-accounted associate which was fully written down during the year (note 11), however, these COVID-19 developments could impact future financial results, cash flows and the financial condition of the Group.

(b) Critical accounting judgements

(i) Possibility of future economic benefits from land received as government grant

Refer to note 3(o) for a description of judgements used to ascertain the possibility of future economic benefits from land received as government grant.

(ii) Indemnity provided upon disposal of a subsidiary

On 15 February 2017, the Group, through its previously owned UAE healthcare subsidiary, Anglo Arabian Healthcare Investment (AAH), entered into a share purchase agreement with an unrelated company to sell its entire 93% equity stake in Proficiency Healthcare Diagnostic LLC (PHD), which was completed on 6 December 2017.

Pursuant to the completion of the transaction, AAH has indemnified certain amounts to the buyer of PHD, which could vary up to 50% and 75% of the proceeds, under certain events for a limited period. This indemnity is backed by a comfort letter issued by the Company in the event that the net asset value of AAH falls below the indemnity threshold. At the end of the reporting period, management believe the occurrence of such certain events to be remote.

(iii) Initial recognition of options and warrants related to Petronash

Further to the acquisition of Petronash, the Group also acquired additional rights in the form of options and warrants (the Options) on a zero-cost basis, pursuant to which the Group can increase its ownership up to 50% and are classified as financial assets measured at FVTPL. Since the day 1 fair value was derived using unobservable inputs, the fair value at initial recognition was deferred as Unearned Income and is recycled into profit and loss account over the life of the Options. On subsequent re-measurement, the change in fair value is recognised into profit and loss account.

(iv) Determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

(v) Discount rate used for initial measurement of lease liabilities

The Group, as a lessee, measures the lease liabilities at the present value of the unpaid lease payments at the commencement date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company on initial recognition of the lease uses its incremental borrowing rate. Incremental borrowing rate is the rate of interest that the Company 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. The Company determined its incremental borrowing rate at 5.00% - 7.05% in respect of the lease liabilities (note 19).

5. Composition of the Group

5.1 Subsidiaries

Details of the Group's material subsidiaries at the end of the reporting period are as follows.

Subsidiary	Country of incorporation	Principal activity	Group's shareholding 2022	2021
Private Investments				
Al Waha Land LLC	UAE	Industrial Real Estate	**100%**	100%
Anglo Arabian Healthcare Investments LLC [3]	UAE	Healthcare	**-**	97.1%
WPI Health Investment LLC [3]	UAE	Healthcare	**100%**	-
Waha VAS Limited [1]	Cayman Islands	Investment in Optasia	**100%**	100%
Waha Energy Limited [3]	Cayman Islands	Energy	**100%**	100%
Asset Management				
Waha Investment PrJSC	UAE	Investment manager	**100%**	100%
Waha Investment Management Company SPC [4]	Cayman Islands	Financial investments	**100%**	100%

[1] Holding Company carrying an investment in Optasia (note 11).

[2] Holding Company carrying special purpose vehicles for investments in NESR Corp and Petronash Global Limited (note 11 and 12).

[3] During the year, the Group has restructured its owned healthcare subsidiaries. As part of the restructuring, the Group has founded a new entity WPI Health Investment LLC which retains the Group's remaining interest in healthcare entities (note 5.2b).

The Group has disposed its entire holding in Anglo Arabian Healthcare Investments LLC post restructuring and sale transaction was completed on 26 July 2022 (note 5.3).

[4] Waha Investment Management Company SPC owns 59.7% of Waha MENA Equity Fund SP (2021: 65.9%), 63.2% of Waha CEEMEA Credit Fund SP (2021: 62.6%), 78.7% of Waha Islamic Income Fund SP (2021: 84.9%) and 100.0% of Waha EM Equity Fund SP (2021: 100%).

5.2 Details of subsidiaries with material non-controlling interests

5.2a Waha Investment Management Company SPC

Summarised financial information in respect of Waha Investment Management Company SPC is set out below and represents amounts before intragroup eliminations.

Statement of financial position	2022 AED '000	2021 AED '000
Total assets	**7,260,381**	7,049,866
Total liabilities	**(2,423,197)**	(2,634,015)
Non-controlling interests[1]	**(1,823,785)**	(1,506,275)
Equity attributable to the Owners of the Company	**3,013,399**	2,909,576

[1] Movement in non-controlling interests includes: a) net investment into Waha MENA Equity Fund SP of AED 212,404 thousand (2021: AED 68,109 thousand); b) net redemptions from Waha CEEMEA Credit Fund SP of AED 23,514 thousand (2021: net investment of AED 56,237 thousand); c) investment of AED 11,310 thousand into Waha Islamic Income Fund SP (2021: AED 18,390 thousand); d) investment of AED 2,100 thousand (2021: nil) in WPI Health Investment LLC.

Movement in equity attributable to the Owners of the Company includes: a) redemption of AED 116,532 thousand from Waha MENA Equity Fund SP (2021: AED 65,924 thousand) and the Group's ownership decreased from 65.9% to 59.7%; b) redemption of AED 29,822 thousand (2021: AED 11,034 thousand) from Waha CEEMEA Credit Fund SP and the Group's ownership increased from 62.6% to 63.2%; c) The Group redeemed AED 12,873 thousand (2021: investment of AED 91,950 thousand) from Waha EM Equity Fund SP resulting in no change in the Group's ownership of 100.0%.

Statement of profit or loss	Year ended 31 December 2022 AED '000	Year ended 31 December 2021 AED '000
Income from financial investments	**496,634**	902,019
Expenses	**(50,144)**	(47,970)
Profit for the year	**446,490**	854,049
Profit attributable to Owners of the Company	**329,180**	623,442
Profit attributable to the non-controlling interests	**117,310**	230,607
Profit for the year	**446,490**	854,049
Statement of cash flows		
Net cash (outflow) / inflow from operating activities	**(34,988)**	548,064
Net cash (outflow) / inflow from financing activities	**(25,158)**	38,550
Net cash (outflow) / inflow	**(60,146)**	586,614

5.2b WPI Health Investment LLC

WPI Health Investment LLC (WPI) is a holding company for the Group's 70% (2021: 70% through Anglo Arabian Healthcare Investments LLC) ownership interest in Health Bay Polyclinic and 100% (2021: 100% through Anglo Arabian Healthcare Investments LLC) in IVF Investment LLC.

Summarised financial information in respect of WPI is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Statement of financial position	2022 AED '000	2021 AED '000
Non-current assets	75,658	-
Current assets	43,154	-
Total liabilities	(60,248)	-
Non-controlling interests	(2,433)	-
Equity attributable to the Owners of the Company	56,131	-

Statement of profit or loss	Year ended 31 December 2022 AED '000	Year ended 31 December 2021 AED '000
Revenue	85,440	-
Expenses, net	(95,703)	-
Loss for the year	(10,263)	-
Loss attributable to Owners of the Company	(5,972)	-
Loss attributable to the non-controlling interests	(4,291)	-
Loss for the year	(10,263)	-
Statement of cash flows		
Net cash inflow from operating activities	20,309	-
Net cash outflow from investing activities	(2,521)	-
Net cash outflow from financing activities	(5,694)	-
Net cash inflow	12,094	-

5.3 Disposal of a subsidiary

On 24 May 2022, the Group entered into a sale and purchase agreement to sell its subsidiary, Anglo Arabian Healthcare Investment (AAHI), which was completed on 26 July 2022 with a consideration amounting to AED 100,000 thousand paid in four tranches of AED 25,000 thousand each. As of 31 December 2022, an amount of AED 25,000 thousand which was due on 30 December 2022 is still outstanding. Litigation proceedings have been filed to recover the debt plus interest and legal costs against the buyer in line with the sale and purchase agreement. Results of discontinued operations, which have been included in the consolidated statement of profit or loss are disclosed in note 24.

The net assets of AAHI at the date of disposal were as follows:

	26 July 2022 AED '000
Assets	
Property and equipment, net (note 7)	**13,463**
Right-of-use assets (note 19)	**83,587**
Goodwill and intangible assets (note 9)	**41,733**
Inventories	**13,557**
Trade and other receivables	**42,236**
Cash and bank balances	**3,069**
Liabilities	
Borrowings (note 16)	**(689)**
End of service benefit provision	**(8,447)**
Lease liabilities (note 19)	**(107,059)**
Trade and other liabilities	**(63,337)**
Net assets disposed	**18,113**
Gain on disposal of a subsidiary	
Consideration	**100,000**
Net assets disposed	**(18,113)**
Non-controlling interests	**(39,708)**
Gain on disposal	**42,179**
Transaction costs	**(9,526)**
Net gain on disposal	**32,653**

	For the period from 1 January 2022 to 26 July 2022 AED '000
Net cash inflow on disposal of a subsidiary	
Consideration received in cash and cash equivalents	**75,000**
Less: transaction costs	**(9,526)**
Less: cash and cash equivalent balances disposed	**(3,069)**
	62,405

6. Operating segments

Private Investments

The Private Investments segment holds all of the Group's proprietary investments in diversified industries, including financial services, infrastructure, oil and gas, fintech and healthcare.

Waha Land

Waha Land segment represents the Group's interest in industrial real estate.

Public Markets

The Public Markets segment represents a platform to provide investors access to opportunities in equities and other asset management services.

Corporate

The Corporate segment comprises the Group's activities, which are not allocated to reportable segments.

Information related to the operating segments is mentioned below as at and for the year ended 31 December:

AED '000 2022	Private Investments	Waha Land	Public Markets	Corporate	Consolidated
Revenue from sale of goods and services	111,519	-	-	-	111,519
Cost of sale of goods and services	(90,368)	-	-	-	(90,368)
Share of profit from equity-accounted associates and joint ventures, net	13,410	-	-	-	13,410
Gain on disposal of equity-accounted associates and joint ventures	160,742	-	-	-	160,742
Income / (loss) from financial investments, net	(28,383)	-	495,101	-	466,718
Income from investment property, net	-	45,570	-	-	45,570
Other income, net	1,893	968	1,533	8,334	12,728
General and administrative expenses – parent	(11,271)	-	(22,549)	(85,442)	(119,262)
General and administrative expenses – subsidiaries	(33,543)	(8,536)	(13,072)	-	(55,151)
Finance (cost) / income, net	3,280	(3,148)	(36,311)	(83,706)	(119,885)
Profit / (loss) for the year from continuing operations	127,279	34,854	424,702	(160,814)	426,021
Profit from discontinued operations	22,766	-	-	-	22,766
Profit / (loss) for the year	150,045	34,854	424,702	(160,814)	448,787
Other comprehensive loss	(2,034)	-	-	-	(2,034)

AED '000 2021	Private Investments	Waha Land	Public Markets	Corporate	Consolidated
Revenue from sale of goods and services	118,716	-	-	-	118,716
Cost of sale of goods and services	(90,605)	-	-	-	(90,605)
Share of loss from equity-accounted associates and joint ventures, net	(11,488)	-	-	-	(11,488)
Impairment of equity-accounted associates and joint ventures, net	(77,970)	-	-	-	(77,970)
Gain on disposal of equity-accounted associates and joint ventures	50,511	-	-	-	50,511
Income / (loss) from financial investments, net	(27,210)	-	901,639	-	874,429
Income from investment property, net	-	47,903	-	-	47,903
Other income, net	2,753	1,840	379	140	5,112
General and administrative expenses – parent	(6,736)	-	(20,834)	(114,622)	(142,192)
General and administrative expenses – subsidiaries	(29,891)	(11,426)	(6,584)	-	(47,901)
Finance (cost) / income, net	572	(3,171)	(41,233)	(46,180)	(90,012)
Profit / (loss) for the year from continuing operations	(71,348)	35,146	833,367	(160,662)	636,503
Loss from discontinued operations	(26,848)	-	-	-	(26,848)
Profit / (loss) for the year	(98,196)	35,146	833,367	(160,662)	609,655
Other comprehensive loss	(285)	-	-	-	(285)

Segment income reported above represents income generated from external customers. There was no inter-segment income during the year (2021: AED nil). All revenues are generated from sales of goods and services within the UAE. Included in revenue from sales of goods and services are revenues of approximately AED 18,515 thousand (2021: AED 17,929 thousand) which arose from the Group's largest customer. One (2021: one) customer contributed 10% or more to the Group's revenue for 2022.

During the year, the Group recognised an impairment loss of nil (2021: AED 77,970 thousand) on investments in equity accounted investees, and a fair value gain of AED 508 thousand (2021: AED nil) on investment properties in the Waha Land segment.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of central administration cost amounting to AED 160,814 thousand (2021: AED 160,662 thousand). This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

AED '000 2022	Private Investments	Waha Land	Public Markets	Corporate	Consolidated
Investment in equity-accounted associates and joint ventures	**95,505**	**-**	**-**	**-**	**95,505**
Other assets	**941,624**	**855,868**	**7,369,642**	**234,802**	**9,401,936**
Segment assets	**1,037,129**	**855,868**	**7,369,642**	**234,802**	**9,497,441**
Segment liabilities	**73,862**	**144,557**	**2,505,227**	**1,444,849**	**4,168,495**
Capital expenditures	**5,764**	**40,451**	**170**	**434**	**46,819**
Depreciation and amortisation and impairment of intangible assets	**20,280**	**19**	**52**	**3,420**	**23,771**

2021					
Investment in equity-accounted associates and joint ventures	170,242	-	-	-	170,242
Other assets	793,242	800,978	7,187,151	637,953	9,419,324
Segment assets	963,484	800,978	7,187,151	637,953	9,589,566
Segment liabilities	238,661	126,114	2,743,559	1,689,842	4,798,176
Capital expenditures	6,594	1,697	-	850	9,141
Depreciation and amortisation and impairment of intangible assets	28,138	39	20	3,597	31,794

For the purpose of monitoring segment performance and allocating resources between segments:

- All assets are allocated to operating segments other than corporate assets of AED 234,802 thousand (2021: AED 637,953 thousand)
- All liabilities are allocated to operating segments other than corporate liabilities of AED 1,444,849 thousand (2021: AED 1,689,842 thousand)

7. Property and equipment, net

	Leasehold improvements AED '000	IT equipment, furniture and fittings AED '000	Medical and other equipment AED '000	Motor vehicles AED '000	Capital work in progress AED '000	Total AED '000
Useful economic lives (years)	**3 - 5**	**3 - 5**	**5 - 7**	**3**		
Cost						
At 1 January 2021	45,863	38,990	88,220	2,834	96	176,003
Transfers	-	51	-	-	(51)	-
Additions	-	1,500	5,071	199	336	7,106
Disposals	-	-	(1,138)	(700)	-	(1,838)
At 31 December 2021	45,863	40,541	92,153	2,333	381	181,271
Transfers	297	68	-	-	(365)	-
Additions	1,109	1,824	3,384	86	12	6,415
Assets classified into a disposal group (note 5)	(11,106)	(20,820)	(52,803)	(605)	-	(85,334)
At 31 December 2022	**36,163**	**21,613**	**42,734**	**1,814**	**28**	**102,352**
Accumulated depreciation and impairment						
At 1 January 2021	31,129	31,922	63,980	2,604	-	129,635
Charge for the year [1]	3,762	2,464	10,375	125	-	16,726
Disposals	-	-	(782)	(700)	-	(1,482)
Balance at 31 December 2021	34,891	34,386	73,573	2,029	-	144,879
Charge for the year [1]	2,952	1,368	6,693	194	-	11,207
Assets classified into a disposal group (note 5)	(6,214)	(16,456)	(48,596)	(605)	-	(71,871)
Balance at 31 December 2022	**31,629**	**19,298**	**31,670**	**1,618**	**-**	**84,215**
Net carrying amount at 31 December 2022	**4,534**	**2,315**	**11,064**	**196**	**28**	**18,137**
As at 31 December 2021	10,972	6,155	18,580	304	381	36,392

[1] Depreciation expense of AED 4,634 thousand is included in "Cost of sales of goods and services" (2021: AED 4,605 thousand), AED 3,897 thousand is included in "General and Administrative expenses" (2021: AED 3,590 thousand) and AED 2,676 thousand included in "Discontinued operations" (2021: AED 8,531 thousand).

8. Investment property

	2022 AED '000	2021 AED '000
At 1 January	**711,422**	715,989
Additions	**40,374**	1,697
Fair value gain	**508**	-
Disposal of investment property	**(3,132)**	(6,264)
Assets held for sale	**(466,940)**	-
At 31 December	**282,232**	711,422

Investment property comprises of land and buildings that are constructed for commercial and industrial use.

The Group has recognised a portion of the land granted in the consolidated financial statements by applying the accounting policy with respect to government grants (refer to note 3(o)) and investment properties (refer to note 3(d)). The land grant related to the portion of land for which the Group has no development plans remains unrecognised on the consolidated statement of financial position as at reporting date.

The investment property is categorised into level 3 of the fair value hierarchy based on the inputs to the valuation technique accepted by the Royal Institute of Chartered Surveyors. The valuation, as at 31 December 2022, was performed by management with reference to an accredited independent appraiser having an appropriate recognised professional qualification and recent experience in the location and category of the property being valued. In estimating the fair value, the current use of the property was deemed to be its highest and best use. Valuation methodologies considered include:

- The Income Capitalisation Approach, where income receivable under comparable leases, existing lease agreements and projected future rental streams are capitalised at appropriate rates to reflect the investment market conditions at the valuation date.
- The Comparable Method, which identifies identical or similar assets (properties) that have been sold, analysing the sales prices achieved and the relevant market data and establishes value by comparison with those properties that have been sold.
- The Residual Value Method, which requires the use of estimates such as sale price, construction costs, professional fees, financing cost and targeted internal rate of return. These estimates are based on local market conditions existing at the end of the reporting period.

The Income Capitalisation Approach was used to derive the fair value of buildings where the discount rate used ranged from 10% – 12%. The Comparable Method and Residual Value Method were used to derive the fair value of land plots where the sales price ranged from AED 32 to AED 35 per sq ft.

Based on the revaluation, a fair value increase of AED 508 thousand was recognised in the current year (2021: AED nil).

Income from investment property, net

	2022 AED '000	2021 AED '000
Rental income	**49,895**	48,999
Operating costs	**(5,387)**	(2,662)
Gain on disposal	**554**	1,566
Fair value gain	**508**	-
	45,570	47,903

During 2022, the Group entered into a Musataha agreement for sale of a serviced land. Total consideration for the transaction is AED 4,275 thousand which is payable in five instalments until June 2026.

During 2021, the Group entered into a Musataha agreement for sale of a serviced land. Total consideration for the transaction is AED 9,000 thousand which is payable in five instalments until May 2025.

During 2020, the Group entered into a Musataha Agreement for sale of a serviced land. Total consideration for the transaction is AED 13,000 thousand which is payable in five instalments until September 2023.

Gain of AED 554 thousand (2021: AED 1,566 thousand) is recognised in respect of such transactions.

As at 31 December 2022, the gross receivables from such transaction amounted to AED 13,588 thousand (2021: AED 12,520 thousand) and provision for expected credit loss amounted to nil (2021: nil).

9. Goodwill and intangible assets

	Goodwill[1] AED '000	Trademarks AED '000	Software AED '000	Total AED '000
Useful economic lives (years)	**Indefinite**	**5-10**	**3-5**	
Cost				
At 1 January 2021	77,930	28,344	9,402	115,676
Additions	-	-	284	284
At 31 December 2021	77,930	28,344	9,686	115,960
Adjustments	-	-	(261)	(261)
Additions	-	-	30	30
Asset classified into a disposal group (note 5)	(41,423)	(3,392)	(524)	(45,339)
At 31 December 2022	**36,507**	**24,952**	**8,931**	**70,390**
Accumulated amortisation and impairment				
At 1 January 2021	-	28,344	8,252	36,596
Amortisation	-	-	381	381
Balance at 31 December 2021	-	28,344	8,633	36,977
Adjustments	-	-	(4)	(4)
Amortisation	-	-	59	59
Asset classified into a disposal group (note 5)	-	(3,392)	(214)	(3,606)
At 31 December 2022	**-**	**24,952**	**8,474**	**33,426**
Net carrying amount				
At 31 December 2022	**36,507**	**-**	**457**	**36,964**
At 31 December 2021	77,930	-	1,053	78,983

[1] Goodwill has been allocated for impairment testing purposes to the following cash-generating units:

- Affordable care
- Premium care

The carrying amount of goodwill was allocated to cash-generating units as follows:

	2022 AED '000	2021 AED '000
Affordable care	**-**	41,423
Premium care	**36,507**	36,507
	36,507	77,930

During the year, the Company sold its Affordable care cash-generating units (refer to note 5). The recoverable amounts of Premium care cash-generating units were determined based on level 3 fair value calculation which uses cash flow projections based on a business plan approved by the directors covering a 5-year period, and a discount rate of 11% to 12% per annum. In 2021, the recoverable amounts of Affordable care and Premium care cash-generating units were determined based on level 3 fair value calculation which uses cash flow projections based on a business plan approved by the directors covering a 5-year period, and a discount rate of 11% to 14% per annum for Affordable care and 11% to 12% per annum for Premium care. Cash flow projections during the period are based on the gross margins and direct costs price inflation throughout the projection period which are in line with the respective industries in which Affordable care and Premium care operates. The cash flows beyond that 5-year period have been extrapolated using a 3% (2021: 3%) per annum growth rate which is the projected long-term average growth rate for the market. Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based, would not cause the aggregate carrying amount to exceed the recoverable amounts of the cash generating units.

10. Loan investments

	2022 AED '000	2021 AED '000
Loan to equity accounted investees	**40,749**	-

During the year, the Group provided an interest-bearing loan amounting to AED 36,044 thousand at a PIK interest rate of 13% per annum. The loan is repayable in five years. The loan can be extended by the borrower for one year. As of 31 December 2022, the loan is a stage 1 asset.

11. Investments in associates and joint ventures

Carrying amount	2022 AED '000	2021 AED '000
Equity-accounted joint ventures	**95,505**	170,242
Associate carried at FVTPL (note 12)	**-**	17,388

11.1 Details of material associates

Details of each of the Group's material associates at the end of the reporting period are as follows:

			Beneficial shareholding	
Associate	**Principal activity**	**Country of incorporation**	**2022**	2021
SDX Energy Inc. ("SDX")	Oil and gas services	Canada	**-**	18.65%

During the year, the Group disposed its entire holding of 38.3 million shares equivalent to 18.65% stake in its investment associate, SDX Energy Inc., for a consideration of AED 19,942 thousand.

Summarised financial information in respect of each of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with IFRS.

	SDX Energy Inc.	
	2022 AED '000	2021 AED '000
Statement of financial position		
Current assets	**149,010**	137,009
Non-current assets	**251,836**	224,961
Current liabilities	**95,885**	69,029
Non-current liabilities	**29,292**	25,720
Statement of profit or loss		
Revenue	**122,816**	198,097
Loss for the year	**(8,938)**	(88,106)
Other comprehensive income for the year	**-**	-
Total comprehensive loss for the year	**(8,938)**	(88,106)
Group's share of contingencies	**-**	-
Group's share of commitments	**-**	8,163

The 2022 amounts disclosed above pertain to the nine-month period ended and as of 30 September 2022. The 2021 amounts disclosed pertain to the twelve-month period ended and as of 31 December 2021.

11.2 Details of material joint ventures

Details of each of the Group's material joint ventures at the end of the reporting period are as follows:

Joint venture	Principal activity	Country of incorporation	Group's shareholding	
			2022	2021
Channel VAS Investments Limited [1]	Fintech	UAE	**10.83%**	19.70%
Petronash Global Limited [2]	Oil and gas services	Cayman Islands	**32.09%**	32.09%

[1] On 26 September 2017, the Group's Private Investments segment acquired a 20% equity stake in Dubai-based Channel VAS Investments Limited (Optasia), for a total consideration of AED 200.5 million. Optasia is a business in the fintech sector, operating in over 25 emerging markets in the Middle East, Africa, Asia and Europe.

During the year, the Group disposed 8.87% stake in its equity-accounted joint venture investment in Channel VAS Investments Limited for a consideration of AED 202,556 thousand, resulting in the recognition of gain on disposal of AED 129,479 thousand in the consolidated statement of profit or loss.

[2] On 6 August 2018, the Group, along with co-investors, entered into a subscription agreement to acquire a 35% stake in Dubai-based Petronash Global Limited (Petronash), a global oilfield services and manufacturing company, for an upfront consideration of AED 322,762 thousand and a deferred contingent consideration of AED 134,863 thousand. The transaction closed on 10 October 2018 which includes options, pursuant to which the Group can increase its ownership up to 50% in Petronash. During 2018, these options are reported separately as financial investments and do not form a part of the carrying value of the investments in associates and joint ventures. As at 31 December 2022, these options were valued at AED nil (2021: AED nil) because of the significant deterioration in the performance of the Company when compared to the initial assessment performed by management (note 12).

The Group exercises joint control in Petronash through its shareholding agreement and representations on its board and various committees.

Summarised financial information in respect of the Group's material joint ventures is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with IFRS (adjusted by the Group for equity accounting purposes).

	Optasia [1]		Petronash	
	2022 AED '000	2021 AED '000	**2022 AED '000**	2021 AED '000
Statement of financial position				
Current assets				
- cash and cash equivalents	**25,665**	34,031	**18,334**	24,939
- others	**176,229**	125,194	**482,496**	299,287
Non-current assets	**102,493**	95,702	**318,939**	370,646
Current liabilities				
- trade and other payables	**38,786**	55,143	**99,514**	69,843
- others	**51,746**	25,805	**357,296**	195,309
Non-current liabilities	**8,029**	30,949	**404,472**	420,931
Non-controlling interests	**(717)**	5,874	**-**	-
Statement of profit or loss				
Revenue	**413,534**	370,595	**471,683**	233,099
Expenses	**229,042**	168,591	**387,865**	233,298
Interest income	**-**	-	**17**	12
Interest expense	**5,697**	5,841	**43,792**	42,370
Depreciation and amortisation	**22,383**	20,289	**41,116**	51,683
Profit / (loss) before tax	**156,412**	175,874	**(41,654)**	(125,715)
Income tax expense	**41,878**	40,197	**8,760**	531
Profit / (loss) for the year	**114,534**	135,677	**(50,414)**	(126,246)
Statement of cash flows				
Dividends received during the year	**11,594**	18,115	**-**	-
Group's share of contingencies	**10,880**	16,809	**20,750**	15,977
Group's share of commitments	**-**	-	**48,590**	2,891

[1] The 2022 amounts disclosed above pertain to the eleven-month period ended and as of 30 November 2022. The 2021 amounts disclosed pertain to the twelve-month period ended and as of 31 December 2021.

Reconciliation of the above summarised financial information to the carrying amount of the interest in the Group's material joint ventures recognised in the consolidated financial statements:

	Optasia		Petronash	
	2022 AED '000	2021 AED '000	**2022 AED '000**	2021 AED '000
Net assets of the joint venture	**206,543**	137,156	**(41,513)**	8,788
Proportion of the Group's ownership interest	**10.83%**	19.70%	**32.09%**	32.09%
Group's share of net assets of the joint venture	**22,369**	28,469	**(13.322)**	2,820
Goodwill	**44,187**	80,434	**-**	-
Intangible assets	**19,331**	47,642	**-**	-
Impairment	**-**	-	**(259,295)**	(259,295)
Other adjustments	**(118)**	2,963	**-**	
Carrying amount of joint venture	**85,769**	158,059	**-**	-

During the year, the Group recognised a net share of loss of AED 1,006 thousand from joint ventures that are not individually material (2021: AED 114 thousand), the total carrying value of such investments amounting to AED 9,735 thousand (2021: AED 12,183 thousand).

The movement of investment in equity-accounted associates and joint ventures is presented below:

	2022 AED'000	2021 AED'000
As at 1 January	**170,242**	472,076
Disposals	**(73,078)**	(84,330)
Share of profit / (loss), net	**13,410**	(11,488)
Impairment loss, net	**-**	(77,970)
Share of equity reserves	**(2,034)**	(285)
Distributions received	**(13,035)**	(18,603)
Reclassification of investment to FVPTL	**-**	(109,158)
	95,505	170,242

On 1 July 2021, the Group's appointed director on the Board of NESR Corp. resigned which ceased the Group's significant influence over the investee. Hence, the investee will no longer be classified as an equity-accounted associate. Accordingly, the management has reclassified its remaining investment in NESR from equity-accounted associate to FVTPL financial asset, in accordance with IFRS 9 Financial Instruments (refer note 12).

During the year, the Group exited from an investment in an associate with a carrying value of nil. The Group recognised proceeds of AED 31,263 thousand.

During 2021, the Group signed a Sales Purchase agreement with other shareholders to complete the transfer of the Company to a new shareholder in the third quarter of 2021 and concluded the sale of its 26% stake in Deem Finance.

12. Financial investments

	2022 AED '000	2021 AED '000
Financial assets at fair value through profit or loss		
Unquoted fund	**470,965**	134,897
Derivative assets [1]	**99,385**	88,960
Reverse repurchase contracts, net [2]	**236,808**	112,780
Listed fixed income securities [3]	**3,780,542**	4,102,793
Listed equity securities [4]	**2,076,939**	1,788,086
Convertible preference shares [5]	**160,994**	185,545
Other investments	**48,299**	963
	6,873,932	6,414,024

Financial investments held outside the UAE amount to AED 5,493,387 thousand (31 December 2021: AED 5,848,825 thousand).

[1] Derivative assets held by the Group include total return swaps, credit default swaps, currency, and interest rate futures, which are measured at fair value, Level 2 (see note 28).

[2] Reverse repurchase contracts are shorted simultaneously. The carrying amounts presented are net of reverse repurchase receivables of AED 2,653,979 thousand and corresponding liabilities of AED 2,417,171 thousand (31 December 2021: reverse repurchase receivables of AED 2,162,879 thousand and corresponding liabilities of AED 2,050,099 thousand). The repurchase agreements are subject to a master netting agreement.

[3] Listed fixed income securities aggregating to AED 2,441,902 thousand (31 December 2021: AED 2,972,924 thousand) are pledged as security against the Group's borrowings under repurchase agreements.

[4] During the year, the Group disposed its investment in SDX Energy Inc. (31 December 2021: investment in SDX Energy Inc. was carried at AED 17,388 thousand with a stake of 18.65%), which was part of the Group's venture capital activities and measured at FVTPL (refer to note 11.1).

During 2021, the Group has reclassified its remaining investment in NESR from equity-accounted associate to FVTPL financial asset carried at AED 76,847 thousand (2021: AED 105,366 thousand) (refer note 11).

[5] On 20 August 2020, the Group entered into a subscription agreement with Despegar.com, a NYSE-listed online travel company in Latin America, to acquire 50,000 Series B Preferred Shares, without par value for an aggregate purchase price of $50 million. The terms of the transaction include an option to the holder to convert each Series B Preferred Share into 108.1081 common shares of Despegar.com. Series B Preferred Shares carry an annual dividend of 4% which is payable on a quarterly basis. The issuer also has an option to enforce conversion at any time from the third to seventh anniversary of the deal closing date, if for at least 10 consecutive trading days volume weighted average price of the common shares exceeds $13.88 between third and fifth anniversary and $12.49 between fifth and seventh anniversary. In addition, the issuer has the right to redeem at any time on or after the seventh anniversary in cash. The Group paid a net cash consideration of AED 180,222 thousand for the transaction which was closed on 21 September 2020. As of reporting date, the fair value of the instrument is estimated at AED 160,994 thousand (31 December 2021: 185,545 thousand).

During 2018, in addition to the acquisition of Petronash, the Group also acquired additional rights in the form of options and warrants (the Options), pursuant to which the Group can increase its ownership up to 50% effective from 10 October 2018. Upon initial recognition, the fair value of the Options was deferred as unearned income and is recycled into profit and loss account over the life of the Options. As at 31 December 2022, these options were valued at nil (2021: nil) because of the significant deterioration in the performance of the Company when compared to the initial assessment performed by management.

Maturity profiles of derivative assets are as follows:

	2022 Notional '000	**2022 Fair value AED '000**	2021 Notional '000	2021 Fair value AED '000
Due within 1 year	**3,619,080**	**25,428**	960,821	27,150
Due between 1 to 3 years	**4,884,942**	**1,304**	8,728,109	20,577
More than 3 years	**1,876,861**	**72,653**	6,025,145	41,233
	10,380,883	**99,385**	15,714,075	88,960

13. Trade and other receivables

	2022 AED '000	2021 AED '000
Trade receivables	**129,556**	174,767
Allowance for expected credit losses on trade receivables	**(16,832)**	(73,461)
	112,724	101,306
Prepayments and advances	**20,315**	7,852
Accrued interest	**69,573**	49,216
Amounts set aside for prior year dividends	**37,634**	37,805
Deposits under lien	**1,040**	1,034
Margin accounts	**545,710**	414,450
Other receivables	**61,710**	31,226
Allowance for expected credit losses on other receivables	**(534)**	(989)
	848,172	641,900

The maximum exposure to credit risk for trade receivables as at 31 December by geographic region is:

	2022 AED '000	2021 AED '000
Middle East	**128,897**	174,077
Europe	**659**	690
	129,556	174,767

The ageing of trade receivables as at 31 December is:

	2022			2021		
	Trade receivables AED'000	**Expected credit losses AED'000**	**Expected credit loss rate**	Trade Receivables AED'000	Expected credit losses AED'000	Expected credit loss rate
Not past due	**95,062**	**1,470**	**0 - 25%**	53,708	1,667	0 - 25%
Past due:						
Within 90 days	**3,571**	**283**	**5 - 35%**	22,216	2,732	5 - 35%
91 days - 180 days	**1,831**	**144**	**7 - 50%**	13,154	3,250	20 - 50%
181 days - 365 days	**2,023**	**652**	**30 - 75%**	13,879	5,573	30 - 75%
> 365 days	**27,069**	**14,283**	**50 - 100%**	71,810	60,239	55 - 100%
	129,556	**16,832**		174,767	73,461	

Movement in allowance for expected credit losses on trade receivables:

	2022 AED '000	2021 AED '000
Balance at the beginning of the year	**73,461**	55,174
Expected credit losses recognised during the year	**4,309**	18,712
Eliminated on disposal of subsidiary	**(53,229)**	-
Write-off	**(7,709)**	-
Other adjustments	**-**	(425)
Balance at the end of the year	**16,832**	73,461

Movement in allowance for expected credit losses on other receivables:

	2022 AED '000	2021 AED '000
Balance at the beginning of the year	**989**	3,714
Expected credit losses recognised during the year	**10**	-
Reversals	**(22)**	(2,725)
Eliminated on disposal of subsidiary	**(443)**	-
Balance at the end of the year	**534**	989

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

Deposits under lien represent cash collateral for letters of guarantee issued by commercial banks in favour of the Central Bank of the UAE on behalf of the Group. The interest rate on deposits under lien is 0.55% (2021: 0.55%) per annum. All deposits under lien are placed with UAE banks.

14. Cash and bank balances

	2022 AED '000	2021 AED '000
Deposits held with banks	**99,306**	110,340
Cash at banks	**698,008**	1,310,765
Cash in hand	**90**	354
	797,404	1,421,459
Less: Allowance for expected credit losses	**(55)**	(109)
Cash and cash equivalents	**797,349**	1,421,350

The interest rate on short-term deposits ranged between 3.75% - 4.55% (2021: 0.20% - 1.30%) per annum. All short-term deposits are placed with UAE banks.

15. Share capital and dividend

Authorised and fully paid-up capital	**2022 AED '000**	2021 AED '000
1,944,514,687 shares (2021: 1,944,514,687 shares) of AED 1 each	**1,944,515**	1,944,515

On 28 March 2022, the Company held its Annual General Meeting which, among other things, approved a cash dividend of AED 138,807 thousand representing 7.55 fils per share and bonus shares of 2.45% (24 March 2021: approved a cash dividend of AED 110,311 thousand representing 6 fils per share).

A cash dividend of 8 fils per share is proposed for 2022 by the Board of Directors of the Company, subject to the approval of the shareholders in the forthcoming Annual General Meeting.

On 17 September 2014, the Company's Board of Directors approved the implementation of a share buy-back programme for up to 10% of the outstanding shares of the Company. The Securities & Commodities Authority (SCA) approved the programme on 20 October 2014, which ended on 18 October 2016 and was subsequently approved for extension until 18 October 2019. This was further extended by 3 years until 18 October 2022, and consequently, this was extended until the date of the Annual General Meeting taking place in March 2023.

As of 31 December 2022, the Company holds 65,845,009 shares at AED 161,194 thousand.

The basic and diluted earnings per share for the year ended 31 December 2022 and 2021 has been calculated using the weighted average number of shares outstanding during the year after considering the effect of treasury shares.

	2022 AED '000	2021 AED '000
Profit for the year attributable to Owners of the Company (AED '000)	**344,372**	390,753
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	**1,870,374,105**	1,838,508,714
Basic and diluted earnings per share attributable to the Owners of the Company (AED)	**0.184**	0.213

16. Borrowings

		31 December 2022 AED '000			
	Effective Interest Rate	**< 1 year**	**1 – 3 years**	**> 3 years**	**Total**
Secured term loans [1]	LIBOR+3% and 3m EIBOR +2.5%	**1,325,716**	**51,429**	**22,804**	**1,399,949**
Borrowings through repurchase agreements [2]	0.013% to +5.2%	**2,185,766**	**-**	**-**	**2,185,766**
Unsecured loans	-	**-**	**-**	**-**	**-**
		3,511,482	**51,429**	**22,804**	**3,585,715**

		31 December 2021 AED '000			
	Effective Interest Rate	< 1year	1–3years	>3years	Total
Secured term loans [1]	LIBOR+3% and 3m EIBOR +2.5%	1,549,659	51,624	32,266	1,633,549
Borrowings through repurchase agreements [2]	0.04% to +1.45%	2,482,765	-	-	2,482,765
Unsecured loans	1m and 3m EIBOR +3.25%	884	-	-	884
		4,033,308	51,624	32,266	4,117,198

[1] On 15 August 2021, the Group completed the refinancing of its existing $400 million secured revolving loan facility, replacing it with a 3 year $500 million secured revolving loan facility. The facility is initially secured by a pledge over the Group's shareholding in Waha Land LLC and certain investments. As at 31 December 2022, an amount of AED 1,302,012 thousand was drawn-down (2021: AED 1,541,082 thousand).

During 2016, the Group secured AED 426 million in Murabaha-Ijara based financing for further development of its light industrial real estate project. During 2018, it was amended to reduce the facility from AED 426 million to AED 378 million.

[2] Repurchase liabilities represent the Group's borrowings against its investment in listed fixed income securities under repurchase contracts.

The investments and assets pledged to lenders as security against various facilities are the Group's shareholding in Al Waha Land LLC (refer to note 5.1) and certain investments (refer to note 12).

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

	2022 AED '000	2021 AED '000
At 1 January	**4,117,198**	4,211,842
Loans drawn-down	**35,344**	647,575
Loan arrangement and prepaid interest costs, net of amortisations	**6,051**	(16,921)
Loans repaid	**(572,189)**	(725,298)
Loans transferred to a disposal group (note 5)	**689**	-
	3,585,715	4,117,198

During the year, an amount of AED 239,070 thousand was repayment of the Group's existing secured revolving loan facility, and AED 581 thousand was net repayment of the secured Murabaha-Ijara based financing for further development of its light industrial real estate project.

During the year, the Group's repurchase liabilities against its investment in fixed income securities decreased by AED 296,999 thousand.

17. Derivative liabilities

	2022 AED '000	2021 AED '000
Financial liabilities at FVTPL	**72,644**	100,626
Other derivative liabilities	**72,644**	100,626

Maturity profiles of derivative liabilities are as follows:

	2022 Notional '000	**2022 Fair value AED '000**	2021 Notional '000	2021 Fair value AED '000
Due within 1 year	**3,108**	**9,164**	86,769	33,271
Due between 1 to 3 years	**4,297**	**2,557**	19,080	4,505
More than 3 years	**592,912**	**60,923**	579,146	62,850
	600,317	**72,644**	684,995	100,626

18. Trade and other liabilities

	2022 AED '000	2021 AED '000
Trade payables	**212,918**	161,850
Interest accrued on borrowings	**54,072**	34,114
Dividends payable	**37,637**	37,808
Long term employee incentive plans accrual (note 27)	**61,557**	61,626
Deferred income	**8,517**	11,746
End of service benefit provision	**19,875**	26,288
Other payables and accruals	**81,192**	127,002
	475,768	460,434

Trade and other liabilities are stated at amortised cost. The average credit period for the trade payables is 60 days. The Group has financial risk management policies in place to ensure that all the payables are paid within the agreed credit period. The contractual maturities for trade payables are within one year.

19. Leases

The Group as lessee

The Group has entered into operating lease arrangements for office and medical facility space.
The movement in the Group's right-of-use assets and lease liabilities during the year is as follows:

	Right-of-use assets AED '000	Lease liabilities AED'000
As at 1 January 2021	**113,550**	126,383
Depreciation expense	**(14,687)**	-
Interest expense	**-**	8,376
Payments	**-**	(15,627)
New leases	**859**	859
Reassessment of lease terms	**(73)**	(73)
As at 31 December 2021	**99,649**	**119,918**
Depreciation expense	**(12,505)**	-
Interest expense	**-**	6,131
Payments	**-**	(16,310)
New leases	**17,918**	17,918
Reassessment of lease terms [1]	**13,770**	13,770
Lease liabilities classified into a disposal group (note 5)	**(83,587)**	(107,059)
As at 31 December 2022	**35,245**	**34,368**

[1] During the current year, the Group's existing office lease has been extended for a further five-year period hence lease liability was remeasured.

The following are the amounts recognised in profit or loss:

	2022 AED '000	2021 AED '000
Depreciation expense of right-of-use assets	**12,505**	14,687
Interest expense on lease liabilities	**6,131**	8,376
Expense relating to short-term leases	**555**	4,081
Total amount recognised in profit or loss	**19,191**	27,144

The total cash outflow for leases amounted to AED 16,310 thousand (31 December 2021: AED 15,627 thousand).

The Group as lessor

Operating leases relate to the investment property owned by the Group with lease payments between 1 to 15 years (2021: 1 to 15 years).

Rental income earned by the Group on its investment property is set out in note 8.

The non-cancellable operating lease receivables are set out below:

	2022 AED '000	2021 AED '000
Within one year	**40,123**	40,334
Between 2 and 5 years	**26,215**	42,474
More than 5 years	**6,228**	6,786
	72,566	89,594

20. Revenue from sale of goods and services

	2022 AED '000	2021 AED '000
Revenue	**111,519**	118,716
Cost of sale	**(90,368)**	(90,605)
Gross profit	**21,151**	28,111

Revenue and cost of sales of services are mainly attributable to the healthcare operations. Performance obligations relating to goods and services are satisfied at the point in time.

All revenues are generated within UAE.

21. Income from financial investments

	2022 AED '000	2021 AED '000
Financial assets at fair value through profit or loss		
Net income / (loss) from unquoted fund	**53,021**	(476)
Net income from derivatives	**421,243**	251,103
Net income from listed fixed income securities	**14,909**	163,015
Net income from listed equity securities	**25,988**	488,566
Net loss from convertible preference shares	**(22,219)**	(27,779)
Others	**(26,224)**	-
	466,718	874,429

22. General and administrative expenses

	2022 AED '000			2021 AED '000		
	Company	**Subsidiaries**	**Total**	Company	Subsidiaries	Total
Staff costs	**89,189**	**19,279**	**108,468**	111,407	20,645	132,052
Legal and other professional expenses	**12,016**	**17,240**	**29,256**	15,707	8,389	24,096
Depreciation	**3,453**	**3,260**	**6,713**	3,366	2,465	5,831
Amortisation and write-off intangible assets	**23**	**260**	**283**	254	3	257
Marketing expenses	**2,170**	**1,930**	**4,100**	1,738	1,276	3,014
Provision for expected credit losses	**-**	**833**	**833**	-	1,711	1,711
Others	**12,411**	**12,349**	**24,760**	9,720	13,412	23,132
	119,262	**55,151**	**174,413**	142,192	47,901	190,093

During the current year, the Group made social contributions amounting to nil (2021: AED 58 thousand).

23. Finance cost, net

	2022 AED '000	2021 AED '000
Interest on borrowings	**127,513**	89,877
Interest on lease liabilities	**2,054**	1,349
Amortisation of loan arrangement costs	**7,051**	2,775
Interest income from loan investments at amortised cost	**(4,705)**	(1,760)
Interest earned on time deposits	**(855)**	(735)
Collateral and other interest income	**(9,699)**	(454)
Unwinding of interest on disposal of investment property	**(1,474)**	(1,040)
	119,885	90,012

24. Non-current asset held for sale and discontinued operations

On 24 May 2022, the Group entered into a sale and purchase agreement to sell its subsidiary, Anglo Arabian Healthcare Investment (AAHI), which was completed on 26 July 2022 with a consideration amounting to AED 100,000 thousand. Details of the assets and liabilities disposed of, and the calculation of the profit or loss on disposal, are disclosed in note 5.3.

The results of the discontinued operations, which have been included in the profit for the period, were as follows:

	For the period from 1 January 2022 to 26 July 2022 AED '000	Year ended 31 December 2021 AED '000
Revenue from sale of goods and services	**92,858**	183,224
Cost of sale of goods and services	**(83,842)**	(156,128)
Gross profit	**9,016**	27,096
Other income, net	**1,844**	2,924
General and administrative expenses	**(16,710)**	(49,444)
Finance cost, net	**(4,037)**	(7,424)
Loss for the period / year from discontinued operations	**(9,887)**	(26,848)

The net cash flows incurred by AAHI are as follows:

	For the period from 1 January 2022 to 26 July 2022 AED '000	Year ended 31 December 2021 AED '000
Operating	**2,804**	8,493
Investing	**(3,240)**	(1,681)
Financing	**(792)**	(8,289)
Net cash outflow	**(1,228)**	(1,477)

During the year, the Group decided to sell a part of its investment property. As of 31 December 2022, asset held for sale amounted to AED 466,940 thousand. As a result, this portion has been reclassified to an asset held for sale (note 8).

25. Related parties

Related parties include major shareholders of the Company, directors or officers of the Group, enterprises that are in a position to exercise significant influence over the Group or those enterprises over which the Group can exercise significant influence or has joint control.

The Group conducts its transactions with related parties on arm's length terms, with any exceptions to be specifically approved by the Board. In all cases, transactions with related parties are required to be conducted in compliance with all relevant laws and regulations. Where a Board member has an actual or perceived conflict of interest over an issue to be considered by the Board, the interested member may not vote on any relevant resolutions and can also be asked by the Chairman not to participate in the relevant Board discussions. The Company has a conflict of interest policy for Board members and, for senior management, a code of conduct. The Company takes reasonable steps to maintain an awareness of the other relevant commitments of its Directors and senior management, and thus is able to monitor compliance with this policy and code.

Significant balances and transactions with related parties

Key management personnel compensation	**2022 AED '000**	2021 AED '000
Short-term benefits	**24,300**	16,620
End of service and other long-term benefits	**593**	690
	24,893	17,310

26. Commitments

Capital commitments

As at 31 December 2022, the Group has capital commitments of AED 130 thousand (2021: AED 1,087 thousand) with respect to WPI.

As at 31 December 2022, the Group has outstanding capital calls of AED 47,599 thousand (2021: AED 44,455 thousand) pertaining to its investment in unquoted fund.

27. Employee compensation

In designing its employee compensation plans, the Group's primary objective is to provide employees with a robust compensation platform upon which they are encouraged to pursue outstanding returns and to reward them based on their results in line with the interests of the Group. This is achieved through a combination of cash salaries, variable bonuses dependent upon Group and individual's performance, and participation in various long-term employee incentive and co-investment programs described below.

Investment profit participation plans

The Group's Board of Directors has approved the following cash settled long-term incentive plan for certain employees linked to investment profit participation:

- A trading plan, whereby the employees are granted points linked to the fund's performance which vests annually. An amount representing the value of vested points derived from the fund's net asset value is divided into a cash payment and cash deferral. The amount of the cash deferral is index-linked to the relative fund performance for a period of three years. The reinvested amount vests over the three-year period and after completing the service condition a cash payment is made.

28. Financial instruments

Overview

The Group has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk
- operational risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Management has established a committee comprising of senior management, which is responsible for developing and monitoring the Group's risk management policies. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group Audit Committee is assisted in its oversight role by an internal audit team. The Internal audit team undertakes regular reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

In respect of public market transactions, the Group has implemented risk management policies and guidelines, as set out in the Private Placement Memorandums of Waha MENA Equity Fund SP, Waha CEEMEA Credit Fund SP, Waha MENA Value Fund SP, Waha EM Equity Fund SP and Waha Islamic Income Fund SP (all together the "Funds"), which set out the procedures to be performed prior to making investment decisions, including employing qualitative analyses, quantitative techniques, due diligence and management meetings as well as fundamental research on evaluation of the issuer based on its financial statements and operations. In addition to analysing financial instruments, the Group determines the relative attractiveness of investing in different markets in order to determine the country weighting in each area. In assessing the investment potential in each area, the Group considers economic growth prospects, monetary decisions, political risks, currency risks, capital flow risks, and other factors.

a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, derivative assets, cash and cash balances and loan investments. As at the end of the reporting date, the Group's financial assets exposed to credit risk amounted to:

	2022 AED '000	2021 AED '000
Cash and bank balances [1]	**797,259**	1,420,996
Trade and other receivables [2]	**827,857**	634,048
Loan investment	**40,749**	-
Financial investments at FVTPL	**6,873,932**	6,414,024
	8,539,797	8,469,068

[1] Cash and bank balances exclude cash in hand

[2] Trade and other receivables exclude prepayments and advances

(i) Bank balances

Substantially all of the bank balances are held with reputed financial institutions with S&P credit ratings ranging between A and BBB+, therefore, there are no significant credit risks as at reporting date.

(ii) Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The characteristics of the Group's customer base including default risk of the industry and country in which the Group's customers operate are some of the factors which influence credit risk.

The Group has established various policies and procedures to manage credit exposure, including initial financial assessment and appraisal, collateral and guarantee requirements and continual credit monitoring. The expected credit losses on trade and other receivables are estimated 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.

Credit risk arising on transactions with brokers relates to transactions awaiting settlement. Risk related to unsettled transactions is considered small due to the short settlement period involved and high credit quality of the brokers used.

(iii) Loan investments

The Group limits its exposure to credit risk by investing in securities which are fully collateralised and with credit ratings which are within the limits prescribed by the Group's financial risk management guidelines. The expected credit loss of a loan to an equity-accounted investee is based on the expected credit loss model which 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.

(iv) Derivative assets

The Group limits its exposure to credit risk on derivative assets by dealing with financial institutions and commercial banks that have S&P credit ratings ranging between A and BBB+ as at the reporting date

b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Ultimate responsibility for liquidity risk management rests with the Board of Directors, which provides appropriate liquidity risk management guidance to the management for the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking and borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The maturity profile of the assets and liabilities as at 31 December 2022 and 2021 are as follows:

AED '000	31 December 2022					31 December 2021				
	Current	Non-current				Current	Non-current			
Assets	**<1 year**	**1–3 years**	**>3 years**	**Unspecified**	**Total**	< 1 year	1 – 3 years	> 3 years	Unspecified	Total
Property and equipment, net	-	-	-	18,137	18,137	-	-	-	36,392	36,392
Right-of-use assets	11,814	18,257	5,174	-	35,245	11,314	15,070	73,265	-	99,649
Investment property	-	-	-	282,232	282,232	-	-	-	711,422	711,422
Goodwill and intangible assets	-	-	-	36,964	36,964	-	-	-	78,983	78,983
Loan investments	40,749	-	-	-	40,749	-	-	-	-	-
Investments in equity-accounted associates and joint ventures	-	-	-	95,505	95,505	-	-	-	170,242	170,242
Financial investments	6,799,975	1,304	72,653	-	6,873,932	6,352,214	20,577	41,233	-	6,414,024
Inventories	2,216	-	-	-	2,216	15,604	-	-	-	15,604
Trade and other receivables	848,172	-	-	-	848,172	641,900	-	-	-	641,900
Cash and bank balances	797,349	-	-	-	797,349	1,421,350	-	-	-	1,421,350
Assets held for sale	466,940	-	-	-	466,940	-	-	-	-	-
Total assets	8,967,215	19,561	77,827	432,838	9,497,441	8,442,382	35,647	114,498	997,039	9,589,566
Liabilities and equity										
Borrowings	3,511,482	51,429	22,804	-	3,585,715	4,033,308	51,624	32,266	-	4,117,198
Derivative liabilities	9,164	2,557	60,923	-	72,644	33,271	4,505	62,850	-	100,626
Lease liabilities	12,916	21,452	-	-	34,368	12,794	15,911	91,213	-	119,918
Trade and other liabilities	455,893	-	-	19,875	475,768	434,146	-	-	26,288	460,434
Total equity	-	-	-	5,328,946	5,328,946	-	-	-	4,791,390	4,791,390
Total liabilities and equity	3,989,455	75,438	83,727	5,348,821	9,497,441	4,513,519	72,040	186,329	4,817,678	9,589,566

The table below analyses the Group's financial liabilities, based on contractual undiscounted payments, into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date.

AED '000	31 December 2022				31 December 2021			
	<1 year	**1–3 years**	**>3 years**	**Total**	<1 year	1–3 years	>3 years	Total
Liabilities								
Borrowings	3,637,609	58,433	26,686	3,722,728	4,083,533	54,692	34,663	4,172,888
Trade and other liabilities	366,184	-	-	366,184	295,398	-	-	295,398
Lease liabilities	14,808	23,426	-	38,234	16,317	25,620	191,659	233,596
Total liabilities	4,018,601	81,859	26,686	4,127,146	4,395,248	80,312	226,322	4,701,882

c) Market risks

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the returns.

i) Currency risk

The Group may be exposed to currency risk on financial investments, trade receivables and trade payables that are denominated in a currency other than the respective functional currencies of Group entities. In respect of the Group's transactions and balances denominated in US$, Qatari Riyal (QAR), and Saudi Riyal (SAR), the Group is not exposed to currency risk as the UAE Dirham (AED) and Saudi Riyal (SAR) are currently pegged to the US$. The table below summarises the sensitivity of the Group's monetary and non-monetary assets and liabilities to changes in foreign exchange movements at year end. The analysis is based on the assumptions that the relevant foreign exchange rate increased/decreased by 0.5% with all other variables held constant:

2022 **AED '000**	**Assets**	**Liabilities**	**Net Exposure**	**Hedged**	**Effect on net equity for +/- 0.5% sensitivity**
Euro	**835,553**	**(706,046)**	**129,507**	**(125,490)**	**+/- 1,275**
Great British Pound	**3,853**	**-**	**3,853**	**-**	**+/- 19**
Kuwaiti Dinar	**78,480**	**(14,194)**	**64,286**	**-**	**+/- 321**
Bahraini Dinar	**68,447**	**(3,827)**	**64,620**	**-**	**+/- 323**
Egyptian Pound	**689,770**	**(13,412)**	**676,358**	**-**	**+/- 3,382**
Omani Riyal	**870**	**-**	**870**	**-**	**+/- 4**
Others	**21,437**	**-**	**21,437**	**-**	**+/- 107**
	1,698,410	**(737,479)**	**960,931**	**(125,490)**	**+/- 5,431**

2021 AED '000	**Assets**	**Liabilities**	**Net Exposure**	**Hedged**	**Effect on net equity for +/- 0.5% sensitivity**
Euro	448,895	(396,118)	52,777	(95,138)	+/- 740
Great British Pound	159,815	-	159,815	-	+/- 799
Kuwaiti Dinar	42,047	-	42,047	-	+/- 210
Bahraini Dinar	16,170	-	16,170	-	+/- 81
Egyptian Pound	581,223	(11,547)	569,676	-	+/- 2,848
Omani Riyal	16,485	-	16,485	-	+/- 82
Others	37,995	-	37,995	-	+/- 190
	1,302,630	(407,665)	894,965	(95,138)	+/- 4,950

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk on its investment in listed fixed income securities carried at fair value through profit or loss, and cash flow interest rate risk on its floating rate non-derivative borrowings. The sensitivities of these financial instruments to changes in interest rates are as follows:

Fair value interest rate risk

- The Group had listed fixed income securities fair valued at AED 3,780,542 thousand at the end of the reporting period (2021: AED 4,102,793 thousand), for which the Group uses a range of DV01 (the dollar value of a basis point) for different time intervals as a key measure of interest rate risk. An absolute measure derived from duration, it indicates the change in price or fair value, expressed in monetary units, caused by a one basis point (0.01%) change in the yield curve. The DV01 for the Group's listed fixed income securities was AED 698 thousand at the end of the reporting period (2021: AED 286 thousand).

Cash flow interest rate risk

- The Group had floating rate non-derivative borrowings of AED 3,487,778 thousand at the end of the reporting period (2021: AED 4,023,847 thousand). Had the relevant interest rates been higher/lower by 50 basis points, the Group's finance cost would have been higher/lower, therefore the profit for the year would have been lower/higher by AED 39,078 thousand (2021: AED 40,976 thousand).

In the normal course of business, the Group enters into interest rate swaps, where appropriate, to hedge against the net interest rate exposure of the Group's investments in listed fixed income securities and the corresponding borrowings through repurchase agreements, except where the interest rate exposure is deemed to be immaterial or acceptable in relation to the cost of entering into a hedge. At the end of the reporting period, the net carrying amount of the interest rate swaps was immaterial.

(iii) Equity and fixed income price risk

Equity and fixed income price risk arises from investments in equity and fixed income securities. Management of the Group monitors the mix of securities in its investment portfolio based on respective benchmark market indices to reduce the exposure on account of share prices (refer to note 28 (e) for sensitivity analysis).

Operational risks

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's involvement with financial instruments, including processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour.

The Group's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Group's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management within each business unit. This responsibility is supported by the development of overall Group standards for the management of operational risk in the following areas:

- requirements for appropriate segregation of duties, including the independent authorisation of transactions;
- requirements for the reconciliation and monitoring of transactions;
- compliance with regulatory and other legal requirements;
- documentation of controls and procedures;
- requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified;
- requirements for the reporting of operational losses and proposed remedial action;
- development of contingency plans;
- training and professional development;
- ethical and business standards; and
- risk mitigation, including insurance where this is effective.

Compliance with Group standards is supported by a programme of periodic reviews undertaken by internal audit. The results of internal audit reviews are discussed with the management of the business unit to which they relate, with summaries submitted to the Audit Committee and senior management of the Group.

d) Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Capital consists of share capital, retained earnings and reserves. The Board of Directors monitors the return on capital as well as the level of dividends to ordinary shareholders in order to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

In respect of the public market segment, the amount of net assets attributable to shareholders can change significantly on a weekly basis, as the Funds are subject to weekly subscriptions and redemptions at the discretion of shareholders, as well as changes resulting from the Funds' performance. The Group's objective when managing capital is to safeguard the Funds' ability to continue as a going concern in order to provide returns for shareholders, provide benefits for other stakeholders and maintain a strong capital base to support the development of the investment activities of the Funds.

The Group monitors its capital structure based on the covenants required by the Group's lenders of the Revolving Corporate Facility ("RCF"). For the year ended 31 December 2022, a gearing ratio was computed and is defined as borrowings over tangible assets as defined in the RCF agreement dated 15 August 2021.

The Group's gearing ratio reported to the Group's lenders of the Revolving Corporate Facility ("RCF") as at 31 December 2022 was 0.28 (31 December 2021: 0.33) and was in compliance with the requirement of a maximum of 0.60 times.

e) Fair values

a Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial assets and liabilities by valuation technique:

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, 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 for the asset or liability.

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. As at 31 December, the Group held the following financial assets and liabilities at fair value:

	2022 AED '000	2021 AED '000	**Fair value hierarchy**	**Valuation technique**	**Sensitivity Analysis**
Financial assets at fair value through profit or loss					
a. Listed equity securities	**2,076,939**	1,788,086	Level 1	Quoted bid prices in an active market	± 5% change in quoted bid prices, impacts fair value by AED 103,847 thousand
b. Other investment in equity securities	**48,299**	963	Level 3	Valuation is based on Net Asset Values (NAV) and discounted cash flows using unobservable inputs, mainly discount rate, interest rate, share price and market volatilities of the underlying instrument.	± 5% change in NAV, impacts fair value by AED 2,415 thousand
c. Convertible preference shares	**160,994**	185,545	Level 3	Options model with unobservable inputs, mainly share price and market volatilities of the underlying shares	± 5% change in quoted bid prices, impacts fair value by AED 8,050 thousand
d. Listed fixed income securities	**3,780,542**	4,102,793	Level 1	Quoted bid prices in an active market	± 5% change in quoted bid prices, impacts fair value by AED 189,027 thousand
e. Reverse repurchase contracts	**236,808**	112,780	Level 2	The valuation is based on broker quotes	± 5% change in broker quotes impacts fair value by AED 11,840 thousand
f. Derivative assets	**99,385**	88,960	Level 2	The valuation is based on broker quotes	± 5% change in broker quotes impacts fair value by AED 4,969 thousand
g. Unquoted fund	**470,965**	134,897	Level 3	Valuation is based on Net Asset Values (NAV) of the fund calculated by the fund manager	± 5% change in NAV, impacts fair value by AED 23,431 thousand
Financial liabilities at fair value through profit or loss					
a. Derivative liabilities	**(72,644)**	(100,626)	Level 2	The valuation is based on broker quotes	± 5% change in broker quotes impacts fair value by AED 3,632 thousand

		2022 AED '000		
Financial assets	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets at FVTPL				
Investment in equity securities	**2,076,939**	**2,076,939**	**-**	**-**
Other investment in equity securities	**48,299**	**-**	**-**	**48,299**
Convertible preference shares	**160,994**	**-**		**160,994**
Investment in fixed income securities	**3,780,542**	**3,780,542**	**-**	**-**
Derivative assets	**99,385**	**-**	**99,385**	**-**
Reverse repurchase contracts	**236,808**	**-**	**236,808**	**-**
Unquoted fund	**470,965**	**-**	**-**	**470,965**
Total	**6,873,932**	**5,857,481**	**336,193**	**680,258**
Financial liabilities	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial liabilities at FVTPL				
Derivative liabilities	**(72,644)**	**-**	**(72,644)**	**-**
Total	**(72,644)**	**-**	**(72,644)**	**-**

		2021 AED '000		
Financial assets	Total	Level 1	Level 2	Level 3
Financial assets at FVTPL				
Investment in equity securities	1,788,086	1,788,086	-	-
Other investment in equity securities	963	-	-	963
Convertible preference shares	185,545	-	-	185,545
Investment in fixed income securities	4,102,793	4,102,793	-	-
Derivative assets	88,960	-	88,960	-
Reverse repurchase contracts	112,780	-	112,780	-
Unquoted fund	134,897	-	-	134,897
Total	6,414,024	5,890,879	201,740	321,405
Financial liabilities	Total	Level 1	Level 2	Level 3
Financial liabilities at FVTPL				
Derivative liabilities	(100,626)	-	(100,626)	-
Total	(100,626)	-	(100,626)	-

There have been no transfers between levels 1 and 2 during the year.

Reconciliation of Level 3 fair value movements

	2022 AED '000	2021 AED '000
At 1 January	**321,405**	255,805
Additions, net	**367,326**	103,415
Decrease in fair value through profit or loss, net	**(8,473)**	(37,815)
	680,258	321,405

b Fair values of financial assets and liabilities measured at amortised cost

The fair values of financial assets and liabilities approximate their carrying amounts.

Company Information

Board of Directors

Chairman

Waleed Al Mokarrab Al Muhairi

Vice-Chairman

Ahmed Ali Khalfan Al Mutawa Al Dhaheri

Directors

Rashed Darwish Al Ketbi
Mohamed Hussain Al Nowais
Rasheed Ali Al Omaira
Nader Al Hammadi
Homaid Al Shimmari

Chief Operating Officer

Ahmed Khalifa Al Mansoori

Head Office

PO Box 28922
Etihad Towers
42nd Floor, Tower 3
Abu Dhabi U.A.E.
Tel: +971 (0)2 667 7343
Email: waha@wahacapital.ae

Shareholders enquiries

All enquiries concerning shareholdings, including notification of change of address, loss of a share certificate or dividend payments should be made to the Company's registrar.

Investor relations enquiries

All investor relation enquiries can be directed to the Company's investor relations team at the Company's Head Office.

Online Communications

Financial results, events and corporate reports are all stored in the investor relations section of our website: www.wahacapital.com/investor-relations

Market disclosures can also be found on the ADX website: www.adx.ae

2022 Annual Report and Accounts:
www.wahacapital.com/investor-relations/financial-reports

Follow us:

Twitter.com/wahacapital
Linkedin.com/wahacapital
Instagram.com/wahacapital

Waha Capital PJSC

P.O. Box 28922, Abu Dhabi, UAE
T: +971 (0)2 667 7343 / F: +971 (0)2 667 7383

www.wahacapital.com

Waha Capital