

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

**DIRECTORS' REPORT AND
CONSOLIDATED FINANCIAL STATEMENTS**

31 DECEMBER 2024

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

DIRECTORS' REPORT

31 DECEMBER 2024



DIRECTORS' REPORT

The Board of Directors have pleasure in submitting this report and the consolidated financial statements of Easy Lease Motor Cycle Rental P.S.C (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2024.

Principal activity

Group is engaged in motorcycles trading, motorcycles repairing, motorcycles and car park rental, delivery services, marine sports club and wholesale trading of ships and boats, computer systems and communication equipment software trading, trains and railway construction & fabrication, trains spare parts & security system trading, freight forwarding and warehousing services.

Financial results

Total revenue earned by the Group during the year ended 31 December 2024 was AED 455,742,523 (2023: AED 298,547,383). The net profit for the year ended 31 December 2024 amounted to AED 42,725,951 (2023: AED 36,078,892).

Auditors

A resolution proposing the appointment of the auditors of the Group for the year ending 31 December 2025 will be put to the shareholders at Annual General Meeting.

For and on behalf of the Board of Directors

CEO and Board Member

Board Member



29 January 2025

Abu Dhabi, United Arab Emirates

**Easy Lease Motor Cycle Rental P.S.C
and Its Subsidiaries**

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2024



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF EASY LEASE MOTOR CYCLE RENTAL P.S.C

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Easy Lease Motor Cycle Rental P.S.C (the “Company”) and its subsidiaries (the “Group”) which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of 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 material 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 2024 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 conducted our audit in accordance with International Standards on Auditing (“ISAs”). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the *International Code of Ethics for Professional Accountants (including International Independence Standards)* (the “IESBA Code”) together with the ethical requirements that are relevant to our audit of the 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.

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
EASY LEASE MOTOR CYCLE RENTAL P.S.C continued**

Report on the Audit of the Consolidated Financial Statements continued

Revenue recognition

Revenue recognition is considered to be a key area of focus given that revenue is material and an important determinant of the Group's performance and profitability. The Group recognises revenue from contracts with customers when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services (refer note 2.5 to the consolidated financial statements for the revenue recognition policy of the Group).

During the year ended 31 December 2024, total revenue of the Group amounted to AED 455,742,523 (2023: AED 298,547,383). Given the magnitude of the amount and inherent risk of revenue overstatement, we consider revenue recognition to be a key audit matter.

To address the above risk, we performed the following procedures among others:

- We performed procedures to assess whether the revenue recognition criteria adopted by the Group is appropriate and is in line with the Group's accounting policy;
- Assessed the compliance of such policies with the applicable International Financial Reporting Standards;
- Obtained understanding of the revenue accounting processes as applied by the Group for significant revenue streams;
- Obtained representative sample of transactions and tested their occurrence, accuracy and recognition, by tracing them back to supporting documents;
- We have performed cut off procedures, including selecting the sample of transactions before and after the year end to evaluate the recognition in the current reporting period;
- Performed analytical procedures across significant revenue streams during the year; and
- Assessed the adequacy of the Group's disclosure in the consolidated financial statements in connection with revenue recognition.

Business combinations within the scope of IFRS 3

During the year, the Group acquired control over the entities disclosed in note 3.1 and have also completed purchase price allocations in relation to the acquisitions of 2023. External valuation specialists were engaged by the Group to perform the purchase price allocation exercise, including identification and fair valuation of acquired assets and liabilities. The acquisition of businesses is a key audit matter as these are significant transactions during the year and require significant judgement regarding the allocation of the purchase price to the assets and liabilities acquired.

We have obtained the provisional purchase price allocation reports for material acquisitions prepared by the external valuers engaged by the Group. We considered the reporting requirements for the acquisitions during the current year on provisional basis as allowed under IFRS 3 and its application by the Group.

For the acquisitions of 2023 and the purchase price allocations completed during the current year, we involved our internal valuation specialists in reviewing such process allocations including the valuation of intangibles recognized by the Group. The review included discussions with management and consideration of the reasonableness of the assumptions and valuations in line with available evidence. Further, we also assessed the adequacy of the presentation and disclosures of the said purchase price allocations in the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

EASY LEASE MOTOR CYCLE RENTAL P.S.C continued

Report on the Audit of the Consolidated Financial Statements continued

Impairment assessment of goodwill

The Group has recognised goodwill amounting to AED 109,815,828 (2023: AED 63,954,760) arising from the acquisition of subsidiaries operating in multiple segments under business combinations within the scope of IFRS 3 (note 11).

Management carries out impairment assessments of goodwill annually. Goodwill impairment testing is considered a key audit area given the significant estimates and assumptions involved in determining the value in use of the respective cash generating units. Assumptions used relate to future cash flows, revenue growth rates, expected inflation rates and discount rates.

As part of our audit procedures, we performed the following for CGUs with significant goodwill:

- tested, with involvement of internal valuation specialists, the methodologies and inputs used by the Group in the discounted cash flow models for impairment testing including key assumptions relating to growth rates, inflation rates and discount rates;
- analyzed the sensitivity of available headroom in the respective CGUs to changes in certain assumptions;
- compared actual performance of cash generating units to the assumptions applied in discounted cash flow models to assess the historical accuracy of management's estimates; and
- assessed the adequacy of disclosure in line with the requirements of the IFRSs.

Other information

Other information consists of the information included in the report of the Board of Directors, other than the consolidated financial statements and our auditor's report thereon. Management is 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, 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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

EASY LEASE MOTOR CYCLE RENTAL P.S.C continued

Report on the Audit of the Consolidated Financial Statements continued

Responsibilities of management and the Board of Directors 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 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 is responsible for overseeing the Group's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than 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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

EASY LEASE MOTOR CYCLE RENTAL P.S.C continued

Report on the Audit of the Consolidated Financial Statements continued

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

- 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 the Board of Directors 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, action 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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

EASY LEASE MOTOR CYCLE RENTAL P.S.C continued

Report on Other Legal and Regulatory Requirements

Further, as required by the UAE Federal Law No. (32) of 2021, we report that for the year ended 31 December 2024:

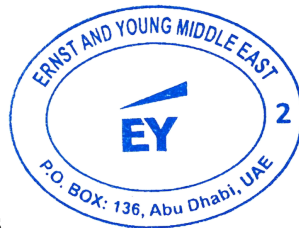
- i) the Group has maintained proper books of account;
- ii) we have obtained all the information and explanations we considered necessary for the purposes of our audit;
- iii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Law No. (32) of 2021, and the Memorandum of Association of the Company;
- iv) the consolidated financial information included in the report of the Board of Directors is consistent with the books of account of the Group;
- v) investments in shares and stocks are included in note 12 to the consolidated financial statements and include the purchases and investments made by the Group during the year ended 31 December 2024;
- vi) note 23 reflects 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 year any of the applicable provisions of the UAE Federal Law No. (32) of 2021 or of its Memorandum of Association which would materially affect its activities or its consolidated financial position as at 31 December 2024; and
- viii) the Group has not made any social contributions during the year.

For Ernst & Young



Walid J Nakfour
Registration No 5479

29 January 2025
Abu Dhabi, United Arab Emirates



Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

| | <i>Notes</i> | 2024 AED | 2023 AED |
|---|--------------|---------------------------|---------------------------|
| Revenue | 4 | 455,742,523 | 298,547,383 |
| Direct costs | 5 | (323,666,661) | (217,578,737) |
| GROSS PROFIT | | 132,075,862 | 80,968,646 |
| General and administrative expenses | 6 | (78,317,173) | (49,557,582) |
| PROFIT FROM OPERATIONS | | 53,758,689 | 31,411,064 |
| Share of profit from investment in an associate | | - | 62,429 |
| Other income | 7 | 10,414,093 | 11,613,047 |
| Finance costs | 8 | (13,343,191) | (3,438,041) |
| Change in fair value of investments carried at fair value through profit or loss | 12 | (3,783,955) | (1,597,823) |
| Fair value gain on revaluation of previously held equity interest | | <u>-</u> | <u>1,768,416</u> |
| PROFIT BEFORE TAX FOR THE YEAR | | 47,045,636 | 39,819,092 |
| Income tax expense | 9 | (4,319,685) | (3,740,200) |
| PROFIT AFTER TAX FOR THE YEAR | | <u>42,725,951</u> | <u>36,078,892</u> |
| Other comprehensive income for the year <i>Items that will not be reclassified subsequently to profit or loss</i> | | <u>-</u> | <u>-</u> |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | | <u>42,725,951</u> | <u>36,078,892</u> |
| Attributable to: | | | |
| Equity holders of the parent | | 29,112,806 | 31,044,269 |
| Non-controlling interests | | <u>13,613,145</u> | <u>5,034,623</u> |
| | | <u>42,725,951</u> | <u>36,078,892</u> |
| Basic and diluted earnings per share (AED) | 17 | <u>0.97</u> | <u>1.03</u> |

The attached notes 1 to 27 form part of these consolidated financial statements.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

| | Notes | 2024 AED | 2023 AED |
|--|-------|--------------------|--------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property and equipment | 10 | 255,430,050 | 127,338,766 |
| Intangible assets and goodwill | 11 | 171,270,925 | 87,455,867 |
| Right-of-use assets | 20 | 91,170,590 | 9,151,738 |
| Deferred tax asset | | <u>297,406</u> | - |
| | | 518,168,971 | 223,946,371 |
| Current assets | | | |
| Inventories | | 9,830,804 | 6,372,034 |
| Investments carried at fair value through profit or loss | 12 | 7,484,437 | 23,998,311 |
| Trade and other receivables | 13 | 188,491,152 | 82,280,685 |
| Amounts due from related parties | 23 | 4,386,651 | 373,547 |
| Bank balances and cash | 14 | <u>59,463,997</u> | <u>30,922,352</u> |
| | | 269,657,041 | 143,946,929 |
| TOTAL ASSETS | | 787,826,012 | 367,893,300 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Share capital | 15 | 30,000,000 | 30,000,000 |
| Statutory reserve | 16 | 15,000,000 | 12,973,768 |
| Retained earnings | | 141,306,764 | 114,220,190 |
| Merger reserve | | <u>1,177,749</u> | <u>1,177,749</u> |
| Equity attributable to equity holders of the Parent | | 187,484,513 | 158,371,707 |
| Non-controlling interests | | <u>65,404,921</u> | <u>29,249,029</u> |
| Total equity | | 252,889,434 | 187,620,736 |
| Non-current liabilities | | | |
| Employees' end of service benefits | 18 | 11,330,659 | 5,300,507 |
| Bank loans | 19 | 113,358,764 | 32,972,063 |
| Loan from a related party | 23 | 50,000,000 | - |
| Deferred tax liabilities | 9 | 7,678,448 | 4,364,798 |
| Lease liabilities | 20 | <u>109,819,124</u> | <u>6,314,974</u> |
| | | 292,186,995 | 48,952,342 |
| Current liabilities | | | |
| Trade and other payables | 21 | 135,506,601 | 82,182,356 |
| Amounts due to related parties | 23 | 5,848,349 | 10,451,776 |
| Bank loans | 19 | 80,670,852 | 35,351,919 |
| Lease liabilities | 20 | 15,402,028 | 3,334,171 |
| Income tax payable | | <u>5,321,753</u> | - |
| | | 242,749,583 | 131,320,222 |
| Total liabilities | | 534,936,578 | 180,272,564 |
| TOTAL EQUITY AND LIABILITIES | | 787,826,012 | 367,893,300 |

Chairman

CEO and Board Member

The attached notes 1 to 27 form part of these consolidated financial statements.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

| | <i>Attributable to equity holders of the Company</i> | | | | | <i>Non-controlling interests</i> AED | <i>Total equity</i> AED |
|---|--|---------------------------------|------------------------------|---------------------------------|---------------------|---|----------------------------|
| | <i>Share capital</i> AED | <i>Statutory reserve</i> AED | <i>Merger reserve</i> AED | <i>Retained earnings</i> AED | <i>Total</i> AED | | |
| Balance at 1 January 2023 | 30,000,000 | 10,003,741 | 1,177,749 | 86,145,948 | 127,327,438 | 18,243,836 | 145,571,274 |
| Total comprehensive income for the year | | | | 31,044,269 | 31,044,269 | 5,034,623 | 36,078,892 |
| Transfer to statutory reserve (note 16) | | 2,970,027 | | (2,970,027) | | | - |
| Acquisition of subsidiaries (note 3.2) | - | - | - | - | - | 10,926,434 | 10,926,434 |
| Adjustment on finalisation of the purchase price allocation relating to prior year business combinations (note 3.2) | - | - | - | - | - | (6,665,864) | (6,665,864) |
| Capital injected by non-controlling interests | - | - | - | - | - | 1,710,000 | 1,710,000 |
| Balance at 31 December 2023 | <u>30,000,000</u> | <u>12,973,768</u> | <u>1,177,749</u> | <u>114,220,190</u> | <u>158,371,707</u> | <u>29,249,029</u> | <u>187,620,736</u> |
| Balance at 1 January 2024 | 30,000,000 | 12,973,768 | 1,177,749 | 114,220,190 | 158,371,707 | 29,249,029 | 187,620,736 |
| Total comprehensive income for the year | | | | 29,112,806 | 29,112,806 | 13,613,145 | 42,725,951 |
| Transfer to statutory reserve (note 16) | | 2,026,232 | | (2,026,232) | - | | - |
| Dividend paid to non-controlling interest | | - | | | | (7,161,493) | (7,161,493) |
| Acquisition of subsidiaries (note 3.1) | | | | | | 27,221,994 | 27,221,994 |
| Capital injected by non-controlling interests | - | - | - | - | - | 2,682,247 | 2,682,247 |
| Repayment of contributed capital to non-controlling interest | - | - | - | - | - | (200,000) | (200,000) |
| Balance at 31 December 2024 | <u>30,000,000</u> | <u>15,000,000</u> | <u>1,177,749</u> | <u>141,306,764</u> | <u>187,484,513</u> | <u>65,404,922</u> | <u>252,889,435</u> |

The attached notes 1 to 27 form part of these consolidated financial statements.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

| | <i>Notes</i> | <i>2024</i> <i>AED</i> | <i>2023</i> <i>AED</i> |
|--|--------------|---------------------------|---------------------------|
| OPERATING ACTIVITIES | | | |
| Profit before tax | | 47,045,636 | 39,819,092 |
| Adjustments for: | | | |
| Depreciation of property and equipment | 10 | 41,862,194 | 31,428,546 |
| Depreciation of right-of-use assets | 20 | 5,859,692 | 2,274,227 |
| Amortisation of intangible assets | 11 | 3,324,420 | 3,223,055 |
| Provision for employees' end of service benefits | 18 | 2,638,094 | 2,172,118 |
| Share of profit from investment in an associate | | - | (62,429) |
| Gain on disposal of property and equipment | 7 | (2,051,538) | (3,943,805) |
| Change in fair value of investments carried at fair value through profit or loss | 12 | 3,783,955 | 1,597,823 |
| Finance costs | 8 | 13,343,191 | 3,438,041 |
| Provision for expected credit losses | 13 | 2,701,483 | 1,983,748 |
| Gain on termination of leases | | (47,684) | - |
| Fair value gain on revaluation of previously held equity interest | | - | (1,768,416) |
| | | 118,459,443 | 80,162,000 |
| Working capital changes: | | | |
| Trade and other receivables | | (69,734,638) | (19,376,232) |
| Trade and other payables | | 13,381,930 | (5,995,251) |
| Amounts due from related parties | | (4,013,104) | (368,974) |
| Amounts due to related parties | | (1,951,180) | (292,338) |
| Inventories | | (3,179,080) | (510,852) |
| Cash flows from operations | | 52,963,371 | 53,618,353 |
| Employees' end of service benefits paid | 18 | (621,430) | (262,626) |
| Finance costs paid | | (8,529,599) | (3,242,662) |
| Net cash flows from operating activities | | <u>43,812,342</u> | <u>50,113,065</u> |
| INVESTING ACTIVITIES | | | |
| Purchase of property and equipment | 10 | (138,518,475) | (47,029,174) |
| Purchase of intangible assets | 11 | (1,117,411) | (3,575,373) |
| Purchase of investments carried at fair value through profit or loss | 12 | (3,673,692) | (23,687,999) |
| Proceeds from disposal of investments carried at fair value through profit or loss | 12 | 16,403,611 | 18,761,281 |
| Proceeds from disposal of property and equipment | | 9,284,647 | 8,331,268 |
| Acquisition of subsidiaries, net of cash paid | 3.1 | (61,973,753) | <u>8,918,482</u> |
| Net cash used in investing activities | | (179,595,073) | (38,281,515) |
| FINANCING ACTIVITIES | | | |
| Proceeds from bank loans | 19 | 173,447,295 | 32,629,835 |
| Repayments of bank loans | 19 | (47,741,661) | (32,140,940) |
| Proceeds of loan from a related party | 23 | 50,000,000 | - |
| Capital contributed by non-controlling interest* | | 30,000 | 1,710,000 |
| Withdrawal by non-controlling interest | | (200,000) | - |
| Dividend paid to non-controlling interest | | (3,201,493) | - |
| Payments against lease liabilities | 20 | (8,009,765) | (2,818,756) |
| Net cash flows from (used in) financing activities | | <u>164,324,376</u> | <u>(619,861)</u> |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | | 28,541,645 | 11,211,689 |
| Cash and cash equivalents at 1 January | | <u>30,922,352</u> | <u>19,710,663</u> |
| CASH AND CASH EQUIVALENTS AT 31 DECEMBER | 14 | <u>59,463,997</u> | <u>30,922,352</u> |

*An amount of AED 2,652,247 have been excluded from the consolidated statement of cash flows being a non-cash transaction.

The attached notes 1 to 27 form part of these consolidated financial statements.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

1 ACTIVITIES

Easy Lease Motor Cycle Rental P.S.C (the “Company”) is a private joint stock company incorporated under the Law No. (32) of 2021. The Company’s registered address is P.O. Box 333367, Deira, Dubai, United Arab Emirates. International Holding Company PJSC is the Parent and Royal Group Holding LLC is the Ultimate Parent of the Company.

These consolidated financial statements include the results of operations and financial position of the Company and its subsidiaries (together referred to as the “Group”). Group is engaged in motorcycles trading, motorcycles repairing, motorcycles and car park rental, delivery services, marine sports club and wholesale trading of ships and boats, computer systems and communication equipment software trading, trains and railway construction and fabrication, trains spare parts and security system trading, freight forwarding and warehousing services.

The consolidated financial statements were approved by the Board of Directors and authorised for issue on 29 January 2025.

2.1 BASIS OF PREPARATION

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and applicable requirements of laws of the United Arab Emirates.

Basis of measurement

The consolidated financial statements are prepared under the historical cost convention, except for investments carried at fair value through profit or loss which are stated at fair value.

Functional and presentation currency

The consolidated financial statements are presented in United Arab Emirates Dirhams (“AED”), which is the functional and presentation currency of the Group

2.2 BASIS OF CONSOLIDATION

The consolidated financial statements of the Group comprise the financial information of the Company and its subsidiaries.

Control is achieved when the Company:

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

The Group 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.

When the Group 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 Group considers all relevant facts and circumstances in assessing whether or not the Group’s voting rights in an investee are sufficient to give it power, including:

- the size of the Group’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group 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.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.2 BASIS OF CONSOLIDATION continued

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

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group 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 assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Details of subsidiaries as at 31 December 2024 and 31 December 2023 were as follows:

| <i>Name of subsidiary</i> | <i>Place of incorporation and operation</i> | <i>Principal activities</i> | <i>Proportion of ownership interest and voting power held*</i> | |
|--|---|--|--|-------------|
| | | | 2024 | 2023 |
| Uplift Delivery Services LLC | United Arab Emirates | Delivery services. | 67% | 67% |
| 1885 Delivery Services LLC | United Arab Emirates | Delivery services. | 70% | 70% |
| Yallow Tenchnologies LLC | United Arab Emirates | Computer systems & communication equipment software trading. | 80% | 80% |
| The Captain Boats and Ships Trading LLC | United Arab Emirates | Marine sports club and wholesale trading of ships and boats. | 55% | 55% |
| Qube Car Park Management LLC | United Arab Emirates | Car park rental and management valet parking services | 70% | 70% |
| Easy Lease Motor Cycle Rental WLL | Kingdom of Bahrain | Motorcycle rental and trading of motor cycle and accessories including motorpeds | 100% | 100% |
| Easy Lease Vehicle Rental LLC | United Arab Emirates | Rental of vehicles and repairs and maintenance services | 100% | 100% |
| Easy Lease Limousine Luxury Motor Vehicle Services LLC | United Arab Emirates | Rental of limousine and luxury vehicles | 100% | 100% |
| Easy Lease Transport Services One Person Company LLC | Kingdom of Saudia Arabia | Mobility services | 100% | 100% |
| Ripe Exhibition Organizer Co LLC | United Arab Emirates | Event management | 60% | 60% |
| Fully Charge Electrical Fitting Contracting | United Arab Emirates | Electrical charging of vehicles | 60% | 60% |
| Lynx Technology Group Ltd(iii) | British Virgin Island | IT services | 49% | 49% |
| United Trans General Trading LLC(i) | United Arab Emirates | Trains and railway construction, fabrication, trains spare parts & security system trading | 60% | - |
| Mobility Hub FZE(ii) | United Arab Emirates | Spare parts and motor vehicles trading | 100% | - |
| Mobility Spares Trading FZCO(ii) | United Arab Emirates | Spare parts and motor vehicles trading | 100% | - |
| Gallega Group Holdings DMCC(i) | United Arab Emirates | Logistics services | 51% | - |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.2 BASIS OF CONSOLIDATION continued

| Name of subsidiary | Place of incorporation and operation | Principal activities | Proportion of ownership interest and voting power held* | |
|---|--------------------------------------|---|---|------|
| | | | 2024 | 2023 |
| <u>Below are the subsidiaries of The Captain Boats and Ships Trading LLC:</u> | | | | |
| Delta Marine Equipment LLC | United Arab Emirates | Boats repairing and retail sale of marine equipments and machinery | 70% | 70% |
| Nautica Marine Services Navy – Soleproprietorship LLC | United Arab Emirates | Boats repairing and services to onshore and offshore oil and gas facilities | 100% | 100% |
| The Captain SPC | Sultanate of Oman | Renting of tourist boats, retail sale in specialized stores of boats and yachts | 100% | 100% |
| Captains Club for Renting and Trading WLL(ii) | State of Qatar | Renting and trading of boats and ships | 100% | - |
| The Captain Yacht Rental Company LLC(ii) | Kingdom of Saudi Arabia | Renting and trading of boats and ships | 100% | - |
| The Captains Club Company for Renting Recreational Boats and Canoes(ii) | State of Kuwait | Renting and trading of boats and ships | 100% | - |
| <u>Below is the subsidiary of Oube Car Park Management LLC:</u> | | | | |
| Al Khaleej Cars Parking Management LLC Soleproprietorship | United Arab Emirates | Car park rental and management valet parking services | 100% | 100% |
| <u>Below is the subsidiary of Easy Lease Vehicle Rental LLC:</u> | | | | |
| Sheel Vehicle Transport Towing LLC | United Arab Emirates | Recovery services | 100% | 100% |
| <u>Below is the subsidiary of 1885 Delivery Services LLC:</u> | | | | |
| Infinity Logistics Transport LLC | United Arab Emirates | Logistic services | 60% | 60% |
| <u>Below is the subsidiary of Uplift Delivery Services LLC:</u> | | | | |
| Uplift Transport Services LLC | Kingdom of Saudia Arabia | Delivery Services | 100% | 100% |
| <u>Below are the subsidiaries of Fully Charged Electrical Fitting Contracting LLC:</u> | | | | |
| Fully Charged Electric Vehicles Charging Stations Management & Operation LLC(ii) | United Arab Emirates | Electric vehicles charging stations management and operation | 100% | - |
| Fully Charged Electrical Fitting Trading and Contracting(ii) | State of Qatar | Installation of electrical energy transmission, electrical equipment, solar energy systems and electrical fitting contracting | 100% | - |
| <u>Below are the subsidiaries of United Trans General Trading LLC</u> | | | | |
| United Trans General Trading – Sole Proprietorship LLC(i) | United Arab Emirates | Trading of airport equipment, spare parts & trains, electronic parking management systems installation, maintenance and innovation in transport services, computer systems and software designing and services to onshore and offshore oil and gas fields | 100% | - |
| United Transport Solution SPC(i) | Sultanate of Oman | Trucking of goods and equipments | 100% | - |
| United Trans Solution WLL(i) | Kingdom of Bahrain | Trading activities, other information service activities, management of head offices and office administrative & support activities | 100% | - |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.2 BASIS OF CONSOLIDATION continued

| <i>Name of subsidiary</i> | <i>Place of incorporation and operation</i> | <i>Principal activities</i> | <i>Proportion of ownership interest and voting power held*</i> | |
|---|---|--|--|-------------|
| | | | 2024 | 2023 |
| <i>Below are the subsidiaries of Gallega Group Holdings DMCC</i> | | | | |
| Gallega Global Logistics Single Owner LLC(i) | United Arab Emirates | Logistics and transportation services, including cargo handling, warehousing, and equipment rental, through online platforms and smart applications. | 100% | - |
| Gallega International Logistics Services Ltd (i) | United Arab Emirates | Goods land transportation, freight clearing, marine and air shipment, warehousing, and specialized oil and gas field services. | 100% | - |

*In case of sub-subsidiaries the shareholding represents proportion of ownership directly held by the sub-subsidiaries not the effective shareholding of the Group.

- (i) Subsidiaries acquired during the year.
- (ii) Subsidiaries incorporated during the year.
- (iii) Subsidiary consolidated based on de-facto control.

2.3 CHANGES IN ACCOUNTING POLICIES

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

- Disclosures: Supplier Finance Arrangements -Amendments to IAS 7 and IFRS 7;
- Lease Liability in a Sale and Leaseback - Amendments to IFRS 16;
- Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to IAS 1

The amendments had no impact on the Group's consolidated financial statements.

2.4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period of the revision in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The significant judgments and estimate made by management are summarised as follows:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS continued

Critical accounting judgments in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Determining the lease term of contracts with renewal and termination options – Group as lessee

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.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Lease classification – Group as a lessor

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Keeping in view the business model of the Group, the Group has determined that leasing of motorcycles and vehicles do not transfer substantially all the risks and rewards incidental to ownership of the vehicles subject to the lease arrangement, hence such lease arrangements are classified as operating lease.

Key sources of estimation of uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Allowance for expected credit losses of trade receivables

The Group uses internal and external information to calculate ECLs for trade receivables. The provision is assessed based on past events, current conditions and forecasts of future economic conditions. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

At the reporting date, gross trade receivables were AED 130,196,282 (2023: AED 65,983,581) and the provision for expected credit losses was AED 15,884,711 (2023: AED 12,027,042). Any difference between the amounts actually collected in future periods and the amounts expected will be recognised in the consolidated statement of comprehensive income.

Impairment of inventories

Inventories are held at the lower of cost and net realisable value. When inventories become old or obsolete, an estimate is made of their net realisable value. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are old or obsolete, are assessed collectively and a provision applied according to the inventory type and the degree of ageing or obsolescence, based on anticipated selling prices.

As at the date of the consolidated statement of financial position, gross value of inventories was AED 9,830,804 (2023: AED 6,372,034), with no provisions for damaged or obsolete inventories (2023: AED nil). Any difference between the amounts actually realised in future periods and the amounts expected will be recognised in the consolidated statement of comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.4 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS continued

Key sources of estimation of uncertainty continued

Useful lives of property and equipment and intangible assets

The Group's management determines the estimated useful lives of its property and equipment and intangibles for calculating depreciation and amortisation, respectively. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the residual value and useful lives annually and future depreciation or amortisation charge would be adjusted where the management believes the useful lives differ from previous estimates.

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Business combinations

Accounting for the acquisition of a business requires the allocation of the purchase price to the various assets and liabilities of the acquired business. For most assets and liabilities, the purchase price allocation is accomplished by recording the asset or liability at its estimated fair value. Determining the fair value of assets acquired and liabilities assumed requires judgment by management and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, the useful lives of assets and market multiples. The Group's management uses all available information to make these fair value determinations.

Impairment of goodwill and intangible assets with infinite useful lives

Goodwill and intangible assets with infinite useful lives are assessed for impairment based on the assessment of cash flows on individual cash-generating units on an annual basis. Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Management has concluded that there is no impairment as of 31 December 2024 and the carrying values of goodwill and intangible assets with infinite useful lives are fully recoverable (31 December 2023: nil).

2.5 MATERIAL ACCOUNTING POLICY INFORMATION

Revenue from contracts with customers

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied and services rendered, stated net of allowances and rebates. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. 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.

Rental income

Revenue from motorcycles rental contracts are recognised evenly over the period of the respective contract.

Revenue from delivery service

Revenue from delivery services is recognized at a point in time following the completion of delivery.

Sale of goods

Revenue from sale of goods is recognised at a point in time when the significant risks and rewards of ownership and control of the goods have passed to the buyer, usually on delivery of the goods.

Membership fee income

Revenue from membership fee is recognised over time and on an accrual basis in accordance with the period of membership (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably). Membership fee income determined on a time basis are recognised on a straight-line basis over the period of the membership. The difference between membership income recognised and membership fee received is recognised as deferred revenue.

Event management services

Revenue from event management services is recognized as a performance obligations satisfied over the period of time when the service is rendered to the customers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

Revenue from contracts with customers continued

Service income

Revenue from rendering of services is recognised at a point in time upon satisfactory delivery of service to the customer and also includes administrative fee which is charged to customers for processing the fines and roads and transport authority ('RTA') costs.

Logistics revenue

Logistics revenue is measured based on consideration specified in the contracts with customers and is recognised when the related performance obligations are satisfied. The majority of the Group's revenues are derived from freight contracts and land transportation contracts which are reported within freight revenue and land transportation revenue in the Group's consolidated statement of comprehensive income. The Group's performance obligation under these contracts is to transport cargo from one location to another in exchange for the price agreed in the contract. Revenue from cargo is recognised at the point in time when control of the transported asset is transferred to the customer, generally on delivery of the cargo at the customer's location.

Accessories fitment revenue and service center revenue

Revenue from accessories fitment comprise sale of vehicle accessories bundled together with the related fitting services. These goods and services are not sold separately, and accordingly represent a single performance obligation. Service center revenue represent servicing of vehicles. Revenue from accessories fitting and service center is recognised at the point in time when the service is rendered to the customer.

Warehousing and storage revenue

Warehousing and storage revenue is recognised over the period because the customer simultaneously receives and consumes the benefits provided by the Group, on a fixed contract basis.

Commission income

Fees arising from negotiating or participating in the negotiation of a transaction for a third party are recognised at a point in time on completion of the underlying transaction.

Revenue from bus on demand

Revenue from bus on demand services is recognised when the related performance obligations are satisfied. The Group's performance obligation under these contracts is to transport people from one location to another. Bus on demand revenue is recognised at a point in time.

Value-added Tax (VAT)

Expenses, and assets are recognised net of the amount of VAT, except:

- When the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and/or
- When receivables and payables are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits, respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the consolidated statement of comprehensive income in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in consolidated statement of comprehensive income.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in consolidated statement of comprehensive income.

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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

Business combinations and goodwill continued

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Changes in Group's ownership interest in existing subsidiaries

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 interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the Owner of the Group.

When the Group loses control of a subsidiary, a gain or loss is recognised in consolidated statement of comprehensive income 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 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.

The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the initial carrying amount for the purposes of subsequent accounting for the retained interest as an investment in an associate or a joint venture or financial asset.

Acquisition of entities under common control

For transactions involving entities under common control, the Group adopts the pooling of interest method. Under the pooling of interest method, the carrying value of assets and liabilities are used to account for these transactions. No goodwill is recognised as a result of the combination. The only goodwill recognised is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid and the business 'acquired' is reflected within the equity. The Group applies the pooling of interest prospectively and, accordingly, comparative information is not restated in the consolidated financial statements.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Property and equipment

Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Gains and losses on disposal of item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognised net within "other income" in the consolidated statement of comprehensive income.

Subsequent costs

Expenditure incurred to replace a component of an item of property and equipment that is accounted for separately is capitalised and the carrying amount of the component that is replaced is written off. Other subsequent expenditure is capitalised only when it increases future economic benefits of the related item of property and equipment. All other expenditure is recognised in the consolidated statement of comprehensive income as the expense is incurred.

Depreciation

Depreciation is recognised in the consolidated statement of comprehensive income on a straight-line basis over the estimated useful lives of property and equipment (except for a subsidiary which is recognising depreciation on motor vehicles on reducing balance method). The estimated useful lives for the current and comparative periods are as follows:

| | |
|------------------------|---------------|
| Motorcycles | 5 years |
| Motor vehicles | 4 years |
| Boats - Hull | 15 - 20 years |
| Boats - Engine | 4 - 7 years |
| Tools and spares | 2 - 4 years |
| Computer equipment | 4 years |
| Furniture and fixtures | 4 - 5 years |
| Leasehold improvements | 5 years |

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount, being the higher of their fair value less costs to sell and their value in use.

An item of property and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of comprehensive income when the asset is derecognised.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end, and adjusted prospectively, if appropriate.

Capital work in progress

Properties or assets in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes all direct costs attributable to the design and construction of the property including related staff costs. When the assets are ready for intended use, the capital work in progress is transferred to the appropriate property and equipment category and is depreciated in accordance with the Group's policies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the consolidated statement of comprehensive income in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of comprehensive income in the expense category consistent with the function of the intangible asset.

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

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of comprehensive income when the asset is derecognised.

Amortisation of intangible assets with finite lives is calculated on a straight line basis over the estimated useful lives as follows:

| | |
|---------------------------------|--------------|
| Software | 5 years |
| Trade name | 5 - 10 years |
| Customer and supplier contracts | 5 - 10 years |

Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs are those expenses incurred in bringing each product to its present location and condition, and are determined on a first in, first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make sale.

Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

Impairment of non-financial assets continued

Goodwill and intangible assets with indefinite useful lives are tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Financial instruments - initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of comprehensive income.

This category includes quoted equity investments which the Group had designated irrevocably at fair value through Profit or loss. Dividends on equity investments are recognised under other income in the consolidated statement of comprehensive income when the right of payment has been established.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash in hand, bank balances and short-term deposits with an original maturity of three months or less.

Impairment of financial assets

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

ii) Financial liabilities and equity instruments

Initial recognition and measurement

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the transaction.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include bank loans, lease liabilities, trade payables and other payables and amounts due to related parties.

Subsequent measurement

The measurement of financial liabilities depends on their classification as described below:

Trade and other payables

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Bank loans

Bank loans are initially recognised at fair value plus directly attributable transactions costs.

After initial recognition, interest-bearing loans are subsequently measured at amortised cost using the EIR method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

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. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Employees' end of service benefits

An accrual is made for estimated liability for employees' entitlement to annual leave and leave passage as a result of services rendered by eligible employees up to the end of the reporting period.

Provision is also made for the full amount of end of service benefits due to employees in accordance with the Group's policy, which is at least equal to the benefits payable in accordance with UAE Labour Law, for their period of service up to the end of the reporting period. The accrual relating to annual leave and leave passage is classified as a current liability, while the provision relating to end of service benefits is classified as a non-current liability.

Pension contributions are made in respect of UAE national employees to the UAE General Pension and Social Security Authority in accordance with the UAE Federal Law No. (2), 2000 for Pension and Social Security.

Contingencies

Contingent liabilities are not recognised in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognised in the consolidated financial statements but disclosed when an inflow of economic benefits is probable.

Leases

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.

Group as a 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.

i) 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

Leases continued

Group as a lessee continued

i) *Right-of-use assets* continued

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

| | |
|----------------------------|--|
| Vehicle leases | over the period of the lease |
| Workshops and office space | over the period of the lease including renewal options |

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section impairment of non-financial assets.

ii) *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 the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because 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 lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are disclosed as a separate line-item under current and non-current portion.

iii) *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases (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 to be 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.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of comprehensive income due to its operating nature. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.5 MATERIAL ACCOUNTING POLICY INFORMATION continued

Income tax expense

The tax expense for the period comprises current and deferred tax. Tax is recognized in the consolidated statement of comprehensive income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognised on all temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, with the following exceptions:

- Where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- Deferred tax assets are recognised only to the extent that it is probable that a taxable profit will be available against which the deductible temporary differences and carried forward tax credits or tax losses can be utilized.

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

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the asset is realised or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the reporting date.

Current and deferred tax is charged or credited directly to other comprehensive income or equity if it relates to items that are credited or charged to, respectively, other comprehensive income or equity. Otherwise, income tax is recognised in the consolidated statement of comprehensive income.

Dividends

The Group recognises a liability to pay a dividend when the distribution is authorised, and the distribution is no longer at the discretion of the Group. A distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2.6 STANDARDS ISSUED BUT NOT EFFECTIVE

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- Lack of exchangeability – Amendments to IAS 21
- IFRS 18 Presentation and Disclosure in Financial Statements
- IFRS 19 Subsidiaries without Public Accountability: Disclosures

The Group does not expect that the adoption of these new and amended standards and interpretations will have a material impact on its consolidated financial statements.

3 BUSINESS COMBINATIONS

3.1 Acquisitions under IFRS 3 Business Combination during the year

During the year, the Group acquired the following entities which were accounted for using the “acquisition method” of accounting under IFRS 3 Business Combination:

Gallega Group Holdings DMCC

Effective 1 October 2024, the Company acquired a 51% interest in Gallega Group Holdings DMCC (“Gallega”) for a consideration of AED 51,000,000. Gallega is registered in Emirate of Dubai, United Arab Emirates under the service license number DMCC-712582 issued by Dubai Multi Commodities Centre (DMCC) and is engaged in logistics and freight forwarding services. From the date of acquisition, Gallega has contributed revenue and profit to the Group amounting to AED 36,754,607 and AED 3,539,822 respectively. If the acquisition had taken place at the beginning of the year, Gallega would have contributed revenue and net profit to the Group amounting to AED 126,763,939 and AED 10,855,720 respectively (2023: nil).

United Trans General Trading LLC

Effective 1 March 2024, the Company acquired a 60% interest in United Trans General Trading LLC (“United Trans”) for a consideration of AED 15,000,000. United Trans is limited liability company, registered in the Emirate of Dubai, United Arab Emirates and is primarily engaged in the construction and fabrication of trains and railway equipment, along with providing trading and maintenance services. From the date of acquisition, United Trans has contributed revenue and profit to the Group amounting to AED 22,873,964 and AED 8,646,467 respectively. If the acquisition had taken place at the beginning of the year, United Trans would have contributed revenue and net profit to the Group amounting to AED 23,933,747 and AED 8,038,853 respectively.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 BUSINESS COMBINATIONS continued

3.1 Acquisitions under IFRS 3 Business Combination during the year continued

Assets acquired and liabilities assumed

The assets and liabilities of the acquired entities as at the date of acquisition were as follows:

| | <i>Gallega Group Holdings DMCC AED</i> | <i>United Trans General Trading LLC AED</i> | <i>Total AED</i> |
|---|--|---|---------------------------|
| 2024 | | | |
| Assets | | | |
| Property and equipment | 38,604,297 | 63,815 | 38,668,112 |
| Intangible assets (3.1.2) | 40,160,999 | - | 40,160,999 |
| Right-of-use assets | 76,678,314 | 2,551,413 | 79,229,727 |
| Inventories | 279,690 | - | 279,690 |
| Trade and other receivables | 31,115,183 | 8,062,129 | 39,177,312 |
| Deferred tax asset | - | 45,892 | 45,892 |
| Bank balances and cash | <u>3,807,239</u> | <u>219,008</u> | <u>4,026,247</u> |
| Total assets | <u>190,645,722</u> | <u>10,942,257</u> | <u>201,587,979</u> |
| Liabilities | | | |
| Employees' end of service benefits | 2,818,120 | 1,195,368 | 4,013,488 |
| Trade and other payables | 20,024,018 | 5,162,137 | 25,186,155 |
| Deferred tax liabilities | 3,574,243 | - | 3,574,243 |
| Income tax provision | 489,962 | - | 489,962 |
| Lease liabilities | <u>109,800,655</u> | <u>2,604,704</u> | <u>112,405,359</u> |
| Total liabilities | <u>136,706,998</u> | <u>8,962,209</u> | <u>145,669,207</u> |
| Net assets | <u>53,938,724</u> | <u>1,980,048</u> | <u>55,918,772</u> |
| Total identifiable net assets at provisional value | <u>53,938,724</u> | <u>1,980,048</u> | <u>55,918,772</u> |
| Proportionate share of identifiable net assets acquired | 27,508,749 | 1,188,029 | 28,696,778 |
| Goodwill arising on acquisition – provisional | <u>30,031,500</u> | <u>15,829,568</u> | <u>45,861,068</u> |
| Purchase consideration | <u>57,540,249</u> | <u>17,017,597</u> | <u>74,557,846</u> |
| Non-controlling interest | <u>26,429,975</u> | <u>792,019</u> | <u>27,221,994</u> |
| The breakup of purchase consideration is as follows: | | | |
| Purchase consideration payable | 51,000,000 | 15,000,000 | 66,000,000 |
| Fair value of contingent consideration (3.1.1) | <u>6,540,249</u> | <u>2,017,597</u> | <u>8,557,846</u> |
| Total purchase consideration | <u>57,540,249</u> | <u>17,017,597</u> | <u>74,557,846</u> |

The net assets recognised are based on a provisional assessment of their fair values as at the acquisition date. The Group will finalise the purchase price allocation exercises of these acquisitions within one year from the respective acquisition dates as allowed under IFRS 3.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3 BUSINESS COMBINATIONS continued

3.1 Acquisitions under IFRS 3 Business Combination during the year continued

3.1.1. Fair value of contingent consideration

United Trans General Trading LLC - The Group is required to pay AED 3,000,000 contingent upon achieving cumulative net profit of AED 35,000,000 within a period of 5 years from completion date. The fair value has been computed assigning 90% probability and using discount rate of 6% per annum.

Gallega Group Holdings DMCC - The Group is required to pay AED 3,825,000 contingent upon achieving net operating profit of AED 13,500,000 for the fiscal year 2025 and additional AED 3,825,000 upon achieving net operating profit of AED 16,000,000 for the fiscal year 2026. The fair value has been computed assigning 90% probability and using discount rate of 6% per annum.

3.1.2. Intangible assets

Intangible assets of AED 39,713,807 (2023: AED 25,252,782) have been recognised as a result of aforementioned acquisition, which mainly comprises of favourable rental term and customer relationship.

The fair value measurement is based on significant inputs that are not observable in the market, which IFRS 13 "Fair Value Measurement" refers to as level 3 inputs. The fair value estimate is based on:

- Assumed discount rates of 18% to 26%.
- A terminal value, calculated based on long-term sustainable growth rates for the industry of 3-4%, which has been used to determine income for the future years.

Analysis of cashflow on acquisition:

| | <i>Gallega Group Holdings DMCC AED</i> | <i>United Trans General Trading LLC AED</i> | <i>Total AED</i> |
|--|--|---|----------------------|
| Analysis of cashflows on acquisition: | | | |
| Cash paid for acquisition | 51,000,000 | 15,000,000 | 66,000,000 |
| Net cash acquired on business combination | <u>(3,807,239)</u> | <u>(219,008)</u> | <u>(4,026,247)</u> |
| Acquisition of operating business – net of cash used (acquired) (Included in cash flows from investing activities) | <u>47,192,761</u> | <u>14,780,992</u> | <u>61,973,753</u> |

3.2 Acquisitions under IFRS 3 Business Combination prior year

During the year, the Group acquired the following entities which were accounted for using the acquisition method under IFRS 3 Business Combination:

Ripe Exhibition Organizer Co LLC

Effective 1 November 2023, the Company acquired a 60% interest in Ripe Exhibition Organizer Co LLC ("Ripe Exhibition Organizer") for a consideration of AED 31,920,000. Ripe Exhibition Organizer is a limited liability company, registered in the Emirate of Abu Dhabi and is engaged in the event management. From the date of acquisition, Ripe Exhibition Organizer contributed revenue and profit to the Group amounting to AED 5,433,626 and AED 1,970,760 respectively. If the acquisition had taken place at the beginning of the year, Ripe Exhibition Organizer Co LLC would have contributed revenue and profit to the Group amounting to AED 25,235,130 and AED 6,512,809 respectively.

Fully Charged Electrical Fitting Contracting

Effective 1 October 2023, the Company acquired a 60% interest in Fully Charged Electrical Fitting Contracting ("Fully Charged") for a consideration of AED 3,150,000. Fully Charged is sole establishment, registered in the Emirate of Dubai and is engaged in provision of charging infrastructure facility across the country. From the date of acquisition, Fully Charged contributed revenue and profit to the Group amounting to AED 1,676,762 and AED 6,109 respectively. If the acquisition had taken place at the beginning of the year, Fully Charged Electrical Fitting Contracting would have contributed revenue and loss to the Group amounting to AED 6,575,793 and AED 226,011 respectively.

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3 BUSINESS COMBINATIONS continued

3.2 Acquisitions under IFRS 3 Business Combination prior year continued

Lynx Technology Group Ltd

Effective 1 December 2023, the Company acquired an additional 24% interest in Lynx Technology Group Ltd. for a consideration of AED 532,586 increasing the Group's ownership to 49%. Lynx Technology is a limited liability company, registered in British Virgin Island and is engaged in the provision of IT related services. From the date of acquisition, Lynx Technology Group Ltd. contributed revenue and profit to the Group amounting to AED 122,963 and AED 36 respectively. If the acquisition had taken place at the beginning of the year, Lynx Technology Group Ltd would have contributed revenue and profit to the Group amounting to AED 1,228,316 and AED 249,684 respectively.

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of the acquired entities as at the date of acquisition were as follows:

| | <i>Ripe Exhibition Organizer Co LLC AED</i> | <i>Fully Charged Electrical Fitting Contracting AED</i> | <i>Lynx Technology Group Ltd. AED</i> | <i>Total AED</i> |
|--|---|---|---|--------------------------|
| Assets | | | | |
| Property and equipment | 1,565,923 | 324,561 | 6,210 | 1,896,694 |
| Intangible assets | 18,322,867 | - | 6,939,970 | 25,262,837 |
| Right-of-use assets | 5,422,679 | - | - | 5,422,679 |
| Inventories | - | 203,935 | - | 203,935 |
| Trade and other receivables | 3,486,646 | 424,311 | 577,460 | 4,488,417 |
| Bank balances and cash | <u>10,240,875</u> | <u>212,307</u> | <u>115,300</u> | <u>10,568,482</u> |
| Total assets | <u>39,038,990</u> | <u>1,165,114</u> | <u>7,638,940</u> | <u>47,843,044</u> |
| Liabilities | | | | |
| Employees' end of service benefit | 86,934 | 33,303 | - | 120,237 |
| Trade and other payables | 12,176,250 | 337,223 | 862,285 | 13,375,758 |
| Deferred tax liabilities | 1,648,153 | - | 624,597 | 2,272,750 |
| Lease liabilities | 6,339,445 | - | - | 6,339,445 |
| Bank loans | - | <u>110,585</u> | - | <u>110,585</u> |
| Total liabilities | <u>20,250,782</u> | <u>481,111</u> | <u>1,486,882</u> | <u>22,218,775</u> |
| Net assets | 18,788,208 | 684,003 | 6,152,058 | 25,624,269 |
| Total identifiable net assets at fair value | <u>18,788,208</u> | <u>684,003</u> | <u>6,152,058</u> | <u>25,624,269</u> |
| Proportionate share of identifiable net assets acquired | 11,272,925 | 410,402 | 3,014,508 | 14,697,835 |
| Goodwill arising on acquisition | <u>20,647,075</u> | <u>2,739,598</u> | <u>2,491,426</u> | <u>25,878,099</u> |
| Purchase consideration | <u>31,920,000</u> | <u>3,150,000</u> | <u>5,505,934</u> | <u>40,575,934</u> |
| Non-controlling interest | <u>7,515,283</u> | <u>273,601</u> | <u>3,137,550</u> | <u>10,926,434</u> |
| The breakup of purchase consideration is as follows: | | | | |
| Purchase consideration payable | 31,920,000 | 1,500,000 | - | 33,420,000 |
| Additional contribution paid on behalf of non-controlling interests | - | 1,650,000 | - | 1,650,000 |
| Settlement of due from shareholders | - | - | 532,586 | 532,586 |
| Fair value of previously held equity interest | - | - | <u>4,973,348</u> | <u>4,973,348</u> |
| Total purchase consideration | <u>31,920,000</u> | <u>3,150,000</u> | <u>5,505,934</u> | <u>40,575,934</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

3 BUSINESS COMBINATIONS continued

3.2 Acquisitions under IFRS 3 Business Combination prior year continued

Assets acquired and liabilities assumed continued

The fair value measurement is based on significant inputs that are not observable in the market, which IFRS 13 "Fair Value Measurement" refers to as level 3 inputs. The fair value estimate is based on:

- Assumed discount rates of 18% to 26%.
- A terminal value, calculated based on long-term sustainable growth rates for the industry of 3-5%, which has been used to determine income for the future years.

Adjustments to prior year acquisitions recognised on provisional assessment of fair values:

During the year, the purchase price allocations for Ripe Exhibition Organizer Co LLC was completed, which resulted in the following adjustments:

Ripe Exhibition Organizer Co LLC:

- Decrease in the fair value of identifiable assets and liabilities by AED 18,312,812.
- Increase in goodwill by AED 9,998,795; and
- Decrease in non-controlling interest by AED 6,665,864.

Analysis of cashflow on acquisition:

| | <i>Ripe Exhibition Organizer Co LLC AED</i> | <i>Fully Charged Electrical Fitting Contracting AED</i> | <i>Lynx Technology Group Ltd. AED</i> | <i>Total AED</i> |
|---|---|---|---|----------------------|
| Analysis of cashflows on acquisition: | | | | |
| Cash paid for acquisition | - | 1,650,000 | - | 1,650,000 |
| Net cash acquired on business combination | <u>(10,240,875)</u> | <u>(212,307)</u> | <u>(115,300)</u> | <u>(10,568,482)</u> |
| Acquisition of operating business – net of cash used (acquired) (Included in cash flows from investing activities) | <u>(10,240,875)</u> | <u>1,437,693</u> | <u>(115,300)</u> | <u>(8,918,482)</u> |

4 REVENUE

Set out below is the disaggregation of the Group's revenue:

| | <i>2024 AED</i> | <i>2023 AED</i> |
|------------------------------------|---------------------------|---------------------|
| Type of revenue | | |
| Delivery services | 180,509,819 | 160,019,246 |
| Rental income – Bikes and Vehicles | 119,158,319 | 92,047,567 |
| Membership and admission fees | 28,149,213 | 24,756,132 |
| Event management services | 38,980,345 | 5,433,626 |
| Sale of goods | 12,786,910 | 5,706,852 |
| Commission income | 11,972,223 | - |
| Freight forwarding services | 23,526,234 | - |
| Warehousing and storage services | 13,228,373 | - |
| Service income | <u>27,431,087</u> | <u>10,583,960</u> |
| | <u>455,742,523</u> | <u>298,547,383</u> |
| Geographical markets | | |
| United Arab Emirates | 449,820,982 | 297,791,024 |
| Outside the United Arab Emirates | <u>5,921,541</u> | <u>756,359</u> |
| | <u>455,742,523</u> | <u>298,547,383</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

4 REVENUE continued

| | 2024 AED | 2023 AED |
|--|---------------------------|---------------------------|
| Timing of revenue recognition | | |
| <i>Point in time</i> | | |
| Delivery services at a point in time | 180,509,819 | 160,019,246 |
| Service income at a point in time | 27,431,087 | 10,583,960 |
| Commission income at a point in time | 11,972,223 | - |
| Goods transferred at a point in time | 12,786,910 | 5,706,852 |
| Admission fee at a point in time | <u>3,232,866</u> | <u>4,889,759</u> |
| | <u>235,932,905</u> | <u>181,199,817</u> |
| <i>Over period of time</i> | | |
| Rental income over period of time | 119,158,319 | 92,047,567 |
| Event management services over period of time | 38,980,345 | 5,433,626 |
| Membership fee over period of time | 24,916,347 | 19,866,373 |
| Freight forwarding services at a point in time | 23,526,234 | - |
| Warehousing and storage services over period of time | <u>13,228,373</u> | <u>-</u> |
| | <u>219,809,618</u> | <u>117,347,566</u> |
| | <u>455,742,523</u> | <u>298,547,383</u> |

5 DIRECT COSTS

| | 2024 AED | 2023 AED |
|--|---------------------------|---------------------------|
| Staff costs | 145,578,537 | 124,598,466 |
| Depreciation on property and equipment (note 10) | 40,119,376 | 30,403,210 |
| Repairs and maintenance costs | 24,125,731 | 16,783,062 |
| Insurance costs | 16,605,466 | 12,269,062 |
| Registration fees and RTA fines | 11,894,309 | 6,500,441 |
| Cost of goods sold | 6,271,148 | 2,778,422 |
| Subcontractor costs | 5,125,364 | 4,708,704 |
| Depreciation on right-of-use assets (note 20) | 5,859,692 | 2,274,227 |
| Bike rental expenses | 8,982,484 | 4,626,431 |
| Tracking devices charges | 2,200,001 | 2,623,200 |
| Event expenses | 18,808,067 | 2,007,636 |
| Freight expenses | 16,459,620 | - |
| Warehousing and storage expenses | 4,307,637 | - |
| Bus on demand expenses | 4,626,024 | - |
| Other direct costs | <u>12,703,205</u> | <u>8,005,876</u> |
| | <u>323,666,661</u> | <u>217,578,737</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

6 ADMINISTRATIVE EXPENSES

| | <i>2024</i> | <i>2023</i> |
|--|--------------------------|-------------------|
| | <i>AED</i> | <i>AED</i> |
| Staff costs | 40,485,948 | 22,235,728 |
| Professional and legal expenses | 6,488,226 | 5,085,449 |
| Allowance for expected credit losses (note 13) | 2,701,483 | 1,983,748 |
| Travelling and vehicle maintenance | 2,644,460 | 1,477,334 |
| Marketing and business promotion | 1,892,146 | 2,116,115 |
| Rent | 3,203,827 | 1,699,779 |
| Amortisation expense (note 11) | 3,324,420 | 3,223,055 |
| Board of director's remuneration (note 23.3) | 671,362 | 627,844 |
| Depreciation on property and equipment (note 10) | 1,742,818 | 1,025,336 |
| Communication and utilities | 5,504,535 | 3,663,373 |
| Other expenses | <u>9,657,948</u> | <u>6,419,821</u> |
| | <u>78,317,173</u> | <u>49,557,582</u> |

7 OTHER INCOME

| | <i>2024</i> | <i>2023</i> |
|--|--------------------------|-------------------|
| | <i>AED</i> | <i>AED</i> |
| Gain on disposal of property and equipment | 2,051,538 | 3,943,805 |
| Income from insurance claims | 1,563,256 | 1,881,673 |
| Miscellaneous income | 6,784,449 | 5,718,185 |
| Dividend income | <u>14,850</u> | <u>69,384</u> |
| | <u>10,414,093</u> | <u>11,613,047</u> |

8 FINANCE COSTS

| | <i>2024</i> | <i>2023</i> |
|---|--------------------------|------------------|
| | <i>AED</i> | <i>AED</i> |
| Interest on bank loans | 7,199,666 | 3,174,335 |
| Interest expense on lease liabilities (note 20) | 2,575,277 | 195,379 |
| Interest expense on loan from related parties | 2,462,271 | - |
| Others* | <u>1,105,977</u> | <u>68,327</u> |
| | <u>13,343,191</u> | <u>3,438,041</u> |

*This includes unwinding of interest on present value of contingent consideration related to acquisition of United Trans General Trading and Gallega Group Holdings DMCC.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

9 INCOME TAX

The Group calculates the income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major component of income tax expense in the consolidated statement of comprehensive income are:

| | <i>31 December</i> 2024 <i>AED</i> | <i>31 December</i> 2023 <i>AED</i> |
|---|---|---|
| 9.1 Consolidated statement of comprehensive income | | |
| Current income tax charge | 4,831,791 | 3,740,200 |
| Deferred income tax credit | <u>(512,105)</u> | <u>-</u> |
| Income tax expense reported in the consolidated statement of comprehensive income | <u>4,319,685</u> | <u>3,740,200</u> |
| 9.2 Reconciliation of accounting income | | |
| | <i>2024</i> <i>AED</i> | <i>2023</i> <i>AED</i> |
| Accounting profit before tax relating to UAE entities | 47,045,637 | - |
| Consolidation adjustments | <u>16,696,006</u> | <u>-</u> |
| Accounting profit before tax as per CT Working | 63,741,643 | - |
| At United Arab Emirates' statutory income tax rate of 9% | 5,736,748 | - |
| Less: effect of standard exemption | (270,000) | - |
| Less: income not subject to tax | (1,309,937) | - |
| Add: non-deductible expenses | 56,560 | - |
| Add: Other consolidated adjustments | <u>106,314</u> | <u>-</u> |
| Income tax expense reported in the consolidated statement of comprehensive income | <u>4,319,685</u> | <u>-</u> |
| Effective tax rate | <u>9%</u> | <u>-</u> |

Deferred tax liability relates to the following:

| | <i>Consolidated statement of financial position</i> | | <i>Consolidated statement of comprehensive income</i> | |
|--|---|---------------------------|---|---------------------------|
| | <i>2024</i> <i>AED</i> | <i>2023</i> <i>AED</i> | <i>2024</i> <i>AED</i> | <i>2023</i> <i>AED</i> |
| Goodwill | 2,520,152 | 2,520,152 | - | 2,520,152 |
| Intangible assets acquired through business combination* | 5,686,541 | 2,054,861 | (260,593) | 1,430,263 |
| Provision for expected credit losses | - | - | (246,419) | - |
| Carried forward loss | - | - | (5,094) | - |
| Amortisation of intangible assets | <u>(528,245)</u> | <u>(210,215)</u> | <u>-</u> | <u>(210,015)</u> |
| Deferred tax (income) expense | <u>-</u> | <u>-</u> | <u>(512,106)</u> | <u>3,740,200</u> |
| Deferred tax liabilities | <u>7,678,448</u> | <u>4,364,798</u> | <u>-</u> | <u>-</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

10 PROPERTY AND EQUIPMENT

| | <i>Motor cycles AED</i> | <i>Motor vehicles AED</i> | <i>Tools and spares AED</i> | <i>Boat engine and improvements AED</i> | <i>Computer equipment AED</i> | <i>Furniture and fixtures AED</i> | <i>Leasehold improvements AED</i> | <i>Capital work in progress AED</i> | <i>Total AED</i> |
|---|---------------------------------|-----------------------------------|-------------------------------------|---|---------------------------------------|---|---|---|---------------------------|
| Cost: | | | | | | | | | |
| At 1 January 2024 | 138,903,079 | 8,474,414 | 2,849,998 | 31,669,001 | 3,209,243 | 5,120,986 | 8,401,204 | 3,699,350 | 202,327,275 |
| Acquired in business combination | - | 15,122,490 | 3,394,585 | - | 2,365,747 | 1,040,795 | 35,885,851 | 1,042,650 | 58,852,118 |
| Additions | 54,707,009 | 49,630,158 | 847,482 | 5,438,023 | 1,039,010 | 603,532 | 1,663,181 | 24,590,080 | 138,518,475 |
| Transfer from capital work in progress | 6,455,895 | 4,050,129 | 101,598 | - | - | - | 430,792 | (11,038,414) | - |
| Disposals | (19,288,963) | (3,144,008) | - | (635,603) | - | - | - | (1,042,650) | (24,111,224) |
| At 31 December 2024 | <u>180,777,020</u> | <u>74,133,183</u> | <u>7,193,663</u> | <u>36,471,421</u> | <u>6,614,000</u> | <u>6,765,313</u> | <u>46,381,028</u> | <u>17,251,016</u> | <u>375,586,644</u> |
| Accumulated depreciation: | | | | | | | | | |
| At 1 January 2024 | 48,148,614 | 2,506,938 | 1,795,193 | 12,209,937 | 1,730,542 | 3,607,100 | 4,990,185 | - | 74,988,509 |
| Acquired in business combination | - | 7,489,244 | 1,286,512 | - | 1,890,856 | 915,383 | 8,602,011 | - | 20,184,006 |
| Charge for the year | 27,727,744 | 5,765,070 | 714,086 | 3,840,692 | 903,816 | 526,476 | 2,384,310 | - | 41,862,194 |
| Related to disposals | (15,125,168) | (1,543,107) | - | (209,840) | - | - | - | - | (16,878,115) |
| At 31 December 2024 | <u>60,751,190</u> | <u>14,218,145</u> | <u>3,795,791</u> | <u>15,840,789</u> | <u>4,525,214</u> | <u>5,048,959</u> | <u>15,976,506</u> | <u>-</u> | <u>120,156,594</u> |
| Net carrying amount: | | | | | | | | | |
| At 31 December 2024 | <u>120,025,830</u> | <u>59,915,038</u> | <u>3,397,872</u> | <u>20,630,632</u> | <u>2,088,786</u> | <u>1,716,354</u> | <u>30,404,522</u> | <u>17,251,016</u> | <u>255,430,050</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

10 PROPERTY AND EQUIPMENT continued

| | <i>Motor cycles AED</i> | <i>Motor vehicles AED</i> | <i>Boats engines and hull AED</i> | <i>Tools and spares AED</i> | <i>Computer equipment AED</i> | <i>Furniture and fixtures AED</i> | <i>Leasehold improvements AED</i> | <i>Capital work in progress AED</i> | <i>Total AED</i> |
|---|---------------------------------|-----------------------------------|---|-------------------------------------|---------------------------------------|---|---|---|----------------------|
| Cost: | | | | | | | | | |
| At 1 January 2023 | 124,430,135 | 2,246,152 | 28,356,847 | 2,308,697 | 2,209,884 | 2,036,769 | 5,607,803 | 3,206,757 | 170,403,044 |
| Acquired in business combination | - | 543,061 | - | - | 12,559 | 2,662,368 | 2,286,906 | - | 5,504,894 |
| Additions | 31,288,434 | 5,690,401 | 5,258,204 | 541,301 | 995,176 | 408,249 | 506,495 | 2,340,914 | 47,029,174 |
| Transfer from capital work in progress | 1,834,721 | - | - | - | - | 13,600 | - | (1,848,321) | - |
| Disposals | <u>(18,650,211)</u> | <u>(5,200)</u> | <u>(1,946,050)</u> | <u>-</u> | <u>(8,376)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(20,609,837)</u> |
| At 31 December 2023 | <u>138,903,079</u> | <u>8,474,414</u> | <u>31,669,001</u> | <u>2,849,998</u> | <u>3,209,243</u> | <u>5,120,986</u> | <u>8,401,204</u> | <u>3,699,350</u> | <u>202,327,275</u> |
| Accumulated depreciation: | | | | | | | | | |
| At 1 January 2023 | 39,179,637 | 1,570,020 | 9,416,124 | 1,287,853 | 1,098,244 | 1,204,461 | 2,417,798 | - | 56,174,137 |
| Acquired in business combination | - | 273,808 | - | - | 6,349 | 2,003,448 | 1,324,595 | - | 3,608,200 |
| Charge for the year | 24,159,415 | 668,256 | 3,820,286 | 507,461 | 626,145 | 399,191 | 1,247,792 | - | 31,428,546 |
| Related to disposals | <u>(15,190,438)</u> | <u>(5,146)</u> | <u>(1,026,473)</u> | <u>(121)</u> | <u>(196)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(16,222,374)</u> |
| At 31 December 2023 | <u>48,148,614</u> | <u>2,506,938</u> | <u>12,209,937</u> | <u>1,795,193</u> | <u>1,730,542</u> | <u>3,607,100</u> | <u>4,990,185</u> | <u>-</u> | <u>74,988,509</u> |
| Net carrying amount: | | | | | | | | | |
| At 31 December 2023 | <u>90,754,465</u> | <u>5,967,476</u> | <u>19,459,064</u> | <u>1,054,805</u> | <u>1,478,701</u> | <u>1,513,886</u> | <u>3,411,019</u> | <u>3,699,350</u> | <u>127,338,766</u> |

Motorcycles and motor vehicles with a net carrying amount of AED 63,443,948 (2023: AED 10,058,625) are mortgaged against vehicle loans (note 19).

Motorcycles are provided to customers under operating lease agreements for 1 to 4 years period. Operating lease agreements are cancellable with a 1 to 3 months' notice.

Depreciation expense has been allocated in the consolidated statement of comprehensive income as follows:

| | <i>2024 AED</i> | <i>2023 AED</i> |
|----------------------------------|--------------------------|---------------------|
| Direct costs (note 5) | 40,119,376 | 30,403,210 |
| Administrative expenses (note 6) | <u>1,742,818</u> | <u>1,025,336</u> |
| | <u>41,862,194</u> | <u>31,428,546</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

11 INTANGIBLE ASSETS AND GOODWILL

| | <i>Software AED</i> | <i>Supplier contracts AED</i> | <i>Trade name AED</i> | <i>Customer relationships AED</i> | <i>Non compete terms AED</i> | <i>Intangibles under development AED</i> | <i>Goodwill AED</i> | <i>Total AED</i> |
|--|--------------------------|---------------------------------------|-------------------------------|---|--|--|---------------------------|---------------------------|
| 2024 | | | | | | | | |
| Cost: | | | | | | | | |
| As at 1 January 2024 | 11,509,779 | 4,719,802 | 11,879,062 | - | - | 200,300 | 63,954,760 | 92,263,703 |
| Relating to business combinations (note 3.1) | 1,014,496 | 34,068,106 | - | 5,645,701 | - | 311,075 | 45,861,068 | 86,900,446 |
| Additions | 280,482 | - | 42,401 | - | - | 794,528 | - | 1,117,411 |
| Transfer | <u>(16,500)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>16,500</u> | <u>-</u> | <u>-</u> |
| At 31 December 2024 | <u>12,788,257</u> | <u>38,787,908</u> | <u>11,921,463</u> | <u>5,645,701</u> | <u>-</u> | <u>1,322,403</u> | <u>109,815,828</u> | <u>180,281,560</u> |
| Accumulated amortisation: | | | | | | | | |
| As at 1 January 2024 | 1,864,026 | 752,674 | 1,822,070 | 193,205 | 175,861 | - | - | 4,807,836 |
| Relating to business combinations (note 3.1) | 878,379 | - | - | - | - | - | - | 878,379 |
| Charge for the year (note 6) | <u>1,904,963</u> | <u>419,885</u> | <u>1,192,210</u> | <u>(16,777)</u> | <u>(175,861)</u> | <u>-</u> | <u>-</u> | <u>3,324,420</u> |
| At 31 December 2024 | <u>4,647,368</u> | <u>1,172,559</u> | <u>3,014,280</u> | <u>176,428</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>9,010,635</u> |
| Net carrying amount: | | | | | | | | |
| As at 31 December 2024 | <u>8,140,889</u> | <u>37,615,349</u> | <u>8,907,183</u> | <u>5,469,273</u> | <u>-</u> | <u>1,322,403</u> | <u>109,815,828</u> | <u>171,270,925</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

11 INTANGIBLE ASSETS AND GOODWILL continued

| | <i>Software AED</i> | <i>Supplier contracts AED</i> | <i>Trade name AED</i> | <i>Customer relationships AED</i> | <i>Non compe te terms AED</i> | <i>Intangibles under development AED</i> | <i>Goodwill* AED</i> | <i>Total AED</i> |
|---|-------------------------|---------------------------------------|-------------------------------|---|---|--|--------------------------|----------------------|
| 2023 | | | | | | | | |
| Cost: | | | | | | | | |
| As at 1 January 2023 | 1,190,612 | 4,719,802 | 11,863,887 | - | - | - | 28,077,866 | 45,852,167 |
| Relating to business combinations (note 3.1) | 6,959,269 | 7,240,846 | - | 5,796,139 | 5,275,827 | - | 25,878,099 | 51,150,180 |
| Adjustment on finalisation of the purchase price allocation relating to prior year business combinations (note 3.2) | - | (7,240,846) | - | (5,796,139) | (5,275,827) | - | 9,998,795 | (8,314,017) |
| Additions | <u>3,359,898</u> | <u>-</u> | <u>15,175</u> | <u>-</u> | <u>-</u> | <u>200,300</u> | <u>-</u> | <u>3,575,373</u> |
| At 31 December 2023 | <u>11,509,779</u> | <u>4,719,802</u> | <u>11,879,062</u> | <u>-</u> | <u>-</u> | <u>200,300</u> | <u>63,954,760</u> | <u>92,263,703</u> |
| Accumulated amortisation: | | | | | | | | |
| As at 1 January 2023 | 910,007 | 39,332 | 626,198 | - | - | - | - | 1,575,537 |
| Relating to business combinations (note 3.1) | 9,244 | - | - | - | - | - | - | 9,244 |
| Charge for the year (note 6) | <u>944,775</u> | <u>713,342</u> | <u>1,195,872</u> | <u>193,205</u> | <u>175,861</u> | <u>-</u> | <u>-</u> | <u>3,223,055</u> |
| At 31 December 2023 | <u>1,864,026</u> | <u>752,674</u> | <u>1,822,070</u> | <u>193,205</u> | <u>175,861</u> | <u>-</u> | <u>-</u> | <u>4,807,836</u> |
| Net carrying amount: | | | | | | | | |
| As at 31 December 2023 | <u>9,645,753</u> | <u>3,967,128</u> | <u>10,056,992</u> | <u>(193,205)</u> | <u>(175,861)</u> | <u>200,300</u> | <u>63,954,760</u> | <u>87,455,867</u> |

* The amount of goodwill is restated and does not correspond to the figures in 2023 financial statements since adjustments to the final valuation of acquisition of Ripe Exhibition Organizer Co LLC were made, as detailed in note 3.2.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

11 INTANGIBLE ASSETS AND GOODWILL continued

Goodwill

Goodwill primarily comprises sales growth, new customers and expected synergies arising from the acquisitions. Management has assessed that no impairment loss is required against goodwill at reporting date.

During the year ended 31 December 2024, management performed impairment review of goodwill using the discounted cashflow model approach. The estimated recoverable amounts exceeded the carrying values and hence no impairment was recorded.

The recoverable amounts have been computed based on a value-in-use approach derived from financial projections made for a five-year period plus a terminal value thereafter. The methodology used for the estimation of fair value less cost to sell was discounted cash flow.

Value in use was determined by discounting cash flows and was based on the following key assumptions:

- Terminal growth rate: 2% - 4%; and
- Discount rate: 11% - 16%

No reasonably possible change in any of the above key assumptions would cause the carrying values to materially exceed its recoverable amounts as of 31 December 2024.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

12 INVESTMENTS T FAIR VALUE THROUGH PROFIT OR LOSS

| | <i>2024</i> <i>AED</i> | <i>2023</i> <i>AED</i> |
|----------------------------|---------------------------|---------------------------|
| Quoted and inside the UAE* | <u>7,484,437</u> | <u>23,998,311</u> |

The investments in equity instruments are held for trading with an intention of recognising short-term fluctuations in the investments. Fair value of the quoted investments is determined by reference to published price quotations in an active market.

The investments are recorded at fair value using the valuation techniques as disclosed in (note 25). Movement in investments carried at fair value through profit or loss is as follows:

| | <i>2024</i> <i>AED</i> | <i>2023</i> <i>AED</i> |
|----------------------------|---------------------------|---------------------------|
| At 1 January | 23,998,311 | 20,669,416 |
| Additions during the year | 3,673,692 | 23,687,999 |
| Disposal during the year | (16,403,611) | (18,761,281) |
| Changes in fair value, net | <u>(3,783,955)</u> | <u>(1,597,823)</u> |
| At 31 December | <u>7,484,437</u> | <u>23,998,311</u> |

*This includes investments of AED 7,484,437 (31 December 2023: 20,072,741) held in related party entity.

13 TRADE AND OTHER RECEIVABLES

| | <i>2024</i> <i>AED</i> | <i>2023</i> <i>AED</i> |
|--|---------------------------|---------------------------|
| Trade receivable | 130,196,282 | 65,983,581 |
| Less: allowance for expected credit losses | <u>(15,884,711)</u> | <u>(12,027,042)</u> |
| | 114,311,571 | 53,956,539 |
| Staff receivables | 24,487,604 | 10,793,166 |
| Deposits | 8,426,625 | 3,415,839 |
| Prepaid license and registration | 8,017,652 | 5,057,477 |
| Prepaid insurance | 3,024,753 | 1,495,858 |
| Prepaid rent | 2,952,145 | 450,745 |
| Other prepayments | 4,606,502 | 1,953,321 |
| Advances to suppliers | 4,996,201 | 2,099,266 |
| Other receivables | <u>17,668,099</u> | <u>3,058,474</u> |
| | <u>188,491,152</u> | <u>82,280,685</u> |

Movements in the allowance for expected credit losses were as follows:

| | <i>2024</i> <i>AED</i> | <i>2023</i> <i>AED</i> |
|----------------------------------|---------------------------|---------------------------|
| At 1 January | 12,027,042 | 10,238,235 |
| Acquired in business combination | 1,283,009 | 189,829 |
| Charge for the year (note 6) | 2,701,483 | 1,983,748 |
| Written off | <u>(126,823)</u> | <u>(384,770)</u> |
| At 31 December | <u>15,884,711</u> | <u>12,027,042</u> |

The information about the basis of calculation of expected credit losses is disclosed in note 24.

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

14 BANK BALANCES AND CASH

| | <i>2024</i> | <i>2023</i> |
|---------------------------|--------------------------|-------------------|
| | <i>AED</i> | <i>AED</i> |
| Cash on hand | 506,409 | 429,575 |
| Bank balances | <u>58,957,588</u> | <u>30,492,777</u> |
| Cash and cash equivalents | <u>59,463,997</u> | <u>30,922,352</u> |

15 SHARE CAPITAL

| | <i>2024</i> | <i>2023</i> |
|--|--------------------------|-------------------|
| | <i>AED</i> | <i>AED</i> |
| <i>Authorised, issued and fully paid</i> | | |
| 30,000,000 of AED 1 each | | |
| (2023: 30,000,000 of AED 1 each) | <u>30,000,000</u> | <u>30,000,000</u> |

16 STATUTORY RESERVE

As required by the UAE Federal Law No (32) of 2021 and the Company's Articles of Association, 10% of the profit for the year has been transferred to statutory reserve. The Company may resolve to discontinue such annual transfers when the reserve totals 50% of paid up share capital.

17 BASIC AND DILUTED EARNINGS PER SHARE

Earnings per share is calculated by dividing the profit for the year attributable to the owners of the Parent by the weighted average number of shares in issue throughout the year as follows:

| | <i>2024</i> | <i>2023</i> |
|---|--------------------------|-------------------|
| | <i>AED</i> | <i>AED</i> |
| Profit attributable to the owners of the Parent (AED) | <u>29,112,806</u> | <u>31,044,269</u> |
| Weighted average number of shares (shares) | <u>30,000,000</u> | <u>30,000,000</u> |
| Earnings per share for the year (AED) | <u>0.97</u> | <u>1.03</u> |

There were no potentially dilutive securities as at 31 December 2024 and 2023, and accordingly, diluted earnings per share are the same as basic earnings per share

18 EMPLOYEES' END OF SERVICE BENEFITS

Movements in the provision recognised in the consolidated statement of financial position are as follows:

| | <i>2024</i> | <i>2023</i> |
|---|--------------------------|------------------|
| | <i>AED</i> | <i>AED</i> |
| At 1 January | 5,300,507 | 3,270,778 |
| Acquired in business combination (note 3.1) | 4,013,488 | 120,237 |
| Provided during the year | 2,638,094 | 2,172,118 |
| Payments made during the year | <u>(621,430)</u> | <u>(262,626)</u> |
| At 31 December | <u>11,330,659</u> | <u>5,300,507</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

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19 BANK LOANS

Movement in bank loans during the year is as follows:

| | 2024 | 2023 |
|--|----------------------------|---------------------|
| | AED | AED |
| At 1 January | 68,323,982 | 67,724,502 |
| Acquired in business combinations (note 3.1) | - | 110,585 |
| Drawdowns during the year | 173,447,295 | 32,629,835 |
| Repayments during the year | <u>(47,741,661)</u> | <u>(32,140,940)</u> |
| | <u>194,029,616</u> | <u>68,323,982</u> |

Disclosed in the consolidated statement of financial position as follows:

| | 2024 | 2023 |
|---------------------|---------------------------|-------------------|
| | AED | AED |
| Current portion | 80,670,852 | 35,351,919 |
| Non-current portion | <u>113,358,764</u> | <u>32,972,063</u> |
| | <u>194,029,616</u> | <u>68,323,982</u> |

| Bank loans | Security | Interest rates | 2024 | 2023 |
|-------------------|-----------------|-----------------------|---------------------------|-------------------|
| | | | AED | AED |
| Loan 1 | Secured | 3.35% | - | 1,069,234 |
| Loan 2 | Secured | 3.35% | 51,855,008 | 35,836,738 |
| Loan 3 | Secured | 3 months EIBOR+2% | 15,717,289 | 16,307,822 |
| Loan 4 | Secured | 3 months EIBOR+2% | 51,695,293 | 11,278,479 |
| Loan 5 | Secured | 5% | 5,236,548 | 687,829 |
| Loan 6 | Secured | 3.35% | 1,602,307 | 3,040,381 |
| Loan 7 | Secured | 7.35% | 75,171 | 103,499 |
| Loan 8 | Secured | 3 month EIBOR + 1.4% | <u>67,848,000</u> | - |
| | | | <u>194,029,616</u> | <u>68,323,982</u> |

Loan 1

Loan 1 facility was obtained by the Company to finance the purchase of motorcycles. The facility has been fully repaid on 30 November 2024. On 31 December 2024, undrawn loan facility amounted to AED 30,000,000 (2023: AED 28,930,766). The facility was secured by the following:

- a) Updated cheque drawn on customer account with the bank to the extent of overall facility amount;
- b) General assignment of receivables and proceeds in favor of the bank; and
- c) Corporate guarantees.

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19 BANK LOANS continued

Loan 2

Loan 2 facility is obtained by the Company to finance the purchase of motor cycles. The loan is repayable in 36 equal monthly installments the last of which is due on 31 August 2027. On 31 December 2024, undrawn loan facility amounted to AED 13,144,992 (2023: AED 13,513,262). The facility is secured by the following:

- a) Updated cheque drawn on customer account with the bank to the extent of overall facility amount;
- b) General assignment of receivables and proceeds in favor of the Bank;
- c) Letter of negative pledge;
- d) Assignment of the insurance policy over financed motorcycles and motor vehicles; and
- e) Corporate guarantees.

Loan 3

Total loan payable amount is AED 15,717,289 out of which AED 7,187,397 is payable against the loan obtained by the Company for acquisition purposes in 9 equal instalments the last of which is due on 21 September 2025. Balance amount of loan i.e. AED 8,529,891 is repayable in 24 equal monthly installments the last of which is due on 21 November 2026. The loan is secured by corporate guarantee of the Company.

Loan 4

Loan 4 facility was obtained by a subsidiary of the Company to finance the purchase of motor vehicle. The loan is repayable in 36 equal monthly installments the last of which is due on 25 December 2027. On 31 December 2024, undrawn loan facility amounted to AED 19,774,816 (2023: AED 8,721,521). The loan is secured by a mortgage of the motor vehicles purchased.

Loan 5

Loan 5 was obtained by a subsidiary of the Company to finance the day-to-day operations. The loan is repayable in 48 equal monthly installments the last of which is due on 7 December 2028. The loan is secured by corporate guarantee of the Company.

Loan 6

Loan 6 was obtained by a subsidiary of the Company to finance the purchase of limousine cars. The loan is repayable in 36 equal monthly installments the last of which is due on 29 October 2026. The loan is secured by post-dated cheques.

Loan 7

Loan 7 was obtained by a subsidiary of the Company, which was acquired during the year, to finance the day-to-day operations. The loan is repayable in 48 equal monthly installments the last of which is due on 15 August 2027. The loan is secured by post-dated cheques.

Loan 8

Loan 8 was obtained by the Company, to finance future capex, acquisitions and general business requirements. The loan is repayable in 18 equal quarterly installments the last of which is due on 05 January 2029. The loan is secured by corporate guarantee of the Company.

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20 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group has lease contracts for motor vehicles, workshops and office space with lease terms between 3 to 4 years. Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

| | <i>Motor vehicles AED</i> | <i>Workshops and office space AED</i> | <i>Total AED</i> |
|---|-----------------------------------|---|---------------------------|
| 2024 | | | |
| Cost: | | | |
| As at 1 January 2024 | 480,478 | 13,416,430 | 13,896,908 |
| Acquired in business combination (note 3.1) | - | 97,321,285 | 97,321,285 |
| Additions | 2,461,521 | 8,811,159 | 11,272,680 |
| Partial termination during the year | <u>-</u> | <u>(4,100,711)</u> | <u>(4,100,711)</u> |
| At 31 December 2024 | <u>2,941,999</u> | <u>115,448,163</u> | <u>118,390,162</u> |
| Accumulated depreciation: | | | |
| As at 1 January 2024 | 408,383 | 4,336,787 | 4,745,170 |
| Acquired in business combination (note 3.1) | - | 18,091,558 | 18,091,558 |
| Charge for the year (note 5) | - | 5,859,692 | 5,859,692 |
| Partial termination during the year | <u>-</u> | <u>(1,476,848)</u> | <u>(1,476,848)</u> |
| At 31 December 2024 | <u>408,383</u> | <u>26,811,189</u> | <u>27,219,572</u> |
| Net carrying amount: | | | |
| As at 31 December 2024 | <u>2,533,616</u> | <u>88,636,974</u> | <u>91,170,590</u> |
| 2023 | | | |
| Cost: | | | |
| As at 1 January 2023 | 1,128,360 | 6,496,000 | 7,624,360 |
| Acquired in business combination (note 3.2) | - | 6,674,066 | 6,674,066 |
| Additions | - | 2,624,467 | 2,624,467 |
| Partial termination during the year | <u>(647,882)</u> | <u>(2,378,103)</u> | <u>(3,025,985)</u> |
| At 31 December 2023 | <u>480,478</u> | <u>13,416,430</u> | <u>13,896,908</u> |
| Accumulated depreciation: | | | |
| As at 1 January 2023 | 814,365 | 3,355,615 | 4,169,980 |
| Acquired in business combination (note 3.2) | - | 1,251,387 | 1,251,387 |
| Charge for the year (note 5) | 241,900 | 2,032,327 | 2,274,227 |
| Partial termination during the year | <u>(647,882)</u> | <u>(2,302,542)</u> | <u>(2,950,424)</u> |
| At 31 December 2023 | <u>408,383</u> | <u>4,336,787</u> | <u>4,745,170</u> |
| Net carrying amount: | | | |
| As at 31 December 2023 | <u>72,095</u> | <u>9,079,643</u> | <u>9,151,738</u> |

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20 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES continued

Set out below are the carrying amounts of lease liabilities and the movements during the year:

| | <i>2024</i> | <i>2023</i> |
|---|---------------------------|--------------------|
| | <i>AED</i> | <i>AED</i> |
| At 1 January | 9,649,145 | 3,384,171 |
| Acquired in business combination (note 3.1 & 3.2) | 112,405,359 | 6,339,445 |
| Additions | 11,272,678 | 2,624,467 |
| Partial termination during the year | (2,671,542) | (75,561) |
| Accretion of interest (note 8) | 2,575,277 | 195,379 |
| Payments | <u>(8,009,765)</u> | <u>(2,818,756)</u> |
| At 31 December | <u>125,221,152</u> | <u>9,649,145</u> |

Lease liabilities are disclosed in the consolidated statement of financial position as:

| | <i>2024</i> | <i>2023</i> |
|-------------|---------------------------|------------------|
| | <i>AED</i> | <i>AED</i> |
| Non-current | 109,819,124 | 6,314,974 |
| Current | <u>15,402,028</u> | <u>3,334,171</u> |
| | <u>125,221,152</u> | <u>9,649,145</u> |

21 TRADE AND OTHER PAYABLES

| | <i>2024</i> | <i>2023</i> |
|----------------------------------|---------------------------|-------------------|
| | <i>AED</i> | <i>AED</i> |
| Trade payables | 67,127,766 | 14,826,485 |
| Deferred revenue | 13,562,934 | 13,234,386 |
| Staff payable | 14,573,163 | 7,642,087 |
| Payable for acquisition* | 8,756,829 | 33,420,000 |
| Refundable deposits | 5,452,658 | 2,883,674 |
| VAT payable | 4,804,158 | 2,463,255 |
| Dividend payable | 3,960,000 | - |
| Advances from customers | 3,720,159 | 2,603,780 |
| Provision for board remuneration | 671,362 | 627,844 |
| Accruals and other payables | <u>12,877,572</u> | <u>4,480,845</u> |
| | <u>135,506,601</u> | <u>82,182,356</u> |

*This is consideration payable for acquisition of United Trans General Trading LLC and Gallega Group Holdings DMCC conditional upon meeting financial targets.

Trade payables are non-interest bearing and are normally settled on 90 days terms. For explanation on the Group liquidity risk management process, refer to note 24.

22 CONTINGENCIES AND COMMITMENTS

| | <i>2024</i> | <i>2023</i> |
|-----------------------|--------------------------|------------------|
| | <i>AED</i> | <i>AED</i> |
| Performance bonds | 9,807,896 | - |
| Letters of guarantees | <u>10,857,611</u> | <u>2,422,423</u> |
| | <u>20,665,507</u> | <u>2,422,423</u> |

The above bank guarantees have been issued from local banks in the ordinary course of business.

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23 RELATED PARTY TRANSACTIONS AND BALANCES

The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in the International Accounting Standard (IAS) 24 Related Party Disclosures.

Related parties represent shareholders, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

23.1 Transactions

Transactions with related parties included in the consolidated statement of comprehensive income are as follows:

| | 2024 AED | 2023 AED |
|--|-------------|-------------|
| Transactions with other related parties | | |
| Commission and margin interest | 497,958 | 630,766 |
| Interest expense on bank loans | 18,280 | 105,930 |
| Interest expense on loan from a related party | 2,520,833 | - |
| Service income | 530,062 | 33,603 |
| Rental income | 877,313 | 296,200 |

Transactions with related parties were entered into on terms agreed with the management.

23.2 Balances

Balances with related parties included in the consolidated statement of financial position are as follows:

| | <i>Nature of relationship</i> | 2024 AED | 2023 AED |
|--|-------------------------------|------------------|-------------------|
| Amounts due from related parties: | | | |
| International Securities LLC* | Entity under common control | 1,774,167 | - |
| Affiliates | Other related parties | <u>2,612,484</u> | <u>373,547</u> |
| | | <u>4,386,651</u> | <u>373,547</u> |
| Amounts due to related parties | | | |
| Citadel Properties | Entity under common control | 194,692 | 209,269 |
| International Holdings Company PJSC | Parent entity | 157,866 | 512,377 |
| International Securities LLC* | Entity under common control | 4,190,445 | 7,077,883 |
| Augmen Enterprise RSC LTD | Other related party | 1,277,778 | - |
| Sampi Holding FZ LLC | Other related party | - | 2,652,247 |
| 2 X L HOME L.L.C | Other related party | <u>27,568</u> | <u>-</u> |
| | | <u>5,848,349</u> | <u>10,451,776</u> |

In November 2023, the Group signed a loan agreement with IHC Capital Holding LLC amounting to AED 50,000,000 to finance future investments and other business operations having a maturity of November 2028. The amount was received by the Company in January 2024. On 1 January 2024, the loan agreement was transferred and novated to Augmen Enterprises RSC LTD from IHC Capital Holding LLC. The loan is unsecured and repayable in full on or before maturity. The loan carries interest rate at 5% per annum.

*Margin account maintained with International Securities LLC carries an interest rate of 9% (2023: 9%) per annum.

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23 RELATED PARTY TRANSACTIONS AND BALANCES continued

23.2 Balances continued

Terms and conditions of transactions with related parties

Outstanding balances at the year-end arise in the normal course of business, these are unsecured, interest free and settlement occurs in cash. For the year ended 31 December 2024, there was no impairment of amounts owed by related parties (2023: AED nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

23.3 Transactions with key management personnel

| | 2024 AED | 2023 AED |
|---|------------------|------------------|
| Salaries and employees' benefits | 6,368,453 | 2,326,433 |
| Board of director's remuneration (note 6) | <u>671,362</u> | <u>627,844</u> |
| | <u>7,039,815</u> | <u>2,954,277</u> |

24 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Risk is inherent in the Group's activities, but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities.

Market risk management

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. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as commodity price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans with floating interest rates. At 31 December 2024, if interest rates on the bank loans had been 100 basis points lower/higher with all other variables held constant, profit for the year would have increased or decreased by AED 1,940,296 (2023: AED 683,240).

Currency risk

The Group does not have significant exposure to foreign exchange risk as most of its monetary assets and liabilities are denominated in UAE Dirhams.

Price risk

The Group's investment portfolio amounted to AED 7,484,437 (2023: AED 23,998,311). At the reporting date if the prices of the investments were 5% higher/lower with all other variables held constant, the Group's equity and profit or loss would have increased/decreased as follows:

| | 2024 AED | 2023 AED |
|--|----------------|------------------|
| Impact on the Group's equity and profit for the year (increase/decrease) | <u>374,222</u> | <u>1,199,916</u> |

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24 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES continued

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from bank balances, as well as credit exposures to customers including outstanding receivables and committed transactions.

There are policies in place to ensure that services are rendered to customers with an appropriate credit history. The Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Bank balances

Credit risk from balances with banks is managed by dealing only with reputable banks with A+ and A- credit rating.

Trade receivables

The Group seeks to limit its credit risk with respect to customers by setting credit limits for individual customers and monitoring outstanding receivables. The Group sells goods and services to a large number of customers throughout the UAE. Its 5 largest customers account for 40% (2023: 32%) of outstanding trade receivable at 31 December 2024.

An impairment analysis is performed at each reporting date using internal and external information to measure expected credit losses. For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity. The Group does not hold collateral as security.

Set out below is the information about the credit risk exposure on the Group's trade receivables:

| | <i>Not past due AED</i> | <i>1-30 days AED</i> | <i>31-60 days AED</i> | <i>61-90 days AED</i> | <i>>90 days AED</i> | <i>Total AED</i> |
|--|---------------------------------|------------------------------|-------------------------------|-------------------------------|--------------------------------|----------------------|
| <i>At 31 December 2024</i> | | | | | | |
| Estimated credit loss | 0.44% | 1.22% | 2.29% | 24.58% | 81.11% | 12.20% |
| Estimated total gross carrying amount at default | 67,860,181 | 33,100,631 | 7,465,741 | 4,680,363 | 17,089,366 | 130,196,282 |
| Lifetime ECL | 298,713 | 402,499 | 171,136 | 1,150,477 | 13,861,886 | 15,884,711 |
| <i>At 31 December 2023</i> | | | | | | |
| Estimated credit loss | 0.20% | 0.60% | 1.38% | 2.91% | 67.15% | 18.23% |
| Estimated total gross carrying amount at default | 14,922,636 | 21,911,002 | 7,981,025 | 3,826,763 | 17,342,155 | 65,983,581 |
| Lifetime ECL | 29,703 | 131,159 | 109,887 | 111,399 | 11,644,894 | 12,027,042 |

Amounts due from related parties

The management of the Group is involved in the transactions of the Group and review and approve the transactions with the related parties. The receivable balances are reconciled monthly with the related parties through intercompany reconciliation and confirmations. Since these balances are with related parties, management believes there is no significant credit risk in relation to these balances. Based on past experience of the Group, balances with related parties are settled regularly and there is no history of significant write-off of receivables from related parties. As of 31 December 2024, there was no provision for expected credit losses required for related party receivables (2023: AED nil).

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24 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES continued

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group limits its liquidity risk by ensuring funds from shareholders and bank facilities are available. The Group's terms of service require amounts to be paid within 60 days from the date of providing the service.

The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturities of the Group's undiscounted financial liabilities at 31 December, based on contractual payment dates and current market interest rates.

| | <i>Within 1 year AED</i> | <i>Between 1 to 5 years AED</i> | <i>Total AED</i> |
|--------------------------------|----------------------------------|---|---------------------------|
| 31 December 2024 | | | |
| Trade and other payables | 99,221,916 | - | 99,221,916 |
| Amounts due to related parties | 5,848,349 | - | 5,848,349 |
| Loan from a related party | 2,534,722 | 59,715,278 | 62,250,000 |
| Bank loans | 90,903,516 | 213,880,771 | 304,784,287 |
| Lease liabilities | <u>13,723,500</u> | <u>38,728,730</u> | <u>52,452,230</u> |
| | <u>212,232,003</u> | <u>312,324,779</u> | <u>524,556,782</u> |
| 31 December 2023 | | | |
| Trade and other payables | 58,351,827 | - | 58,351,827 |
| Amounts due to related parties | 10,451,776 | - | 10,451,776 |
| Bank loans | 37,885,784 | 35,891,926 | 73,777,710 |
| Lease liabilities | <u>3,605,283</u> | <u>6,526,103</u> | <u>10,131,386</u> |
| | <u>110,294,670</u> | <u>42,418,029</u> | <u>152,712,699</u> |

Capital management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in business conditions. No changes were made in the objectives, policies or processes during the year ended 31 December 2024 and 31 December 2023. The Group's policy is to keep the gearing ratio between 35% and 75%. Capital comprises share capital, retained earnings, statutory reserve and merger reserve and is measured at AED 187,484,513 as at 31 December 2024 (2023: AED 158,371,707).

25 FAIR VALUES OF FINANCIAL INSTRUMENTS

The following table gives information about how the fair value of the Company's assets are determined.

| <i>Financial assets</i> | <i>Fair value as at</i> | | <i>Fair value hierarchy</i> | <i>Valuation techniques and key inputs</i> | <i>Significant unobservable input</i> | <i>Relationship of unobservable inputs to fair value</i> |
|--|-------------------------|-------------------------|-----------------------------|--|---------------------------------------|--|
| | <i>31 December 2024</i> | <i>31 December 2023</i> | | | | |
| Quoted equity investments – investment in financial assets | <u>7,484,437</u> | <u>23,998,311</u> | Level 1 | Quoted bid prices in an active market. | None | Not applicable |

There were no transfers between each of levels during the year. There are no financial liabilities which should be measured at fair value and accordingly no disclosure is made in the above table.

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26 SEGMENT REPORTING

For management purposes, the Group is organised into business units based on its products and services and has five reportable segments, as follows:

Motorcycle business segment, which represents motorcycle leasing solutions offered to customers and sale of related items, including delivery boxes.

Delivery services segment, the group provides turnkey logistic solutions through bike messengers and delivery squads.

Marine sports club, the group manages marine sports club and wholesale trading of ships and boats.

Event management, the group organizes exhibitions, fashion shows, conferences & seminar, auctions and ripe market events.

Logistics and freight forwarding, the group provides transportation services, cargo handling, warehousing, freight clearing, marine and air shipment and specialized oil and gas field services.

Mobility and others, the group provides limousine services, bus on demand, vehicle rental, recovery services, charging of electric vehicles, car parking, IT services, railway infrastructure, trains spare parts and security system trading.

No operating segments have been aggregated to form the above reportable operating segments.

The management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements.

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26 SEGMENT REPORTING continued

| | <i>Motorcycle business AED</i> | <i>Delivery services AED</i> | <i>Marine Sports Club AED</i> | <i>Event management AED</i> | <i>Logistics and Warehousing AED</i> | <i>Mobility and others AED</i> | <i>Total segments AED</i> | <i>Eliminations AED</i> | <i>Consolidated AED</i> |
|---|--|--------------------------------------|---------------------------------------|-------------------------------------|--|--|-----------------------------------|-----------------------------|-----------------------------|
| <i>Year ended 31 December 2024 (unaudited)</i> | | | | | | | | | |
| Revenue from contracts with customers | | | | | | | | | |
| External customers | 128,562,751 | 177,761,648 | 29,090,255 | 38,980,345 | 36,754,607 | 44,592,917 | 455,742,523 | - | 455,742,523 |
| Inter-segment | <u>20,835,646</u> | <u>3,568,459</u> | - | - | - | <u>1,968,512</u> | <u>26,372,617</u> | (26,372,617) | - |
| Total | <u>149,398,397</u> | <u>181,330,107</u> | <u>29,090,255</u> | <u>38,980,345</u> | <u>36,754,607</u> | <u>46,561,429</u> | <u>482,115,140</u> | <u>(26,372,617)</u> | <u>455,742,523</u> |
| Expense | | | | | | | | | |
| Direct costs | (94,157,355) | (158,820,351) | (16,735,561) | (24,912,849) | (28,574,341) | (27,930,559) | (351,131,016) | 27,464,355 | (323,666,661) |
| General and administrative expenses | (36,116,580) | (13,057,157) | (8,584,217) | (3,531,743) | (2,757,839) | (15,706,494) | (79,754,030) | 1,436,857 | (78,317,173) |
| Other income | 25,825,861 | 3,289,566 | 160,506 | - | 178,833 | 1,268,041 | 30,722,807 | (20,308,713) | 10,414,094 |
| Finance costs | (10,345,421) | (401,686) | (63,497) | (266,240) | (1,952,835) | (1,265,893) | (14,295,572) | 952,381 | (13,343,191) |
| Change in fair value of investments carried at fair value through profit or loss | <u>(3,783,955)</u> | - | - | - | - | - | <u>(3,783,955)</u> | - | <u>(3,783,955)</u> |
| Profit before tax | <u>30,820,947</u> | <u>12,340,479</u> | <u>3,867,486</u> | <u>10,269,513</u> | <u>3,648,425</u> | <u>2,926,524</u> | <u>63,873,374</u> | <u>(16,827,737)</u> | <u>47,045,637</u> |
| Total assets | <u>447,010,310</u> | <u>74,689,531</u> | <u>47,824,034</u> | <u>32,198,351</u> | <u>158,825,961</u> | <u>110,379,642</u> | <u>870,927,829</u> | <u>(83,101,817)</u> | <u>787,826,012</u> |
| Total liabilities | <u>272,197,429</u> | <u>49,901,544</u> | <u>25,538,999</u> | <u>18,925,035</u> | <u>137,486,974</u> | <u>101,528,110</u> | <u>605,578,091</u> | <u>(70,641,513)</u> | <u>534,936,578</u> |

Easy Lease Motor Cycle Rental P.S.C and Its Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

26 SEGMENT REPORTING continued

| | <i>Motorcycle business AED</i> | <i>Delivery services AED</i> | <i>Marine Sports Club AED</i> | <i>Event management AED</i> | <i>Logistics and Warehousing AED</i> | <i>Mobility and others AED</i> | <i>Total segments AED</i> | <i>Eliminations AED</i> | <i>Consolidated AED</i> |
|--|--|--------------------------------------|---------------------------------------|-------------------------------------|--|--|-----------------------------------|-----------------------------|-----------------------------|
| Year ended 31 December 2023 | | | | | | | | | |
| Revenue from contracts with customers | | | | | | | | | |
| External customers | 99,140,573 | 161,095,167 | 26,823,155 | 5,433,626 | - | 6,054,862 | 298,547,383 | - | 298,547,383 |
| Inter-segment | <u>23,684,165</u> | <u>553,388</u> | - | - | - | <u>(1,421,543)</u> | <u>22,816,010</u> | <u>(22,816,010)</u> | - |
| Total | <u>122,824,738</u> | <u>161,648,555</u> | <u>26,823,155</u> | <u>5,433,626</u> | - | <u>4,633,319</u> | <u>321,363,393</u> | <u>(22,816,010)</u> | <u>298,547,383</u> |
| Expense | | | | | | | | | |
| Direct costs | (74,783,488) | (144,175,745) | (16,603,954) | (2,897,904) | - | (3,887,255) | (242,348,346) | 24,769,609 | (217,578,737) |
| General and administrative expenses | (30,998,708) | (8,752,506) | (6,624,081) | (495,984) | - | (2,422,116) | (49,293,395) | (264,187) | (49,557,582) |
| Other income | 12,737,877 | 1,586,242 | (201,109) | - | - | 101,975 | 14,224,985 | (2,611,938) | 11,613,047 |
| Finance costs | (3,099,706) | (30,460) | (109,786) | (68,977) | - | (129,112) | (3,438,041) | - | (3,438,041) |
| Gain from acquisition of subsidiary | 1,768,416 | - | - | - | - | - | 1,768,416 | - | 1,768,416 |
| Change in fair value of investments carried at fair value through profit or loss | (1,597,823) | - | - | - | - | - | (1,597,823) | - | (1,597,823) |
| Profit/(loss) from investment in Associate | <u>62,429</u> | - | - | - | - | - | <u>62,429</u> | - | <u>62,429</u> |
| Profit before tax | <u>26,913,735</u> | <u>10,276,086</u> | <u>3,284,225</u> | <u>1,970,761</u> | - | <u>(1,703,189)</u> | <u>40,741,618</u> | <u>(922,526)</u> | <u>39,819,092</u> |
| Total assets | <u>287,911,925</u> | <u>57,165,073</u> | <u>34,927,780</u> | <u>15,798,831</u> | - | <u>23,557,807</u> | <u>419,361,416</u> | <u>(51,468,116)</u> | <u>367,893,300</u> |
| Total liabilities | <u>142,851,567</u> | <u>30,825,090</u> | <u>16,157,262</u> | <u>11,704,522</u> | - | <u>18,714,839</u> | <u>220,253,280</u> | <u>(39,980,716)</u> | <u>180,272,564</u> |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

27 COMPARATIVE INFORMATION

Certain comparative figures have been restated, as disclosed in Note 3.2, to adjust the purchase price allocations for Ripe Exhibition Organizer Co LLC. Such restatement has no impact on previously reported consolidated profit of the Group.