ESG EMIRATES STALLIONS GROUP PJSC

Review report and interim financial information for the nine-month period ended 30 September 2026

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for the nine-month period ended 30 September 2026

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REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF ESG EMIRATES STALLIONS GROUP PJSC

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of ESG Emirates Stallions Group PJSC (the "Company") and its subsidiaries (together referred to as the "Group") as of 30 September 2026 and the related interim condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the nine-month period then ended and material accounting policy information. Management is responsible for the preparation and fair presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 34, "*Interim Financial Reporting*". Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*". A review of financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared, in all material respects in accordance with IAS 34.

Deloitte & Touche (M.E.)



Mohammad Khamees Al Tah
Registration Number 717
28 October 2026
Abu Dhabi
United Arab Emirates

Interim condensed consolidated statement of financial position as at 30 September 2026

	Notes	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
ASSETS			
Non-current assets			
Property and equipment	**3**	**387,594**	335,342
Investment properties	**4**	**482,148**	436,126
Intangible assets and goodwill	**5**	**81,641**	87,603
Right-of-use assets	**6**	**106,080**	166,388
Investments in associate and joint ventures	**7**	**1,255,204**	1,225,956
Financial assets at fair value through other comprehensive income		**374**	374
Deferred tax assets	**21**	**4,076**	4,503
Trade and other receivables	**12**	**43,963**	31,464
Due from related parties	**10**	**-**	950
Total non-current assets		**2,361,080**	2,288,706
Current assets			
Inventories	**8**	**86,361**	91,601
Development work in progress	**9**	**508,609**	309,909
Biological assets – plants		**9,169**	8,189
Financial assets at fair value through profit or loss		**470**	672
Due from related parties	**10**	**114,868**	115,201
Contract assets	**11**	**316,045**	348,840
Trade and other receivables	**12**	**420,886**	466,510
Cash and bank balances	**13**	**1,084,918**	694,587
Total current assets		**2,541,326**	2,035,509
Total assets		**4,902,406**	4,324,215
EQUITY AND LIABILITIES			
Equity			
Share capital		**250,000**	250,000
Statutory reserve		**125,000**	125,000
Merger, acquisition and other reserves		**789,117**	789,117
Currency translation reserve		**(444)**	(495)
Cumulative changes in fair value reserve		**(1,337)**	(1,337)
Fair value of cashflow hedges		**(7,654)**	(8,386)
Retained earnings		**1,529,800**	1,325,858
Equity attributable to the equity holders of the parent		**2,684,482**	2,479,757
Non-controlling interest		**604,346**	440,754
Total equity		**3,288,828**	2,920,511

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

Interim condensed consolidated statement of financial position as at 30 September 2026 (continued)

	Notes	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
EQUITY AND LIABILITIES (continued)			
Liabilities			
Non-current liabilities			
Provision for employees' end of service benefits		**79,425**	73,552
Deferred tax liabilities	**21**	**1,403**	2,001
Lease liabilities		**106,327**	148,579
Trade and other payables	**15**	**6,188**	2,718
Bank borrowings	**14**	**112,559**	4,375
Due to related parties	**10**	**-**	2,520
Total non-current liabilities		**305,902**	233,745
Current liabilities			
Due to related parties	**10**	**28,117**	8,636
Lease liabilities		**32,236**	48,693
Bank borrowings	**14**	**18,378**	17,500
Current tax payable	**21**	**51,585**	47,906
Contract liabilities	**11**	**608,087**	474,767
Trade and other payables	**15**	**569,273**	572,457
Total current liabilities		**1,307,676**	1,169,959
Total liabilities		**1,613,578**	1,403,704
Total equity and liabilities		**4,902,406**	4,324,215

To the best of our knowledge, the interim financial information included in the report fairly presents in all material respects the financial condition, results of operations and cash flows of the Group as of, and for, the periods presented in these interim condensed consolidated financial statements.

Fawad Abdul Hameed
Chief Financial Officer

Kayed Ali D. Khorma
Group Chief Executive Officer

Matar Suhail Ali Al Yabhouni Aldhaheri
Chairman

Interim condensed consolidated statement of profit or loss for the nine-month period ended 30 September 2026

	Notes	Three-month period ended 30 September		Nine-month period ended 30 September	
		2026 AED'000 ***(unaudited)***	2025 AED'000 *(unaudited)*	**2026 AED'000** ***(unaudited)***	2025 AED'000 *(unaudited)*
Revenue	**16**	**544,641**	357,493	**1,311,334**	1,067,490
Direct costs	**17**	**(379,182)**	(221,458)	**(882,239)**	(710,054)
Gross profit		**165,459**	136,035	**429,095**	357,436
General and administrative expenses		**(56,250)**	(51,467)	**(148,336)**	(112,153)
Selling, marketing and distribution expenses		**(35,745)**	(27,432)	**(107,304)**	(85,315)
Share of profit from investment in associates and joint ventures	**7**	**17,144**	14,130	**53,622**	37,985
Gain from change in fair value of biological assets		**1,613**	-	**3,242**	181
(Loss)/gain from change in fair value of financial assets carried at fair value through profit or loss		**(10)**	(94)	**(202)**	269
Gain on deconsolidation of a subsidiary	**18**	**-**	-	**32,498**	-
Impairment loss on property and equipment		**-**	(873)	**-**	(873)
Impairment loss on investment property		**-**	-	**(767)**	-
Interest and other income	**20**	**10,155**	9,510	**45,223**	23,286
Finance costs		**(4,519)**	(3,734)	**(16,708)**	(12,430)
Profit before tax for the period		**97,847**	76,075	**290,363**	208,386
Corporate income tax	**21**	**(9,115)**	(3,469)	**(35,328)**	(20,342)
Profit after tax for the period		**88,732**	72,606	**255,035**	188,044
Profit attributable to:					
Equity holders of the parent company		**62,682**	65,088	**203,942**	160,340
Non-controlling interest		**26,050**	7,518	**51,093**	27,704
Profit for the period		**88,732**	72,606	**255,035**	188,044
Basic earnings per share (AED)	**22**	**0.25**	0.26	**0.82**	0.64

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

Interim condensed consolidated statement of comprehensive income for the nine-month period ended 30 September 2026

	Note	Three-month period ended 30 September		Nine-month period ended 30 September	
		2026 AED'000 *(unaudited)*	2025 AED'000 *(unaudited)*	**2026 AED'000 *(unaudited)***	2025 AED'000 *(unaudited)*
Profit for the period		**88,732**	72,606	**255,035**	188,044
Comprehensive income/(loss)					
Items that may be reclassified subsequently to the interim condensed consolidated statement of profit or loss					
Foreign exchange difference on translation of foreign operations		**(99)**	(361)	**51**	(54)
Share of fair value gain/(loss) on cash flow hedges of an associate	**7**	**25**	(477)	**732**	(2,712)
Items that will not be reclassified subsequently to interim condensed consolidated statement of profit or loss (net of tax):					
Change in fair value of financial assets carried at fair value through other comprehensive income, net of tax		**-**	22	**-**	3
Total other comprehensive (loss)/income for the period		**(74)**	(816)	**783**	(2,763)
Total comprehensive income for the period		**88,658**	71,790	**255,818**	185,281
Attributable to:					
Equity holders of the parent		**62,608**	64,272	**204,725**	157,577
Non-controlling interests		**26,050**	7,518	**51,093**	27,704
		88,658	71,790	**255,818**	185,281

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

Interim condensed consolidated statement of changes in equity for the nine-month period ended 30 September 2026

	Attributable to equity holders of the Parent									
	Share capital AED'000	Statutory reserve AED'000	Merger, acquisition and other reserves AED'000	Currency translation reserve AED'000	Cumulative changes in fair value reserve AED'000	Fair value of cash flow hedges AED'000	Retained earnings AED'000	Equity attributable to the equity holders of the parent AED'000	Non-controlling interests AED'000	Total AED'000
Balance at 1 January 2025 *(audited)*	250,000	113,362	789,117	(6)	(1,439)	(4,947)	1,037,463	2,183,550	319,205	2,502,755
Profit for the period	-	-	-	-	-	-	160,340	160,340	27,704	188,044
Other comprehensive income / (loss) for the period	-	-	-	(54)	3	(2,712)	-	(2,763)	-	(2,763)
Total comprehensive income for the period	-	-	-	(54)	3	(2,712)	160,340	157,577	27,704	185,281
Capital injection by non-controlling interest (i)	-	-	-	-	-	-	-	-	97,781	97,781
Incorporation of subsidiaries	-	-	-	-	-	-	-	-	327	327
Dividends paid to non-controlling interests (ii)	-	-	-	-	-	-	-	-	(20,305)	(20,305)
Disposal of investments carried at fair value through other comprehensive income	-	-	-	-	117	-	(117)	-	-	-
Balance at 30 September 2025 *(unaudited)*	250,000	113,362	789,117	(60)	(1,319)	(7,659)	1,197,686	2,341,127	424,712	2,765,839

(i) Includes capital injection of incorporation of Royal Harbor LTD and Royal Luxury Hotel Management LLC during the period.
(ii) This includes dividend paid to non-controlling interest for Sawaeed Holding PJSC and Deco Vision Company WLL.

Interim condensed consolidated statement of changes in equity for the nine-month period ended 30 September 2026 (continued)

	Attributable to equity holders of the Parent									
	Share capital AED'000	Statutory reserve AED'000	Merger, acquisition and other reserves AED'000	Currency translation reserve AED'000	Cumulative changes in fair value reserve AED'000	Fair value of cash flow hedges AED'000	Retained earnings AED'000	Equity Attributable to the equity holders of the parent AED'000	Non-controlling interests AED'000	Total AED'000
Balance at 1 January 2026	**250,000**	**125,000**	**789,117**	**(495)**	**(1,337)**	**(8,386)**	**1,325,858**	**2,479,757**	**440,754**	**2,920,511**
Profit for the period	**-**	**-**	**-**	**-**	**-**	**-**	**203,942**	**203,942**	**51,093**	**255,035**
Other comprehensive income for the period	**-**	**-**	**-**	**51**	**-**	**732**	**-**	**783**	**-**	**783**
Total comprehensive income for the period	**-**	**-**	**-**	**51**	**-**	**732**	**203,942**	**204,725**	**51,093**	**255,818**
Capital injection by non-controlling interest (i)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**129,310**	**129,310**
Incorporation of subsidiaries	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**132**	**132**
Dividends paid to non-controlling interests	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(16,943)**	**(16,943)**
Balance at 30 September 2026 ***(unaudited)***	**250,000**	**125,000**	**789,117**	**(444)**	**(1,337)**	**(7,654)**	**1,529,800**	**2,684,482**	**604,346**	**3,288,828**

(i) Relates to capital injections from Royal Park Development Limited, Royal Gate Development Limited, Royal Harbor LTD, Royal Dunes Real Estate Development LLC, Royal Luxury Hotel Management LLC and Century Village Real Estate Investments LLC.

Interim condensed consolidated statement of cash flows for the nine-month period ended 30 September 2026

	Notes	Nine-month period ended 30 September	
		2026	2025
		AED'000	AED'000
		(unaudited)	*(unaudited)*
Cash flows from operating activities			
Profit before tax for the period		**290,363**	208,386
Adjustments for:			
Depreciation of property and equipment	**3**	**21,730**	18,029
Gain on disposal of property and equipment	**3**	**(274)**	(200)
Impairment loss on property and equipment		**-**	873
Write off of property and equipment		**-**	52
Depreciation of investment properties	**4**	**7,222**	6,056
Impairment loss on investment property	**4**	**767**	-
Amortisation of intangible assets	**5**	**6,840**	6,731
Depreciation of right-of-use assets	**6**	**41,768**	37,943
Gain on modification / termination of lease		**-**	(1,223)
Share of profit from associates and joint ventures	**7**	**(53,622)**	(37,985)
Gain on changes in fair value of biological assets		**(3,242)**	(181)
Gain on deconsolidation of a subsidiary	**18**	**(32,498)**	-
Loss / (gain) on changes in fair value of financial assets carried at fair value through profit or loss		**202**	(269)
Provision for employees' end of service benefits		**16,361**	15,431
Provision for slow moving inventories	**8**	**1,235**	1,215
Reversal of provision for expected credit losses - trade and other receivables	**12**	**(223)**	(17,017)
Charge of provision for expected credit losses – contract assets	**11**	**9,873**	5,056
Reversal of provision for expected credit losses - due from related parties	**10**	**(354)**	(5,857)
Finance costs		**16,708**	12,430
		322,856	249,470
Working capital adjustments:			
Inventories		**(7,576)**	10,875
Trade and other receivables		**27,694**	(40,918)
Contract assets		**22,922**	(35,208)
Development work in progress		**(118,577)**	(19,951)
Due from related parties		**(7,871)**	16,432
Biological assets — plants		**2,262**	(3,636)
Contract liabilities		**133,320**	60,394
Trade and other payables		**47,197**	31,956
Due to related parties		**7,065**	(56,690)
Cash generated from operations		**429,292**	212,724
Employees' end of service benefits paid		**(10,081)**	(7,369)
Finance costs paid		**(6,190)**	(4,096)
Taxes paid	**21**	**(14,977)**	(17,640)
Net cash generated from operating activities		**398,044**	183,619

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

Interim condensed consolidated statement of cash flows for the nine-month period ended 30 September 2026 (continued)

	Notes	Nine-month period ended 30 September	
		2026	2025
		AED'000	AED'000
		(unaudited)	*(unaudited)*
Cash flows from investing activities			
Payment for purchase of property and equipment	**3**	**(78,329)**	(77,372)
Payment for purchase of intangible assets	**5**	**(1,932)**	(31)
Payment for investment property under development		**(30,994)**	(69,762)
Payment for purchase of investment properties		**(1,176)**	(1,005)
Proceeds from disposal of property and equipment	**3**	**452**	200
Cash disposed of as part of deconsolidation of a subsidiary	**18**	**(5,614)**	-
Dividend received from associates and joint ventures	**7**	**25,106**	23,906
Proceeds from disposal of financial assets carried at fair value through profit or loss		**-**	4,172
Proceed from disposal of financial assets carried at fair value through other comprehensive income		**-**	1,000
Movement in restricted cash		**(307,137)**	(100,937)
Movement in fixed deposits with original maturity more than three months		**40,866**	57,772
Net cash used in investing activities		**(358,758)**	(162,057)
Financing activities			
Principal paid on lease liabilities		**(35,335)**	(48,155)
Repayments of bank borrowings	**14**	**(15,345)**	(23,891)
Drawdown from bank borrowings	**14**	**124,407**	-
Dividends paid to non-controlling interests		**(16,943)**	(20,305)
Capital injection by non-controlling interest		**27,833**	97,781
Net cash generated from financing activities		**84,617**	5,430
Net increase in cash and cash equivalents		**123,903**	26,992
Cash and cash equivalents at beginning of the period		**277,447**	189,750
Effect of foreign exchange rate changes		**157**	(394)
Cash and cash equivalents at the end of the period	**13**	**401,507**	216,348
Non-cash transactions:			
Capital injection by non-controlling interest – due from related parties		**132**	-
Capital injection by non-controlling interest - development work in progress		**101,000**	-
Capital injection by non-controlling interest – investment property under development		**477**	-
Payable to parent company towards utilisation of its tax losses		**16,843**	-

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

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026

1 General information

ESG Emirates Stallions Group PJSC (the "Company") is a private joint stock company incorporated under the UAE Federal Law 32 of 2021. The registered office address of the Company is P.O. Box 3194, Abu Dhabi, United Arab Emirates.

International Holding Company PJSC is the Parent, and Fount Trust is the Ultimate Parent of the Company.

These interim condensed consolidated financial statements include the results of operations and financial position of the Company and its subsidiaries, associate and joint ventures (together referred to as the "Group"). The main activities of the Group are:

- Buying, selling, and dividing plots;
- Management services of companies and private institutions;
- Land and real estate purchase and sale;
- All kinds of building projects contracting including metal construction contracting, afforestation contracting, bridges contracting, rainwater drainage contracting, electrical and mechanical contracting, main roads, streets and other associated business;
- Interior design engineering consultancy, design services, architectural, construction and feasibility studies consultancy services, air conditioning, ventilation air cooling systems maintenance, installation and contracting;
- Real estate enterprises investment, development institution and management, industrial enterprises investment;
- Contracting transmission networks and distribution of water, ports and marine contracting;
- Onshore and offshore oil and gas fields and facilities services;
- Landscape and gardening services, transportation of organic waste, construction and demolition concrete waste transportation;
- Wholesale of plants and trees saplings trading;
- Camps, labour accommodation management and facilities management services;
- Importing and exporting, retail sale of fodder, chemical fertilizers, fresh fruits and vegetables, natural fertilizers, reclamation materials, agricultural and veterinary pesticides, seeds, and cereal, prepared farms animal feeds, its concentrates and supplement manufacturing and forage cultivation;
- Hospitality services including hotel accommodation and management, restaurant and coffee shop;
- House and office furniture manufacturing;
- Manufacturing of wooden doors, windows, shutters, fireproof wooden doors and their frames, construction plaster products manufacturing (gypsum);
- Private buses passengers transport service;
- Upon request employees provision services;
- Domestic workers mediation and temporary employment services;
- On Demand Labors Supply (Temporary Employment);
- Trading of decoration materials, blankets, towels, wallpapers, metal blinds carpet, pictures, painting, curtains and upholstery;
- Buildings cleaning services, water fitting maintenance, electrical fitting and fixture services and cleaning the outside interface buildings;
- Consultancy services related to administrative, marketing, economic feasibility, human resources, and logistics;
- Stone cutting, shaping and finishing, stone furniture manufacturing and construction plaster products manufacturing;
- Marketing consultancy and studies, marketing operations management;
- Real estate development construction, real estate lease and management services;
- Industrial enterprises investment, institution and management;
- Marketing of real estate and institutions; and
- Importing, exporting and commercial brokerage.

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

1 General information (continued)

These interim condensed consolidated financial statements of the Group for the nine-month period ended 30 September 2026, were approved and authorised by the Board of Directors for issuance on 28 October 2026.

2 Basis of preparation and critical accounting judgements

2.1 Statement of compliance

The interim condensed consolidated financial statements of the Group are prepared in accordance with International Accounting Standard 34, Interim Financial Reporting.

These interim condensed consolidated financial statements are presented in UAE Dirham ("AED") which is the currency of the primary economic environment in which the Group operates. Each entity in the Group determines its own functional currency. All financial information presented in AED has been rounded to the nearest thousand except otherwise stated.

These interim condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that have been measured at fair value.

The accounting policies adopted in the preparation of the condensed consolidated interim financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2025. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Several amendments apply for the first time in 2026, but do not have any material impact on the condensed consolidated interim financial statements of the Group.

The interim condensed consolidated financial statements do not include all information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2025. In addition, results for the nine-month period ended 30 September 2026 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2026.

2.2 Application of new and revised IFRS Accounting Standards (IFRS)

2.2.1 New and revised IFRSs applied with no material effect on the condensed consolidated interim financial statements

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2026, have been adopted in condensed consolidated interim financial statements. The application of these revised IFRSs has not had any material impact on the amounts reported for the current and prior periods but may affect the accounting for future transactions or arrangements.

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.2 Application of new and revised IFRS Accounting Standards (IFRS) (continued)

2.2.1 New and revised IFRSs applied with no material effect on the condensed consolidated interim financial statements (continued)

Annual improvements to IFRS Accounting Standards — Volume 11

The pronouncement comprises the following amendments:

- IFRS 1: Hedge accounting by a first-time adopter
- IFRS 7: Gain or loss on derecognition
- IFRS 7: Disclosure of deferred difference between fair value and transaction price
- IFRS 7: Introduction and credit risk disclosures
- IFRS 9: Lessee derecognition of lease liabilities
- IFRS 9: Transaction price
- IFRS 10: Determination of a 'de facto agent'
- IAS 7: Cost method

Amendments to IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments

The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9 *Financial Instruments*.

Amendments to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity

The amendments aim at enabling entities to include information in their financial statements that in the IASB's view more faithfully represents contracts referencing nature-dependent electricity.

2.2.2 New and revised IFRS in issue but not yet effective

New and revised IFRSs	**Effective for annual periods beginning on or after**
IFRS 18 *Presentation and Disclosures in Financial Statements*	1 January 2027
IFRS 19 and its amendments *Subsidiaries without Public Accountability: Disclosures*	1 January 2027
IFRS 20 *Regulatory Assets and Regulatory Liabilities*	1 January 2029
Translation to a Hyperinflationary Presentation Currency (Amendments to IAS 21)	1 January 2027
Amendments to the Fair Value Option for Investments in Associates and Joint Ventures (Amendments to IAS 28)	1 January 2027
IFRS Sustainability Disclosure Standards	
IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information	Effective date not yet decided by the regulator in the United Arab Emirates
IFRS S2 Climate-related Disclosures	Effective date not yet decided by the regulator in the United Arab Emirates

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.2 Application of new and revised IFRS Accounting Standards (IFRS) (continued)

2.2.2 New and revised IFRS in issue but not yet effective (continued)

The above stated new standards and amendments are not expected to have any significant impact, other than IFRS 18, will have a material impact on the condensed consolidated interim financial statements. The Group is currently working to identify the impacts IFRS 18 will have on the condensed consolidated interim financial statements and its notes.

There are no other applicable new standards and amendments to published standards or IFRIC interpretations that have been issued that would be expected to have a material impact on the condensed consolidated interim financial statements of the Group.

2.3 Critical accounting judgments and key sources of estimation uncertainty

The preparation of interim condensed consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

In preparing these interim condensed consolidated financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied in the consolidated financial statements for the year ended 31 December 2025 except for the below:

Control over ESG Farms Operations LLC – SPC

The Directors of the parent entity assessed whether or not the group has control over ESG Farms Operations LLC – SPC based on whether the group has the practical ability to direct the relevant activities unilaterally as per requirements of control defined under IFRS 10, *Consolidated Financial statements*. In making their judgement, the Directors considered that the Group does not have sufficiently dominant voting interest to direct the relevant activities and therefore the Group does not have control.

2.4 Basis of consolidation

Details of the Company's subsidiaries are as follows:

Nos.	*Name of subsidiaries*	*Ownership percentage*		*Place of incorporation*	*Principal activities*
		30 September 2026	31 December 2025		
	Below is the subsidiary of ESG Emirates Stallions Group PJSC:				
1	ESG Holding-Sole Proprietorship LLC	**100%**	100%	UAE	Management services of companies and private institutions, land and real estate purchase and sale.

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.4 Basis of consolidation (continued)

Nos.	*Name of subsidiaries*	*Ownership percentage*		*Place of incorporation*	*Principal activities*
		30 September 2026	31 December 2025		
Below are the subsidiaries of ESG Holding - Sole Proprietorship LLC:					
2	ESG Companies Management- Sole Proprietorship LLC	**100%**	100%	UAE	Management services of the companies and private institutions, commercial enterprises investment, institution, and management.
3	ESG Capital Holding LLC	**100%**	100%	UAE	Commercial enterprises investment, institution, and management
Below is the subsidiary of ESG Companies Management - Sole Proprietorship LLC:					
4	Tri Star Investment LLC	**100%**	100%	UAE	Commercial brokers, commercial enterprises investment institution and management, real estate investment, development, institution and management.
Below are the subsidiaries of ESG Capital Holding LLC:					
5	ESG Agriculture Services and Landscaping Holding LLC	**100%**	100%	UAE	Industrial enterprises investment, management services
6	ESG Interiors LLC	**100%**	100%	UAE	Interior design implementation works
7	Royal Development Holding Company LLC	**100%**	100%	UAE	Management services of companies and private institutions
8	Century Human Resources and Logistics - L.L.C. - O.P.C	**100%**	100%	UAE	Human resources consultancy, logistics consultancy
9	ESG Human Resources Solutions LLC	**100%**	100%	UAE	Industrial enterprise investment, institution and management, management services of companies and private institution, real estate enterprises investment, development, institution and management

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.4 Basis of consolidation (continued)

Nos.	*Name of subsidiaries*	*Ownership percentage*		*Place of incorporation*	*Principal activities*
		30 September 2026	31 December 2025		
	Below are the subsidiaries of Royal Development Holding Company LLC:				
10	Abu Dhabi Land General Contracting LLC - SPC	**100%**	100%	UAE	Building maintenance, real estate lease and management services, general contracting and other associated business.
11	Royal Harbor LTD	**51%**	51%	UAE	Real estate lease and management services, real estate development construction
12	Ocean Luxury Living Estate Development LLC	**51%**	51%	UAE	Marketing consultancy and studies, real estate enterprises investment, development institution, marketing operations management, economical feasibility consultancy and studies
13	Royal Development Company LLC - SPC	**100%**	100%	UAE	Real estate development construction, real estate enterprise investment, development, institution and management, lease management, marketing, economic feasibility, and real estate consultancy
14	Mangrove Living Real Estate LTD	**100%**	100%	UAE	Real estate development construction, real estate enterprises investment, development, institution and management, real estate activities with own or leased property, real estate and management services
15	Royal Gate Development Limited	**52%**	52%	UAE	Real estate development construction, real estate enterprises investment, development, institution and management, real estate activities with own or leased property and real estate lease and management services
16	Royal Park Development Limited (i)	**60%**	-	UAE	Real estate development construction, real estate enterprises investment, development, institution and management, real estate activities with own or leased property and real estate lease and management services

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.4 Basis of consolidation (continued)

Nos.	*Name of subsidiaries*	*Ownership percentage*		*Place of incorporation*	*Principal activities*
		30 September 2026	31 December 2025		
	Below are the subsidiaries of Royal Development Holding Company LLC (continued):				
17	ESG Hospitality Sole Proprietorship LLC	**100%**	100%	UAE	Hospitality services
	Below are the subsidiaries of ESG Interiors LLC:				
18	Afkar Financial & Property Investments LLC	**60%**	60%	UAE	Retail trade of household and office furniture, mats, curtain and upholstery materials and interior decoration materials, and companies' representation, commercial enterprises investment institution and management, real estate enterprises investment, development, institution and management
19	Deco Vision Company WLL	**85%**	85%	UAE	Interior design implementation works (decor), retail sale of wallpaper, decor and partitions material and importing
20	Vision Marble Industries LLC – SPC	**100%**	100%	UAE	Stones cutting, shaping and finishing, stone furniture manufacturing
21	Imagine Marketing LLC	**60%**	60%	UAE	Marketing consultancy and studies Marketing operations management
22	Vision Furniture & Decoration Factory L.L.C - SPC	**100%**	100%	UAE	House and office furniture manufacturing, Fireproof wooden doors manufacturing, onshore and offshore oil and gas fields and facilities.
	Below are the subsidiaries of ESG Agriculture Services & Landscaping Holding LLC:				
23	Gulf Dunes Landscaping and Agricultural Services Company LLC - SPC	**100%**	100%	UAE	Landscape, gardening, agricultural pest control, disinfection and sterilization services, rainwater drainage, sewerage and irrigation network, afforestation and mechanical contracting
24	ESG Agro LLC - SPC	**100%**	100%	UAE	Agricultural enterprises investment, institution and management

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.4 Basis of consolidation (continued)

Nos.	*Name of subsidiaries*	*Ownership percentage*		*Place of incorporation*	*Principal activities*
		30 September 2026	31 December 2025		
	Below are the subsidiaries of ESG Human Resources Solutions LLC:				
25	Century Real Estate Investment LLC	**87%**	87%	UAE	Real estate management
26	Sawaeed Holding PJSC	**89.35%**	89.35%	UAE	Management services of companies and private institution, commercial enterprise investment, institution and management and real estate enterprises investment
27	Century Village Real Estate Investment L.L.C	**70%**	70%	UAE	Real estate lease and management services, development construction, facilities management services, commercial enterprises investment, institution, and management real estate enterprise investment, development, institution, and management
28	ESG Commercial International Investments - Sole Proprietorship L.L.C.	**100%**	100%	UAE	Commercial enterprises investment, institution and management, tourist enterprises investment, institution and management
	Below are the subsidiaries of Royal Development Company LLC - SPC:				
29	Royal Architect Project Management LLC - SPC	**100%**	100%	UAE	Architectural engineering consultancy, construction projects management consultancy
30	Royal Development Company Hellas Single Member P.C (iii)	**-**	100%	Greece	Project management consultancy services
31	Royal Development Company d.o.o. Beogard-Vracar	**100%**	100%	Serbia	Hotel accommodation

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.4 Basis of consolidation (continued)

Nos.	*Name of subsidiaries*	*Ownership percentage*		*Place of incorporation*	*Principal activities*
		30 September 2026	31 December 2025		
	Below are the subsidiaries of ESG Hospitality Sole Proprietorship LLC:				
32	Royal Dunes Real Estate Development LLC	**51%**	51%	UAE	Real estate development
33	Royal Luxury Hotel Management LLC	**51%**	51%	UAE	Hotel management
	Below is the subsidiary of Royal Luxury Hotel Management LLC:				
34	Royal Luxury Restaurant LLC	**100%**	100%	UAE	Restaurant, coffee shop
	Below is the subsidiary of Vision Furniture & Decoration Factory LLC - SPC:				
35	Cedar Gate Industrial Company Sole Proprietorship LLC	**100%**	100%	KSA	Decoration works and its installation.
	Below are the subsidiaries of Afkar Financial & Property Investments LLC:				
36	OC Home Furniture LLC	**100%**	100%	UAE	Retail trade of household and office furniture, mats, wallpaper, curtain and upholstery materials and interior decoration materials
37	2XL Home LLC	**100%**	100%	UAE	Retail trade of household and office furniture, mats, wallpaper, curtain and upholstery materials and interior decoration materials
38	2XL Furnishings LLC - SPC	**100%**	100%	UAE	Retail trade of household and office furniture, mats, wallpaper, curtain and upholstery materials and interior decoration materials
	Below is the subsidiary of Deco Vision Company - WLL:				
39	Vision for Interior Decoration Limited - One Person Company LLC	**100%**	100%	KSA	Decoration works and its installation.

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.4 Basis of consolidation (continued)

Nos.	*Name of subsidiaries*	*Ownership percentage*		*Place of incorporation*	*Principal activities*
		30 September 2026	31 December 2025		
	Below are the subsidiaries of Sawaeed Holding PJSC:				
40	Sawaeed Employment - Sole Proprietorship LLC	**100%**	100%	UAE	Providing upon request employee provision services
41	Sawaeed Training Centre - Sole Proprietorship LLC	**100%**	100%	UAE	Training of construction workers
42	Sawaeed Investment - Sole Proprietorship LLC	**100%**	100%	UAE	Real estate enterprises investment development, institution and management and camps and labour accommodation management
43	Solutions Investments Services LLC	**60%**	60%	UAE	Provide onshore and offshore oil and gas fields and facilities services, commercial enterprises, investment, institution and management
44	United International Group for Manpower Services LLC - S.P.C	**100%**	100%	UAE	Domestic workers mediation and temporary employment services, onshore and offshore oil and gas fields and facilities services, and upon request employees provision services
	Below are the subsidiaries of United International Group For Manpower Services LLC SPC:				
45	Howdra Employment Services LLC	**100%**	100%	UAE	On demand labors supply temporary employment
46	Career Line for Employment - Sole Proprietorship LLC	**100%**	100%	UAE	Upon request employees provision services and onshore and offshore oil and gas fields and facilities services
	Below is the subsidiary of Sawaeed Investment-Sole Proprietorship LLC:				
47	Takatof Employment Co. LLC	**100%**	100%	UAE	Providing employees services upon request (temporary employment) and labor and employment supply

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

2 Basis of preparation and critical accounting judgements (continued)

2.4 Basis of consolidation (continued)

Nos.	*Name of subsidiaries*	*Ownership percentage*		*Place of incorporation*	*Principal activities*
		30 September 2026	31 December 2025		
	Below is the subsidiary of ESG Agro SP LLC:				
48	ESG Farms Operations LLC – SPC (ii)	**100%**	100%	UAE	Importing, agricultural enterprise investment institution and management, wholesale of fresh fruits and vegetables trading, farms and manors operations and management, exporting
	Below is the subsidiary of Sawaeed Employment - Sole Proprietorship LLC:				
49	Sawaeed Service Centre for Domestic Workers LLC SPC	**100%**	100%	UAE	Mediation and temporary employment services for domestic workers
	Liquidated subsidiaries:				
50	Progressive Real Estate Development LLC -S.P.C (iv)	**-**	100%	UAE	Real estate enterprise investment, development, institution and management
51	Sawaeed General Project — Sole Proprietorship LLC (iv)	**-**	100%	UAE	Building projects contracting, project management services, building

(i) Subsidiary established during the period.
(ii) Pursuant to the agreement signed between the parties, beneficial ownership is held by another party and the Group does not have control, therefore the entity has not been consolidated in these interim condensed consolidated financial statements (note 18).
(iii) Subsidiary dissolved during the period
(iv) Subsidiaries liquidated during the period.

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

3 Property and equipment

During the period, additions to property and equipment amounted to AED 78,329 thousand (nine-month period ended 30 September 2025: AED 77,372 thousand) and depreciation charge amounted to AED 21,730 thousand (nine-month period ended 30 September 2025: AED 18,029 thousand).

During the period, property and equipment having net book value of AED 178 thousand (nine-month period ended 30 September 2025: nil) were disposed off with a gain of AED 274 thousand (nine-month period ended 30 September 2025: gain of AED 200 thousand).

During the period, property and equipment having a net book value of AED nil (nine-month period ended 30 September 2025: AED 162,534 thousand) was transferred to investment properties under development including land, property and equipment having a net book value of AED nil (nine month period ended 30 September 2025: AED 15,661 thousand) was transferred to investment properties and AED nil (nine month period ended 30 September 2025: AED 73,851 thousand) was transferred from development work in progress to property and equipment

During the period, property and equipment having net book value of AED 4,063 thousand were derecognised due to deconsolidation of a subsidiary (nine-month period ended 30 September 2025: AED nil).

4 Investment properties

During the period, additions to investment properties including investment properties under development amounted to AED 32,647 thousand (nine-month period ended 30 September 2025: AED 70,767 thousand) and depreciation charge amounted to AED 7,222 thousand (nine-month period ended 30 September 2025: AED 6,056 thousand).

During the period, property amounted to AED 20,877 thousand were transferred from development work in progress (nine-month period ended 30 September 2025: AED nil).

During the period, investment property under development having a net book value of AED nil (nine-month period ended 30 September 2025: AED 162,534 thousand) was transferred from property and equipment.

During the period, investment property having a net book value of AED nil (nine-month period ended 30 September 2025: AED 15,661 thousand) was transferred from property and equipment.

During the period, right of use asset (land) having a carrying value of AED nil (nine-month period ended 30 September 2025 AED 7,080 thousand) was transferred from right of use asset.

Impairment loss amounted to AED 767 thousand (nine months period ended 30 September 2025: AED nil).

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

5 Intangible assets and goodwill

During the period, additions to intangible assets amounted to AED 1,932 thousand (nine-month period ended 30 September 2025: AED 31 thousand) and amortisation charge amounted to AED 6,840 thousand (nine-month period ended 30 September 2025: AED 6,731 thousand).

During the period, intangible assets having net book value of AED 1,054 thousand (nine-month period ended 30 September 2025: AED nil) were derecognised due to deconsolidation of a subsidiary.

6 Right-of-use assets

The right of use assets includes land, office buildings, showrooms, shops and warehouses.

During the period, additions to right of use assets amounted to AED 58,022 thousand (nine-month period ended 30 September 2025: AED 14,853 thousand) and depreciation charge amounted to AED 41,768 thousand (nine-month period ended 30 September 2025: AED 37,943 thousand).

Further, there were lease modifications amounting to AED 1,297 thousand (nine-month period ended 30 September 2025: AED 8,722 thousand).

During the period, right of use assets (land) having a carrying value of AED nil (nine-month period ended 30 September 2025 AED 7,080 thousand) was transferred to investment properties.

During the period, right of use assets having net book value of AED 77,859 were derecognised due to deconsolidation of a subsidiary (nine-month period ended 30 September 2025: AED nil).

7 Investments in associate and joint ventures

Details of the Group's associate and joint ventures are as follows:

Name of entity	***Principal activities***	***Ownership percentage***		***Place of incorporation***
Associate		***30 September 2026***	*31 December 2025*	
Emirates Sdeira Real Estate Investment Group LLC	Real estate lease and management services, commercial enterprises investment, institution and management	**23.91%**	23.91%	UAE
Joint ventures				
Lazio Real Estate Investment LLC ("Lazio") (i)	Real estate enterprise, investment, development, institution, and management	**65%**	65%	UAE
Deyafah Holding Limited (ii)	SPC Special Purpose Vehicle	**50%**	50%	UAE

(i) In 2018, the Directors of Lazio Real Estate Investment LLC had elected to liquidate the company. As of 30 September 2026, the liquidation process is still on going.

(ii) The investment has been fully impaired, and no unrecognized share of losses has been recorded, as the entity is non-operational.

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

7 Investments in associate and joint ventures (continued)

Movement in investments in associate and joint ventures was as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Balance at the beginning of the period/year	**1,225,956**	1,204,224
Share of the Group's profit for the period/year	**53,622**	49,077
Share of other comprehensive gain/(loss) for the period/year	**732**	(3,439)
Dividend received during the period/year (note 10)	**(25,106)**	(23,906)
At the end of the period/year	**1,255,204**	1,225,956

Summarised financial information in respect of Emirates Sdeira Real Estate Investment Group LLC is set out below:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Total assets	**5,736,855**	5,753,190
Total liabilities	**(966,838)**	(1,105,500)
Net assets	**4,770,017**	4,647,690
Group's carrying amount of the investments, net	**1,255,204**	1,225,956

	30 September 2026 AED'000 *(unaudited)*	30 September 2025 AED'000 *(unaudited)*
Total revenue for the period	**666,390**	536,474
Total profit for the period	**224,266**	158,868
Group's share in profit for the period	**53,622**	37,985
Total other comprehensive income / (loss) for the period	**3,061**	(11,345)
Group's share of other comprehensive income / (loss) for the period	**732**	(2,712)
Dividend received during the period	**(25,106)**	(23,906)

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

8 Inventories

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Household furniture	**87,879**	91,961
Raw material and supplies	**8,036**	5,868
Work in progress	**2,441**	2,932
Spares and consumables	**1,127**	325
Goods in transit	**-**	2,402
Less: allowance for slow moving inventories	**(13,122)**	(11,887)
	86,361	91,601

Movement in the allowance for slow moving inventories is as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
At the beginning of the period/year	**11,887**	7,872
Charge for the period/year	**1,235**	4,015
At the end of the period/year	**13,122**	11,887

9 Development work in progress

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Seamont project, Al Reem Island	**204,917**	152,834
Radisson residences project, Al Reem Island	**139,829**	123,697
Rotana Residences North, Al Reem Island	**89,796**	-
Rotana Residences South, Al Reem Island	**69,683**	-
Mallside project, Dubai Hills Estate	**4,384**	33,378
	508,609	309,909

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

9 Development work in progress (continued)

Movement during the period/year is as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
At the beginning of the period/year	**309,909**	252,909
Additions *	**392,768**	322,483
Recognized in direct costs	**(173,191)**	(191,632)
Transfers to investment properties (note 4)	**(20,877)**	-
Transfers to property and equipment (note 3)	**-**	(73,851)
At the end of the period/year	**508,609**	309,909

***** Included in additions is an amount of AED 101,000 thousand which pertains to the land in relation to Rotana Residences North and South projects (2025: AED 206,977 thousand which pertains to the purchase of assets relating to a project on Al Reem Island).

10 Related parties

Related parties, as defined in International Accounting Standard 24: Related Party Disclosure, comprise the majority shareholder, directors and key management personnel of the Group and entities in which the Group and their Parent have the ability to control or exercise significant influence. Pricing policies and terms of these transactions are approved by the Group's management.

Due from related parties included in the interim condensed consolidated statement of financial position are as follows:

	30 September 2026 AED' 000 *(unaudited)*	31 December 2025 AED' 000 *(audited)*
Due from related parties:		
Non-current		
Other related entities	**-**	950
Due from related parties:		
Current		
Entities under common control	**100,829**	108,590
Other related entities	**37,267**	35,241
Parent entity	**1,161**	742
	139,257	144,573
Less: allowance for expected credit losses	**(24,389)**	(29,372)
	114,868	115,201

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

10 Related parties (continued)

Movement in allowance for expected credit losses against amounts due from related parties:

	30 September 2026 AED' 000 *(unaudited)*	31 December 2025 AED' 000 *(audited)*
At the beginning of the period/year	**29,372**	38,557
Reversal for the period/year*, net	**(628)**	(4,358)
Written off during the period/year	**-**	(4,758)
Transferred to trade receivables and contract assets	**(4,355)**	(69)
At the end of the period/year	**24,389**	29,372

* This includes AED 274 thousand (31 December 2025: 305 thousand) collected from impaired related parties' receivables during the period (beneficially owned by previous shareholders of one of the subsidiaries of the Group). The amounts collected are paid or payable to the previous shareholders in terms of the relevant agreement.

Due to related parties included in the interim condensed consolidated statement of financial position are as follows:

	30 September 2026 AED' 000 *(unaudited)*	31 December 2025 AED' 000 *(audited)*
Due to related parties:		
Non-current		
Other related entities	**-**	2,520
Due to related parties:		
Current		
Entities under common control	**5,854**	1,267
Other related entities	**4,784**	6,792
Parent entity	**17,479**	577
	28,117	8,636

Other balances with related parties disclosed in the interim condensed consolidated statement of financial position:

	30 September 2026 AED' 000 *(unaudited)*	31 December 2025 AED' 000 *(audited)*
Financial assets carried at fair value through profit or loss	**181**	166
Financial assets carried at fair value through other comprehensive income	**374**	374

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

10 Related parties (continued)

	30 September 2026 AED' 000 *(unaudited)*	31 December 2025 AED' 000 *(audited)*
Other related party	**3,655**	10,999
Bank borrowings with a financial institution	**6,012**	-
Balances with a financial institution	**544,909**	506,499

During the period, the Group entered into the following transactions with the related parties:

	Three-month period ended 30 September		Nine-month period ended 30 September	
	2026 AED' 000 *(unaudited)*	2025 AED' 000 *(unaudited)*	**2026 AED' 000 *(unaudited)***	2025 AED' 000 *(unaudited)*
Revenue	**76,259**	103,515	**173,926**	284,793
Cost of revenue and expenses	**3,079**	5,855	**7,459**	9,545
Interest income on deposits with financial institution	**1,213**	650	**2,636**	2,594
Finance cost on bank borrowings with financial institution	**29**	90	**29**	332
Dividend received from associate	**-**	-	**25,106**	23,906
Land under development work in progress for new projects (note 9)	**-**	-	**101,000**	-
Payable to parent company towards utilisation of its tax losses (note 21)	**16,843**	-	**16,843**	-
Salaries and other benefits	**893**	833	**2,658**	2,473
Number of key management personnel	**2**	2	**2**	2
Board of Director's remuneration	**750**	1,273	**2,893**	2,563

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

11 Contract assets and contract liabilities

Details of contract assets and contract costs are as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Contract assets	**342,262**	361,655
Less: allowance for expected credit losses	**(26,217)**	(12,815)
	316,045	348,840

The contract liabilities include:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Advances received from customers	**551,587**	413,788
Billing in excess of value of work in progress	**56,500**	60,979
	608,087	474,767

The contract work in progress is presented as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Contracts assets, net	**316,045**	348,840
Billing in excess of value of work in progress (contract liabilities)	**(56,500)**	(60,979)
	259,545	287,861
Contracts costs incurred plus recognised profits less recognised losses to date	**2,502,536**	1,762,553
Progress billings to date	**(2,242,991)**	(1,474,692)
	259,545	287,861

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

11 Contract assets and contract liabilities (continued)

Allowance for expected credit losses

Movement in the allowance for expected credit losses of contract assets is as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
At the beginning of the period/year	**12,815**	19,961
Charge/(reversal) for the period/year, net	**9,873**	(3,358)
Written off during the period/year	**-**	(3,754)
Transferred from/(to) related parties	**3,529**	(34)
At the end of the period/year	**26,217**	12,815

12 Trade and other receivables

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Trade receivables	**322,928**	393,746
Retention receivables	**54,124**	49,904
Advances to suppliers	**89,786**	77,924
Prepaid expenses, accrued and other receivables	**171,944**	155,158
	638,782	676,732
Less: allowance for expected credit losses	**(173,933)**	(178,758)
	464,849	497,974

Trade and other receivables are disclosed in the interim condensed consolidated statement of financial position as:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Non-current	**43,963**	31,464
Current	**420,886**	466,510
	464,849	497,974

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

12 Trade and other receivables (continued)

Allowance for expected credit losses

Movement in the allowance for expected credit losses of trade receivables, retention receivables and advances to suppliers is as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
At the beginning of the period/year	**178,758**	216,499
Reversal for the period/year, net *	**(5,651)**	(14,217)
Transferred from related parties	**826**	103
Written off during the period/year	**-**	(23,627)
At the end of the period/year	**173,933**	178,758

* This includes AED 5,428 thousand (31 December 2025: AED 7,258 thousand) collected from impaired receivables during the period (beneficially owned by previous shareholders of one of the subsidiaries of the Group). The amounts collected are paid or payable to the previous shareholders in terms of the relevant agreement.

	1 January AED'000	**Charge/ (reversal) for the period/year AED'000**	**Write off during the period/year AED'000**	**Transfers AED'000**	**At reporting date AED'000**
At 30 September 2026 *(unaudited)*					
Trade receivables	**175,875**	**(6,064)**	**-**	**826**	**170,637**
Retention receivables	**1,991**	**413**	**-**	**-**	**2,404**
Advances to suppliers	**892**	**-**	**-**	**-**	**892**
Total	**178,758**	**(5,651)**	**-**	**826**	**173,933**
At 31 December 2025 *(audited)*					
Trade receivables	212,503	(13,104)	(23,627)	103	175,875
Retention receivables	3,104	(1,113)	-	-	1,991
Advances to suppliers	892	-	-	-	892
Total	216,499	(14,217)	(23,627)	103	178,758

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

13 Cash and bank balances

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Cash on hand	**1,638**	1,021
Bank balances	**891,206**	464,440
Margin deposits	**9,640**	9,102
Term deposits*	**182,434**	220,097
	1,084,918	694,660
Less: allowance for expected credit losses	**-**	(73)
Cash and bank balances	**1,084,918**	694,587
Less: restricted cash**	**(563,150)**	(256,013)
Less: term deposits with original maturity of more than three months	**(120,261)**	(161,127)
Cash and cash equivalents	**401,507**	277,447

*The term deposits' carry interest rates that ranges between 0.05% to 4.75% (31 December 2025: 0.05% to 5.5% per annum). These deposits are held in a local bank and are denominated in UAE Dirhams, and these deposits have original maturity between 1 to 12 months.

** Restricted cash represents funds received in advance against sale of properties in the Mallside project, Seamont project, Radisson residences project and Rotana residences North and South projects.

14 Bank borrowings

Bank borrowings comprise of the following:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Term loans	**130,937**	21,875

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

14 Bank borrowings (continued)

Movement in bank borrowings during the period/year is as follows:

	30 September 2026 AED'000 ***(unaudited)***	31 December 2025 AED'000 *(audited)*
At the beginning of the period/year	**21,875**	50,141
Drawdown during the period/year	**124,407**	-
Repayments made during the period/year	**(15,345)**	(28,266)
At the end of the period / year	**130,937**	21,875

Classified in the interim condensed consolidated statement of financial position as follows:

	30 September 2026 AED'000 ***(unaudited)***	31 December 2025 AED'000 *(audited)*
Current	**18,378**	17,500
Non-current	**112,559**	4,375
	130,937	21,875

	Security	**Interest rates**	**Maturity**	**30 September 2026 AED'000** ***(unaudited)***	31 December 2025 AED'000 *(audited)*
Term loan - 1	Secured	1.5% + 6M EIBOR	February 2027	**8,750**	21,875
Term loan – 2	Secured	1.6% + 3M EIBOR	May 2035	**116,175**	-
Term loan – 3	Secured	1.5% + 3M EIBOR	July 2029	**6,012**	-
				130,937	21,875

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

14 Bank borrowings (continued)

Term loan 1

The facility is subject to certain restrictive covenants. The facility is secured by mortgage over property, assignment of contractor's all risk insurance policy of mortgaged properties in favour of the bank, agreement of pledge and hypothecation of inventories and movables over stocks, deed of assignment of receivables, undated security cheque drawn on Bank covering the total facility in favour of the bank. The loan is repayable in quarterly instalments.

Term loan 2

During the period, a subsidiary of the Group obtained a term loan from a bank in UAE. The facility is subject to covenants and secured by mortgage of the plots, assignment of receivables and corporate guarantee from the parent entity. The loan is repayable in quarterly instalments commenced August 2026.

Term loan 3

During the period, a subsidiary of the Group obtained a term loan from a bank in UAE. The facility is subject to covenants and secured by mortgage over the movable assets of the borrower, assignment of receivables and corporate guarantee from the parent entity. The loan is repayable in quarterly instalments.

15 Trade and other payables

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Trade payables	**128,683**	92,016
Accrued expenses	**185,772**	172,744
Provisions and deposits	**166,463**	144,758
Retention payables	**79,575**	53,573
Other payables	**12,106**	107,161
VAT payable	**2,862**	4,923
	575,461	575,175

Trade and other payables are disclosed in the interim condensed consolidated statement of financial position as:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Non-current	**6,188**	2,718
Current	**569,273**	572,457
	575,461	575,175

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

16 Revenue

	Three-month ended 30 September		Nine-month ended 30 September	
	2026	2025	**2026**	2025
	AED'000	AED'000	**AED'000**	AED'000
	(unaudited)	*(unaudited)*	***(unaudited)***	*(unaudited)*
Type of revenue				
Contracting and consultancy revenue	**229,613**	81,841	**400,458**	205,861
Furniture manufacturing and retail revenues and interior fit out	**122,193**	113,125	**385,201**	399,770
Business process and manpower outsourcing	**112,340**	100,291	**312,515**	276,930
Landscaping, agriculture and maintenance revenue	**80,495**	62,236	**213,160**	184,929
	544,641	357,493	**1,311,334**	1,067,490
Timing of revenue recognition				
Services transferred over the period of time	**485,578**	261,196	**1,031,157**	774,452
Services transferred at point of time	**59,063**	96,297	**280,177**	293,038
	544,641	357,493	**1,311,334**	1,067,490
Geographical markets				
Revenue generated within UAE	**537,272**	342,805	**1,282,439**	1,037,878
Revenue generated outside UAE	**7,369**	14,688	**28,895**	29,612
	544,641	357,493	**1,311,334**	1,067,490

17 Direct costs

	Three-month ended 30 September		Nine-month ended 30 September	
	2026	2025	**2026**	2025
	AED'000	AED'000	**AED'000**	AED'000
	(unaudited)	*(unaudited)*	***(unaudited)***	*(unaudited)*
Staff costs	**128,386**	101,406	**371,264**	300,119
Cost of properties development	**132,794**	30,214	**187,694**	74,388
Sub-contracting and maintenance costs	**44,966**	2,198	**105,935**	97,090
Cost of inventories consumed	**49,372**	49,093	**146,746**	138,726
Direct materials	**12,904**	17,938	**28,342**	37,231
Depreciation and amortisation	**3,399**	6,031	**15,701**	17,648
Rent, utilities and communication	**3,888**	1,652	**9,479**	4,814
Others	**3,473**	12,926	**17,078**	40,038
	379,182	221,458	**882,239**	710,054

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

18 Deconsolidation of a subsidiary during the period

During the period, the Group entered into an agreement with a third party which led to loss of control in accordance with IFRS 10 *Consolidated Financial Statements* over ESG Farms Operations LLC – SPC, a legally owned subsidiary of the Group. Accordingly, the Group has deconsolidated the subsidiary's identifiable assets and liabilities upon the loss of control. The carrying value of the identifiable assets and liabilities on the date of deconsolidation was as follows:

	ESG Farms Operations LLC - SPC AED'000
ASSETS	
Non-current assets	
Property and equipment	**4,063**
Right of use assets	**77,859**
Intangible assets	**1,054**
	82,976
Current assets	
Trade and other receivables	**5,654**
Due from related parties	**9,640**
Inventories	**11,581**
Cash and bank balances	**5,614**
	32,489
Total assets	**115,465**
LIABILITIES	
Non-current liabilities	
Provision for employees' end of service benefits	**184**
Lease liabilities	**83,578**
	83,762
Current liabilities	
Lease liabilities	**10,120**
Due to related parties	**6,947**
Trade and other payables	**47,134**
	64,201
Total liabilities	**147,963**
Total identified net liabilities	**(32,498)**
Net liabilities attributable to the owners	**(32,498)**
Consideration received on deconsolidation	**-**
Gain on deconsolidation of a subsidiary	**32,498**

The Group has recorded loss of AED 17,068 thousand from the entity up to the date of deconsolidation. (31 December 2025: loss of AED 15,430 thousand).

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026 (continued)

19 Segment analysis

The management monitors the operating results of its segments 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 interim condensed consolidated financial statements.

Contracting and consultancy	includes the real estate development construction and technical consultancy and design services.
Landscaping, agriculture and maintenance	includes landscaping design, execution and maintenance and agriculture related business.
Business process / manpower outsourcing	includes providing services with respect to human service, outsourcing and labour supply cadres, human resources and administrative consultancy, mediation of domestic workers and temporary employment services, includes real estate enterprise development, training institution managements, camps and labour accommodation management.
Furniture manufacturing, retail and interior fit out	includes retail trading of household, office furniture and interior decoration material, wooden door manufacturing, house and furniture manufacturing.
Others (unallocated)	includes Group's expenses and income not allocated to any segment.

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026

19 Segment analysis (continued)

30 September 2026 (unaudited)	Contracting and consultancy AED'000	Landscaping, agriculture and maintenance AED'000	Business process / manpower outsourcing AED'000	Furniture manufacturing, retail and interior fit out AED'000	Others / unallocated AED'000	Total segments AED'000	Elimination AED'000	Consolidated AED'000
Revenue								
External customers	**400,458**	**213,160**	**312,515**	**385,201**	**-**	**1,311,334**	**-**	**1,311,334**
Inter-segment	**97,170**	**1,535**	**174,434**	**17,046**	**-**	**290,185**	**(290,185)**	**-**
Total	**497,628**	**214,695**	**486,949**	**402,247**	**-**	**1,601,519**	**(290,185)**	**1,311,334**
Less: Expenses								
Direct costs	**(341,027)**	**(165,124)**	**(375,441)**	**(255,268)**	**-**	**(1,136,860)**	**254,621**	**(882,239)**
General and administrative expenses	**(14,467)**	**(44,590)**	**(26,336)**	**(63,992)**	**(16,947)**	**(166,332)**	**17,996**	**(148,336)**
Selling, marketing and distribution expenses	**(13,814)**	**(520)**	**(9,535)**	**(82,876)**	**(559)**	**(107,304)**	**-**	**(107,304)**
Share of profit from investment in associate and joint ventures	**-**	**-**	**53,622**	**-**	**-**	**53,622**	**-**	**53,622**
Gain from change in fair value of biological assets	**-**	**3,242**	**-**	**-**	**-**	**3,242**	**-**	**3,242**
Loss from changes in fair value of financial asset carried at fair value through profit or loss	**-**	**-**	**-**	**(202)**	**-**	**(202)**	**-**	**(202)**
Gain on deconsolidation of a subsidiary	**-**	**32,498**	**-**	**-**	**-**	**32,498**	**-**	**32,498**
Impairment loss on investment property	**-**	**-**	**(767)**	**-**	**-**	**(767)**	**-**	**(767)**
Interest and other income	**20,086**	**3,270**	**243,407**	**23,889**	**45,851**	**336,503**	**(291,280)**	**45,223**
Finance costs	**(712)**	**(4,705)**	**(4,645)**	**(4,464)**	**(5,404)**	**(19,930)**	**3,222**	**(16,708)**
Profit before tax for the period	**147,694**	**38,766**	**367,254**	**19,334**	**22,941**	**595,989**	**(305,626)**	**290,363**
Income tax expense	**(20,053)**	**(6,180)**	**(8,682)**	**(3,976)**	**3,563**	**(35,328)**	**-**	**(35,328)**
Profit after tax for the period	**127,641**	**32,586**	**358,572**	**15,358**	**26,504**	**560,661**	**(305,626)**	**255,035**
Total assets	**2,232,921**	**574,142**	**2,982,916**	**1,157,882**	**2,065,781**	**9,013,642**	**(4,111,236)**	**4,902,406**
Total liabilities	**1,351,075**	**381,401**	**882,860**	**677,553**	**1,169,459**	**4,462,348**	**(2,848,770)**	**1,613,578**

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026

19 Segment analysis (continued)

30 September 2025 (unaudited)	Contracting and consultancy AED'000	Landscaping, agriculture and maintenance AED'000	Business process / manpower outsourcing AED'000	Furniture manufacturing, retail and interior fit out AED'000	Others / unallocated AED'000	Total segments AED'000	Elimination AED'000	Consolidated AED'000
Revenue								
External customers	205,861	184,929	276,930	399,770	-	1,067,490	-	1,067,490
Inter-Segment	21,526	6,228	109,929	25,075	-	162,758	(162,758)	-
Total	227,387	191,157	386,859	424,845	-	1,230,248	(162,758)	1,067,490
Less: Expenses								
Direct costs	(126,605)	(153,559)	(294,756)	(285,890)	-	(860,810)	150,756	(710,054)
General and administrative expenses	(26,959)	(17,440)	(25,624)	(35,880)	(15,493)	(121,396)	9,243	(112,153)
Selling, marketing and distribution expenses	-	-	-	(85,315)	-	(85,315)	-	(85,315)
Share of profit from investment in associate and joint ventures	-	-	37,985	-	-	37,985	-	37,985
Gain from change in fair value of biological assets	-	181	-	-	-	181	-	181
Gain from changes in fair value of financial asset carried at fair value through profit or loss	-	-	-	55	214	269	-	269
Impairment loss on property and equipment	-	-	(873)	-	-	(873)	-	(873)
Interest and other income	12,824	1,040	170,840	33,105	75,984	293,793	(270,507)	23,286
Finance costs	(828)	(581)	(1,522)	(6,865)	(2,634)	(12,430)	-	(12,430)
Profit before tax for the period	85,819	20,798	272,909	44,055	58,071	481,652	(273,266)	208,386
Income tax expense	(9,763)	(1,781)	(7,839)	(3,397)	2,438	(20,342)	-	(20,342)
Profit after tax for the period	76,056	19,017	265,070	40,658	60,509	461,310	(273,266)	188,044
31 December 2025 (audited)								
Total assets	1,559,551	519,391	2,548,279	1,152,884	1,769,419	7,549,524	(3,225,309)	4,324,215
Total liabilities	1,115,938	329,019	722,854	647,731	904,135	3,719,677	(2,315,973)	1,403,704

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026

20 Interest and other income

Interest and other income include interest income of AED 4,565 thousand, rental income of AED 21,120 thousand and other income of AED 19,538 thousand (nine-month period ended 30 September 2025: AED 4,592 thousand, AED 9,102 thousand and AED 9,592 thousand respectively).

21 Income tax

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings.

The major components of income tax expense in the interim condensed consolidated statement of profit or loss are:

	Three months ended 30 September		Nine months ended 30 September	
	2026	2025	**2026**	2025
	AED'000	AED'000	**AED'000**	AED'000
	(unaudited)	*(unaudited)*	***(unaudited)***	*(unaudited)*
Income tax charge – current	**6,547**	6,129	**22,940**	15,420
Pillar two taxes - UAE	**1,369**	1,043	**12,680**	8,105
Income tax credit – prior period	**(95)**	(2,171)	**(121)**	(4,095)
Deferred tax, net	**1,294**	(1,532)	**(171)**	912
Income tax expense recognized in the interim condensed consolidated statement of profit or loss	**9,115**	3,469	**35,328**	20,342

The Effective Tax Rate (ETR) for the period ended 30 September 2026 is 12% (30 September 2025: 10%).

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026

21 Income tax (continued)

Current tax payable

The movement in the current tax payable is as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
At the beginning of the period/year	**47,906**	21,736
Tax expense – current period/year	**22,940**	31,963
Pillar two taxes – UAE	**12,680**	15,966
Tax credit – prior year	**(121)**	(4,095)
Tax credit – other comprehensive income	**-**	(24)
Payable to parent company towards utilisation of its tax losses	**(16,843)**	-
Paid during the period/year	**(14,977)**	(17,640)
At the end of the period/year	**51,585**	47,906

Deferred tax

Deferred tax assets and liabilities presented in the interim condensed consolidated statement of financial position is as follows:

	30 September 2026 AED'000 *(unaudited)*	31 December 2025 AED'000 *(audited)*
Deferred tax assets	**4,076**	4,503
Deferred tax liabilities	**(1,403)**	(2,001)
Deferred tax assets, net	**2,673**	2,502

Tax related to items recognised in other comprehensive income during the period:

	30 September 2026 AED'000 *(unaudited)*	30 September 2025 AED'000 *(unaudited)*
Change in fair value of financial assets carried at fair value through other comprehensive income – current tax	**-**	24
Tax credit to other comprehensive income	**-**	24

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026

22 Earnings per share

Basic earnings per share are calculated by dividing the profit for the period attributed to the equity holders of the parent by the weighted average number of shares in issue throughout the period.

Diluted earnings per share is calculated by dividing the profit for the period attributed to the equity holders of the parent by the weighted average number of shares in issue throughout the period, adjusted for the effects of dilutive instruments.

	Three-month ended 30 September		Nine-month ended 30 September	
	2026	2025	**2026**	2025
	AED'000	AED'000	**AED'000**	AED'000
	(unaudited)	*(unaudited)*	***(unaudited)***	*(unaudited)*
Profit for the period attributable to equity holders of the parent (AED'000)	**62,682**	65,088	**203,942**	160,340
Weighted average number of ordinary shares ('000)	**250,000**	250,000	**250,000**	250,000
Basic earnings per share for the period (AED)	**0.25**	0.26	**0.82**	0.64

As of 30 September 2026 and 30 September 2025, the Company has not issued any instruments that have a dilutive impact on earnings per share when exercised and therefore basic and diluted earnings per share are identical.

23 Contingent liabilities and commitments

	30 September 2026	31 December 2025
	AED' 000	AED' 000
	(unaudited)	*(audited)*
Letters of guarantee	**221,320**	200,210
Capital commitments	**28,931**	46,783
Commitments for development projects	**1,046,777**	166,606

Bank guarantees are issued in the normal course of business.

The Group in the normal course of business is involved from time to time in litigations and claims from third parties. The Group undertakes periodic review of its potential exposure to litigations and claims made against it. The Group believes that no material liability will result from those litigations and claims that requires to be accrued for as of 30 September 2026 and 31 December 2025.

Notes to the interim condensed consolidated financial statements for the nine-month period ended 30 September 2026

24 Seasonality of results

The nature of Group's business is such that the income and expenditure are incurred in a manner, which is not impacted by any form of seasonality. These interim condensed consolidated financial statements were prepared based upon accrual concept, which requires income and expenses to be recorded as earned or incurred and not as received or paid throughout the period.

25 Financial instruments' fair value disclosures

The Group's management considers that the fair values of its financial assets and financial liabilities approximate to their carrying amounts as stated in the interim condensed consolidated statement of financial position.

26 Geopolitical developments

During the reporting period, geopolitical tensions in the Middle East have escalated following a regional conflict. As at the date of authorisation of these interim condensed consolidated financial statements, management is actively monitoring the situation. The evolving geopolitical conditions present heightened risks related to regional security, logistics, energy supply, and insurance coverage, which may potentially affect operational continuity. However, as of the reporting date, no significant disruptions to operations have been identified by the management.

Given the rapidly changing circumstances, it is currently not possible to reliably estimate any potential financial impact. Management will continue to closely monitor the situation and assess any implications for the Group's operations, financial position, and financial performance.