2024

AGILITY GLOBAL ANNUAL REPORT

TABLE OF CONTENTS

CHAIRMAN'S MESSAGE

The past year was an exciting one for Agility Global. With the May 2024 listing of our company on the dynamic, fast-growing Abu Dhabi Securities Exchange, we entered a new era of growth.
Our three largest operating businesses – Menzies Aviation, Tristar Group and Agility Logistics Parks – took important steps to strengthen their market-leading positions by expanding their footprint and acquiring new customers.
Our investment segment reported an increase in the carrying value of our portfolio in 2024, this increase was led by DSV, which announced its plans for the acquisition of DB Schenker. The deal will make DSV the world's largest freight forwarder and logistics provider.

Financial Performance

For the full year 2024, Agility Global reported $128 million in net profits, or 1.25 cents per share. EBIT grew 21.4% to $404 million, and revenue increased 14.5% to $4.5 billion.

The company enjoys a healthy balance sheet with $11.8 billion in assets and $5.6 billion in total equity attributable to the equity holder of the parent company. Net debt (excluding lease liabilities) was $2.5 billion.

Dividends

In December 2024, the company paid $65 million in cash as interim dividends for 2024. And in-line with the Company's guidance, the board has now recommended distributing another $65 million as cash dividends for the financial year 2024. That recommendation will be submitted to the General Assembly for approval. This will bring the total cash dividends for 2024 to $130 million.

FY 2024 Performance

Controlled Segment

For FY 2024, the consolidated EBIT of the controlled businesses was $391 million; EBITDA was $698 million; and revenue was $4.5 billion. This reflects increases of 13.7%, 13% and 15%, respectively, over 2023.

Aviation Services: Menzies

Menzies Aviation revenue reached $2.6 billion in 2024, representing 20% growth from 2023. This growth was mainly driven by an increase in volumes as a result of new operations launched during 2024. New operations include an acquisition in Portugal, seven new licenses in Spain, expansion into Serbia, a new cargo facility in Bangalore, India, and new operations at other locations across the globe. Over the same period, EBITDA grew by 20% with almost all material divisions and service lines showing growth.
In addition to the new operations, Menzies successfully negotiated contract renewals with key customers. It also was awarded a new state-of-the-art cargo facility at the Western Sydney Airport, and rolled out new cargo software (MACH) at 20 airports.

Fuel Logistics: Tristar

Tristar, a fully integrated fuel logistics business, delivered strong performance during 2024. Revenue was $1.2 billion, an increase of 11.8%. EBITDA reached $255 million, and EBIT was $152 million, increases of 16.8% and 29.7%, respectively, over 2023. The top line growth was mainly driven by the start of new Sri Lanka retail fuel business.

Tristar group has healthy pipeline of growth opportunities, especially in infrastructure capacity building.

Industrial Real Estate: Agility Logistics Parks

Agility Logistics Parks (ALP), a leading developer of warehouse parks and light industrial facilities, reported revenue of $52 million, an increase of 13.2%, EBIT stood at $67 million, including the investment property (IP) revaluation gain of $30 million. Adjusting for the IP revaluation in both periods, EBIT grew 25%. Strong demand for world-class warehousing in fast-growing MENA markets is fueling the growth of ALP, especially in Saudi Arabia. During 2024, ALP kicked off construction of the Jeddah logistics park that was previously announced. ALP Saudi Arabia also announced development of more than 100k SQM of warehousing space in Riyadh. ALP will continue to look for opportunities in the markets where it operates and in new potential markets.

Investment Segment

Agility Global holds non-controlling minority stakes in a number of businesses, both listed and non-listed. As of 31 December 2024, the carrying value of those stakes was roughly $5.3 billion, an increase of $815 million from December 31, 2023. The largest holdings in this segment are in DSV and Reem Mall.

DSV is a Copenhagen-based logistics company and is expected to become the world's number one freight forwarder when it completes its acquisition of DB Schenker, based in Germany. Agility Global owns 19.3 million shares of DSV today, making it one of the Denmark-based company's largest shareholders.

Reem Mall - Agility Global is an investor in Reem Mall on Abu Dhabi's Reem Island. Agility Global's stake in Reem Mall consists of equity and convertible debt. The mall had a soft opening to the public in February 2023 and launched formally in May 2024. To date, 194 units are trading, and almost 80% of Gross Leasable Area (GLA) is committed. More tenants are expected to announce openings in coming months. The mall is one of the region's first, fully integrated omnichannel retail ecosystem with digital, e-commerce, and logistics capabilities. It brings together all consumer and retail services to ensure a seamless customer experience.

Sustainability and Corporate Responsibility

Beyond financial performance, we have a long-term commitment to sustainability. Our businesses continue to improve environmental performance; make progress in hiring and promoting more women; and make significant, lasting contributions to their communities.

Our people. Creating good jobs with strong development opportunities helps develop the economies in which we operate. With 55,000+ employees around the world, including 44% in Middle East, Africa, and Asia, and 56% across Europe and the Americas, including Latin America, Agility is proud of the diversity of its workforce. We're also committed to continuing to drive progress when it comes to the employment of women in our industry sectors, where women are historically underrepresented. Twenty-percent of the Board and 27% of Agility Global' s workforce are women. Our largest business group by headcount, Menzies, which represents 93% of our total workforce, achieved its goal of 25% women in senior leadership by 2025.

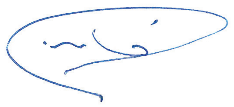
Environment. Eighty-four percent of our businesses by revenue (and 90%+ by emissions) have made net zero commitments. In 2024, Menzies became the first major aviation services provider to have its targets validated by the Science Based Targets initiative.

Our businesses are committed to helping their customers access the infrastructure and services required for the transition to a lower carbon future. Menzies continues to electrify its ground fleet; Tristar is introducing the first hybrid electric barge in the GCC in 2025; and ALP continues to expand its EDGE green building certifications, serving the increasing demand for international-standard warehouses with more sustainable design in Africa, the Middle East, and South Asia.

Sustainable investing. DSV, our largest investment (not-controlled by Agility), is an Ecovadis Platinum company. Reem Mall in Abu Dhabi introduced new energy saving, water conservation, and waste management features, and is installing Loop EV charging stations in 2025. Agility's portfolio of emerging technology companies includes companies with a primary or secondary ESG focus.

Communities. Our deep commitment to our local and global communities is ongoing, with a focus on youth, education, and digital skilling, along with refugees, and humanitarian relief. Our initiatives included Agility training academies in Africa, sponsorship of a school in India, AI training for women in Saudi Arabia, and much more.

Looking Ahead
As we approach 2025, we remain focused on executing our growth strategy and delivering value for our shareholders, employees, customers, and communities. Thank you for your continued trust and support.



TAREK ABDULAZIZ SULTAN AL-ESSA
CHAIRMAN

FINANCIAL HIGHLIGHTS

FINANCIAL HIGHLIGHTS 2024

Revenue

$ 4.5 B

EBIT

$ 404 M

Net Profit

$ 128 M

Operating Cash Flow

$ 627 M

Total Assets

$ 11.8 B

Equity attributable to Shareholders of the parent

$ 5.6 B

CORPORATE GOVERNANCE
REPORT

Introduction

Agility Global PLC (the **"Company"** or **"Agility"**) strives to comply with the international best practices in Corporate Governance and all the applicable rules and regulations set by the regulatory authorities. In addition, the Company and its board of directors (the **"Board"**) are committed to implementing and adhering to compliance with all its legal obligations in accordance with its articles of association and internal policies.

The Company was incorporated in the Abu Dhabi Global Market (**"ADGM"**) on 17 February 2023 as a private company limited by shares (registered under the name of Horizon Participation Holding VI Limited), then converted on 23 February 2024 into a public company limited by shares (a free zone company), under registration number 000009397. The Company is subject to the ADGM Companies Regulation 2020 (as amended from time to time, the **"ADGM Companies Regulations"**).

Agility approaches its corporate governance implementation through its Board which consists of an appropriate number of members, a majority of which are non-executive directors. The Board is keen on the effective oversight of the Company's operations while maintaining a sound and transparent governance framework through the different committees formed by the Board, namely the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Sustainability Committee and the DSV Investment Committee, in addition to the executive management and auditors of the Company.

Corporate Governance Framework

The Company is listed on the Abu Dhabi Securities Exchange (**"ADX"**) in the United Arab Emirates (**"UAE"**) and its corporate governance framework (including its committees, policies and other corporate governance mechanisms) has been designed to meet the ADGM Companies Regulations and the applicable laws. The Company's corporate governance framework (the **"CG Framework"**) was reviewed and revised throughout 2024, and any amendments thereto are subject to the Board's approval.

The Company is subject to the ADGM Companies Regulations and other applicable laws, and is governed by its articles of association (**"Articles of Association"**), the CG Framework and its internal policies. The Articles of Association, approved by the Company's shareholders upon conversion of the Company into a public company limited by shares on 22 February 2024, is the Company's constitutional document that highlights the governance of the organisation, including decision making by shareholders and Board related matters.

The Board of Directors

Board Composition

The Board was formed in accordance with applicable laws and the Articles of Association. The Company was incorporated with two board members, Mr. Ihab Fekry Aziz Bassilios and Mr. Bader A N A El Jeaan. On 26 March 2024, a shareholder's resolution was passed: (i) accepting the resignation of Mr. Ihab Fekry Aziz Bassilios and Mr. Bader A N A El Jeaan; and (ii) appointing Mr. Tarek Abdulaziz Sultan AlEssa, Mr. Faisal J S AlEssa, Mrs. Hanadi Anwar AlSaleh, Mr. Christopher Michael Gordon and Mr. Essa AlSaleh as directors of the Company.

Agility's Board is committed to improving the corporate governance and compliance culture across its group of companies. The Board adheres to all the applicable and relevant international best practices of corporate governance and recognises that good governance is vital for the long-term success and sustainability of the Company.

The Board aims to protect the interests of all stakeholders. The Board, directly and indirectly, through its committees, provides direction to the executive management by laying down strategic frameworks and overseeing their implementation reflected through the overall performance of the Company. Moreover, the Board works to enhance the competitiveness of the Company to achieve high growth rates, which benefits the shareholders.

Agility has a balanced Board structure with diverse backgrounds, expertise and qualified skills to positively impact the Company's performance and enhance its financial position and market share taking into account the nature and size of its business structure.

The Board consists of five members with a majority of non-executive members including an independent member. When it comes to duties, the Board ensures that it has sufficient time to perform its duties and responsibilities.

Agility Board Members are:

Name	Position	Type	Background	Date of appointment
Tarek Abdulaziz Sultan AlEssa	Chairman	Non-Executive	Master in Business Administration	26 March 2024
Faisal J S AlEssa	Vice Chairman	Non-Executive	Bachelor in Business Administration	26 March 2024
Hanadi Anwar AlSaleh	Member and CEO	Executive	Bachelor in Economics	26 March 2024
Christopher Michael Gordon	Member	Independent	Master in Civil Engineering	26 March 2024
Essa AlSaleh	Member	Non-Executive	Master in Business Administration	26 March 2024

Tarek Abdulaziz Sultan AlEssa – Chairman

Tarek Sultan is the Chairman of Agility, a multi-business owner and operator and long-term investor with a footprint in six continents, listed on the Abu Dhabi Securities Exchange (ADX).

Tarek Sultan is also the Vice Chairman of Agility Public Warehousing Company KSCP ("Agility KSCP"), Agility's controlling shareholder. Tarek assumed leadership of Agility KSCP in 1997 and spearheaded the company's worldwide growth through a series of more than 40+ acquisitions.

Sultan serves as a member of numerous international, governmental, and commercial advisory bodies and boards. They include the board of directors of DSV A/S, National Real Estate Company (NREC), Gulf Air, and the Abu Dhabi Chamber of Commerce. Tarek is also part of the World Trade Organization's Business Advisory Group, created in 2023 to share the views of businesses on trade and regulation, as well as the World Economic Forum's (WEF) International Business Council, the WEF's Stewardship Board for Shaping the Future of Mobility, and a Governor of the WEF Supply Chain and Transport Industries community.

Sultan has previously served as advisor to the Singapore Economic Development Board and as a member of the International Advisory Council of the University of Pennsylvania's Wharton School. He served on the Board of Trustees for Kuwait's Silk City and the Boubyan Island Development Project of Kuwait, as well as on the boards of Gulf Bank and Burgan Bank.

Tarek holds an MBA from the Wharton School at the University of Pennsylvania and a Bachelor of Economics from Williams College.

Faisal J S AlEssa – Vice Chairman

Faisal J S Al-Essa is the Vice Chairman of the Company's Board, and a distinguished business leader with a proven track record in real estate investment, strategic development, and corporate leadership. As Vice Chairman and Chief Executive Officer of National Real Estate Company K.P.S.C. ("NREC"), he oversees one of the Middle East's leading publicly traded real estate firms, managing over $2 billion in assets and operating across more than ten countries.

Prior to his current role, Faisal played a key role in NREC's business development, driving growth initiatives and leading strategic investments. He has also held board, chairman, and managing director positions across multiple subsidiary companies.

In addition to his role at NREC, Faisal is the Chairman of Kuwait Agro Holding, a leading agribusiness company specializing in fresh produce, poultry, and dairy across the Middle East. Faisal is also a board member at Agility Public Warehousing Company KSCP, a global supply chain services, infrastructure and innovation company with a footprint on six continents.

Faisal holds a degree in Management from Barry University, USA.

Hanadi Anwar AlSaleh – Director and Chief Executive Officer

Hanadi is a Board Member and Chief Executive Officer of the Company, a multi-business owner and operator and long-term investor with 55,000 employees and a footprint in six continents, listed on the Abu Dhabi Securities Exchange (ADX).

Hanadi is also the Chairperson of Agility Public Warehousing Company KSCP ("Agility KSCP"), Agility's controlling shareholder. Hanadi joined Agility KSCP in 2007 as head of Investor Relations and Financial Planning and Analysis, was appointed to Agility KSCP's Board in 2010, and became Agility KSCP's Chairperson in 2014. Hanadi has been a long-term champion of the company's digital and innovation agenda.

Hanadi serves on the board of Gulf Warehousing Company in Qatar, and as a trustee of the Bayan Bilingual School in Kuwait. Hanadi has also previously served on the board of the Kuwait Chamber of Commerce.

Before joining Agility KSCP, Al-Saleh was the head of debt/equity capital markets at NBK Capital in Kuwait. She earned a Bachelor of Economics from Tufts University.

Christopher Michael Gordon – Director

Christopher Michael Gordon is an independent board member of the Company. He is also a real estate and infrastructure leader with extensive experience in large-scale development, capital projects, and strategic planning. He is the President of Wynn Development for Wynn Resorts, overseeing major real estate and hospitality projects that redefine urban landscapes and luxury experiences.

Beyond his corporate leadership, Christopher is a lecturer at the Massachusetts Institute of Technology (MIT) Center for Real Estate.

Prior to joining Wynn Resorts, Christopher was President of the Dirigo Group, advising and managing high-profile global development projects. He previously served as Chief Operating Officer for the Allston Development Group, Harvard University's real estate development arm, and Director of Capital Programs and Logan Modernization for the Massachusetts Port Authority, where he played a key role in transforming Boston's transportation and infrastructure landscape.

Christopher serves as a Board Member of National Real Estate Company K.P.S.C. and is Chairman of the Board of Fryeburg Academy, one of America's oldest private high schools. His past board memberships include the National Research Council's Board on Infrastructure and the Built Environment and the Engineering Center Education Trust.

Christopher holds a Bachelor's degree in Civil Engineering from the University of Maine and a Master's in Civil Engineering from MIT.

Essa AlSaleh – Director

Essa Al-Saleh is a member of the Company's Board and a seasoned global executive with over 25 years of experience in scaling businesses, driving innovation, and leading transformation in the logistics and automotive sectors. He is the CEO of Volta Commercial Vehicles, a pioneering electric commercial vehicle company focused on sustainable urban transportation solutions.

Prior to Volta, Essa spent 22 years at Agility Global Integrated Logistics (GIL), where he led the company's transformation as President and CEO. Under his leadership, Agility GIL expanded from a single-country operation with 300 employees and $150 million in revenue into a global logistics powerhouse operating in 100+ countries with 18,000 employees and $4 billion in revenue. His tenure saw Agility GIL become an industry leader in freight forwarding, contract logistics, and supply chain solutions, playing a pivotal role in its growth, digital transformation, and strategic acquisitions.

Before joining Agility GIL, Essa was an engineer with Kuwait Oil Company, where he was part of the critical post-war reconstruction efforts to restore oil fields damaged during the 1990 Iraqi invasion of Kuwait. Essa holds an MBA from Boston College and a Bachelor of Science in Electrical Engineering from Tufts University, both with honors.

Board Meetings

The Board held 5 meetings during 2024, and attendance was as follows:

Name	Meeting record					Attendance	Absence
	28 Mar	14 May	12 Aug	26 Sep	11 Nov		
Tarek Abdulaziz Sultan AlEssa	√	√	√	√	√	100%	0
Faisal J S AlEssa	√	√	√	√	√	100%	0
Hanadi Anwar AlSaleh	√	√	√	√	√	100%	0
Christopher Michael Gordon	√	√	√	√	X	80%	0
Essa AlSaleh	√	√	√	√	√	100%	0

* A √ is indicated for the Board member›s presence and X for absence

Board Resolutions

Following the Company's conversion from a private company to a public company on 23 February 2024, a number of resolutions were approved by the Board by circulation, in accordance with applicable laws and the Articles of Association. These resolutions were subsequently ratified at the Board meetings. There were 12 resolutions passed by the Board by circulation during 2024.

Company Secretary

The Company Secretary, who is appointed by the Board, ensures that all Board members receive the required information, documents and records related to the Company in a timely manner. The Company Secretary is also responsible for all matters related to the Board meetings including and not limited to agendas, invitations to members, minutes of discussions and tallying results of the votes, in-addition to ensuring that Board members are notified of meeting dates ahead of time, taking into account emergency meetings. The Company Secretary also provides guidance and support to the Board, its committees, and the Chairman namely on regulatory matters.

Ashwin Gungabissoon was appointed as the Company's first Company Secretary pursuant to a Board resolution dated 22 February 2024. He is a Chartered Governance Professional registered with the Chartered Governance Institute in the UK and holds a postgraduate diploma in Bar Professional Training from the University of Northumbria, along with a Master's degree in finance and corporate governance from the University of Hertfordshire and a Bachelor of Laws (LLB) from Middlesex University in the UK and has over 10 years of practical experience in the governance and legal field.

Roles and Responsibilities of the Board

During the year 2024, Agility's Board played an active role in overseeing the performance of the Company and ensuring it complied with all applicable corporate governance requirements. The roles and responsibilities of the Board are:

I. Establish vision, mission, and values

- Review and set the Company›s vision and mission which will guide the Company in its current operations and future development.
- Review and approve the goals and objectives of the Company.

II. Review strategy and structure

- Review and evaluate the capital structure of the Company and its financial objectives.
- Approve a dividend distribution policy, if available.
- Assess the Company's performance in line with its objective by reviewing the quarterly performance reports and the annual consolidated reports.
- Ensure that the Company›s organisational structure and capability are appropriate for implementing the selected strategies.
- Form committees to help with the implementation of corporate governance within the organisation.
- Approve the financial statements of the Company.
- Supervise the capital expenditures, acquisitions or disposal of assets.
- the Board shall have oversight of the human capital strategy and supporting Company's policies and practices. Ensure the Company's compliance with all internal policies and procedures.
- Approve a plan or policy related to sustainability factors within the Company's general strategy or action plans.

III. Delegate authority to management

- Delegate and/or revoke authority to the executive management, monitor and evaluate the implementation of policies, strategies, and business plans.
- Ensure that operations are being carried in line with policies and procedures.

IV. Promote the success of the Company

- Approve related party transactions.
- Ensure there is no conflict of interest at the Board level.
- Understand and consider the interests of shareholders and relevant stakeholders.
- Ensure compliance with the Company's Articles of Association and policies.
- Establish a corporate governance system and ensure its effectiveness.

Main roles and responsibilities of the Board's Chairman:

- Ensure the Board discusses all major matters effectively and in a timely manner.
- Encourage effective contribution by all members of the Board during meetings.
- Represent the Company in accordance with its Articles of Association.
- Ensure effective communication with shareholders and reflect their views to the Board.
- Encourage constructive and effective cooperation between the Board and the executive management.
- Create a culture that encourages constructive criticism on issues where there are different viewpoints.

During 2024, the Board carried out its duties in line with its role and responsibilities, including but not limited to:

- Monitored the performance of the Company.
- Monitored the performance of the Board committees and the executive management, and ensured that they followed and implemented all the tasks assigned to them.
- Approved interim dividends distribution for the year.
- Implemented various policies and procedures as part of the CG Framework such as a disclosure policy, a related parties policy, terms of reference for the relevant committees.
- Discuss the periodic updates from the IR Department, Approved the financing and re-financing of the Company

Board Committees

Part of the Board's responsibilities is to establish Board committees to enable it to perform its duties effectively and in line with the Company›s needs and working conditions. The Board formed the following committees:

- Audit Committee
- Risk Management Committee
- Nominations and Remuneration Committee
- Sustainability Committee
- DSV Investment Committee

Audit Committee	Formed	Members	Meetings	Resolution by circulation
	01 May 2024	3	3	1
Members	**Name**	**Role**	**Classification**	**Attendance**
	Christopher Michael Gordon	Chairman	Independent	66%
	Faisal J S AlEssa	Member	Non-executive	100%
	Essa AlSaleh	Member	Non-executive	100%

Main roles and responsibilities

The Committee shall be responsible to perform the following tasks:

- Review the Company's financials before presenting it to the Board and ensure its prepared with transparency and integrity;
- Recommend to the Board the appointment, re-appointment or change of the external auditor including setting their compensation and reviewing their appointment letter. Wherein the general assembly appoints the external auditor upon the Board's recommendation with the following requirements met:
  - (i) The external auditor is licensed and has fully met all registration requirements pursuant to the applicable laws; and
  - (ii) The external auditor is independent from the Company and from the Board and no additional work other than external audit related is performed which may affect neutrality and independence.
- Review the observations of external auditors on the financial statements and follow up on actions taken accordingly;
- Review the approved and applied accounting policies and ensure they are in compliance with accounting policies and practices determined by the regulatory bodies and with the disclosure rules and any other requirements related to the preparation of financial reports;
- Report to the Board for any deviation;
- Review reports issued by regulators or auditors and ensure that necessary actions were taken;
- Ensure compliance with relevant regulations and related policies, guidelines or instructions; and
- Report to the Board on issues of integrity of financial statements, compliance matters and significant audit issues and recommendations.

Committee main achievements in 2024:

1- Reviewed the audited financial statements before submitting them to the Board on a quarterly basis.
2- Reviewed the external auditor's notes and any qualifications raised.
3- Ensured that the applicable accounting policies correctly reflect the Company's financial position.
4- Recommended the appointment of external auditors.
5- Held periodic meetings with the external auditors.

Risk Management Committee	Formed		Members
	Formed: 01 May 2024		3
Members	**Name**	**Role**	**Classification**
	Tarek Abdulaziz Sultan AlEssa	Chairman	Non-executive
	Christopher Michael Gordon	Member	Independent
	Essa AlSaleh	Member	Non-executive

Roles and responsibilities:

The Committee shall be responsible to perform the following tasks:

- Review the Company's overall risk governance framework and advise the Board on the Company's present and future risk strategy, policy, and risk appetite. Furthermore, ensure that the Company does not exceed the risk tolerance levels and that such levels are consistent with the Company's size and activities and ensure that the implementation of this strategy is properly monitored by the executive management.
- Review the Company's risk management structure, roles, responsibilities, and methodologies.
- Review and monitor the independence of the risk management function and ensure their independence from the activities which may result in the company's exposure to risks.
- Review and ensure the adequacy of the risk management function and ensure that it has adequate infrastructure to effectively execute its activities.
- Ensure that the risk management function is fully aware and have an understanding of the Company's risks, and to continually work towards improving their level of awareness.
- Periodically assess and evaluate the risk management function's performance.
- Evaluate systems and mechanisms and ensure the existence of clear lines of authority and accountability for identifying, measuring and monitoring the various risks that the Company may be exposed to in order to determine the areas of deficiencies.
- Ensure the availability of adequate and effective management information systems for risk reporting and decision making that is in accordance with the scope, complexity, and nature of the Company's activities.
- Review of issues raised by the Audit Committee that may affect the risk management of the Company.
- Ensure that proper and effective measurements and bylaws are in place for obtaining and exchanging information, so as to manage the risks of the Company as a whole and control the same effectively.
- Coordinate with the Audit committee on matters brought to its attention that are relevant to the latter including any matters relating to accounting, internal control, audit, or compliance concerns.
- Regularly prepare and present periodic reports to the Board on the nature of risks that the Company may be exposed to.
- The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Nomination and Remuneration Committee	Formed	Members	Meeting	Resolutions by circulation
	01 May 2024	3	1	1
Members	**Name**	**Role**	**Classification**	**Attendance**
	Faisal J S AlEssa	Chairman	Non-executive	100%
	Tarek Abdulaziz Sultan AlEssa	Member	Non-executive	100%
	Christopher Michael Gordon	Member	Independent	100%

Roles and responsibilities:

I. Nomination and Re-nomination of Board members and executive management

- Identify qualified individuals and provide recommendations to the Board on the nomination and re-nomination for Board membership and executive management.
- Receive and assess resumes of candidates for executive positions.
- Set the key roles and responsibilities of the Board.
- Ensure that independent Board members maintain their independence by complying with independence criteria set out in the Company's articles of association and applicable law throughout their membership of the Board.
- Conduct a review when needed on the required skills and competencies for Board and executive management membership.
- Make recommendations to the Board regarding its size and composition, and tenure of the Board members.
- Recommend succession plans for members of the Board and senior executives, in order to maintain an appropriate balance of skills and experience within the (1) Company, (2) Board, (3) executive management, and (4) other committees.

II. Board and Board Committees Performance Assessment

- Support and manage (as required) an annual assessment of the Board's and other committees' performance.
- Administer the performance assessment process of the Board and Board committees by coordinating with the Board and various Board committees during the assessment process, consolidating assessments results and presenting the same to the Board.

III. Remuneration and Performance Management:

- Ensure that a system exists for evaluating staff performance at all levels;
- Ensure that all performance-based incentives awarded to executive management are in line with the objective performance standards;
- Determine and establish different remuneration categories that will be awarded to employees at all levels, such as fixed remuneration, variable (performance remunerations), equity and end of services benefits;
- Ensure that remuneration is competitive to the market benchmarks to retain highly qualified and productive personnel at all levels;
- Provide recommendations to the Board in respect of annual remunerations of the Board members to be presented to the shareholders general meeting for approval; and
- Ensure that remuneration is granted in accordance with the approved internal policy.

IV. Employee Engagement

- Ensure that senior management takes the relevant measures to encourage positive levels of engagement.

V. Ethics and Sustainability

- Review, monitor and provide risk oversight of the Company's policies and initiatives with respect to sustainability, including corporate responsibility, employee health and safety, ethical business practices, diversity, inclusion, and equal opportunity, and the Company's record of compliance with laws and regulations.

Committee main achievements in 2024:

1- Ensure that the Company's organisational structure is in line with the business needs.
2- Ensure the independency of the independent board member.
3- Recommended the appointment of the chief executive officer and chief financial officer of the Company.
4- Reviewed and recommended the proposal for the implementation of an incentive plan for employees, officers and directors of the Company to attract and retain talented and high-performing individuals by providing an opportunity for them to benefit from the increased value of the Company, to which they have contributed.

Sustainability Committee:	Formed	Members	Meeting
	01 May 2024	3	1

Members	Name	Role	Classification	Attendance
	Tarek Abdulaziz Sultan AlEssa	Chairman	Non-executive	100%
	Essa AlSaleh	Member	Non-executive	100%
	Christopher Michael Gordon	Member	Independent	0%

Roles and responsibilities:

- Review the Company's significant strategies, performance, activities and policies regarding sustainability and provide recommendations to the Board.
- Monitor the Company's relationships with external stakeholders regarding significant ethics & compliance, health & safety, labor practices, environmental performance, community engagement, and charitable activities matters.
- Advise the Board and the management on strategies that affect and enhance the Company's role and reputation among its stakeholders.

Committee main achievements in 2024:

1- Reviewed the results of external and internal assessments of the Company's sustainability performance.
2- Review the Company's sustainability updates and requirements, and their impact on the Company.
3- Reviewed and discussed the most critical long-term global sustainability issues impacting the Company's strategy.

DSV Investment Committee:	Formed	Members	Meeting
	01 May 2024	5	2

Members	Name	Role	Classification	Attendance
	Christopher Michael Gordon	Chairman	Independent	100%
	Hanadi Anwar AlSaleh	Member	Executive	100%
	Faisal J S AlEssa	Member	Non-executive	100%
	Ihab Fekry Aziz Bassilios	Member	Executive	100%
	Jonathan Kerherve	Member	Executive	100%

Roles and responsibilities:

- Monitor the performance of DSV and the performance of the freight forwarding industry and the leading companies in this sector.
- Monitor the movement of the DSV share price on the Nasdaq Copenhagen stock exchange and the factors affecting it.
- Review, discuss and approve any transactions relating to the Company's investment in DSV A/S.
- Managing the governance structure that has been implemented to ensure compliance with the relevant laws and regulations.

Committee main achievements in 2024:

1- Adopted a governance guide for the management of the DSV investment, since it is a financial and strategic investment for the Company.
2- Continuously monitor and manage the optimisation of the Company's investment in DSV.

Ensuring Board Members receive information and data accurately and in a timely manner.

The Company Secretary ensured effective flow of information and coordination between members of the Board. The Company has an advanced information technology infrastructure that ensures Board members obtain information in a timely and accurate manner in accordance with relevant laws. Additionally, during Board meetings, the Board members has the right to access any information they seek related to the Company or its activities.

Executive Management

The Company has a team of highly qualified executive management members able to carry out all the duties entrusted to them in accordance with the CG Framework. The responsibilities of the executive management include but are not limited to:

- Executing the Company's strategic plans, as well as ensuring adequacy and efficiency of the strategic frameworks, as established by the Board.
- Preparing periodic reports (financial and non-financial) demonstrating the Company's performance during a specified period.
- Establishing a complete and integrated accounting system and preparing financial statements in accordance with the International Accounting Standards.
- Managing daily business activities, in addition to managing the Company's resources efficiently.
- Participating actively in building and developing a culture of ethical values across the Company.

The executive management of Agility are:

Hanadi Anwar Al Saleh – Chief Executive Officer

As detailed in the board member's section of this report.

Ihab Fekry Aziz Bassilios (Ehab Aziz), Chief Financial Officer

Ehab Aziz is the Chief Financial Officer (CFO) of the Company. As CFO, Ehab is responsible for operational and financial strategy, capital allocation, business performance reviews, financial planning & reporting, investor relations, treasury, tax, and accounting.

As CFO of Agility Public Warehousing Company K.S.C.P. ("Agility KSCP"), the controlling shareholder of Agility, from 1999 to 2024, Ehab played a pivotal role in helping scale Agility KSCP from a regional company into a global player. Notable achievements include leading the sale of Agility KSCP's Global Integrated Logistics (GIL) business to DSV in 2021, one of the largest transactions in the Middle East and the global logistics sector that year; Agility's acquisition of Menzies Aviation, today the world's largest aviation services company, and Agility's milestone listing on the ADX.

Before joining Agility KSCP, Ehab was a Certified Internal Auditor at Arthur Andersen, where he oversaw audits for major banks, investment firms, government organizations, and pension funds.

Ehab currently serves as a board member of several leading businesses, including National Real Estate Company, Tristar, and Menzies Aviation. Additionally, he is an active member of the World Economic Forum's Community of CFOs and the Community of Industry Strategy Officers, contributing to global financial and strategic thought leadership.

Recruit Highly Qualified Candidates for Members of the Board and the Executive Management

The Company›s Board and executive management team consist of highly qualified and experienced professionals, each with several years of expertise in their respective fields and industries related to the Company.

Remuneration of the Board

As of the publication date of this corporate governance report, the Company has not remunerated its directors or its committee members for their services rendered in 2024. However, pursuant to the Articles of Association and the CG Framework, at the Company general assembly meeting that will be held during April 2025, its shareholders will be requested to approve a payment of USD 50,000 to each member of the Company's Board and a total committee fees of USD 350,000, as remuneration for their services rendered in 2024 based on the participation of the respective members.

Safeguard the Integrity of Financial Reporting

Financial statements and external auditors

The Board and executive management provide a written undertaking affirming the soundness of financial statements, which represent all financial and operational aspects of the Company, and that they have been prepared in line with International Standards.

Financial Reports:

The Company issues a set of financial reports on a regular basis, and they include:

- Internal monthly financial reports
- Periodic and annual financial statements
- Earnings reports
- Annual reports

The Board has approved the audit committee's charter that defines the terms, structure and its responsibilities. The committee did not detect any contradictory views between its recommendations and the resolutions adopted by the Board. The committee meets on a quarterly basis.

With regard to the external auditor, the audit committee:

- Recommends to the Board the appointment, re-appointment or change of the external auditor and specifies their appropriate remuneration. Moreover, the Audit Committee should ensure that the auditor is among the approved and licensed auditors by the relevant authorities.

- Verifies the independence of the external auditor periodically before its appointment or reappointment. The committee should ensure that the external auditor does not perform any additional tasks which may affect the external auditor's independence.

Based on the above, the committee has recommended the appointment of Ernst & Young – Middle East (ADGM Branch) as the Company's auditor for the financial year ended 31 December 2024.

Apply Sound Systems of Risk Management

The Company is in the process of onboarding an external consultant, reporting directly to the risk committee, to perform its risk management responsibilities which includes, identifying and measuring the risks the Company may face and gauging its risk appetite (the **"Risk Manager"**).

Summary of the efficiency of company systems of control:

The Company has efficient internal control systems that cover its activities and maintain the Company's financial soundness, data accuracy, and operations effectiveness in various aspects. Within its organizational structure, the Company implements the dual control audit (Four Eyes Principles), which are:

1- Sound identification of authorities and responsibilities.
2- Clear separation of roles to eliminate conflict of interest.
3- Inspection and audit.
4- Signature Matrix.
5- An approved authority matrix and segregation of duties.
6- Implementing policies and procedures to be followed while doing business.
7- Advanced IT systems for approval process and separation of duties.
8- Advanced IT systems for protection (next generation firewalls, network intrusion detection systems, Unified Threat Management (UTM) Appliances, 2FA for remote access, AI based Antivirus)

Promote Code of Conduct and Ethical Standards

The Company, represented by the Board, the executive management and its employees, believes that the professional and ethical standards are of the most important aspect in the Company's success. The Company's Code of Business Ethics and Conduct touches upon important aspects, such as the relationship with external parties, the integrity of financial data, as well as the safety of information and the environment. The Board, executive management, and employees are required to comply with and uphold the standards set out in the Company's Code of Business Ethics and Conduct.

Ensure Timely and High-Quality Disclosures and Transparency

Summary of applying disclosure and presentation mechanisms that are accurate and transparent:

Disclosures are meant to outline material information (financial and non-financial) that concern investors and stakeholders. Disclosures are released regularly (specific financial periods) or immediately when a significant event happens to ensure that all related parties receive the information at the right time and no party is able to exploit the information.

The Company is committed to a work environment that is transparent and in accordance with the best corporate governance practices and in compliance with the requirements of regulatory authorities. The Company has approved a detailed policy related to disclosures and transparency that outlines material information that requires disclosures. This policy is reviewed regularly to reflect any amendments issued by the regulators.

A brief summary on the requirements to form the investor relations department:

The Company has an investor relations department (the "IR Department") responsible for providing the data, information, and reports that are relevant for its investors. The IR Department is independent. The Company›s disclosures are available on the website with the contact information of the Company's IR Department.

Brief summary of IT systems used for disclosures

The Company has developed an advanced IT system that is used for its financial and non-financial activities. The Company's finance, human resource, and legal departments have unique systems implemented to carry out their work and to identify and segregate duties. In addition to an application that can save and track all shareholders activities and information.

Moreover, the Company has a website with all the relevant data, information, and disclosures that shareholders and investors would need to evaluate the Company's performance.

Respect the Rights of Shareholders

Summary on how the rights of the shareholders are protected:

The Company follows all the guidelines set by the regulators to ensure that all shareholders are treated equally and with fairness, and that they have access to the same information at the same time.

The Company's Articles of Association also, clearly states the rights that the shareholders have under the applicable laws and regulations.

The Company's IR Department plays an active role to be the point of contact between the Company and its shareholders or potential investors.

Brief on how to encourage the shareholders to participate and vote in the Company's general assembly meetings:

The Articles of Association of the Company includes all shareholders' rights with regard to the general meetings and attendance at those meetings. The Articles of Association also include the agenda, voting rights, and voting mechanism as well as effective participation in the discussions.

Recognise the roles of stakeholders

Brief on the conditions and policies that ensure the protection of the rights of stakeholders:

The Company respects and protects the rights of stakeholders in all its dealings, whether internally or externally. The Company believes that the contributions of stakeholders are important in establishing Company's competitiveness and in supporting the levels of its profitability. In order to prevent conflicts of interest between dealings with stakeholders, whether they are agreements or transactions with the Company, and the interest of shareholders, the following is considered:

- No stakeholders shall be given any advantages or preference in any transactions that are part of the Company's activities.
- The Company implements and follows clear policies and procedures including a clear mechanism of awarding agreements and transactions of various types.
- The Company also has a clear mechanism to resolve any conflict between the Company and the stakeholders.

Brief on how to encourage stakeholders to keep track of the Company' various activities:

The Company also maintains a section on its website and a hotline to report any complaints.

Encourage and Enhance Performance

Summary on the development of mechanisms that allow the Board members and executive management to attend training programs and courses regularly:

Continuous training of the Board members and executive management is a cornerstone of good governance rules and enhances the Company's performance.

The Company has a clear policy that allows Board Members and executive management access to training programs, internally and externally, on a regular basis. As for the Board members, they are also encouraged to regularly attend events and conferences to help them be up to date with the Company's business and industry. In addition, the Board members are kept updated by the executive management with all new regulations and their impact on the Company's business.

Brief on the mechanism of evaluating the performance of the Board of Directors as a whole as well as the performance of each Board member and Executive Management:

An annual assessment exercise is to be undertaken by the Board and committee members to evaluate the performance of the Board and the committees during the year. The evaluation is based on certain financial and non-financial set of key performance indicators tied to the achievement of strategic goals of the company.

As for the members of the executive management, their performance is evaluated on a regular basis through set of KPI's that are consistent with the Company's goals.

Brief on the Board of Directors' effort to assert the importance of corporate value creation with the employees at the Company through continuous endeavor to achieve the Company strategic goals, and key performance indicators:

The Board works continuously to assert and encourage corporate value creation in the short, medium, and long term through developing processes and procedures to achieve Company's strategic objectives and improve levels of employees' performance and stimulating them to work continually to contribute to the Company's performance.

Focus on the importance of Corporate Social Responsibility

Summary on the application of a policy intended to accomplish a balance between the company's business goals and corporate social responsibility goals:

At Agility, we take our responsibility and continued commitment to act with integrity and give back, seriously. It's the right thing to do, and it's good for our business. A culture of acting responsibly benefits the communities where we work, contributes toward a cleaner planet, adds to the sense of pride and collective spirit among our employees, and it strengthens our relationships with customers and shareholders. Guided by our Code of Business Ethics & Conduct, we responsibly manage Environment, Social and Governance issues as demanded and required by our customers, communities, employees and shareholders.

Brief on the programs and mechanisms that help to highlight company efforts in the field of social work:

Social responsibility and environmental sustainability are things we take seriously, at every level of our Company, and they are part of our engagement strategy with our customers, employees, suppliers and communities. We have a number of mechanisms and programs we use to manage these issues including a Board committee engagement on identified material issues, as well as a comprehensive approach to program management that includes periodic, timely and transparent external reporting. For more details, please see the Company's sustainability report which is published on the Company›s website and in the Company›s annual report.

AUDITORS'
REPORT

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC

Report on the Audit of Consolidated Financial Statements

Opinion
We have audited the consolidated financial statements of Agility Global PLC (the "Parent Company") and its subsidiaries (collectively the "Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of income, 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 material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis 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 Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (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.

Other Matter
The comparative amounts disclosed in the consolidated statement of financial position as at 31 December 2023, and the consolidated statements of income, comprehensive income, changes in equity and cash flows for the year ended 31 December 2023 and the related notes were neither reviewed nor audited by us or any other auditor and accordingly, we do not express a conclusion, opinion or any other form of assurance on them.

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 the matter below, our description of how our audit addressed this 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 this matter. Accordingly, our audit included the performance of procedures designed to respond 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 matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC (continued)

Report on the Audit of Consolidated Financial Statements (continued)

Key Audit Matters (continued)

Impairment assessment of goodwill relating to the acquisition of Menzies
As of 31 December 2024, the carrying value of goodwill amounted to USD 857,932 thousand representing 7.3% of the Group's total assets as disclosed in Note 10, of which USD 702,431 thousand relates to the acquisition of John Menzies PLC (Menzies) in 2022. IFRS Accounting Standards requires management to assess goodwill for impairment at each reporting date with any impairment loss to be charged to profit or loss. Management engaged an internal expert to assist them in performing the impairment assessment of goodwill. The impairment assessment of goodwill is significant to our audit because the assessment of the recoverable amount of goodwill, based on the value-in-use (VIU), is complex and requires management to apply significant judgements. Estimates of future cash flows used in VIU includes estimates such as management's view of the growth in the sectors in which cash generating units operate and economic conditions, for example economic growth and expected inflation rates and yield rates. Therefore, we have considered the impairment assessment of goodwill relating to the acquisition of Menzies as a key audit matter.

As part of our audit procedures, where management applied the VIU basis to determine the recoverable amount, we have obtained management's impairment calculations and assessed the key assumptions, including profit forecasts, growth rates and discount rates. We have evaluated whether the internal expert appointed by management has the necessary competency, capabilities and objectivity, to determine whether it was sufficient for audit purposes. We have also involved our valuation specialists and challenged management to substantiate the assumptions, including the comparison of relevant assumptions to industry benchmarks and economic forecasts. We have reperformed the mathematical accuracy of the calculations and corroborated certain information with third party sources. We have agreed the underlying cash flows to approved budgets and assessed growth rates and discount rates by comparison with third party information, the Group's cost of capital and relevant risk factors.

We have further evaluated management's sensitivity analysis to ascertain the impact of reasonably possible changes to key assumptions. We have agreed the results and inputs into the calculations to the amounts disclosed in the consolidated financial statements. We have also assessed the controls over the impairment process to determine if they had been appropriately designed and implemented. We have also assessed the adequacy of the Group's disclosures regarding those assumptions, which are disclosed in Note 10 to the consolidated financial statements, against the requirements of IFRS Accounting Standards.

Other information
Other information consists of the information included in the Board of Directors' report and the annual report other than the consolidated financial statements and our auditor's report thereon. We obtained the Board of Directors' report prior to the date of our auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of our auditor's report. Management is responsible for the other information.

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

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

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC (continued)

Report on the Audit of Consolidated Financial Statements (continued)

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by IASB, in compliance with the applicable provisions of the articles of association of the Company and the Companies Regulations 2020 of Abu Dhabi Global Market ("ADGM"), and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AGILITY GLOBAL PLC (continued)

Report on the Audit of Consolidated Financial Statements (continued)

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

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

Further, as required by the Companies Regulations 2020 of ADGM, we report that, in our opinion:

i) The consolidated financial statements include, in all material respects, the applicable requirements of the Companies Regulations 2020 of ADGM; and

ii) the financial information included in the report of the Board of Directors is consistent with the books of account and records of the Group.

For and on behalf of Ernst & Young Middle East (ADGM Branch)

Gaurav Dokania

25 March 2025
Abu Dhabi, United Arab Emirates

CONSOLIDATED FINANCIAL STATEMENTS

Agility Global PLC and Subsidiaries

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 December 2024

	Notes	*2024 USD 000's (Consolidated)*	*2023* USD 000's (Carve-out)*
ASSETS			
Non-current assets			
Property, plant and equipment	5	**898,937**	933,508
Projects in progress	6	**63,357**	59,340
Right-of-use assets	7	**711,549**	474,841
Investment properties	8	**785,059**	725,345
Intangible assets	9	**279,097**	297,623
Goodwill	10	**857,932**	839,134
Investment in associates and joint ventures	11	**452,049**	456,747
Financial assets at fair value through profit or loss	12	**51,080**	8,195
Financial assets at fair value through other comprehensive income	13	**4,198,724**	3,504,865
Other non-current assets		**166,383**	462,029
Loans to related parties	29	**1,271,291**	761,082
Total non-current assets		**9,735,458**	8,522,709
Current assets			
Inventories	14	**230,052**	190,053
Trade receivables	15	**602,248**	586,012
Amount due from related parties	29	**14,785**	12,816
Other current assets	16	**319,195**	310,211
Bank balances, cash and deposits	17	**871,210**	564,642
Total current assets		**2,037,490**	1,663,734
TOTAL ASSETS		**11,772,948**	10,186,443
EQUITY AND LIABILITIES			
EQUITY			
Share capital	18	**625,063**	10
Ultimate Parent Company investment		**-**	3,144,479
Foreign currency translation reserve		**72,156**	(44,087)
Hedging reserve		**(198,965)**	184,665
Investment revaluation reserve		**(987,583)**	(1,689,416)
Other reserves		**16,109**	69,805
Retained earnings		**6,076,508**	443,063
Equity attributable to equity holders of the Parent Company		**5,603,288**	2,108,519
Non-controlling interests		**421,156**	406,897
Total equity		**6,024,444**	2,515,416
LIABILITIES			
Non-current liabilities			
Provision for employees' end of service benefits	19	**133,023**	71,129
Interest bearing loans	20	**2,979,830**	2,851,885
Lease liabilities	7	**589,488**	404,110
Amount due to related parties	29	**-**	2,802,764
Other non-current liabilities	21	**231,500**	160,595
Total non-current liabilities		**3,933,841**	6,290,483
Current liabilities			
Interest bearing loans	20	**434,040**	366,268
Lease liabilities	7	**199,544**	135,496
Trade and other payables	22	**1,157,632**	875,973
Amount due to related parties	29	**23,447**	2,807
Total current liabilities		**1,814,663**	1,380,544
Total liabilities		**5,748,504**	7,671,027
TOTAL EQUITY AND LIABILITIES		**11,772,948**	10,186,443

** For comparative information presented, refer Note 2.1*

Tarek Abdulaziz Sultan AlEssa
Chairman

The attached notes 1 to 33 form part of these consolidated financial statements.

Agility Global PLC and Subsidiaries

CONSOLIDATED STATEMENT OF INCOME
For the year ended 31 December 2024

	Notes	***2024 USD 000's***	*2023* USD 000's*
Revenue from contract with customers	23	**4,507,309**	3,935,869
Direct expenses		**(1,742,948)**	(1,672,517)
Other operating expenses	24	**(2,175,977)**	(1,740,130)
Change in fair value of investment properties	8	**29,833**	43,963
Share of results of associates and joint ventures	11	**33,233**	20,140
Unrealised gain (loss) on financial assets at fair value through profit or loss		**25,461**	(8,410)
Expected credit loss on loans to related parties		**-**	(10,000)
Dividend income		**10,349**	18,055
Gain on disposal of a subsidiary		**13,029**	-
Miscellaneous income		**10,467**	18,585
Profit before interest, taxation, depreciation and amortisation (EBITDA)		**710,756**	605,555
Depreciation	5 & 7	**(280,585)**	(239,302)
Amortisation	9	**(26,299)**	(33,543)
Profit before interest and taxation (EBIT)		**403,872**	332,710
Interest income		**20,594**	7,480
Finance costs		**(188,057)**	(216,567)
Profit before taxation		**236,409**	123,623
Taxation		**(52,329)**	(36,003)
PROFIT FOR THE YEAR		**184,080**	87,620
Attributable to:			
Equity holders of the Parent Company		**127,499**	50,432
Non-controlling interests		**56,581**	37,188
		184,080	87,620
BASIC AND DILUTED EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY	26	**1.25 cent**	0.49 cent

** For comparative information presented, refer Note 2.1*

Agility Global PLC and Subsidiaries

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2024

	2024 *USD 000's*	*2023** *USD 000's*
Profit for the year	**184,080**	87,620
Other comprehensive income:		
Items that are or may be reclassified to the consolidated statement of income in subsequent periods:		
Foreign currency translation adjustments	**123,953**	(6,967)
Share of other comprehensive loss of associates and joint venture (Note 11)	**(12,106)**	(1,044)
Loss on cash flow hedges	**(141)**	(1,577)
Net other comprehensive income (loss) that are or may be reclassified to statement of income in subsequent periods	**111,706**	(9,588)
Items that will not be reclassified to the consolidated statement of income		
Changes in fair value of equity instruments at fair value through other comprehensive income	**701,497**	270,032
Re-measurement loss on defined benefit plans (Note 19)	**(51,628)**	(690)
(Loss) Gain on fair value hedges	**(382,685)**	179,666
Net other comprehensive income that will not be reclassified to consolidated statement of income	**267,184**	449,008
Total other comprehensive income	**378,890**	439,420
Total comprehensive income for the year	**562,970**	527,040
Attributable to:		
Equity holders of the Parent Company	**508,743**	509,839
Non-controlling interests	**54,227**	17,201
	562,970	527,040

** For comparative information presented, refer Note 2.1*

Agility Global PLC and Subsidiaries

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	Notes	*2024* *USD 000's*	*2023** *USD 000's*
OPERATING ACTIVITIES			
Profit before taxation		**236,409**	123,623
Adjustments for:			
Expected credit losses on trade receivables	15	**10,078**	7,250
Expected credit losses on loans to related parties		**-**	10,000
Change in fair value of investment properties	8	**(29,833)**	(43,963)
Provision for employees' end of service benefits	19	**4,806**	5,802
Foreign currency exchange gain		**(8,064)**	(1,567)
Share of results of associates and joint ventures	11	**(33,233)**	(20,140)
Unrealised (gain) loss on financial assets at fair value through profit or loss		**(25,461)**	8,410
Dividend income		**(10,349)**	(18,055)
Gain on disposal of subsidiary		**(13,029)**	-
Miscellaneous income		**(8,175)**	(3,963)
Depreciation	5 & 7	**280,585**	239,302
Amortisation	9	**26,299**	33,543
Interest income		**(20,594)**	(7,480)
Finance costs		**188,057**	216,567
Operating profit before changes in working capital		**597,496**	549,329
Inventories		**(38,344)**	(44,476)
Trade receivables		**8,721**	(55,630)
Other current assets		**(6,503)**	53,826
Trade and other payables		**117,083**	52,133
		678,453	555,182
Taxation paid		**(34,739)**	(31,064)
Employees' end of service benefits paid	19	**(16,311)**	(19,522)
Net cash flows from operating activities		**627,403**	504,596
INVESTING ACTIVITIES			
Net movement in financial assets at fair value through profit or loss		**(1,259)**	(551)
Net movement in financial assets at fair value through other comprehensive income		**(22,673)**	(23,050)
Additions to property, plant and equipment	5	**(129,095)**	(137,205)
Proceeds from disposal of property, plant and equipment		**54,994**	4,305
Loans to related parties		**(508,620)**	(127,175)
Additions to projects in progress	6	**(38,807)**	(9,234)
Additions in investments in associates and joint ventures		**(4,000)**	(14,294)
Dividends received		**43,540**	35,708
Acquisition of additional interest in subsidiaries		**(6,925)**	-
Acquisition of subsidiaries net of cash acquired		**(491)**	(9,466)
Disposal of a subsidiary, net of cash		**19,472**	-
Deferred consideration related to acquisitions of prior years		**(2,800)**	-
Net cash flows used in investing activities		**(596,664)**	(280,962)
FINANCING ACTIVITIES			
Received from related parties		**119,185**	-
Payments to related parties		**(150,429)**	(17,104)
Ultimate Parent Company investment received		**22,400**	69,302
Ultimate Parent Company investment distributed		**-**	(209,507)
Proceeds from issue of shares		**416,709**	-
Proceeds from interest bearing loans		**366,042**	2,417,988
Repayment of interest bearing loans		**(77,433)**	(26,723)
Payment of lease obligations	7	**(203,678)**	(155,090)
Finance costs paid		**(90,670)**	(336,884)
Dividends paid		**(130,469)**	(1,880,334)
Dividends paid to non-controlling interests		**(27,780)**	(13,636)
Net cash flows from (used in) financing activities		**243,877**	(151,988)
NET INCREASE IN CASH AND CASH EQUIVALENTS		**274,616**	71,646
Net foreign exchange translation differences		**(12,302)**	(2,362)
Cash and cash equivalents at 1 January		**393,823**	324,539
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	17	**656,137**	393,823

** For comparative information presented, refer Note 2.1*

The attached notes 1 to 33 form part of these consolidated financial statements.

Agility Global PLC and Subsidiaries

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2024

	Attributable to equity holders of the Parent Company									
	Share capital USD 000's	***Ultimate Parent Company investment USD 000's***	***Foreign currency translation reserve USD 000's***	***Hedging reserve USD 000's***	***Investment revaluation reserve USD 000's***	***Other reserves USD 000's***	***Retained earnings USD 000's***	***Sub total USD 000's***	***Non-controlling interests USD 000's***	***Total equity USD 000's***
As at 1 January 2024	**10**	**3,144,479**	**(44,087)**	**184,665**	**(1,689,416)**	**69,805**	**443,063**	**2,108,519**	**406,897**	**2,515,416**
Profit for the year	-	-	-	-	-	-	**127,499**	**127,499**	**56,581**	**184,080**
Other comprehensive income (loss)	-	-	**116,243**	**(383,630)**	**701,833**	**(53,202)**	-	**381,244**	**(2,354)**	**378,890**
Total comprehensive income (loss) for the year	-	-	**116,243**	**(383,630)**	**701,833**	**(53,202)**	**127,499**	**508,743**	**54,227**	**562,970**
Restructure/ capitalisation during the year (Note 29)	**5,047,539**	**(3,144,479)**	-	-	-	-	**797,215**	**2,700,275**	-	**2,700,275**
Issue of shares	**416,709**	-	-	-	-	-	-	**416,709**	-	**416,709**
Capital reduction (Note 18)	**(4,839,195)**	-	-	-	-	-	**4,839,195**	-	-	-
Acquisition of additional interest in a subsidiary	-	-	-	-	-	**(1,334)**	-	**(1,334)**	**459**	**(875)**
Disposal of a subsidiary	-	-	-	-	-	**840**	**(840)**	-	**(8,156)**	**(8,156)**
Dividends (Note 18)	-	-	-	-	-	-	**(130,469)**	**(130,469)**	-	**(130,469)**
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	**(27,780)**	**(27,780)**
Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	**16,120**	**16,120**
Acquisition of entities as part of business combination	-	-	-	-	-	-	-	-	**(20,611)**	**(20,611)**
Share based payments	-	-	-	-	-	-	**845**	**845**	-	**845**
As at 31 December 2024	**625,063**	**-**	**72,156**	**(198,965)**	**(987,583)**	**16,109**	**6,076,508**	**5,603,288**	**421,156**	**6,024,444**
As at 1 January 2023	-	3,270,053	(54,212)	7,327	(1,959,271)	73,752	2,312,303	3,649,952	375,583	4,025,535
Profit for the year	-	-	-	-	-	-	50,432	50,432	37,188	87,620
Other comprehensive income (loss)	-	-	10,125	177,338	269,855	2,089	-	459,407	(19,987)	439,420
Total comprehensive income (loss) for the year	-	-	10,125	177,338	269,855	2,089	50,432	509,839	17,201	527,040
Issue of capital	10	-	-	-	-	-	-	10	-	10
Net movement in Ultimate Parent Company investment	-	(125,574)	-	-	-	-	-	(125,574)	-	(125,574)
Acquisition of additional interest in subsidiaries	-	-	-	-	-	(6,036)	-	(6,036)	8,345	2,309
Acquisition of entities as part of business combination	-	-	-	-	-	-	-	-	14,500	14,500
Dividends to Ultimate Parent Company	-	-	-	-	-	-	(1,919,672)	(1,919,672)	-	(1,919,672)
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	(8,732)	(8,732)
As at 31 December 2023*	10	3,144,479	(44,087)	184,665	(1,689,416)	69,805	443,063	2,108,519	406,897	2,515,416

** For comparative information presented, refer Note 2.1*

The attached notes 1 to 33 form part of these consolidated financial statements.

Agility Global PLC and Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

1 BACKGROUND AND CORPORATE INFORMATION

Agility Global PLC (the "Parent Company") was incorporated on 17 February 2023 and is registered with Abu Dhabi Global Market ("ADGM"). The registered address of the Parent Company is Office 3511, 35th Floor, Al Maqam Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates. The Parent Company and its subsidiaries are referred to herein as the "Group".

The Group is engaged in aviation services, fuel logistics, industrial real estate, investing surplus funds in emerging markets/sectors and other related services and is a global operator with presence in over 100 countries.

The Ultimate Parent Company of the Parent Company, Agility Public Warehousing Company K.S.C.P. (the "Ultimate Parent Company"), is a Kuwaiti shareholding company incorporated in 1979 and listed on Boursa Kuwait and Dubai Financial Market. The registered address of the Ultimate Parent Company's Head office is Sulaibia, beside Land Customs Clearing Area, P.O. Box 25418, Safat 13115, Kuwait.

On 30 May 2023, the shareholders of the Ultimate Parent Company acting through ordinary general assembly, and, on 7 September 2023, the shareholders of the Ultimate Parent Company acting through extraordinary general assembly, approved, inter alia, the listing of the Ultimate Parent Company's non-Kuwaiti subsidiaries on any non-Kuwaiti stock exchange (the "Shareholders Approvals"). In furtherance of the Shareholders Approvals, the Board of Directors of the Ultimate Parent Company approved the listing of the Parent company's shares on the Abu Dhabi Securities Exchange ("ADX").

The Parent Company was listed on ADX on 2 May 2024 after finalising the required procedures in accordance with all applicable rules and regulations.

The principal subsidiaries and their activities are explained in Note 4.

The consolidated financial statements of the Parent Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Board of Directors on 25 March 2025, and are issued subject to the approval of the Annual General Assembly of the shareholders of the Parent Company. The Annual General Assembly of the shareholders has the power to amend these consolidated financial statements after issuance.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

The consolidated financial information are prepared on a historical cost basis, except for investment properties, financial assets carried at fair value through profit or loss, financial assets at fair value through other comprehensive income, loan to a related party and derivative financial instruments that are measured at fair value.

The consolidated financial information are presented in United States Dollar (USD). However, entities forming part of the Group have different functional currencies and the USD is the presentation currency. All values are rounded to the nearest thousand (USD 000's) except where otherwise stated.

The Group's consolidated financial statement for the year ended 31 December 2023 is not audited. However, the comparative information presented for the year ended at 31 December 2023, represents the audited carve-out financial statements as at and for the year ended 31 December 2023 of the Agility Operations, since the Group operated as part of Agility during that period and not as a separate group. The carve-out financial information was prepared by carving-out businesses which are in the form of legal entities (Agility Operations) from the Ultimate Parent Company's consolidated financial statements and extracting the financial information relating to these business/entities which were to be transferred to Agility Global PLC as part of the business reorganization described in Note 2.2.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.2 BUSINESS REORGANISATION

Agility Global PLC was formed to facilitate the reorganisation of the Ultimate Parent Company's business and accordingly, the subsidiaries forming part of the reorganisation were transferred during the year to Agility Global PLC, in exchange for the shares of Agility Global PLC.

Since the above transfer of subsidiaries represents a transfer of business under common control, predecessor method of accounting and retrospective presentation is used.

2.3 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries (investees which are controlled by the Group) including special purpose entities as at 31 December 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements, and
- The Group's voting rights and potential voting rights.

The Group re-assesses 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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the Parent Company 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 into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other component of equity while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

The results of the subsidiaries acquired or disposed during the year are included in the consolidated statement of income from the date of acquisition or up to the date of disposal, as appropriate.

2.4 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES

New and amended standards and interpretations
The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2024 (unless otherwise stated). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The significant amendments are as follows:

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.4 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

Amendments to IFRS 16: Lease Liability in a Sale and Leaseback
The amendments in IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments had no impact on the Group's consolidated financial statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current
The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

• What is meant by a right to defer settlement
• That a right to defer must exist at the end of the reporting period
• That classification is unaffected by the likelihood that an entity will exercise its deferral right
• That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The amendment had no impact on the classification of the Group's liabilities.

Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7
The amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments had no impact on the Group's consolidated financial statements.

International Tax Reform - Pillar Two Model Rules - Amendments to IAS 12
The amendments to IAS 12 have been introduced in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception, the use of which is required to be disclosed, applied staring the year ended December 2023. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 January 2023, but not for any interim periods ending on or before 31 December 2024. Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions the Group operates. The legislation became effective for the Group's financial year beginning 1 January 2024. The Group is in scope of the enacted or substantively enacted legislation and has performed an assessment of the Group's potential exposure to Pillar Two income taxes. The assessment of the potential exposure to Pillar Two income taxes is based on the most recent tax filings, country-by-country reporting and financial statements for the constituent entities in the Group. Based on the assessment, the Pillar Two effective tax rates in most of the jurisdictions in which the Group operates are above 15%. However, there are a limited jurisdictions where the legislation has not been enacted or substantively enacted. The Group is in the process of assessing its exposure to the Pillar Two legislation and does not expect a material exposure to Pillar Two income taxes in those jurisdictions.

IAS 12 is amended to add the exception to recognising and disclosing information about deferred tax assets and liabilities that are related to tax law enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organisation for Economic Co-operating and Development (the "Pillar Two legislation"). It is unclear if the Pillar Two Model Rules create additional temporary differences with regards to deferred tax remeasurement and the Group has applied the temporary exception as at 31 December 2024.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.4 CHANGE IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

Corporate tax
On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax (CT) regime in the UAE. The CT regime is effective for the Group's financial year beginning 1 January 2024. As per IAS12 (Income taxes), any change in tax laws should be recognised in the financial statements in the period in which the enactment occurs (i.e., FY24) and therefore the tax implications (current and/or deferred) were assessed and recorded as applicable.

2.5 STANDARDS ISSUED BUT NOT YET 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
In August 2023, the IASB issued amendments to *IAS 21 The Effects of Changes in Foreign Exchange Rates* to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments will be effective for annual reporting periods beginning on or after 1 January 2025. Early adoption is permitted, but will need to be disclosed. When applying the amendments, an entity cannot restate comparative information.

The amendments are not expected to have a material impact on the Group's consolidated financial statements.

IFRS 18 Presentation and Disclosure in Financial Statements
In April 2024, the IASB issued IFRS 18, which replaces *IAS 1 Presentation of Financial Statements*. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently working to identify all impacts the amendments will have on the consolidated financial statements and notes to the consolidated financial statements.

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES

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, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in general and administrative expenses.

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.

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 ("IFRS 9"), is measured at fair value with the changes in fair value recognised in the consolidated statement of 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 income.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest 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 re-assessment 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 income.

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 forms part of a cash-generating unit and part of the operation within that unit is disposed, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed in this circumstance is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Current versus non-current classification
The Group presents assets and liabilities in consolidated statement of financial position based on current/non-current classification. An asset is current when it is:
- Expected to be realised or intended to be sold or consumed in normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realised within twelve months after the reporting period, or
- Bank balances, cash and deposits unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Property, plant and equipment
Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. The initial cost of property, plant and equipment comprises their cost and any directly attributable costs of bringing an item of property, plant and equipment to its working condition and location. Expenditure incurred after the property, plant and equipment has been put into operation, such as repairs and maintenance and overhaul costs, is normally charged to the consolidated statement of income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditure is capitalised as an additional cost of property, plant and equipment. Land is not depreciated.

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives as follows:

Buildings and improvements	5 to 30 years
Tools, machinery and equipment	2 to 10 years
Vehicles and ships	2 to 25 years
Furniture and office equipment	2 to 8 years

The carrying values of property, plant 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 values less costs to sell and their value in use.

An item of property, plant and equipment 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 income in the period 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.

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.

The 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 the lease payments made at or before the commencement date less any lease incentives received. 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:

Land, buildings and improvements	2 to 44 years
Tools, machinery and equipment	2 to 8 years
Vehicles and ships	2 to 25 years
Furniture and office equipment	2 to 7 years

If the ownership of the leased asset is transferred 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 in accordance with the Group's impairment of non-financial assets policy.

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

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

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 assets 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.

A property interest that is held by the Group under an operating lease may be classified and accounted for as an investment property when the property otherwise meets the definition of an investment property, evaluated property by property, and based on management's intention. The initial cost of a property interest held under a lease and classified as an investment property is determined at the lower of the fair value of the property and the present value of the minimum lease payments. An equivalent amount is recognised as a liability.

The Group as a lessor
Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental revenues arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of income due to its operating nature. Initial direct costs incurred in negotiating and arranging 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 revenues. Contingent rents are recognised as revenue in the period in which they are earned.

Projects in progress
Projects in progress are carried at cost less impairment, if any. Costs are those expenses incurred by the Group that are directly attributable to the construction of assets. Once completed, the assets are transferred to either investment properties or to property, plant and equipment, depending on the management's intended use of the asset.

Investment properties
Investment properties comprise completed properties held to earn rentals or for capital appreciation or both. Property held under a lease is classified as investment property when the definition of an investment property is met. Investment properties are initially recorded at cost being the fair value of the consideration given and including acquisition charges associated with the investment property.

After initial recognition, the properties are re-measured to fair value annually on an individual basis with any gain or loss arising from a change in fair value being included in the consolidated statement of income in the period in which it arises.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Investment properties (continued)
Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in the consolidated statement of income in the period of retirement or disposal. The amount of consideration to be included in the gain or loss arising from the derecognition of the investment property is determined in accordance with the requirements for the determining the transaction price in IFRS 15.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

The Group has classified certain assets held under long term operating leases as investment properties.

Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised software development costs, are not capitalised and expenditure is reflected in the consolidated statement of 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 are 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 treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of income.

Intangible assets with indefinite useful lives are not amortised but are tested for impairment annually or more frequently if events or change in circumstances indicate the carrying value may be impaired, either individually or at the cash generating unit level. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment 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 income when the asset is derecognised.

Build-own-transfer (“BOT”) projects and concessions
BOT projects and concessions are amortised over the duration of the individual contracts in the range of 4 to 20 years.

Customer lists
Customer lists are amortised over a period of 15 years, which is determined to be the expected period of benefit from holding these lists.

Brand
The brand is amortised over a period of 15 years, which is determined to be the expected period of benefit from holding it.

Goodwill
Accounting policy relating to goodwill is documented in the accounting policy “Business combinations and goodwill”.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Investment in associates and joint ventures
An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

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

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries. The Group’s investments in its associate and joint venture are accounted for using the equity method.

Equity method
Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group’s share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The consolidated statement of income reflects the Group’s share of the results of operations of the associate or joint venture. Any change in other comprehensive income of those investees is presented as part of the Group’s other comprehensive income. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture. The aggregate of the Group’s share of profit or loss of an associate and a joint venture is shown on the face of the consolidated statement of income and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those followed by the Group. After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognises the loss in the consolidated statement of income.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in consolidated statement of income.

Financial instruments
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.

Date of recognition
Financial assets and liabilities are initially recognised on the trade date, i.e., the date that the entities forming part of the Group becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

Initial measurement of financial instruments
The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments. Financial instruments are initially measured at their fair value and, except in the case of financial assets and financial liabilities recorded at FVTPL, transaction costs are added to, or subtracted from this amount. Trade receivables are measured at the transaction price.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)
Measurement categories of financial assets and liabilities
The Group classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:
- Amortised cost
- Fair value through other comprehensive income (FVOCI)
- Fair value through profit or loss (FVTPL)

Financial liabilities, other than commitments and guarantees, are measured at amortised cost or at FVTPL when they are held for trading and derivative instruments, or when the fair value designation is applied.

i) Financial assets
The Group determines the classification of financial assets based on the business model it uses to manage the financial assets and the contractual cash flow characteristics of the financial assets.

Business model assessment
The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. That is, whether the Group's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'Sell' business model and measured at FVTPL. The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed;
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Assessment of whether contractual cash flows are solely payments of principal and interest (SPPI test)
Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Group assesses whether the financial instruments' cash flows represent Solely Payments of Principal and Interest (the 'SPPI test').

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition that may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Group applies judgement and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

i) Financial assets (continued)
Assessment of whether contractual cash flows are solely payments of principal and interest (SPPI test) (continued)
The Group reclassifies when and only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the year.

The Group classifies its financial assets upon initial recognition into the following categories:

Debt instruments at amortised cost
A financial asset which is a debt instrument, is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Bank balances and short-term deposits and trade receivables and certain other assets are classified as debt instruments at amortised cost.

Debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest method adjusted for impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in the consolidated statement of income. Any gain or loss on derecognition is recognised in the consolidated statement of income.

Debt instruments at FVTPL
Debt instruments at FVTPL includes debt instruments whose cash flow characteristics fail the SPPI criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell.

Loan to related parties is classified as debt instrument at FVTPL.

FVTPL debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value along with interest income and foreign exchange gains and losses recognised in consolidated statement of income.

Equity instruments at FVOCI
Upon initial recognition, the Group may elect to classify irrevocably some of its equity investments as equity instruments at FVOCI when they meet the definition of Equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Equity investments at FVOCI are subsequently measured at fair value. Changes in fair values including foreign exchange component are recognised in other comprehensive income and presented in the cumulative changes in fair values as part of equity. Cumulative gains and losses previously recognised in other comprehensive income are transferred to retained earnings on derecognition and are not recognised in the consolidated statement of income. Dividends are recognised in statement of income when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity investments at FVOCI are not subject to impairment assessment.

Equity instruments at FVTPL
The Group classifies equity instruments at fair value through profit and loss when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent pattern of short-term profit taking. Held-for-trading assets are recorded and measured in the consolidated statement of financial position at fair value. In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

i) Financial assets (continued)
Equity instruments at FVTPL (continued)
Changes in fair values and dividends are recorded in consolidated statement of income when the right to payment has been established.

Included in this classification are certain equity securities and funds.

The Group has determined the classification and measurement of its financial assets as follows:

a. Financial assets at fair value through profit or loss
The Group's financial assets at fair value through profit or loss consists of certain investment in funds and quoted equity securities.

b. Convertible loan to a related party
Convertible loan to a related party is a non-derivative financial asset with fixed or determinable payments which is not quoted in an active market. After initial measurement, it is subsequently measured at FVTPL.

c. Trade receivables
Trade receivables are measured at transaction price, as disclosed in the Group's accounting policy regarding revenue from contracts with customers, less expected credit losses and are stated at amortised cost.

Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are initially measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, at the transaction price.

d. Bank balances, cash and deposits
Bank balances, cash and deposits in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less. These are stated at amortised cost using effective interest rate.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above.

e. Other current assets
Other current assets are carried at their carrying value, less impairment, if any.

Reclassification of financial assets
The Group does not reclassify its financial assets subsequent to their initial recognition except under circumstances in which the Group changes the business model for managing financial assets.

Derivative financial instruments and hedge accounting
The Group uses derivative financial instruments such as forward currency contracts, interest rate swaps, equity collars and forward rate agreements to hedge its foreign currency risks and interest rate risks respectively. Derivatives equity collars are recorded at fair value. Derivatives with positive fair values (unrealised gains) are included in other assets and derivatives with negative fair values (unrealised losses) are included in other liabilities in the consolidated statement of financial position. For hedges, which do not qualify for hedge accounting and for held for trading derivatives, any gains or losses arising from changes in the fair value of the derivative are taken directly to the consolidated statement of income.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

i) Financial assets (continued)
Derivative financial instruments and hedge accounting (continued)
An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided that, in the case of a non-financial variable, it is not specific to a party to the contract. A derivative that is attached to a financial instrument, but is contractually transferable independently of that instrument, or has a different counterparty from that instrument, is not an embedded derivative, but a separate financial instrument. A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in consolidated statement of income. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

At inception of the hedge relationship, the Group formally documents the relationship between the hedged item and the hedging instrument, including the nature of the risk, the objective and strategy for undertaking the hedge and the method that will be used to assess the effectiveness of the hedging relationship. Also, at the inception of the hedge relationship, a formal assessment is undertaken to ensure the hedging instrument is expected to be highly effective in offsetting the designated risk in the hedged item. Hedges are formally assessed each quarter. A hedge is regarded as highly effective if the changes in fair value or cash flows attributable to the hedged risk during the period for which the hedge is designated are expected to be offset in a range of 80% to 125%. For situations where that hedged item is a forecast transaction, the Group assesses whether the transaction is highly probable and presents an exposure to variations in cash flows that could ultimately affect the consolidated statement of income.

For the purpose of hedge accounting, hedges are classified as:
- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment (except for foreign currency risk); or

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

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

a) Fair value hedges
The change in the fair value of a hedging derivative is recognised in the consolidated statement of income. The change in the fair value of the hedged item attributable to the risk hedged is recorded as a part of the carrying value of the hedged item and is also recognised in the consolidated statement of income.

For fair value hedges relating to items carried at amortised cost, the adjustment to carrying value is amortised through the consolidated statement of income over the remaining term to maturity. Amortisation may begin as soon as an adjustment exists and shall end no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in the consolidated statement of income.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in the consolidated statement of income.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

i) Financial assets (continued)
Derivative financial instruments and hedge accounting (continued)
a) Fair value hedges (continued)
For a hedging instrument that hedges an equity instrument for which the Group has elected to present changes in fair value in other comprehensive income, the changes in the fair value of the hedging instrument are recognised in other comprehensive income.

b) Cash flow hedges
The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income, while any ineffective portion is recognised immediately in the consolidated statement of income. Amounts taken to other comprehensive income are transferred to consolidated statement of income when the hedged transaction affects the consolidated statement of income, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. Where the hedged item is the cost of a non-financial asset or non-financial liability, the amounts taken to other comprehensive income are transferred to the initial carrying amount of the non-financial asset or liability. If the forecast transaction or firm commitment is no longer expected to occur, amounts previously recognised in other comprehensive income are transferred to the consolidated statement of income. If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover, or if its designation as a hedge is revoked, amounts previously recognised in other comprehensive income remain in other comprehensive income until the forecast transaction or firm commitment occurs.

c) Hedges of a net investment
Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised in other comprehensive income while any gains or losses relating to the ineffective portion are recognised in the consolidated statement of income. On disposal of the foreign operation, the cumulative value of any such gains or losses recognised in other comprehensive income is transferred to consolidated statement of income.

The Group uses interest bearing loans to hedge its exposure to foreign exchange risk on it's investments in overseas subsidiaries.

Derecognition of financial assets
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:
- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

ii) Financial liabilities
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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 trade and other payables, interest bearing loans, lease liabilities and derivative financial instruments.

The Group has determined the classification and measurement of its financial liabilities as follows:

a. Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of income.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, only if the criteria in IFRS 9 are satisfied.

b. Interest bearing loans
After initial recognition, interest bearing loans are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of income.

Installments due within one year are shown as current liabilities. Interest is charged as an expense as it accrues in the consolidated statement of income, with unpaid amounts included in accrued expenses under 'trade and other payables'.

c. 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.

Derecognition of financial liabilities
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of income.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

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

Impairment of financial assets
The Group recognises an allowance for expected credit losses (ECL) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, 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. Entities forming part of the Group have 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.

Debt instruments and financial assets at FVTPL are not subject to ECL.

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Fair values
The Group measures certain financial instruments (including derivatives) and non-financial assets such as investment properties, at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Fair values (continued)
All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, The Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for both recurring fair value measurement, such as investment properties and unquoted financial assets, and for non-recurring measurement, such as assets held for distribution in discontinued operation.

External valuers are involved for the valuation of the Group's investment properties. Involvement of external valuers is decided upon annually by the management. Selection criteria include regulatory requirements, market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

For unquoted financial instruments fair value is determined by reference to the market value of a similar investment, discounted cash flows, other appropriate valuation models or brokers' quotes.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.
The management, in conjunction with the Group's external valuers where applicable, also compares changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Inventories
Inventories are stated 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 the weighted average basis. Net realisable value is based on estimated selling price in the ordinary course of the business, less any further costs expected to be incurred on completion and disposal.

Impairment of non-financial assets
The carrying amounts of the Group's non-financial assets, other than, investment property and inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)
The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

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, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Each unit or group of units to which the goodwill is so allocated:
- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- is not larger than a segment based on the Group's segment information reporting format determined in accordance with *IFRS 8: Operating Segment*.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in the consolidated statement of income. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro-rata basis.

Foreign currency translation
Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange prevailing at reporting date. All differences are taken to the consolidated statement of income with the exception of differences on foreign currency borrowings accounted for as a hedge of a net investment in foreign operations.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. In case of non-monetary assets whose change in fair values are recognized directly in other comprehensive income, foreign exchange differences are recognized directly in other comprehensive income and for non-monetary assets whose change in fair value are recognized directly in the consolidated income statement, foreign exchange differences are recognized in the consolidated statement of income.

Assets (including goodwill) and liabilities, both monetary and non-monetary, of foreign operations are translated at the Parent Company's presentation currency USD at the exchange rates prevailing at the reporting date. Operating results of such operations are translated at average rates of exchange for the foreign operation's period of operations. The resulting foreign currencies translation differences are accumulated in a separate section of equity (foreign currency translation reserve) until the disposal of the foreign operation. On disposal of a foreign operation, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the consolidated statement of income.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Provisions
A provision is recognised when, and only when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be incurred to settle the obligation.

Employees' end of service benefits
The Group has a number of defined benefit pension and contribution plans that cover a substantial number of employees across multiple countries. Retirement benefits are provided based on compensation as defined by local labour laws or employee contracts.

In respect of defined contribution plans, the contributions made are charged to the consolidated statement of income.

For the defined benefit plans, the Group's policy is to fund some of these plans in accordance with local practice and contributions are made in accordance with the terms of the plan. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling excluding net interest and the return on plan assets (excluding net interest), are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to 'other reserve' through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to consolidated statement of profit or loss in subsequent periods.

Past service costs are recognised in consolidated statement of profit or loss on the earlier of:
- The date of the plan amendment or curtailment, and
- The date that the Group recognises restructuring-related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under 'salaries and employee benefits' in consolidated statement of profit or loss:
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- Net interest expense or income

Revenue from contracts with customers
The Group is primarily engaged in providing the following services:
Logistics revenue
Logistics revenue primarily comprises inventory management, order fulfilment, transportation and warehousing services. Logistics revenues are recognised at the point in time when the services are rendered to the customer except for transportation (including chartering of vessels) and warehousing services that are recognised over time, using an input method to measure progress towards complete satisfaction of the service.

Ground handling and airport services
Revenue from ground handling and airport services which includes revenue from ramp, passengers, into-plane fuelling, and other aviation related services is recognized at the time the service is provided, in accordance with the terms of the related contract.

Rental services
Rental income arising on investment properties is recognised over time, using an input method to measure progress towards complete satisfaction of the service.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

2.6 SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (continued)

Interest income
Interest income is recognised as interest accrues using the effective interest method ("EIR") that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Dividend income
Dividend income is recognised when the right to receive payment is established.

The significant accounting judgements related to the revenue from contracts with customers is detailed in Note 3.

Government grants
Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When entities forming part of the Group receive grants of non-monetary assets, the asset and the grant are recorded at nominal amounts and released to profit or loss over the expected useful life of the asset, based on the pattern of consumption of the benefits of the underlying asset by equal annual instalments.

Taxation
Current tax
Certain of the entities forming part of the Group are subject to taxes on income in various foreign jurisdictions. Taxes payable are provided on taxable profits at the current rate in accordance with the fiscal regulations in the country where the subsidiary is located.

Deferred tax
Deferred tax assets are recognised for deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent it is probable that future taxable profits will be available to utilise this. Deferred tax liabilities are recognised for taxable temporary differences. Deferred tax assets and liabilities are measured using tax rates and applicable legislation at the reporting date.

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Management is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The judgments, estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant, including expectations of future events that are believed to be reasonable under the circumstances. However, the resulting accounting estimates will, by definition, seldom equal the related actual results. Uncertainty about these assumptions and estimates have a significant risk of causing a material adjustment to the carrying amount of assets and/or liabilities in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimates are revised and in any future period affected.

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Judgements
In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Revenue from contracts with customers
The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

a. Identifying performance obligations in a bundled contract
The Group provides certain freight forwarding and project forwarding services to its customers as part of a single arrangement and these arrangements may include various performance obligations that represents performing a contractually agreed-upon task(s) for a customer. The Group determined that each of these performance obligations are capable of being distinct as these services are separately identifiable from other obligations in the contract and the customer can benefit from each service on its own.

Furthermore, the Group also determined that the promises of such services are distinct within the context of each contract, the transaction price is determined separately based on each obligation and these services are not highly interdependent or highly interrelated.

The transaction price is allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, the Group estimates separate transaction price for each performance obligation based on expected cost plus margin.

b. Determine transaction price
The transaction price is the amount of consideration that is enforceable and to which the Group expects to be entitled in exchange for services promised to the customer. The Group determines the transaction price by considering the terms of the contract and business practices that are customary.

c. Determining the timing of satisfaction of services
i. Logistics revenue
The Group concluded that revenue from logistics services (excluding warehousing services) to its customers is to be recognised at the point in time when the services are rendered to the customer.

ii. Rental and warehousing services
The Group concluded that revenue from warehousing services and rental services to its customers is to be recognised over time because the customer simultaneously receives and consumes the benefits provided by the Group. The fact that another entity would not need to re-perform such services that the Group has provided to date demonstrates that the customer simultaneously receives and consumes the benefits of the Group's performance as it performs. The Group has a right to payment for the performance completed to date as, under each contractual agreement with a customer, the Group is entitled to an amount that at least compensates the Group for its performance completed to date in the event that the customer terminates the contract for reasons other than the Group's failure to perform as promised. Furthermore, the Group's performance does not create an asset with an alternative use to the entity.

The Group has determined to utilize the input method for measuring progress of such services because there is a direct relationship between the Group's effort and the transfer of service to the customer. In respect to warehousing services and rental services, the Group recognises revenue on a straight-line basis as the Group's efforts being evenly expended throughout the performance period.

iii. Ground handling and airport services
The Group concluded that revenue from Ground handling and airport services to its customers is to be recognised at the point in time when the services are rendered to the customer.

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Judgements (continued)
Revenue from contracts with customers (continued)
d. Principal versus agent considerations
During the performance of freight forwarding and project forwarding services to its customer, the Group involves certain third parties in providing certain services. The Group has concluded that it is a principal in such arrangements as the Group retains the right to a service to be performed by the other party, which gives the Group the ability to direct that party to provide the service to the customer on the Group's behalf and the Group is primarily held responsible for fulfilling each obligation to the customer.

e. Consideration of significant financing component in a contract
The Group does not expect to have any contracts where the period between the transfer of promised services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Classification of financial assets
The Group determines the classification of financial assets based on the assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Determining the lease term of contracts with renewal and termination options – the 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 has several lease contracts that include extension and termination options. 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 option. 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.

Identification of non-lease components
In addition to containing a lease, the Group's services arrangement may involve additional services, including personnel cost, maintenance, production related activities and other items. These are considered to be non-lease components and the Group has decided to separate these from the lease components. Judgement is required to identify these. The consideration in the contract is then allocated between the lease and non-lease components on a relative stand-alone price basis. This requires the Group to estimate stand-alone prices for each lease and non-lease component.

Operating lease commitments – the Group as lessor
The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

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

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Judgements (continued)
Assessment of contingencies and claims
The Group is subject to claims and actions for which in some cases, no provisions have been recognized, based on the facts and circumstances relating to the particular cases, which are evaluated regularly in determining whether a provision relating to a specific litigation should be recognized or revised. Contingent assets and liabilities are not recognised in the consolidated financial statements, but are disclosed unless the possibility of inflow or outflow respectively of resources embodying economic benefits is remote, which requires significant judgement. Accordingly, significant management judgement relating to provisions and contingent liabilities is required, since the outcome of litigation is difficult to predict.

Estimates and assumptions
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:

Impairment of property, plant and equipment, right of use assets and intangible assets (including goodwill)
The Group determines whether property, plant and equipment, right of use assets and intangible assets are impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the respective asset is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Valuation of investment properties
The Group carries its investment properties at fair value, with change in fair values being recognised in the consolidated statement of income. Fair value is determined based on comparative analysis based on the assessment made by an independent real estate appraiser using values of actual deals transacted recently by other parties for properties in a similar location and condition, discounted cash flow and based on the knowledge and experience of the real estate appraiser.

Fair value measurements of financial instruments
When the fair values of financial assets and financial liabilities recorded in the consolidated statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow ("DCF") model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 32 for further disclosures.

Provision for expected credit losses of trade receivables
The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. 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. The policy about the ECLs on the Group's trade receivables is disclosed in 2.6 Financial instruments.

3 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Estimates and assumptions (continued)
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.

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 or when they need to be adjusted to reflect the terms and conditions of the lease. 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).

Pension and other post-employment benefits
The cost of the defined benefit pension plan and other post-employment medical benefits and the present value of the pension obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of corporate bonds in currencies consistent with the currencies of the post-employment benefit obligation with at least an 'AA' rating or above, as set by an internationally acknowledged rating agency, and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation. The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates for the respective countries.

Further details about defined benefit obligations are given in Note 19.

Impairment of financial assets at amortised cost
The Group assesses on a forward-looking basis the expected credit losses (ECL) associated with its debt instruments carried at amortised cost. For trade receivables and contract assets, the Group applies a simplified approach in calculating ECL. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECL 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. Actual results may differ from these estimates.

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

4 GROUP INFORMATION

Principal subsidiaries of the Group are as follows:

Name of the entity	*Group's effective Ownership % as at 31 December 2024*	*2023*	*Country of incorporation*	*Principal activities of underlying subsidiaries*
Horizon Parent Holdings Limited	**100**	100	U.A.E.	Holding Investments
Horizon International Holdings Limited	**100**	100	U.A.E.	Holding Investments
Menzies Holdings Limited	**100**	100	U.A.E.	Holding investments
Tristar Holdings Limited ("Tristar")	**65.12**	65.12	U.A.E.	Holding investments
Agility DistriParks FZE	**100**	100	U.A.E.	Development and leasing of logistics parks
Reem Investment Holding Limited	**100**	100	U.A.E.	Holding investments
Agility Venture Capital Holdings Limited	**100**	100	U.A.E.	Holding investments
Agility Strategies Holding I Limited	**100**	100	U.A.E.	Holding investments
Shipa Delivery Services LLC	**100**	100	U.A.E.	Last mile delivery
Agility Logistics Parks SPC	**100**	100	Saudi Arabia	Development and leasing of logistics parks
Homoola Trucks for Communication and Information Technology SPC	**100**	100	Saudi Arabia	Last mile delivery
Shipa for Shipping Co. SPC	**100**	100	Saudi Arabia	Last mile delivery
NAS Holding for Company Business Management (Holding Co) WLL	**100**	100	Kuwait	Holding investments
Catering Logistics for General Trading and Contracting Co WLL	**100**	100	Kuwait	Catering, camps and construction
Agility DGS Logistics Services Co KSCC	**100**	100	Kuwait	Logistics services to Government entities
Shipa for Sending, receiving, distributing mailings, postal parcels and courier letter by air Co. WLL	**100**	100	Kuwait	Last mile delivery
PWC Technology for Computers Co WLL	**100**	100	Kuwait	Customs solutions
PWC Aviation Services Co KSCC	**100**	100	Kuwait	Commercial Real Estate
United Projects For Aviation Services Company K.S.C.P	**96.56**	96.56	Kuwait	Commercial Real Estate
Elaf National for General Trading and Contracting Co WLL	**100**	100	Kuwait	Holding investments
Agility Alternative Energy Solutions Co KSCC	**100**	100	Kuwait	Holding investments
Aquarius Energy	**33.21**	33.21	Jersey	Fuel Storage and Logistics
Agility E-Services Private Ltd	**100**	100	India	IT services
Tristar Terminals Guam Inc	**82.56**	82.56	Guam	Fuel Logistics
Ostram Holdings Limited	**100**	100	Cayman Islands	Provides customs solutions to governments
John Menzies Limited	**100**	100	United Kingdom	Ground handling and aviation services

4 GROUP INFORMATION (continued)

Material partly-owned entity in the Group
Tristar is the only entity with non-controlling interests that is material to the Group. Summarised financial information of Tristar is provided below. This information is based on amounts before inter-company eliminations.

	2024 ***USD 000's***	*2023* *USD 000's*
Summarised statement of income:		
Revenues	**1,225,322**	1,096,295
Profit for the year	**94,664**	71,132
Allocated to non-controlling interests	**(50,653)**	(32,779)
Summarised statement of financial position:		
Total assets	**1,847,708**	1,596,343
Total liabilities	**(1,083,963)**	(880,743)
Total equity	**763,745**	715,600
Accumulated balances of non-controlling interests	**395,570**	424,046
Summarised cash flow information:		
Operating	**290,228**	197,141
Investing	**(8,898)**	(37,536)
Financing	**(87,206)**	(160,600)
Net increase (decrease) in cash and cash equivalents	**194,124**	(995)

5 PROPERTY, PLANT AND EQUIPMENT

	Land, buildings and improvements USD 000's	***Tools, machinery and equipment USD 000's***	***Vehicles and ships USD 000's***	***Furniture and office equipment USD 000's***	***Total USD 000's***
Cost:					
As at 1 January 2024	**253,499**	**328,331**	**805,064**	**113,555**	**1,500,449**
Transfer from projects in progress	**3,135**	**-**	**-**	**471**	**3,606**
Additions	**24,421**	**17,871**	**53,692**	**33,111**	**129,095**
Arising on acquisition of subsidiaries	**72**	**5,953**	**-**	**203**	**6,228**
Disposal of subsidiary	**(604)**	**(233)**	**(63)**	**(6)**	**(906)**
Disposals	**(6,118)**	**(17,412)**	**(54,706)**	**(29,424)**	**(107,660)**
Exchange differences	**(16,161)**	**(34,814)**	**8,672**	**9,623**	**(32,680)**
As at 31 December 2024	**258,244**	**299,696**	**812,659**	**127,533**	**1,498,132**
Depreciation:					
As at 1 January 2024	**(87,805)**	**(130,641)**	**(274,126)**	**(74,369)**	**(566,941)**
Charge for the year	**(22,686)**	**(30,884)**	**(43,166)**	**(13,324)**	**(110,060)**
Disposal of subsidiary	**365**	**227**	**63**	**5**	**660**
Disposals	**6,118**	**8,281**	**37,233**	**9,546**	**61,178**
Exchange differences	**14,493**	**9,300**	**(1,500)**	**(6,325)**	**15,968**
As at 31 December 2024	**(89,515)**	**(143,717)**	**(281,496)**	**(84,467)**	**(599,195)**
Net book value:					
As at 31 December 2024	**168,729**	**155,979**	**531,163**	**43,066**	**898,937**

5 PROPERTY, PLANT AND EQUIPMENT (continued)

	Land, buildings and improvements USD 000's	*Tools, machinery and equipment USD 000's*	*Vehicles and ships USD 000's*	*Furniture and office equipment USD 000's*	*Total USD 000's*
Cost:					
As at 1 January 2023	253,054	249,907	784,273	106,211	1,393,445
Additions	22,691	74,009	28,656	11,849	137,205
Disposals	(25,385)	-	(29,207)	(6,220)	(60,812)
Exchange differences	3,139	4,415	21,342	1,715	30,611
As at 31 December 2023	253,499	328,331	805,064	113,555	1,500,449
Depreciation:					
As at 1 January 2023	(73,126)	(96,640)	(253,885)	(67,199)	(490,850)
Charge for the year	(36,010)	(28,325)	(32,627)	(11,195)	(108,157)
Disposals	25,385	-	29,207	6,220	60,812
Exchange differences	(4,054)	(5,676)	(16,821)	(2,195)	(28,746)
As at 31 December 2023	(87,805)	(130,641)	(274,126)	(74,369)	(566,941)
Net book value:					
As at 31 December 2023	165,694	197,690	530,938	39,186	933,508

6 PROJECTS IN PROGRESS

Projects in progress comprise the cost of assets acquired and under construction that are not available for use at the reporting date. These assets, once completed, will be used for the Group's operations.

	2024 ***USD 000's***	*2023* *USD 000's*
As at 1 January	**59,340**	61,080
Additions	**38,807**	9,234
Transfer to property, plant and equipment (Note 5)	**(3,606)**	-
Transfer to investment properties (Note 8)	**(32,400)**	(12,644)
Exchange differences	**1,216**	1,670
As at 31 December	**63,357**	59,340

7 LEASES

Set out below, are the carrying amounts of the Group's right-of-use assets, lease liabilities and the movements during the year:

	Right-of-use assets				
	Land, buildings and improvements USD 000's	***Tools, machinery and equipment USD 000's***	***Vehicles and ships USD 000's***	***Total USD 000's***	***Lease liabilities USD 000's***
At 1 January 2024	**175,467**	**99,224**	**200,150**	**474,841**	**532,599**
Reclassification	**9,849**	**-**	**(9,849)**	**-**	**-**
Additions	**181,929**	**177,818**	**65,200**	**424,947**	**424,947**
Depreciation	**(80,078)**	**(53,299)**	**(37,148)**	**(170,525)**	**-**
Finance cost	**-**	**-**	**-**	**-**	**47,368**
Lease payments	**-**	**-**	**-**	**-**	**(203,678)**
Others (including exchange differences)	**(7,739)**	**(9,412)**	**(563)**	**(17,714)**	**(18,858)**
At 31 December 2024	**279,428**	**214,331**	**217,790**	**711,549**	**782,378**
Current portion					**199,544**
Non-current portion					**582,834**
					782,378

Agility Global PLC and Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

7 LEASES (continued)

	Right-of-use assets				
	Land, buildings and improvements USD 000's	*Tools, machinery and equipment USD 000's*	*Vehicles and ships USD 000's*	*Total USD 000's*	*Lease liabilities USD 000's*
At 1 January 2023	177,641	61,650	194,961	434,252	418,940
Additions	67,115	66,288	43,059	176,462	235,599
Depreciation	(61,942)	(31,212)	(37,991)	(131,145)	-
Finance cost	-	-	-	-	27,118
Lease payments	-	-	-	-	(155,090)
Others (including exchange differences)	(7,347)	2,498	121	(4,728)	6,032
At 31 December 2023	175,467	99,224	200,150	474,841	532,599
Current portion					135,496
Non-current portion					397,103
					532,599

The lease liabilities reported in the consolidated statement of financial position includes liabilities amounting to USD 6,654 thousand (2023: USD 7,007 thousand) related to service concession arrangements recognised as intangible assets.

Set out below, are the amounts recognised in the consolidated statement of income related to leases:

	2024 USD 000's	*2023 USD 000's*
Depreciation expense of right-of-use assets	**(170,525)**	(131,145)
Finance cost on lease liabilities	**(47,368)**	(27,118)
Expense relating to short-term leases and low-value assets (included in other operating expenses)	**(55,271)**	(61,829)
Expense relating to short-term leases (included in cost of revenues)	**(4,049)**	(3,197)
	(277,213)	(223,289)

For the year ended 31 December 2024, the Group has reported total cash outflows for leases of USD 203,678 thousand (2023: USD 155,090 thousand). Additionally, during the year, the Group has reported non-cash additions to right-of-use assets and lease liabilities of USD 424,947 thousand and USD 424,947 thousand respectively (2023: USD 176,462 thousand and USD 235,599 thousand respectively)

8 INVESTMENT PROPERTIES

	2024 USD 000's	*2023 USD 000's*
As at 1 January	**725,345**	606,286
Transfer from projects in progress (Note 6)	**32,400**	12,644
Additions	**-**	58,188
Change in fair value	**29,833**	43,963
Exchange differences	**(2,519)**	4,264
As at 31 December	**785,059**	725,345

8 INVESTMENT PROPERTIES (continued)

The fair values of investment properties as at 31 December 2024 and 31 December 2023 were determined by independent valuers who have appropriate qualifications and recent experience in the valuation of properties in the relevant locations. The fair values were determined based on a combination of market and income approaches as appropriate. In estimating the fair values of the properties, the highest and the best use of the properties is their current use. There has been no change to the valuation techniques during the year. The fair value of investment properties is measured under the Level 3 fair value hierarchy.

The significant assumptions used in the determination of fair value are market price (per sqm), exit rate and the discount rate.

Under market approach, fair value is estimated based on comparable transactions. The market approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. The unit of comparison applied by the Group is the price per square metre ('sqm').

Under the income approach, fair value is estimated by discounting the projected cash flows for the following five years and capitalizing the cash flow for the fifth year using an exit rate.

Significant increases (decreases) in estimated rental value and rent growth per annum in isolation would result in a significantly higher (lower) fair value of the properties. Significant increases (decreases) in the exit rate and discount rate in isolation would result in a significantly lower (higher) fair value.

9 INTANGIBLE ASSETS

	BOT Projects, license and concessions USD 000's	*Customer lists and contracts USD 000's*	*Brand USD 000's*	*Total USD 000's*
Cost:				
As at 1 January 2024	**161,581**	**215,465**	**70,583**	**447,629**
Addition	**-**	**-**	**10,420**	**10,420**
Exchange differences	**(2,730)**	**(3,433)**	**(3,453)**	**(9,616)**
As at 31 December 2024	**158,851**	**212,032**	**77,550**	**448,433**
Amortisation:				
As at 1 January 2024	**(123,554)**	**(19,472)**	**(6,980)**	**(150,006)**
Charge for the year	**(766)**	**(18,772)**	**(6,761)**	**(26,299)**
Exchange differences	**5,001**	**1,475**	**493**	**6,969**
As at 31 December 2024	**(119,319)**	**(36,769)**	**(13,248)**	**(169,336)**
Net book value:				
As at 31 December 2024	**39,532**	**175,263**	**64,302**	**279,097**

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

9 INTANGIBLE ASSETS (continued)

	BOT Projects, license and concessions USD 000's	*Customer lists and contracts USD 000's*	*Brand USD 000's*	*Total USD 000's*
Cost:				
As at 1 January 2023	136,362	217,497	70,672	424,531
Arising on business combination	28,200	-	-	28,200
Exchange differences	(2,981)	(2,032)	(89)	(5,102)
As at 31 December 2023	161,581	215,465	70,583	447,629
Amortisation:				
As at 1 January 2023	(114,775)	(5,341)	(1,213)	(121,329)
Charge for the year	(10,359)	(16,943)	(6,241)	(33,543)
Exchange differences	1,580	2,812	474	4,866
As at 31 December 2023	(123,554)	(19,472)	(6,980)	(150,006)
Net book value:				
As at 31 December 2023	38,027	195,993	63,603	297,623

Brand, customer lists, contracts and licenses were acquired through business combinations in previous years. BOT projects represent costs incurred on the construction of the car park and commercial complex of Kuwait International Airport and Sheikh Saa'd Terminal. Concessions represents fee incurred for providing Ground handling services in Cote d' Ivoire and Uganda.

10 GOODWILL

	***2024* USD 000's**	*2023 USD 000's*
Cost:		
As at 1 January	**839,134**	835,191
Arising on business combination	**24,547**	5,615
Exchange differences	**(5,749)**	(1,672)
As at 31 December	**857,932**	839,134

The goodwill acquired through business combinations has been allocated to the cash generating units as follows:

	Carrying amount of goodwill	
	***2024* USD 000's**	*2023 USD 000's*
Cash generating units:		
Aviation services	**767,860**	743,616
Fuel logistics	**22,590**	26,710
Others	**67,482**	68,808
Total	**857,932**	839,134

Management has performed an impairment exercise for the goodwill that is allocated to the primary activity of the cash generating units. The recoverable amounts of the cash generating units have been determined based on a value in use calculation using cash flow projections based on financial budgets approved by the management for 2025 and forecasts for the 4 year period thereafter based on growth rates for the sectors in which the cash generating units operate. As a result of the exercise, the management has concluded that no impairment provision is considered necessary in the consolidated statement of income.

10 GOODWILL (continued)

Aviation services
The goodwill in respect of aviation operations is allocated to three CGUs namely John Menzies Limited, National Aviation Services Kenya & National Aviation Services Uganda which consists of identifiable net assets including intangible assets of aviation operations. The recoverable amount as at 31 December 2024, has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by the management for 2025 and assuming an average annual growth rate of 4.7% - 5% (2023: 5% - 10%) for the four year period thereafter, which is in the range of the current short term growth rates for sectors in which the cash generating units operate. The average pre-tax discount rate applied to cash flow projections is 8.1% - 14.7% (2023: 10% - 18%) and cash flows beyond the 5-year period are extrapolated using a growth rate of 3% - 5% (2023: 3%- 4%). As a result of the exercise, the management has concluded that no impairment provision is considered necessary in the consolidated statement of income.

Fuel logistics
The goodwill in respect of fuel logistics operations is allocated to two CGUs namely Tristar Holding Limited and HG Storage International Limited which consists of identifiable net assets including intangible assets of fuel logistics operations. The recoverable amount as at 31 December 2024, has been determined based on a value in use calculation using cash flow projections based on financial budgets approved by the management for 2025 and assuming an average annual growth rate of 6 % (2023: 11.07%) for the four year period thereafter, which is in the range of the current short term growth rates for sectors in which the cash generating units operate. The pre-tax discount rate applied to cash flow projections is 11.6 % (2023: 12.55%) and cash flows beyond the 5 year period are extrapolated using a growth rate of 3% (2023: 3%). As a result of the exercise, the management has concluded that no impairment provision is considered necessary in the consolidated statement of income.

Key assumptions used in value in use calculations
The calculation of value in use is sensitive to the following assumptions:
- Revenue;
- Earnings Before Interest, Tax, Depreciation and Amortisation (“EBITDA”);
- Discount rates; and
- Growth rate used to extrapolate cash flows beyond the 5 year period.

Key assumptions used in value in use calculations (continued)
Revenue – Revenue is projected based on the budgets and internal forecasts prepared by the management based on business plans. Internal factors include things like your sales history, product mix and marketing strategy. Management used existing data and metrics to predict your business's future revenue. In the revenue estimation processes, management also uses historical performance data, predictive modeling, and qualitative insights. Customer behavior, seasonality, conversion rates, churn rates, and other factors may affect revenue projections.

Earnings Before Interest, Tax, Depreciation and Amortisation (“EBITDA) – EBITDA is projected based on the budgets and internal forecasts prepared by the management based on business plans.

Discount rates – Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Growth rate – Growth rates are estimated based on industry sectors in which the cash generating units operate, growth rates specific to the country and sales and marketing data available. Management recognises that the speed of technological change and the possibility of new entrants can have a significant impact on growth rate assumptions.

Climate-related matters – The Group constantly monitors climate-related risks, including physical risks and transition risks, when measuring the recoverable amount. While the Group does not believe its operations are currently significantly exposed to physical risk, the value-in-use may be impacted in several different ways by transition risk, such as climate-related legislation, climate-related regulations and changes in demand for the Group’s products.

10 GOODWILL (continued)

Sensitivity to changes in assumptions
With regard to the assessment of value in use of the cash generating units, the management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the CGUs to materially exceed its recoverable amount.

11 INVESTMENT IN ASSOCIATES AND JOINT VENTURES

The movement in carrying value of investment in associates and joint ventures during the year is as follows:

	2024 ***USD 000’s***	*2023* *USD 000’s*
As at 1 January	**456,747**	438,742
Additions to investment in associates	**7,019**	14,961
Share of results	**33,233**	20,140
Share of other comprehensive loss	**(12,106)**	(1,044)
Disposal	**(118)**	(2,429)
Dividends	**(31,397)**	(15,175)
Foreign currency translation adjustments	**(1,329)**	1,552
As at 31 December	**452,049**	456,747

Agility Global PLC and Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

11 INVESTMENT IN ASSOCIATES AND JOINT VENTURES (continued)

The Group determined that Gulf Warehousing Company Q.P.S.C. ("GWC"), National Real Estate Company K.P.S.C. ("NREC"), GPS Chemoil LLC FZC and Sea-Tank 510 NV are the material associates of the Group and the following table provides summarised financial information of these entities:

	GWC		NREC		GPS Chemoil LLC FZC		Sea-Tank 510 NV	
	2024 USD '000s	*2023 USD '000s*	**2024 USD '000s**	*2023 USD 000's*	**2024 USD '000s**	*2023 USD 000's*	**2024 USD '000s**	*2023 USD 000's*
Summarised statement of financial position:								
Current assets	**234,029**	260,778	**81,424**	72,381	**20,062**	14,291	**45,510**	28,558
Non-current assets	**1,147,875**	1,166,098	**1,706,894**	1,787,643	**111,240**	115,132	**154,854**	157,420
Current liabilities	**(285,262)**	(289,227)	**(161,126)**	(164,502)	**(8,588)**	(8,259)	**(4,034)**	(3,469)
Non-current liabilities	**(419,399)**	(488,480)	**(426,952)**	(433,829)	**(4,169)**	(9,922)	**(59,070)**	(43,358)
Equity	**677,243**	649,169	**1,200,240**	1,261,693	**118,545**	111,242	**137,260**	139,151
Proportion of the Group's ownership	**20.57%**	20.57%	**20%**	20%	**40%**	40%	**49%**	49%
Group's share in the equity	**139,309**	133,534	**53,157**	58,518	**47,418**	44,497	**67,257**	68,184
Goodwill	**67,227**	67,227	-	-	-	-	-	-
Carrying value of investments	**206,536**	200,761	**53,157**	58,518	**47,418**	44,497	**67,257**	68,184
Summarised statement of income:								
Revenue	**434,851**	414,065	**12,037**	31,822	**53,423**	42,203	**49,145**	48,565
Profit (loss)	**47,946**	60,434	**12,060**	(4,228)	**37,172**	29,507	**15,563**	15,917
Contingent liabilities	**47,839**	50,179	**28,074**	32,877	-	-	-	-

Other associates of the Group amount to USD 77,681 thousand (31 December 2023: USD 84,787 thousand).

As at 31 December 2024, the fair market value of the Group's interest in GWC, which is listed on the Qatar Stock Exchange, is USD 106,075 thousand (2023: USD 103,638 thousand) and NREC, which is listed on Boursa Kuwait is USD 105,511 thousand (2023: USD 85,266 thousand).

Agility Global PLC and Subsidiaries

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

12 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2024 USD 000's	*2023 USD 000's*
Quoted equity securities	**14,137**	4,472
Treasury bills	**31,679**	-
Investment in funds	**5,264**	3,723
	51,080	8,195

13 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2024 USD 000's	*2023 USD 000's*
Quoted equity securities	**4,128,054**	3,396,199
Treasury bills	**2,317**	19,361
Unquoted equity securities	**68,353**	89,305
	4,198,724	3,504,865

Quoted equity securities include investment in a listed entity in Europe having a carrying value of USD 4,125,991 thousand (2023: USD 3,395,658 thousand) of which to the extent of securities having a carrying value of USD 2,922,272 thousand (2023: USD 2,462,616 thousand), the Group has entered into a funded equity collar arrangement ("collars") in order to hedge the fair value movements in these securities. The collars have been designated as a fair value hedge and accordingly the fair value loss on the collars during the year, amounting to USD 382,685 thousand (2023: gain of USD 179,666 thousand) has been recognized in the consolidated statement of other comprehensive income. The proceeds received from the collars amounting to USD 2,285,433 thousand has been classified as interest bearing loans (Note 20).

14 INVENTORIES

	2024 USD 000's	*2023 USD 000's*
Goods for resale	**231,915**	191,177
Provision for obsolete and slow-moving inventories	**(1,863)**	(1,124)
	230,052	190,053

Inventories mainly include items held in stock for delivery to logistics clients as part of logistics supply contracts.

15 TRADE RECEIVABLES

	2024 USD 000's	*2023 USD 000's*
Gross trade receivables	**696,760**	670,909
Allowance for expected credit losses	**(94,512)**	(84,897)
	602,248	586,012

Movement in the allowance for expected credit losses of trade receivables is as follows:

	2024 USD 000's	*2023 USD 000's*
As at 1 January	**84,897**	72,126
Expected credit losses for the year	**10,078**	7,250
Others (including exchange differences)	**(463)**	5,521
As at 31 December	**94,512**	84,897

16 OTHER CURRENT ASSETS

	2024 USD 000's	2023 USD 000's
Prepaid expenses	**86,483**	85,825
Prepaid interest (Note 20)	**74,525**	79,045
Advances to suppliers	**55,197**	52,854
Deposits	**28,092**	28,451
Jobs in progress	**3,540**	10,174
Other claims receivable	**11,075**	10,771
Staff receivables	**2,363**	2,493
Others	**57,920**	40,598
	319,195	310,211

17 BANK BALANCES, CASH AND DEPOSITS

	2024 USD 000's	2023 USD 000's
Cash at banks and on hand	**655,510**	549,391
Short term deposits	**215,700**	15,251
Total cash and bank balances	**871,210**	564,642
Bank overdraft	**(215,073)**	(170,819)
Total cash and cash equivalents	**656,137**	393,823

Short term deposits are placed for varying periods (less than 3 months), depending on the immediate cash requirements of the entities included in the Group and earn interest at the respective short term deposit rates.

18 EQUITY

Share capital
The Parent Company was incorporated with 10,000 Shares with a nominal value of USD 1. On 14 February 2024, a subdivision occurred resulting in the number of shares changing from 10,000 to 500,000 shares with a nominal value of USD 0.02 per share. On the same date, the Parent Company undertook a capital increase, which resulted in the current number of 10,417,724,408 shares. On 25 March 2024, the capital was further increased resulting in the nominal value per share changing from USD 0.02 per share to the USD 0.06 per share.

On 15 February 2024 and 25 March 2024, the Parent Company obtained approvals from ADGM to reduce its capital, without a reduction in the number of shares. The amounts so reduced were transferred to the Group's retained earnings.

As at 31 December 2024, the Parent Company had an issued and paid up capital of 10,417,724,408 shares with a nominal value of USD 0.06 per share.

Dividend
On 14 May 2024 and 11 November 2024 respectively, the Board of Directors of the Parent Company, in accordance with the Article of Association and the ADGM companies Regulations approved the distribution of interim dividends amounting to USD 0.0062 per share (AED 0.023 per share) at each meeting resulting in a total distribution of USD 0.0124 per share (AED 0.046 per share).

On 25 March 2025, the Board of Directors of the Parent Company recommended distribution of cash dividend amounting to USD 0.0062 per share (AED 0.023 per share) for the year ended 31 December 2024. This proposal is subject to the approval by the shareholders at the Annual General Assembly of the Parent Company.

19 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS

	2024 USD 000's	2023 USD 000's
Defined benefit plans	**38,361**	262
Others	**94,662**	70,867
As at 31 December	**133,023**	71,129

The following table summarises the movement in the provision for employees' end of service benefits recognised in the consolidated statement of financial position:

	2024 USD 000's	2023 USD 000's
As at 1 January	**71,129**	83,609
Provided during the year	**4,806**	5,802
Arising on acquisition of subsidiaries	**22,843**	-
Transferred from Ultimate Parent Company	**6,089**	-
Paid during the year	**(16,311)**	(19,522)
Actuarial loss in respect of defined benefit plans *	**51,628**	690
Others (including exchange differences)	**(7,161)**	550
As at 31 December	**133,023**	71,129

* The corresponding debit for the actuarial loss is recognised in 'other reserve' through other comprehensive income, in the respective period in which they occur.

19 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS (continued)

The Group assumed responsibility for defined benefit plans for the employees of the entities acquired during prior years. The plans are governed by the employment laws of the respective countries. The principal defined benefit pension scheme is the Menzies pension fund in the UK. The fund was closed to future accrual in March 2017. The fund valuation was assessed in accordance with independent actuarial advice.

Changes in defined benefit obligation and fair value of plan assets relating to the Menzies pension fund are as follows:

		Pension cost charged to consolidated statement of income					*Re-measurement gain (loss) recognised in other comprehensive income*							
	1 January 2024 USD 000's	*Service cost USD 000's*	*Net interest USD 000's*	*Past service (cost)/benefit USD 000's*	*Sub-total USD 000's*	*Benefits Paid and expenses USD 000's*	*Return on plan assets* USD 000's*	*Actuarial changes on demographic assumptions USD 000's*	*Actuarial changes on financial assumptions USD 000's*	*Experience adjustments USD 000's*	*Sub-total USD 000's*	*Contributions by employer USD 000's*	*Others (including exchange differences) USD 000's*	*31 December 2024 USD 000's*
Defined benefit obligation	(308,674)	-	(13,206)	(252)	(13,458)	16,602	-	4,654	35,342	(18,991)	21,005	-	1,668	(282,857)
Fair value of plan assets	308,412	-	13,583	-	13,583	(16,602)	(72,616)	-	-	-	(72,616)	15,721	(4,002)	244,496
Net benefit obligation	(262)	-	377	(252)	125	-	(72,616)	4,654	35,342	(18,991)	(51,611)	15,721	(2,334)	(38,361)

** excluding amount included in net interest*

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

19 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS (continued)

		Pension cost charged to consolidated statement of income					*Re-measurement gain (loss) recognised in other comprehensive income*							
	1 January 2023 USD 000's	*Service cost USD 000's*	*Net interest USD 000's*	*Past service (cost)/benefit USD 000's*	*Sub-total USD 000's*	*Benefits paid USD 000's*	*Return on plan assets* USD 000's*	*Actuarial changes on demographic assumptions USD 000's*	*Actuarial changes on financial assumptions USD 000's*	*Experience adjustments USD 000's*	*Sub-total USD 000's*	*Contributions By employer USD 000's*	*Others (including exchange differences) USD 000's*	*31 December 2023 USD 000's*
Defined benefit obligation	(293,313)	-	(14,523)	(892)	(15,415)	16,052	-	14,141	(10,701)	(2,548)	892	-	(16,890)	(308,674)
Fair value of plan assets	279,101	-	14,141	-	14,141	(16,052)	(1,582)	-	-	-	(1,582)	16,816	15,988	308,412
Net benefit obligation	(14,212)	-	(382)	(892)	(1,274)	-	(1,582)	14,141	(10,701)	(2,548)	(690)	16,816	(902)	(262)

** excluding amount included in net interest*

19 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS (continued)

The major categories of the total plan assets relating to the Menzies pension fund at fair value are, as follows:

	2024 USD 000's	2023 USD 000's
Quoted investments		
- Bonds	-	187,396
- Investments Funds	**3,144**	-
- LDI Funds	-	40,002
- Others	**755**	25,224
Unquoted investments		
- Annuity contracts	**240,597**	-
- Others	-	55,790
	244,496	308,412

The principal actuarial assumptions used for the plan referred to above, which forms the most significant component of the provision for employees' end of service benefits, are as follows:

	2024	2023
Discount rate at 31 December	**5.50%**	4.45%
Future pension increase	**3.60%**	3.55%
Life expectation for pensioners at the age of 65 (years)	**22.65**	22.48
Duration of defined benefit obligation (in years)	**11.5**	12.5

A quantitative sensitivity analysis for significant assumption as at 31 December 2024 is as shown below. The sensitivity analysis below have been determined based on a method that extrapolates the impact on net defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

	2024 USD 000's	2023 USD 000's
0.5% decrease in discount rate	**16,224**	19,968
0.5% decrease in future pension	**(7,420)**	(9,216)
One year increase in life expectancies	**9,936**	9,984

The average duration of the defined benefit plan obligation at the end of the reporting period is 11.5 years (2023: 12.5 years).

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

20 INTEREST BEARING LOANS

	2024 USD 000's	2023 USD 000's
Term Loans repayable between 2025 and 2029	**263,838**	250,833
Revolving credit facilities repayable in 2025	**147,402**	167,662
Murabaha facility repayable in 2029	**118,593**	145,237
Multiyear funded equity collars maturing in 2026 and 2027	**2,285,433**	2,424,061
Bank overdraft	**215,073**	170,819
Committed multicurrency revolving loan facility obtained from a Group of banks - Maturing in 2027 and 2029	**290,741**	-
Other loans	**92,790**	59,541
	3,413,870	3,218,153

Interest bearing loans include financing facilities amounting to USD 2,285,433 thousand (2023: USD 2,424,061 thousand) availed during the previous year in relation to the funded equity collar arrangement ("collars"). These loans carry fixed interest in line with market rates and are secured against the quoted equity securities to the extent hedged. Current and non-current portions of the interest prepaid for this facility, amounts to USD 74,525 thousand and USD 79,439 thousand respectively (2023: USD 79,045 thousand and USD 163,302 thousand respectively), and is reported under other current assets (Note 16) and other non-current assets respectively.

Other interest bearing loans carry margins ranging from 0.8% to 4.3% per annum (2023: 0.97% to 3.6% per annum) over the benchmark rates.

The following table shows the current and non-current portions (analysed by currency) of the Group's loan obligations:

	Current portion USD 000's	Non-current portion USD 000's	Total USD 000's
EUR	-	**2,523,227**	**2,523,227**
USD	**275,578**	**252,498**	**528,076**
AED	**130,978**	**109,200**	**240,178**
SAR	**26,439**	**92,155**	**118,594**
Others	**1,045**	**2,750**	**3,795**
At 31 December 2024	**434,040**	**2,979,830**	**3,413,870**
At 31 December 2023	366,268	2,851,885	3,218,153

Interest bearing loans amounting to USD 556,459 thousand (2023: USD 597,604 thousand) are secured by trade receivables, investment properties and certain other assets that are provided as collateral against these loans.

21 OTHER NON-CURRENT LIABILITIES

	2024 USD 000's	2023 USD 000's
Amounts due to related parties (Note 29)	**15,517**	66,846
Government grants	**1,336**	8,336
Provision for insurance claims	**52,625**	44,669
Deferred tax liability	**7,196**	9,451
Derivative liability	**136,181**	-
Other liabilities	**18,645**	31,293
	231,500	160,595

22 TRADE AND OTHER PAYABLES

	2024 USD 000's	*2023 USD 000's*
Trade payables	**432,640**	329,159
Accrued expenses	**225,495**	187,691
Accrued employee related expenses	**140,293**	150,609
Taxation	**40,996**	34,565
Amounts due to related parties (Note 29)	**39,682**	38,975
Deposits and Retentions	**46,478**	19,665
Unearned Revenue	**88,766**	64,809
Other liabilities	**143,282**	50,500
	1,157,632	875,973

The entire trade payables are of short-term nature, non-interest bearing and normally settled on 30 to 60 days terms. The fair values of these liabilities are not materially different from their carrying values largely due to the short-term maturities of these liabilities.

23 REVENUE FROM CONTRACTS WITH CUSTOMERS

The following presents the disaggregation of the revenue from contracts with customers:

	2024 USD 000's	*2023 USD 000's*
Ground handling and airport services	**2,603,630**	2,171,318
Logistics services	**1,017,297**	1,117,540
Rent	**75,578**	72,131
Others	**810,804**	574,880
	4,507,309	3,935,869
Timing of revenue recognition		
Goods and services transferred at a point in time	**4,203,966**	3,620,347
Goods and services transferred over time	**303,343**	315,522
	4,507,309	3,935,869
Geographical markets		
Middle East and Africa	**1,929,644**	1,963,569
Europe	**1,091,056**	838,344
America	**855,020**	795,626
Asia	**631,589**	338,330
	4,507,309	3,935,869

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

24 OTHER OPERATING EXPENSES

	2024 USD 000's	*2023 USD 000's*
Salaries and employee benefits	**1,670,338**	1,346,799
Professional fees	**50,277**	52,804
Rent (Note 7)	**55,271**	61,829
Insurance expenses	**31,277**	18,364
Repairs and maintenance	**114,065**	61,621
Office, equipment and supplies	**15,935**	12,707
Expected credit losses on trade receivables (Note 15)	**10,078**	7,250
Facilities management	**70,955**	64,181
Communication	**17,619**	20,171
Expenses allocated by the Ultimate Parent Company (Note 29)	**35,942**	35,274
Other expenses	**104,220**	59,130
	2,175,977	1,740,130

25 BUSINESS COMBINATION

Acquisitions during the year

(a) Acquisition of Ground force Portugal

On 3 June 2024, the Group acquired 50.1% equity interest in Serviços de Carga, Unipessoal, Lda., (Ground force Portugal). Ground force Portugal is a limited company registered and incorporated in Portugal. and is engaged in providing ramp, passenger, and cargo handling services to several international airlines to five airports in Portugal.

The acquisition has been accounted based on fair values of the identifiable assets and liabilities on the acquisition date. The consideration paid, fair values of the assets and liabilities recognised at the date of acquisition, are summarised as follows:

	Fair value recognized on acquisition date USD'000
Assets	
Property, plant and equipment	**6,228**
Right-of-use assets	**77**
Inventories	**1,446**
Trade receivables	**18,804**
Other current assets	**3,808**
Bank balances, cash and deposits	**3,660**
	34,023
Liabilities	
Other non-current liabilities	**1,210**
Trade and other payables	**74,122**
	75,332
Total identifiable net assets at fair values	**(41,309)**
Purchase consideration	**3,851**
Add: carrying value on non-controlling interest	**(20,613)**
Less: net assets acquired	**(41,309)**
Goodwill on acquisition	**24,547**
Consideration settled in cash	**3,851**
Cash and cash equivalents in subsidiary acquired	**(3,360)**
Net cash outflow on acquisition	**491**

25 BUSINESS COMBINATION (continued)

(b) Acquisition during the prior year
During the year 2023, one of the subsidiaries of the group acquired 49% ownership interest in RM Parks Diesel Fuel Trading L.L.C. the acquisition was accounted based on provisional fair values of the identifiable assets and liabilities on the acquisition date.

The group had made fair value adjustments based on the purchase price allocation (PPA) exercised during the year ended 31 December 2024, to the provisional value that were earlier reported and has accordingly restated the comparative information related to the year ended 31 December 2023 to reflect these adjustments. The consideration paid, fair value of the assets and liabilities recognised at the date of acquisition are summarised as follows:

	Provisional value previously reported USD'000	*PPA fair value adjustments USD'000*	*Fair value recognized on acquisition date USD'000*
Total identifiable net assets at fair values	-	**26,200**	**26,200**
Purchase consideration	**15,000**	**(1,000)**	**14,000**
Add: carrying value on non-controlling interest	-	**14,500**	**14,500**
Less: net assets acquired	-	**26,200**	**26,200**
Goodwill on acquisition	**15,000**	**(12,700)**	**2,300**
Consideration settled in cash	**6,250**	-	**6,250**
Deferred consideration	**8,750**	**(1,000)**	**7,750**

26 BASIC AND DILUTED EARNINGS PER SHARE

Basic and diluted earnings per share amounts are calculated by dividing profit for the year attributable to equity holders of the Parent Company by the weighted average number of shares outstanding (after elimination of reciprocal interest held through an associate) during the year as follows:

	2024	*2023*
Profit for the year attributable to equity holders of the Parent Company (USD 000's)	**127,499**	50,432
Weighted average number of outstanding shares	**10,417,724,408**	10,417,724,408
Adjustments for reciprocal holding with an associate	**(204,187,398)**	(204,187,398)
Weighted average number of outstanding shares	**10,213,537,010**	10,213,537,010
Basic and diluted earnings per share attributable to equity holders of the Parent Company	**1.25 cent**	0.49 cent

As there are no outstanding dilutive instruments, the basic and diluted earnings per share are identical.

As the Group operated as part of the Ultimate Parent Company's operations during the comparative year, the same weighted average number of outstanding shares for the current year is also considered for the comparative year, applying the predecessor method of accounting and retrospective presentation.

27 DERIVATIVE FINANCIAL INSTRUMENTS

Derivatives are financial instruments that derive their value with reference to the underlying interest rate, foreign exchange rate or other indices. Notional principal amounts merely represent amounts to which a rate or price is applied to determine the amounts of cash flows to be exchanged and do not represent the potential gain or loss associated with the market or credit risk of such instruments. The entities forming part of the Group deal in the following derivative instruments to manage the interest rate risk and foreign exchange positions.

Derivatives held for trading
Derivatives used for hedging purpose but which do not meet the qualifying criteria for hedge accounting are classified as 'derivatives held for trading'.

Equity Collars:
Equity collars consist of call and put options to hedge the fair value movements of quoted equity securities carried at fair value.

Interest rate swaps
Interest rate swaps are contractual agreements between two counterparties to exchange interest payments on a defined principal amount for a fixed period of time in order to manage the interest rate risk on the interest bearing assets and liabilities.

The table below shows the fair values of derivative financial instruments, recorded as assets or liabilities, together with their notional amounts analysed by the terms of maturity. The notional amount, recorded gross, is the amount of a derivative's underlying amount and is the basis upon which changes in the value of derivatives are measured. The notional amounts indicate the volume of transactions outstanding at the year end and are indicative of neither the market risk nor the credit risk.

				Notional amounts by term to maturity		
	Positive fair value USD 000's	***Negative* fair value USD 000's***	***Notional amount USD 000's***	***Within one year USD 000's***	***1 – 5 years USD 000's***	***> 5 years USD 000's***
2024						
Derivatives held as fair flow hedge:						
Equity collars	-	**(136,181)**	**3,020,303**	-	**3,020,303**	-
	-	**(136,181)**	**3,020,303**	-	**3,020,303**	-

				Notional amounts by term to maturity		
	Positive fair value USD 000's*	*Negative fair value USD 000's*	*Notional amount USD 000's*	*Within one year USD 000's*	*1 – 5 years USD 000's*	*> 5 years USD 000's*
2023						
Derivatives held as fair flow hedge:						
Equity collars	211,866	-	2,693,401	-	2,693,401	-
Derivatives held as cash flow hedge:						
Interest rate swap	141	-	16,685	16,685	-	-
	212,007	-	2,710,086	16,685	2,693,401	-

**Included in other non-current liabilities and assets respectively in the consolidated statement of financial position*

28 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

	2024 ***USD 000's***	*2023* *USD 000's*
Letters of guarantee	**530,357**	355,749
Operating lease commitments	**5,263**	6,519
Capital commitments	**49,322**	33,336
Corporate guarantees*	**320,299**	348,087
	905,241	743,691

* The Group and a related party are part of an arrangement to construct and develop a commercial mall in UAE ("project"). The group has an equity interest of 19.87% (2023: 19.87%) and has also extended interest bearing loan facilities to the project (Note 29). Further, the Ultimate Parent Company has provided corporate guarantees amounting to USD 319,372 thousand (2023: USD 347,000 thousand) to external financial institutions that have provided finance facilities to the project which was subsequently transferred to the parent company (Note 29).

Legal claims
Dispute with Iraqi Airways Company (IAC):
Aviation Service (Iraq) Limited (ASIL), an indirect partially owned subsidiary of the Parent Company, is a party to a concession agreement with IAC to provide Ground Handling and Aviation Fuel Concession Agreement with IAC (the "Concession Agreement"). Pursuant to the Concession Agreement, the parties established a separate entity in Iraq, Menzies Aviation Services Iraq LLC (but registered as United Iraqi Company for Airports and Ground Handling Services Limited) ("MASIL") to perform the services under the Concession Agreement.

On 20 October 2022, ASIL commenced an arbitration in the Dubai International Arbitration Centre ("DIAC") with assigned case number 239/2022 against IAC. The claim seeks, inter alia, damages against IAC for breaches of the Concession Agreement, including costs associated with services provided under the Concession Agreement in the amount of USD 15 million and loss of profits incurred by ASIL in the amount of USD 81 million. IAC has not filed any response to the request for arbitration. On 28 October 2023, DIAC confirmed the appointment of the chairperson of the Tribunal. The parties had their first meeting and were, as at 31 December 2023, in the process of agreeing the procedural timetable.

IAC subsequently commenced proceedings before the commercial court in Iraq seeking, inter alia, the annulment of the registration of MASIL, the annulment of the shareholders agreement entered into between ASIL and IAC (as shareholders in MASIL) and MASIL (as the company) and sought a grossly inflated financial compensation with no substantive evidence whatsoever. On 17 October 2023, the court decided to close the hearings in Commercial Case 1/2023 filed by IAC and later on dismissed the case. IAC appealed the decision of the Court of First Instance to the Supreme Court. The Supreme Court upheld the decision of the Court of First Instance and dismissed IAC's claim. The decision of the Supreme Court is final and binding;

On ASIL's request, the court has suspended Commercial Case 2/2023 until the arbitration has been determined pursuant to Article 253(3) of the Iraqi Civil Procedure Law.

In early January 2024, ASIL, MASIL and IAC, reached a settlement whereby the parties have agreed to amicably resolve the issues subject of the ongoing disputes between them. By virtue of the settlement, IAC has paid to ASIL an amount equal to USD 9.6 million.

As part of the settlement, ASIL has agreed to cancel the DIAC arbitration and IAC has agreed to withdraw the claims it filed before the commercial courts in Iraq.

28 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS (continued)

Legal claims (continued)
NAS Afghanistan vs Afghanistan Civil Aviation Authority, Afghanistan Ministry of Transportation and Civil Aviation and Ariana Afghan Airlines Co. Ltd. (ICC Case No. 2580/AYZ/ELU1):
National Aviation Services, Afghanistan (NAS), a subsidiary of the Parent Company filed a Notice of Arbitration in the above matter in November 2020. The claims involve the Respondents':(i) failure to enforce NAS' exclusive right to render ground handling services at Afghan airports; (ii) unlawful termination of the subject concession agreement; (iii) seizure and expropriation of the NAS' equipment and operations; and (iv) illegal encashment of a performance guarantee. An arbitral tribunal was constituted comprising Professor Dr. Mohamed S. Abdel Wahab, Laurence Shore and Caline Mouawad (President). Following a hearing on the merits the Tribunal issued its Award dated 16 December 2022 in NAS' favour and awarding NAS damages, inclusive of attorneys' fees and arbitration costs, of approximately USD 27.7 million plus post-Award interest accruing annually at a rate of LIBOR + 2%.

NAS has recently obtained an "Ex Parte" order from the UK court made without notice to Ariana Afghan Airlines Co. Ltd. as Defendant entering judgment in the terms of the ICC Award and granting NAS leave to enforce the ICC Award (so far as applicable against Ariana Afghan Airlines Co. Ltd) in the same manner as a judgment or order of the Court; this order has been served on Ariana Afghan Airlines Co. Ltd and is now enforceable. NAS' external counsel is advising the Company on the enforcement proceedings.

Pending final outcome of the enforcement proceedings and the uncertainties on the timing and determination of the amount of recovery, the Group's management has not considered any adjustment in the consolidated financial statements.

ICS Claims Against Argentina:
On July 21, 2014, ICS Inspection and Control Services Limited, a subsidiary of the Parent Company, filed a notice of arbitration against the Argentine Republic ("the Respondent") regarding the Respondent's breach of its obligations under Article 2 of the bilateral treaty between the United Kingdom and Argentina in connection to an agreement entered into between the Claimant and Argentina's Ministry of Economy and Public Finances, formerly known as the Ministry of Economy and Public Works and Services ("MECON") on March 11, 1998. This agreement concerned services provided by ICS as part of a government-supervised program under which goods intended for import into Argentina would be inspected before being shipped to Argentina. ICS thereby sought compensation for the losses incurred due to the alleged breaches of the bilateral investment treaty.

On 29 April 2024, the tribunal awarded compensation to ICS for an amount of USD 165.9 million, being USD 9.7 million as principal award in addition to interest. Consequently, the Group will pursue enforcement of the award against the Respondent.

On 29 May 2024, Argentina filed an application to correct a computation error in the Final Award under Article 38 of the 2010 UNCITRAL Rules. The computation error results in the principal amount due to ICS being reduced by USD 46 thousand. With the interest, the correction reduces the amount of compensation due to ICS as at the date of the Award by USD 723.8 thousand to USD 165.1 million. ICS did not object to the correction of the computation error.

On 12 July 2024, the Tribunal issued its Decision confirming the correction of the computation filed by Argentina.

On 4 December 2024, Argentina initiated proceedings against ICS in the Dutch courts, seeking annulment of the Award under applicable Dutch arbitration law. ICS is contesting Argentina's annulment application. Judgment of the Dutch District Court is expected in early 2026. The judgment may be subject to further appeal to the Dutch Court of Appeal and Supreme Court.

Pending final outcome of the enforcement proceedings and the uncertainties on the timing and determination of the amount of recovery, the Group's management has not considered any adjustment in the consolidated financial statements.

In addition to the above, the Group is involved in various incidental claims and legal proceedings. The legal counsel of the Group believes that these matters will not have a material adverse effect on the consolidated financial statements.

29 RELATED PARTY TRANSACTIONS

Related parties include Ultimate Parent Company, entities under common control, directors and key management personnel of the Parent Company.

Transactions and balances with related parties are as follows:

2024	*Ultimate Parent Company USD 000's*	*Entities under common control USD 000's*	*Other related parties USD 000's*	*Total USD 000's*
Consolidated statement of income				
Revenues	**2,921**	**18,107**	**71,582**	**92,610**
Direct expenses	**(1,532)**	-	**(192,898)**	**(194,430)**
Other operating expenses	**(35,942)**	-	**(2,684)**	**(38,626)**
Share of results of associates and joint ventures	-	-	**33,233**	**33,233**
Interest income	**1,400**	-	**2,453**	**3,853**
Miscellaneous income	-	-	**354**	**354**
Consolidated statement of financial position				
Investment in associates and joint ventures (Note 11)	-	-	**452,049**	**452,049**
Financial assets at fair value through other comprehensive income	-	-	**19,617**	**19,617**
Financial assets at fair value through profit or loss	-	-	**4,801**	**4,801**
Trade receivables	-	-	**34,758**	**34,758**
Amounts due from related parties	**2,290**	**12,430**	-	**14,720**
Loans to related parties	**423,815**	**29,850**	**817,691**	**1,271,356**
Amounts due to related parties	**22,062**	**1,385**	-	**23,447**
Other non-current liabilities (Note 21)	-	-	**15,517**	**15,517**
Trade and other payables (Note 22)	-	-	**39,682**	**39,682**

2023	*Ultimate Parent Company USD 000's*	*Entities under common control USD 000's*	*Other related parties USD 000's*	*Total USD 000's*
Consolidated statement of income				
Revenues	4,820	20,810	44,092	69,722
Direct expenses	(1,536)	-	(165,912)	(167,448)
Other operating expenses	(35,274)	-	(211)	(35,485)
Share of results of associates and joint ventures	-	-	20,140	20,140
Interest income	-	2,155	317	2,472
Finance Costs	(74,260)	(25,760)	(20)	(100,040)
Consolidated statement of financial position				
Investment in associates and joint ventures (Note 11)	-	-	456,747	456,747
Financial assets at fair value through other comprehensive income	-	-	35,135	35,135
Financial assets at fair value through profit or loss	-	-	3,773	3,773
Trade receivables	-	-	35,765	35,765
Amounts due from related parties	3,769	34,561	-	38,330
Loans to related parties	-	-	735,568	735,568
Amounts due to related parties	2,650,123	155,448	-	2,805,571
Other non-current liabilities (Note 21)	-	-	66,846	66,846
Trade and other payables (Note 22)	-	-	38,975	38,975

29 RELATED PARTY TRANSACTIONS (continued)

Loans to related parties include the following:

(a) USD 806,490 thousand (2023: USD 700,391 thousand) provided to a joint venture and represents amounts advanced by a subsidiary of the Group towards the construction and development of a Commercial Mall in UAE ("Project"). This amount bears compounded annual interest rates and can be converted to equity in the project on completion of construction subject to the project achieving certain operational targets.

(b) USD 423,815 thousand (2023: USD Nil) provided to the Ultimate Parent Company representing an interest-bearing term loan with an initial term of 5 years with an option to extend based on mutual agreement of the parties.

Further, the Ultimate Parent Company provided corporate guarantees amounting to USD 319,372 thousand (2023: USD 347,000 thousand) to external financial institutions that have provided finance facilities to the Project, which was subsequently transferred to the parent company (Note 28).

During the year and as part of the reorganisation of the capital structure, the Ultimate Parent Company converted its receivables from the Group amounting to USD 5,047,539 thousand to share capital in the Parent Company.

Compensation of key management personnel
The remuneration of board of directors and other members of key management (executives) during the year were as follows:

	***2024* USD 000's**	*2023 USD 000's*
Short-term benefits	**8,783**	8,365
Accrual for remuneration to board of directors	**250**	-
Accrual for committee services to board of directors	**350**	-
	9,383	8,365

30 OPERATING SEGMENT INFORMATION

The following entities are considered as its major operating segments in the Group:-

Aviation Services: This represents services provided in the airports including ground handling, air cargo services, into-plane fuelling, fuel farm management and cargo forwarding.

Fuel Logistics: This includes logistics services relating to fuel comprising turnkey fuel contracts, fuel trading, distribution, tanker owning, chartering, coastal operations, Road transport, warehousing, fuel farm management and bulk fuel storage

Industrial real estate: consists of developing warehousing and light industrial facilities to business looking to manager their own warehousing operations.

Investments: comprises of business units that hold non-controlling interest in various sectors. These investments comprises of both quoted and unquoted equity securities and convertible loans.

Others: Consists of all business units other than the above.

30 OPERATING SEGMENT INFORMATION (continued)

2024	*Aviation Services USD 000's*	*Fuel Logistics USD 000's*	*Industrial Real Estate USD 000's*	*Investments USD 000's*	*Others including eliminations USD 000's*	*Total USD 000's*
Revenues	**2,599,731**	**1,225,322**	**52,062**	**-**	**630,194**	**4,507,309**
Results						
Profit before interest, taxation, depreciation and amortisation (EBITDA)	**381,600**	**254,613**	**67,058**	**12,771**	**(5,286)**	**710,756**
Depreciation	**(174,972)**	**(94,774)**	**(165)**	**-**	**(10,674)**	**(280,585)**
Amortisation	**(18,612)**	**(7,418)**	**-**	**-**	**(269)**	**(26,299)**
Profit before interest and taxation (EBIT)	**188,016**	**152,421**	**66,893**	**12,771**	**(16,229)**	**403,872**
Interest income						**20,594**
Finance costs						**(188,057)**
Profit before taxation						**236,409**
Taxation						**(52,329)**
Profit for the year						**184,080**
Total Assets	**2,577,577**	**1,847,708**	**841,601**	**5,522,098**	**983,964**	**11,772,948**
Total Liabilities	**2,508,792**	**1,083,963**	**449,040**	**5,003,900**	**(3,297,191)**	**5,748,504**
Other disclosures:						
Goodwill (Note 10)	**767,860**	**22,590**	**-**	**-**	**67,482**	**857,932**
Intangible assets (Note 9)	**209,251**	**69,479**	**-**	**-**	**367**	**279,097**
Capital expenditure	**(68,334)**	**(66,727)**	**(27,179)**	**-**	**(5,662)**	**(167,902)**
Change in fair value of investment properties (Note 8)	**-**	**-**	**29,833**	**-**	**-**	**29,833**

30 OPERATING SEGMENT INFORMATION (continued)

2023	*Aviation Services USD 000's*	*Fuel Logistics USD 000's*	*Industrial Real Estate USD 000's*	*Investments USD 000's*	*Others including eliminations USD 000's*	*Total USD 000's*
Revenues	2,165,913	1,096,295	45,988	-	627,673	3,935,869
Results						
Profit before interest, taxation, depreciation and amortisation (EBITDA)	318,102	217,931	74,045	(11,401)	6,878	605,555
Depreciation	(134,167)	(93,928)	(89)	-	(11,118)	(239,302)
Amortisation	(19,404)	(6,522)	-	-	(7,617)	(33,543)
Profit before interest and taxation (EBIT)	164,531	117,481	73,956	(11,401)	(11,857)	332,710
Interest income						7,480
Finance costs						(216,567)
Profit before taxation						123,623
Taxation						(36,003)
Profit for the year						87,620
Total Assets	2,311,747	1,596,343	861,876	4,944,028	472,449	10,186,443
Total Liabilities	2,119,874	880,743	503,317	4,345,430	(178,337)	7,671,027
Other disclosures:						
Goodwill (Note 10)	743,616	26,709	-	-	68,809	839,134
Intangible assets (Note 9)	227,371	68,063	-	-	2,189	297,623
Capital expenditure	(73,669)	(45,800)	(24,453)	-	(2,517)	(146,439)
Change in fair value of investment properties (Note 8)	-	-	43,963	-	-	43,963

Inter-segment transactions and balances are eliminated upon consolidation and included in the "others" column. The Group's financing (including finance costs and finance income) is managed on an overall combined basis and are not allocated to operating segments.

Capital expenditure consists of additions to property, plant and equipment, projects in progress and investment properties.

Other geographic information

The following presents information regarding the Group's non-current assets based on its geographical segments:

Non-current assets	***2024 USD 000's***	*2023 USD 000's*
Middle east and Africa	**4,195,249**	3,744,300
Asia	**228,526**	261,799
Europe	**248,807**	188,365
America	**361,023**	358,438
	5,033,605	4,552,902

Non-current assets for this purpose consists of property, plant and equipment, projects in progress, right-of-use assets, investment properties, intangible assets, goodwill, other non-current assets and loans to related parties.

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The exposure to risks from its use of financial instruments and these risks are 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 continuing profitability. The principal financial liabilities, other than derivatives, comprise interest bearing loans, due to related parties, trade and other payables. The main purpose of these financial liabilities is to raise finance for the operations. The financial assets comprise trade and other receivables, cash and short-term deposits, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income and loans to related parties.

The senior management reviews and agrees policies for managing risks and provides assurance to the Board of Directors that the financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with policies and risk appetite. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Parent company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The major risks to which the Group is exposed in conducting its business and operations, and the means and organisational structure it employs in seeking to manage them strategically are outlined below.

Risk mitigation
As part of its overall risk management, and as considered appropriate, derivatives and other instruments are used to manage exposures resulting from changes in interest rates, foreign currencies, equity risks, credit risks, and exposures arising from forecast transactions.

Excessive risk concentration
Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the earnings to developments affecting a particular industry or geographical location.

In order to avoid excessive concentrations and the risk arising there from, management monitors them on an ongoing basis. Identified concentrations of credit risks are controlled and managed accordingly. There are no significant concentrations of credit risk identified.

The main risks arising from the financial instruments are credit risk, liquidity risk and market risk with the latter subdivided into interest rate risk, foreign currency risk and equity price risk.

Credit risk
Credit risk is the risk that counter will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. the Group is exposed to credit risk from its operating activities (primarily for trade receivables and other receivables), investing activities (loans to related parties) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Gross maximum exposure to credit risk
The table below shows the gross maximum exposure to credit risk across financial assets before credit risk mitigation:

	2024 ***USD 000's***	*2023* *USD 000's*
Bank balances	**871,210**	564,642
Trade receivables	**602,248**	586,012
Loans to related parties	**1,271,291**	761,082
Other assets *(excluding advances to suppliers and prepaid expenses)*	**102,990**	92,487
	2,847,739	2,004,223

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)
Trade receivables
The exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer base, including the default risk of the industry and country, in which customers operate, has less of an influence on credit risk.

Customer credit risk is managed by each business unit subject to the established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and any services/shipments to major customers are generally covered by security deposits, letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions.

The management performs an impairment analysis at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The maximum exposure to credit risk at the reporting date is the carrying value as disclosed in Note 15.

The table below provides information about the credit risk exposure on the trade receivables using a provision matrix:

31 December 2024	***Trade receivables***						
		Days past due					
	Current USD 000's	***1 to 30 days USD 000's***	***31 to 60 days USD 000's***	***61 to 90 days USD 000's***	***91 to 120 days USD 000's***	***> 120 days USD 000's***	***Total USD 000's***
Estimated total gross carrying amount at default	**148,280**	**264,470**	**96,845**	**37,387**	**52,029**	**97,749**	**696,760**
Provision for estimated credit loss							**94,512**
Expected credit loss rate							**14%**

31 December 2023	*Trade receivables*						
		Days past due					
	Current USD 000's	*1 to 30 days USD 000's*	*31 to 60 days USD 000's*	*61 to 90 days USD 000's*	*91 to 120 days USD 000's*	*> 120 days USD 000's*	*Total USD 000's*
Estimated total gross carrying amount at default	136,310	261,290	104,975	40,389	37,522	90,423	670,909
Provision for estimated credit loss							84,897
Expected credit loss rate							13%

Cash and cash equivalents
Credit risk from balances with banks and financial institutions is managed by the Parent Company's treasury in accordance with the policy. Investments of surplus funds are made only with approved counterparties to minimise the concentration of risks and therefore mitigate financial loss through potential counterparty failure. The maximum exposure to credit risk for the components of the consolidated statement of financial position as at 31 December 2024 and 31 December 2023 is the carrying amounts at the reporting date.

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)
Cash and cash equivalents (continued)
Exposure to credit risk is managed by placing funds only with counterparties with appropriate credit ratings. Given these credit ratings, management does not expect any counterparty to fail to meet its obligations.

Liquidity risk
Liquidity risk is the risk that entities forming part of the Group will be unable to meet its liabilities when they fall due. To limit this risk, management has arranged diversified funding sources, manages assets with liquidity in mind, and monitors liquidity on a periodic basis.

The table below summarises the maturity profile of the financial liabilities based on contractual undiscounted repayment obligations:

2024	***Less than 1 month USD 000's***	***1 to 3 months USD 000's***	***3 to 12 months USD 000's***	***More than 1 year USD 000's***	***Total USD 000's***
Interest bearing loans	**5,932**	**120,374**	**378,917**	**3,335,744**	**3,840,967**
Lease liabilities	**19,280**	**38,560**	**173,524**	**886,199**	**1,117,563**
Trade and other payables	**96,469**	**289,407**	**771,756**	**-**	**1,157,632**
Due to related parties	**-**	**23,447**	**-**	**-**	**23,447**
Other non-current liabilities*	**-**	**-**	**-**	**95,319**	**95,319**
Total financial liabilities	**121,681**	**471,788**	**1,324,197**	**4,317,262**	**6,234,928**

2023	*Less than 1 month USD 000's*	*1 to 3 months USD 000's*	*3 to 12 months USD 000's*	*More than 1 year USD 000's*	*Total USD 000's*
Interest bearing loans	4,565	100,689	315,760	3,125,752	3,546,766
Lease liabilities	13,806	27,612	124,254	706,949	872,621
Trade and other payables	75,275	150,550	650,148	-	875,973
Due to related parties	-	2,807	-	2,802,764	2,805,571
Other non-current liabilities*	-	-	-	160,595	160,595
Total financial liabilities	93,646	281,658	1,090,162	6,796,060	8,261,526

**excluding derivative liability*

Market risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: interest rate risk, currency risk, and other price risks, such as equity risk. Financial instruments affected by market risk include bank balances and trade receivables in foreign currencies, deposits, financial assets at fair value and related party, interest bearing loans, trade payables in foreign currencies and derivative financial instruments. The sensitivity analyses in the following sections relate to the position as at 31 December 2024 and 31 December 2023.

Market risk is managed on the basis of pre-determined asset allocations across various asset categories, diversification of assets in terms of geographical distribution and industry concentration, a continuous appraisal of market conditions and trends and management's estimate of long and short term changes in fair value.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The exposure to the risk of changes in market interest rates relates primarily to the debt obligations with floating interest rates.

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued)

Interest rate risk (continued)
Interest rate risk is managed by having a balanced portfolio of fixed and variable rate loans and borrowings and by entering into interest rate swaps, in which the management agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

Interest rate sensitivity
Based on the financial assets and liabilities held at the year end, an assumed 50 basis points movement in interest rate, with all other variables held constant, would equally impact the profit before taxation as follows.

50 basis points movement Effect on consolidated statement of income	
2024 USD 000's	*2023 USD 000's*
±4,806	±3,490

Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The exposure to the risk of changes in foreign exchange rates relates primarily to the operating and financing activities (when revenues, expenses and borrowings are denominated in a currency other than US Dollars) and financial assets at fair value denominated in foreign currency.

Foreign currency risk is managed by use of derivative financial instruments where appropriate and the net exposure is kept to an acceptable level.

Foreign currency sensitivity
The following table demonstrates the sensitivity to a reasonably possible change in the EURO / US Dollars exchange rate, with all other variables held constant, of the profit before taxation (due to changes in the fair value of monetary assets and liabilities) and equity (due to changes in the fair value of financial assets at fair value through other comprehensive income). The exposure to foreign currency for all other currencies is not material.

	Change in currency rate by 1 %			
	Effect on other comprehensive income		***Effect on consolidated statement of income***	
	2024 USD 000's	*2023 USD 000's*	***2024 USD 000's***	*2023 USD 000's*
EURO	**±16,701**	±14,375	-	-

Equity price risk
Equity price risk is the risk that fair values of equities change as the result of changes in level of equity indices and the value of individual stocks.

Quoted Securities:
The effect (as a result of a change in the fair value of financial assets at fair value through profit or loss and other comprehensive income) due to a reasonably possible change in market indices, with all other variables held constant on the results is as follows:

2024			*2023*		
Change in equity price % (+ / -)	***Effect on equity (+ / -) USD 000's***	***Effect on profit (+ / -) USD 000's***	Change in *equity price % (+ / -)*	*Effect on equity (+ / -) USD 000's*	*Effect on profit (+ / -) USD 000's*
5	**206,403**	**707**	5	169,810	224

31 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued)

Equity price risk (continued)
Unquoted securities:
Sensitivity analysis relating to unquoted securities (financial assets measured at fair value through other comprehensive income and financial assets at fair value through profit or loss) is included in Note 32.

32 FAIR VALUES OF FINANCIAL INSTRUMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in orderly transactions between market participants at the measurement date.

Determination of fair value and fair value hierarchy:
The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: quoted (unadjusted) prices in an active market for identical assets and liabilities.
Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly; and
Level 3: other techniques which use inputs which have a significant effect on the recorded fair value are not based on observable market data.

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

2024	*Level 1 USD'000*	*Level 2 USD'000*	*Level 3 USD'000*	*Total fair value USD'000*
Financial assets measured at fair value through profit or loss				
Quoted equity securities	**14,137**	**-**	**-**	**14,137**
Investment in funds	**-**	**5,264**	**-**	**5,264**
Treasury bills	**-**	**-**	**31,679**	**31,679**
Loan to a related party	**-**	**-**	**806,490**	**806,490**
	14,137	**5,264**	**838,169**	**857,570**
Financial assets measured at fair value through other comprehensive income				
Quoted equity securities	**4,128,054**	**-**	**-**	**4,128,054**
Treasury bills	**-**	**-**	**2,317**	**2,317**
Unquoted equity securities	**-**	**-**	**68,353**	**68,353**
	4,128,054	**-**	**70,670**	**4,198,724**
Derivative financial liabilities:				
Equity collars	**(136,181)**	**-**	**-**	**(136,181)**
	(136,181)	**-**	**-**	**(136,181)**
	4,006,010	**5,264**	**908,839**	**4,920,113**

Agility Global PLC and Subsidiaries
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
As at 31 December 2024

32 FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

2023	*Level 1 USD'000*	*Level 2 USD'000*	*Level 3 USD'000*	*Total fair value USD'000*
Financial assets measured at fair value through profit or loss				
Quoted equity securities	4,472	-	-	4,472
Investment in funds	-	3,723	-	3,723
Loan to a related party	-	-	700,391	700,391
	4,472	3,723	700,391	708,586
Financial assets measured at fair value through other comprehensive income				
Quoted equity securities	3,396,199	-	-	3,396,199
Treasury bills	-	-	19,361	19,361
Unquoted equity securities	-	-	89,305	89,305
	3,396,199	-	108,666	3,504,865
Derivative financial assets:				
Equity collars	-	211,866	-	211,866
Interest rate swaps	-	141	-	141
	-	212,007	-	212,007
	3,400,671	215,730	809,057	4,425,458

There were no transfers between the hierarchies during the year.

The following table below shows a reconciliation of the opening and the closing amount of level 3 financial assets measured at fair value:

	***2024* USD'000**	*2023 USD'000*
As at 1 January	**809,057**	770,023
Re-measurement recognised in comprehensive income	**(29,130)**	(91,614)
Others including net additions (sales) and transfer	**128,912**	130,648
As at 31 December	**908,839**	809,057

Fair value of the Group's financial assets that are measured at fair value on a recurring basis:

Financial assets at fair value through other comprehensive income
Fair values of certain unquoted equity securities classified as financial assets classified as fair value through other comprehensive income are determined using valuation techniques that are not based on observable market prices or rates. The impact on the consolidated statement of comprehensive income would be immaterial if the relevant risk variables used to fair value the unquoted securities were altered by 5%.

Derivatives
The fair value of the collars has been determined based on the Black Scholes model for which key inputs include risk free rate, strike price for the put and call options, spot price of the equity security and volatility of the put and call options.

Loan to a related party
The debt instrument has been valued based on the residual land value of the investee's major asset, using the discounted cash flow method. The most significant unobservable inputs used in the fair value measurements include the exit rate and discount rate.

33 CAPITAL MANGAGEMENT

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

The Group includes within net debt, interest bearing loans less bank balances, cash and deposits. Capital includes Invested equity attributable to the equity holders of the Group and non- controlling interests.

	2024 USD 000's	*2023 USD 000's*
Interest bearing loans	**3,413,870**	3,218,153
Bank balances, cash and deposits	**(871,210)**	(564,642)
Net Debt	**2,542,660**	2,653,511
Equity attributable to the equity holders of the Parent company	**5,603,288**	2,108,519
Non-controlling interests	**421,156**	406,897
Capital	**6,024,444**	2,515,416
Capital and debt	**8,567,104**	5,168,927
Gearing	**29.68%**	51.34%