ENGINEERING INVESTMENTS

2019

ANNUAL REPORT

SHUAA

AT A GLANCE

SHUAA Capital (SHUAA) merged with Abu Dhabi Financial Group (ADFG) in 2019 in a transformational merger, creating the leading asset management and investment banking platform in the region. Our business philosophy is rooted in a drive for excellence and performance, uncompromising integrity and a strong team culture.

One Company, Many Strengths

Industry Leading
Established and leading market position

Growing and Scalable
Proven record of growth

Diversified
Unique product offering

Predictable
Recurring revenue streams

Profitable
Strong and steady margins

Aligned
Large co-investor in our own vehicles

Growing Our Core Business

Through a disciplined investment approach across each of our lines of business, we continue to focus on generating investor and shareholder value by engineering innovative investment solutions and differentiated product offerings for institutional clients and high net worth individuals.

Key Segments

- Public Markets
- Private Markets
- Real Estate
- Investment Solutions
- Investment Banking

Key Products & Services

- Open-Ended Funds
- Closed-Ended Funds
- Permanent Capital Vehicles
- Direct and Co-Investments
- Advisory Portfolios
- Discretionary Portfolios
- Corporate Finance Advisory
- Sales and Trading

2019 Highlights

Following the merger with ADFG, 2019 has been a year of strategic transformation and integration whilst we continued to deliver solid financial performance for our stakeholders.

AUM

USD 13.9 b

Net Income[1]

AED 47 m

Revenue

AED 278 m

EBITDA

AED 186 m

Total Assets

AED 5.5 b

1. Attributable to shareholders

CHAIRMAN'S LETTER

"The benefits of the integration with ADFG were considerable. The merger transformed our business into the leading asset management and investment banking platform in the region, expanding our footprint and client base."

~USD 14 billion

Assets Under Management

Distinguished Shareholders,

On behalf of the Board of Directors, I am pleased to present you with the SHUAA Capital psc ("SHUAA") annual report for 2019.

My appointment in June 2019 as Chairman of the Board followed the unique and successful merger of SHUAA Capital with Abu Dhabi Financial Group (ADFG) into a company with c. USD 14 billion in assets under management and a pivotal regional role in managing capital market transactions and executing turnaround investments in both public and private entities.

The benefits of the integration with ADFG were considerable. The merger transformed our business into the leading asset management and investment banking platform in the region, expanding our footprint and client base. It generated considerable synergies, driving business performance. Finally, it underpinned SHUAA's solid financial performance during 2019, with our company realising AED 47 million in net profit attributable to shareholders.

Clear objectives

SHUAA's vision centres around creating sustainable value for our clients, employees and shareholders by engineering innovative investment solutions and differentiated product offerings for institutional clients and high-net-worth individuals. We also aim to accelerate our growth through further integration and synergies, as well as by strengthening profitability through recurring revenues.

Moving forward

Our goals are ambitious given the challenging times the whole world and the markets are facing, but two things make me confident that the objectives can be met. One is our management's proven ability to turn adversity into opportunity. The other is a clearly defined strategy whose elements include:

- Accessing new revenue pools by expanding our investment banking franchise towards family offices and ultra-high-net-worth individuals and growing our asset management business, resulting in the strengthening and expansion of our core businesses;
- Increasing recurring income by engineering new products, growing both permanent capital vehicles and our fixed income platform, resulting in a diversified product and service offering across our core businesses; and
- Increasing profitability and strengthening control by digitising the company, optimising our balance sheet structure, and increasing operational efficiency.

Last year was just the beginning of what we expect to be a sustained growth path. As we look ahead, we will concentrate on our core businesses and keep on doing what we are best at: exploring and creating profitable opportunities, achieving sustainable growth and maintaining profitability. I am confident that we will see the fruits of our efforts through the years ahead as we build on SHUAA's unrivaled market position and expertise.

Last but not least, I would like to take this opportunity to thank you for your endless support, as well as acknowledge my fellow directors and management team for their dedication and effective leadership.

Sincerely,

Fadhel Alali
Chairman

CHIEF EXECUTIVE'S REVIEW

It gives me great pleasure to address you as Chief Executive Officer of the new SHUAA Capital psc, the leading asset management and investment banking group in the region that resulted from the successful merger with Abu Dhabi Financial Group (ADFG).

Without a doubt, 2019 was a milestone year for all the members of the SHUAA and ADFG families. What we achieved this year through our merger not only marked both entities' development and growth, but also showcased us as a regional success story despite the challenging market environment.

In 2019, we demonstrated our ambition of becoming a financial services powerhouse and a distinguished publicly listed entity, operating with proficiency and efficiency thanks to a dedicated group of professionals and a well-defined strategy. Our company's inclusion in the MSCI Emerging Markets Small Cap Index on 26 November 2019 represents one of many testaments to the progress made during the year.

A year of strong performance

The consolidated financial results for the year ended 31 December 2019 showed the immediate positive outcome of the integration between our two merged entities and our company's ability to sustain revenues and capitalise on growth opportunities. SHUAA generated significant revenue and realised cost synergies, reporting an EBITDA of AED 186 million and an annual net profit attributable to shareholders of AED 47 million.

We have set a defined strategy, focusing on our company's two core business segments (asset management and investment banking) and strengthening our balance sheet by managing down non-strategic assets. With the implementation of the new strategy, we are looking to expand our sources of revenue, diversify our offerings within core businesses, operate more efficiently and increase our profitability.

An impressive growth trajectory

Our asset management business maintained its growth trajectory, with assets under management reaching USD 14 billion, up 15% year-on-year, and supported our target of realising recurring revenue streams and strengthening our non-capital-intensive asset management business.

Moreover, SHUAA's investment banking business continued to be one of the most active in the region, demonstrating expertise in managing high-profile capital market transactions and providing strategic advisory services to an extended client base. In 2019, our company managed several high-profile capital market transactions, including the reverse listing of PAL Holding and IHC on the Abu Dhabi Securities Exchange.

We also played a key role in the regional Sukuk (Shari'a-compliant bond) market as a mandate lead arranger for over USD 500 million of issues, among them the GFH Financial Group's recent USD 300 million five-year Sukuk, Jabal Omar Development Company's USD 135 million five-year sukuk and The First Group's USD 135 million Sukuk.

A focus on our core businesses

In line with our focused strategy, we sold our brokerage arm (SHUAA Securities) as well as our equity market-making business for a total value of c. AED 100 million. SHUAA Securities was purchased by IHC RSC Ltd, a subsidiary of International Holdings Company (IHC), whilst our market-making business was acquired by Al Ramz Corporation Investment & Development PJSC.

A collaborative approach

SHUAA's collaborative turnaround approach across our portfolio companies has helped us expand our product offering, diversify our revenue streams and grow profits whilst accessing a wide range of business opportunities across different geographies, in particular the UAE, the Kingdom of Saudi Arabia and the United Kingdom.

Goldilocks, the ADGM-domiciled fund managed by ADCM Altus Investment Management Limited, part of SHUAA Capital psc, reported an internal rate of return (IRR) of 21% and a cumulative net return of 134% from inception (July 2015)[1] to December 31, 2019. By deploying an opportunistic long-term investment strategy, also known as constructive activism, Goldilocks continues to drive several successful turnarounds for portfolio entities including GFH Financial Group, Dana Gas, Islamic Arab Insurance Company (Salama), Takaful Emarat and Eshraq Investments. The fund, though currently focused on insurance, oil & gas, real estate and financial services, is keen to explore investment opportunities in other sectors as well.

In 2019, we also remained highly active in the real estate sector through our regional and international subsidiaries. The SHUAA Capital Saudi Arabia Hospitality Fund, for example, completed the construction of the Dana Rayhaan by Rotana hotel in Dammam, our fund's third hotel in the Kingdom of Saudi Arabia operating under the Rotana brand.

Furthermore, Northacre, SHUAA's prime Central London property developer, celebrated several key milestones in 2019, proving our ability to offer a unique product that appeals to international investors despite the economic uncertainty of the United Kingdom's pre-Brexit real estate market.

1. See the Public Markets section for the full note on Goldilocks performance

Despite challenging market conditions in the prime Central London off-plan residential real estate market, Northacre generated a total of £60 million (c. AED 273 million) in sales from two Central London luxury developments, No. 1 Palace Street and The Broadway, scheduled to be completed in 2020 and 2021 respectively.

Innovation and startups represent one of our company's key asset classes, and following on from a memorandum of understanding we signed with GS SHOP of South Korea and 500 Startups, we are developing a global platform for innovation hubs and co-working spaces known as 500 Spaces, launching a USD 100 million fund to develop and scale the business model across different regions including the Middle East, North America, Asia, Europe and North Africa.

Looking ahead

We at SHUAA, like everyone else, are all concerned about the spread of Covid-19; this situation is truly unprecedented and disrupting the daily lives of many around the world. Our primary concern is with the human toll this outbreak has taken and may yet take and the wellbeing of our shareholders, investors, partners and employees. We continue to closely monitor the latest advice from authorities on the current situation and revise our operations accordingly in response to the evolving situation. Through our robust business continuity plans in place we have remained fully operational across our platforms and are working relentlessly on continuing to engineer best in class solutions and create value during this challenging market environment.

Our strategic plan, ambition and talent will enable us to endure the downturn and strengthen our position as the region's leading asset management and investment banking group. We are confident that we have both the opportunity and the expertise to deliver on our objectives going forward. Our track record of creating value for our clients, employees and shareholders makes us confident in our ability to maintain profitability and achieve medium-term growth targets through the cycle.

On behalf of SHUAA, I would like to take this opportunity to wish you and your families good health through this demanding period. Thank you for your support during this transformational year and for your continuing support in the year ahead.

Jassim Alseddiqi
Chief Executive Officer

BUSINESS MODEL AND STRATEGY

Following our merger with Abu Dhabi Financial Group, SHUAA Capital has created a powerful and unique platform that operates across two main segments (asset management and investment banking) and two main regions (the Gulf and the United Kingdom). The combined entity is led by a best-in-class Board of Directors and an experienced and dynamic management team. As part of this merger our company has announced a defined and focused strategy to help reach our goals in 2020 and beyond.

MERGER WITH ADFG AND NEW BUSINESS MODEL

A Successful and Transformational Merger

On August 1, 2019 SHUAA completed a transformational merger with Abu Dhabi Financial Group (ADFG), creating the leading asset management and investment banking platform in the region.

The transaction represented a natural next step in a relationship that began with ADFG's initial investment in SHUAA in November 2016, which has helped our company make continued progress towards long-term sustainable profitability.

Under the terms of the transaction, SHUAA Capital psc issued 1,470,720,000 new SHUAA shares, at a price of AED 1 per share, to ADFG's parent company Abu Dhabi Capital Management (ADCM) in return for the entire issued share capital of ADFG, making ADCM owner of 58% of the enlarged entity.

The agreed valuation represented a 60% premium to SHUAA's share price on 21 March 2019, the last day of trading before news of the potential transaction was announced.

Following the admission of the new SHUAA shares, our company's issued share capital increased from 1,065,000,000 SHUAA shares to 2,535,720,000 SHUAA shares, with the new SHUAA shares subject to a 12-month lock-up from the date of admission.

Two businesses combine to create a regional financial services powerhouse

ADFG

- Leading investment group with assets under management of USD 11.5 billion [1]
- Unique expertise in managing multiple asset classes across various geographies
- Strong track record of providing innovative client solutions with superior value creation

SHUAA

- Regional market-leading Investment banking and capital markets expertise
- Strong footprint in 6 countries with a wide product offering
- Long-standing presence with deep local and regional relationships

- Provide clients with multi-asset-class expertise with a demonstrable track record
- Accelerate growth as a leading regional asset management firm
- Diversify revenue streams and improve profitability
- Create shareholder value through significant synergies

1. At the time of the transaction

ADFG and SHUAA are building on a successful partnership

- **1979**: Arabian General Investment Corporation (AGICO) established in the UAE
- **1984**: AGICO listed on the Kuwaiti Stock Exchange
- **2001**: AGICO renamed SHUAA Capital PSC
- **2008**: Global financial crisis resulting in largest loss in SHUAA's history
- **2011**: Incorporation of ADFG
- **2016**: **ADFG acquisition of 48.4% of SHUAA**
- **2017**: SHUAA refocuses on investment banking and capital markets businesses; expansion into Kuwait and Turkey. SHUAA's best financial results since 2007
- **2019**: **Merger of ADFG with SHUAA**

A Strategically Compelling Transaction

The merger made compelling strategic sense, resulting in a combined entity with enhanced and complementary multi-asset-class expertise, an unmatched track record of creating added value for clients, and strengthened competitive positioning as a leading regional asset manager and investment bank.

The merger also brought other key benefits, including:

- Establishing a customer-centric and full-service asset management and investment banking platform with a distribution capability in some of the most active and relevant geographies in the region and internationally
- Creating a growth engine to accelerate our asset management leadership, providing strong cash flows for our company and underpinning earnings visibility going forward
- Diversifying revenue streams to create a stronger business overall
- Realizing significant synergies

Creating a leading regional asset manager

Investment Solutions — USD 0.8 billion

Discretionary Portfolio Management
Custody & Execution
Alternative Investment Portfolios
Advisory Services
Alternative Investment Strategies

Real Estate — USD 10.7 billion

Real Estate Asset Management
Real Estate Development
Real Estate Advisory

Public Markets — USD 0.9 billion

Open-Ended Funds
Close-Ended Funds

Private Markets — USD 1.4 billion

Direct Investments
Co-Investments
Private Equity Funds
Real Estate Private Equity Funds

Note: Due to rounding, numbers may not add up precisely to the total

Operating across businesses

Asset Management				Investment Banking	
Public Markets	Private Markets	Real Estate	Investment Solutions	Banking	Markets
Investments in publicly listed securities through fund structures, with a focus on the Middle East	Private equity/ debt investments in private companies and funds, with a focus on turnaround, distressed and special situations	Vertically integrated specialised platforms across the value chain and geographies	Specialised product platform to advise clients and create bespoke multi-asset class portfolios	Boutique investment banking services	Sales & trading platform primarily focused on fixed income, currencies and commodities
Fixed Income Equities		Development Asset Management Fund Management Advisory	Advisory Services Custody & Execution Discretionary Management	M&A Advisory DCM ECM Debt Arranging & Syndication	Fixed Income Global Execution

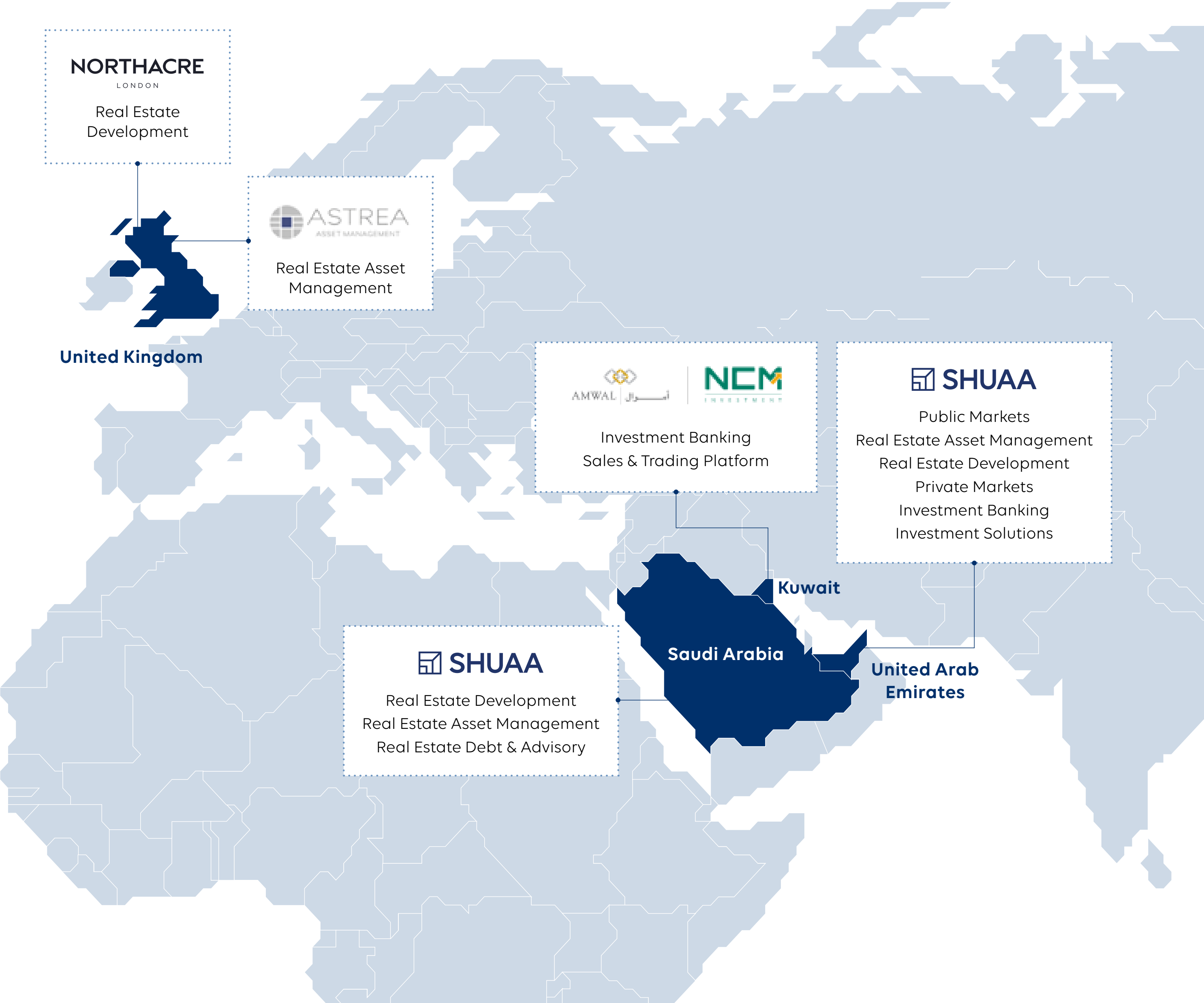
MERGER WITH ADFG AND NEW BUSINESS MODEL

Operating across geographies

8
Countries of Operation[1]

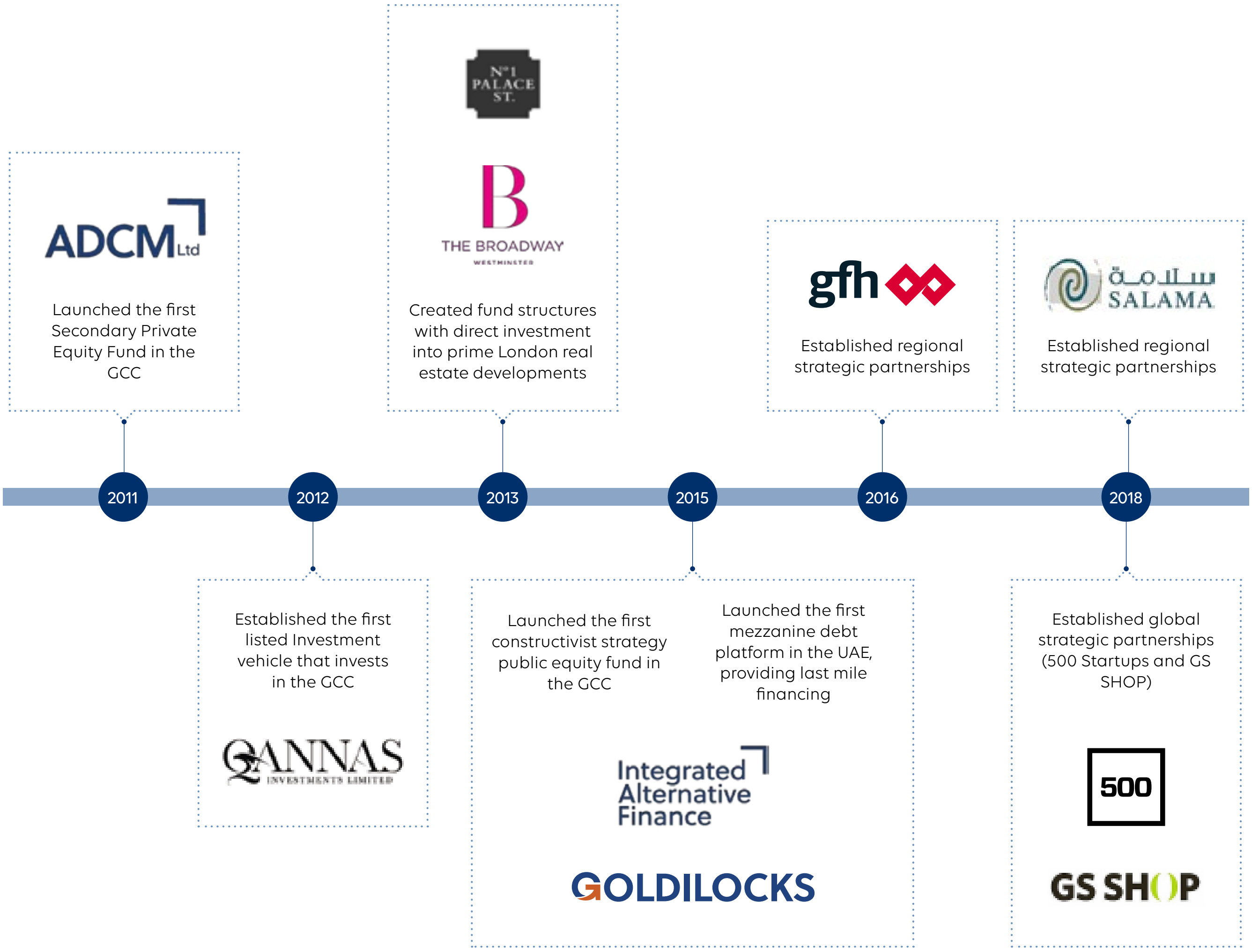
350+
Employees[1]

22
Nationalities[2]



Note: Location map is not representative of all SHUAA subsidiaries
1. Includes all subsidiaries
2. Refers to SHUAA UAE and KSA only

A track record of driving product innovation and strategic partnerships



Leveraging our Combined Strengths

By integrating our companies, we are better positioned to excel given we now have fundamentals for a stronger business, with diversified revenue streams and improved earnings visibility. We have implemented the best platform to leverage our combined strengths and accelerate our growth ambitions. Our strength and value as an industry-leading, diversified and profitable company are underpinned by proven achievements, including a record of growth, a unique product offering, recurring revenue streams, strong margins and most importantly, the ability to scale.

As a combined firm, since 2014 we have grown our assets under management (AUM) by circa 800%, from USD 1.7 billion to circa USD 14 billion, making SHUAA the second largest asset manager in the GCC. Moreover, we generate 25% of our revenues from recurring AUM business in addition to high IRRs across investment platforms. As a combined company, we are led by a best-in-class Board of Directors and a seasoned and dynamic senior management team.

BOARD OF DIRECTORS

Fadhel Alali

Chairman

Fadhel Alali is currently Deputy CEO and Head of Corporate and Investment Banking of First Abu Dhabi Bank (FAB).

Prior to joining First Abu Dhabi Bank in 2017, Mr. Alali was the CEO of Dubai Holding, a global group with assets of USD 35 billion. Under his visionary leadership, Dubai Holding recorded its highest-ever profit, since its inception. Mr. Alali started his career at Citibank in 1989, and later, was appointed UAE Head of Distribution, before parting ways to join Dubai Holding in 2005.

In addition to being a member of the Executive Committee of the First Abu Dhabi Bank, Mr. Alali is also on the Board of FAB (Suisse) Private Bank SA and Dubai Financial Services Authority.

Mr. Alali holds a Bachelor of Science in Industrial and System Engineering from the University of Southern California and a degree in High Performance Boards, from the International Institute of Management Development, Lausanne.

Ahmed Bin Braik

Vice Chairman

Ahmed Bin Braik held senior positions within Majid Al Futtaim Holding (MAF) for nearly 10 years, retiring as Deputy CEO of the Group Holding Company and a member of the Holding Board.

Prior to joining MAF, Mr. Bin Braik founded Dubai Bank and served as its Chief Executive Officer. Mr. Bin Braik was also Founder and Board member of the Dubai International Financial Centre and Dubai Economic Council, as well as Board member of Bank Islam Malaysia, MasterCard Middle East and the Emirates Institute for Banking and Financial Studies.

Mr. Bin Braik currently holds directorships at the Dubai Economic Council and British Telecom Saudia. A member of the Association of Accounting Technicians, Mr. Bin Braik is a graduate of Leeds University.

H.E. Hafsa Abdullah Mohamed Sharif Al Ulama

Director

H.E. Hafsa Al Ulama is currently the Ambassador of the United Arab Emirates (UAE) to the Federal Republic of Germany. Prior to this position, H.E. Al Ulama was the Ambassador of the UAE to the Federative Republic of Brazil, Ambassador of the UAE to Montenegro, non-resident Ambassador of the UAE to Kosovo, and Managing Director of Abu Dhabi Capital Group (ADCG).

She also held significant positions in the Ministry of Economy and Planning and Citibank UAE, where she became the first woman Vice President.

H.E. Al Ulama holds an MSc in Analysis, Design and Management of Information Systems from the London School of Economics and Political Science and a BA in Economics from San Diego State University.

Abubaker Seddiq Alkhoori

Director

Adubaker Seddiq Alkhoori is the Group Chief Executive Officer of Abu Dhabi Capital Group.

Previously, Mr. Alkhoori was Chairman of Abu Dhabi Airports Company, Aldar Properties and The National Investor. Prior to that Mr. Alkhoori was Managing Director of Sorouh Real Estate and worked as Assistant Director of the Abu Dhabi Investment Authority.

Mr. Alkhoori has around 25 years of experience in finance and international investment and is currently a Board member of Abu Dhabi Ports Company, a Board Member of ADCORP and Al Dhabi Investment Co.

Mr. Alkhoori holds a Bachelor in Finance from Linfield College and is a certified and member of the Association for Investment Management and Research.

Jasim Al Ali

Director

Jasim Al Ali is Chief Executive Officer of First Gulf Properties L.L.C. and Mismak Properties L.L.C.

Mr. Al Ali is also Chairman of both Green Emirates Properties P.S.C., and Sensaire Services L.L.C. as well as a Board Member at Aseel Finance, Eshraq Investments and Dubai First.

Prior to joining First Gulf Bank PJSC. as Head of Real Estate, Mr. Al Ali held many prominent positions at DP World and played a key role within Dubai Properties Group's leadership team.

Mr. Al Ali completed his education in prominent institutions in the United States and United Kingdom and obtained an MBA from the University of Leicester.

Masood Mahmood

Director

Masood Mahmood holds the position of Chief Executive Officer of Yahsat, the UAE-based satellite communications operator wholly owned by Mubadala Investment Company.

Mr. Mahmood is a Board member of the United Arab Emirates Space Agency and of DU Telecommunications Company as well as Chairman of DU's investment committee. Mr. Mahmood is also a Board member of Yahlive and the EMEA Satellite Operators Association.

Mr. Mahmood served for more than a decade in a number of high-profile government and semi-government entities in the UAE, such as Dubai Holding and the Executive Office of H.H. Sheikh Mohammed Bin Rashid Al Maktoum.

Mr. Mahmood holds a Bachelor of Science in Computer Systems Engineering from Boston University and an MBA in Finance from McGill University.

Ahmed Alahmadi, CFA

Director

Ahmed Alahmadi is an Associate at Mubadala Investment Company. Mr. Alahmadi is part of the mergers and acquisitions team, assisting teams across the group in sourcing deals and executing transactions.

Prior to his current role, Mr. Alahmadi worked for over three years at both Mubadala and Rothschild & Co on global energy and power deals. He served as Board member at Integrated Capital from 2017 to 2019.

Mr. Alahmadi is a CFA charter holder. He holds a Bachelor in Chemical Engineering from University College London and a Master's degree in Risk Management and Financial Engineering from Imperial College London.

Sitting from left:

Fadhel Alali
H.E. Hafsa Al Ulama
Ahmed Bin Braik

Standing from left:

Ahmed Alahmadi
Jasim Al Ali
Abubaker Seddiq Alkhoori
Masood Mahmood

SENIOR MANAGEMENT TEAM

Jassim Alseddiqi

Chief Executive Officer

Jassim Alseddiqi is the Chief Executive Officer of SHUAA Capital psc, the DFM-listed entity and a leading asset management and investment banking platform created by the merger of SHUAA Capital and Abu Dhabi Financial Group, with c. USD 14 billion in assets under management and with offices throughout the Middle East and the United Kingdom.

Mr. Alseddiqi is known for his dynamic and innovative approach, having pioneered many investment strategies in the region. He is currently the Chairman of GFH Financial Group, Islamic Arab Insurance Company (Salama), Eshraq Investments, Khaleeji Commercial Bank and The Entertainer. He also serves on the Boards of First Abu Dhabi Bank (FAB), Abu Dhabi Capital Group, ADNOC Distribution and Dana Gas.

Mr. Alseddiqi holds a BSc in Electrical Engineering from the University of Wisconsin-Madison and an MSc in Electrical Engineering from Cornell University. He has also served as a noted lecturer at the Abu Dhabi-based Petroleum Institute.

Mustafa Kheriba

Deputy CEO & Group Head of Asset Management

Mustafa Kheriba is the Deputy Chief Executive Officer and Group Head of Asset Management of SHUAA Capital psc., where he manages investments and business development as well as oversees deal origination and fundraising.

Mr. Kheriba currently serves as Executive Director of Northacre PLC and is also a Board member and Managing Director of Gulf Finance Corporation in the United Arab Emirates and the Kingdom of Saudi Arabia. He also serves on the Board of Khaleeji Commercial Bank, Gulf Finance House, Reem Finance, Islamic Arab Insurance Company (Salama) and ADCorp Ltd.

Prior to his current role at SHUAA, Mr. Kheriba held senior posts in financial services and investment companies in the GCC, USA and Canada. He was named among the top 50 MENA fund managers by MENA FM Magazine.

Mr. Kheriba holds a BA from the University of Toronto and an MBA Magna Cum Laude from Ohio Dominican University.

Bechara Raad

Chief Operating Officer

Bechara Raad is the Chief Operating Officer of SHUAA Capital psc. He is responsible for overseeing the Group's support and operational functions and ensuring timely provisions and allocation of human, financial and physical resources.

Mr. Raad has nearly 30 years of professional experience, having held several senior positions in the financial services industry, including Chief Operating Officer at Credit Suisse for the Middle East and Africa and Chief Operating Officer at Bank Audi in Saudi Arabia. He also has extensive experience in high-tech firms and entrepreneurial ventures.

Mr. Raad holds a BE in Electrical Engineering from the American University of Beirut, an MSc in Electrical Engineering from Virginia Tech, and an MBA from INSEAD.

Joachim Mueller

Chief Financial Officer

Joachim Mueller is the Chief Financial Officer of SHUAA Capital psc. He is responsible for driving operational excellence across the company's finance, treasury, tax and investor relations functions as well as providing budgeting, decision-making and reporting support to SHUAA's portfolio companies. Joachim also leads the digital transformation programme at SHUAA.

Mr. Mueller has more than 22 years of international experience across investment banking and finance. Prior to working at SHUAA, Mr. Mueller held several senior positions at Deutsche Bank in Frankfurt and London, including CFO for EMEA and Group Head of Investor Relations. Earlier, Mr. Mueller was a top-ranked sell-side equity research analyst at JP Morgan, HSBC and Credit Agricole Cheuvreux in London and Frankfurt.

Mr. Mueller holds an MSc in Investment Management from Cass Business School London and a Bachelor in European Business from Manchester Metropolitan University and University of Applied Sciences Bochum. He was also a guest lecturer at the Ludwig Maximilian University Munich's Institute of Strategic Management.

Bachir Nawar

Chief Legal & Compliance Officer

Bachir Nawar is the Chief Legal & Compliance Officer of SHUAA Capital psc. He manages the multijurisdictional legal and compliance requirements of the business and acts as the Corporate Secretary to the Board.

With over 18 years of experience, Mr. Nawar focuses on transactional cross-border work and strategic distressed acquisitions. He is known for his expertise in governance and shareholder activism and is specialised in the implementation of portfolio turnaround strategies.

Mr. Nawar holds an LLB from Saint Joseph University in Beirut, Lebanon.

From left:

Bachir Nawar
Mustafa Kheriba
Jassim Alseddiqi
Bechara Raad
Joachim Mueller

OUR VISION & STRATEGY

Our Vision

SHUAA's mission is to create sustainable value for clients, employees and shareholders by engineering innovative investment solutions and differentiated product offerings for institutional clients and high-net-worth individuals.

Our business philosophy is rooted in a drive for excellence and performance, uncompromising integrity, and a strong team culture.

Leading Regional Investment Manager	• Strengthen fundraising capabilities • Create permanent capital vehicles and grow AUM • Increase product suite and cross-selling opportunities
Regional Dominance in Investment Banking	• Dominate fixed income trading and capital markets business in the GCC • Strengthen advisory capacity
High-Performance Workplace	• Strengthen culture of performance and teamwork • Develop skills and capabilities • Attract, nurture and retain best talent
Innovation Leadership	• Solidify position as a product innovation house • Challenge the status quo • Develop the client journey
Process-centric & Digitally-enabled Platform	• Become a process-driven organisation • Embrace data-driven strategies, analytics and AI • Scale, improve and utilise the operating platform

We deliver uncompromising quality to our customers

Our People

SHUAA's strength is derived from our experienced and diverse workforce. We're proud to employ a workforce from over 20 different countries. A quarter of our employees are women, and the average experience of our management team members spans more than 18 years.

20+
nationalities of employees[1]

18+ years
average experience of senior management

One Firm Culture

85%
staff retention employees[2]

25%+
firmwide female representation

1. Relates to SHUAA UAE and KSA only
2. Excludes terminated contracts

Our Strategic Levers

To achieve our business goals, SHUAA has defined three strategic levers.

The first is to strengthen and grow our core businesses by expanding our regional footprint, growing our asset management business and expanding our investment bank franchise, to enable us to access new revenue pools.

The second is to diversify the products and services within those core businesses, growing our fixed income platform and our permanent capital vehicles whilst engineering new products, resulting in increasing recurring income.

The third is to scale our platform and operate it more efficiently by optimising our balance sheet structure, reducing funding costs and digitising the organisation, which will lead to increased profitability and strengthened control.

Defined strategic levers

Strengthen and grow core businesses	Diversify products and services within core businesses	Scale the platform and operate more efficiently
Expand regional footprint[1]	Grow fixed income platform	Increase operational efficiency
Grow asset management business	Grow permanent capital vehicles	Optimise balance sheet structure and reduce funding costs
Expand investment bank franchise	Engineer new products	Digitise the organisation
Access new revenue pools	Increase recurring income	Increase profitability Strengthen control

1. Across Investment Banking and with Family Offices and Ultra High Net Worth individuals

MARKET REVIEW

An overview of the global macroeconomic environment, equity, fixed income and real estate markets during 2019 as well as the outlook for 2020.

MARKET REVIEW

The 2019 Global Economy and Markets

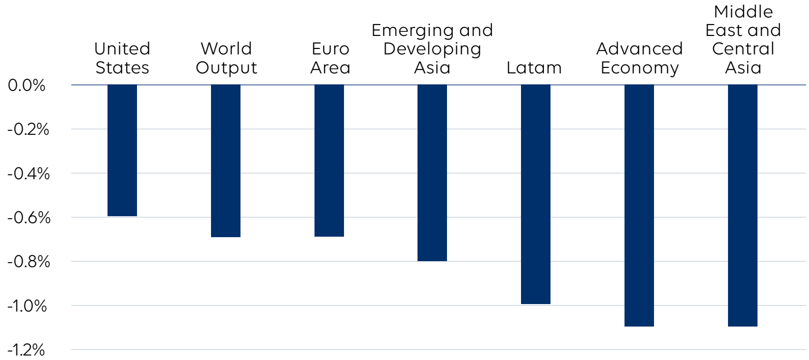
Although at the start of 2018 the US economy was plagued by expectations over Federal Reserve ("Fed") rate policy, the US-China trade war, a modest corporate earnings outlook and a weakening investment climate, 2019 was very positive for US equities, with the S&P 500 returning 29%. Furthermore, multiples continued to expand during the year on the back of a strong Fed stimulus programme (three rate cuts totalling 75 bps and USD 400 billion of Fed balance sheet expansion), a growing labour force and robust consumer demand. Emerging market equities (MSCI Emerging Markets Index) ended 2019 returning 18% in dollar terms, after 2018's 15% decline.

Major trade developments such as tariff reductions on Chinese goods and a agreement amongst the US, Mexico and Canada, along with accommodative monetary policies by emerging market Central Banks and a stable dollar, remained the biggest drivers of emerging market equities' performance in 2019.

The key risk for 2020 is the spread of Covid-19, which if not contained in a reasonable amount of time can significantly weaken the global and local economy. The Organisation for Economic Co-operation and Development recently slashed its global growth forecast for 2020 by half, from 2.9% to 1.5%, and the IMF has signaled that it will issue a significant revision soon. Equity markets look increasingly exposed to volatility, as investors continue to re-price both equity and credit risk, given the expectation that company revenues will drop sharply, costs will likely go up, credit lines will likely be drawn and new debt issuances might get more difficult (especially for highly leveraged companies) to source.

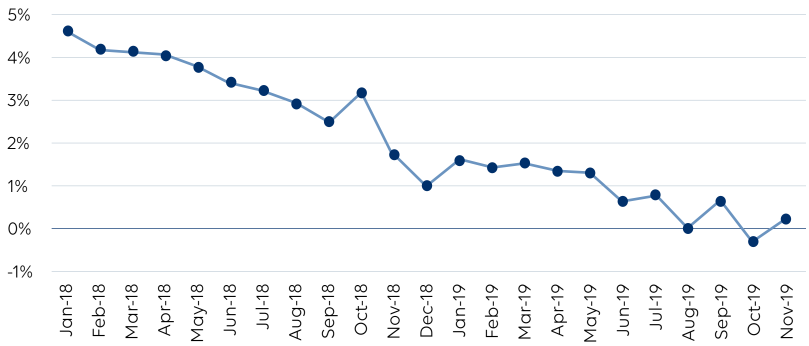
With a growing recognition across the investor community that a U-shaped recovery is more likely, we might see severe dislocations in equity prices for a period of time. That being said, global central banks are fast acting to provide liquidity through rate cuts, purchases of bonds and cuts in reserve requirements. This, along with clear visibility of spread of the pandemic reducing (whenever that happens) will provide a great sense of relief to the market. Whilst we acknowledge that investors should be cautious to prepare for the long haul, and not to rush in, we do firmly believe that a true market crisis should never go wasted.

Global growth weakened* in 2019 due to higher trade barriers and increasing geopolitical tensions



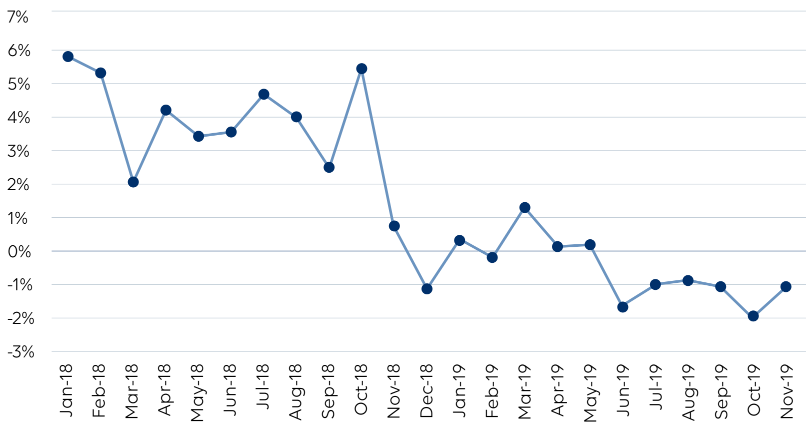
* Source: Decline in Real GDP in 2019 over 2018; IMF

The last year has seen a slowdown in industrial activity across the globe



Source: CPB World Industrial Production Volume excluding constructions

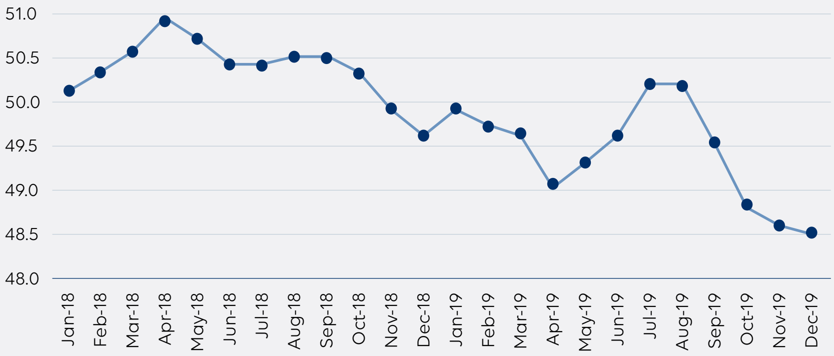
Growth in global trade contracted in 2019, given strained trade relations between the US and China



Source: CPB World Trade Monitor

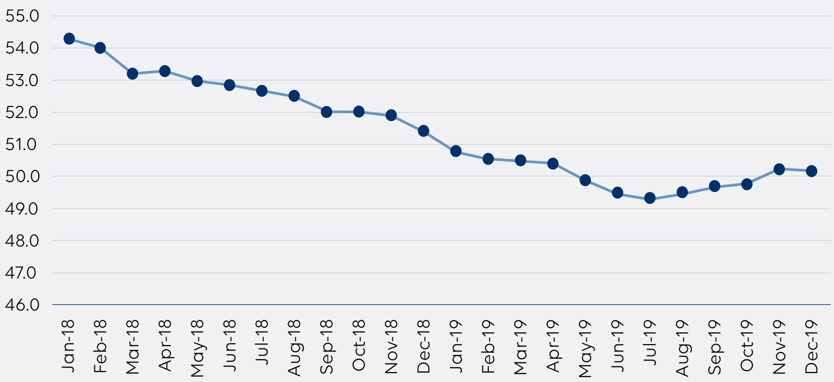
A key risk for 2020 is the spread of Covid-19, which if not contained in a reasonable amount of time can significantly weaken the global and local economy.

The IPSOS Global Consumer Confidence Index was down to 48.5 by the end of 2019, indicating a lesser propensity by consumers to invest and spend



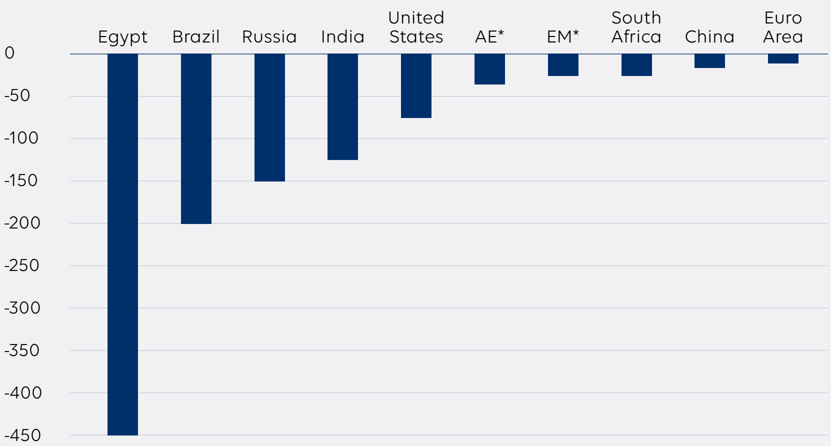
Source: IPSOS Global Index

Although the Global Manufacturing PMI recorded its lowest point in July 2019, recent data signals a modest easing in numbers



Source: JPM Global Manufacturing PMI, Bloomberg

Globally we have seen 131 cuts (monetary easing) by Central Banks in 2019 in a joint effort to shore up their economies



Source: JPM Global Manufacturing PMI, Bloomberg
* GDP weighted

1.5%

The Organisation for Economic Co-operation and Development recently slashed the global growth forecast for 2020 growth by half (2.9%).

MARKET REVIEW

Major Performance Indices[1]

	2019 Return	PE 1-Year Fwd	PB 1-Year Fwd	Dividend Yield TTM
S&P 500	28.9%	15.2x	2.6x	1.8%
MSCI EM	15.4%	11.2x	1.1x	2.5%
MSCI All Country World	24.0%	13.9x	1.7x	2.4%
Saudi Arabia - Tadawul	7.2%	14.4x	1.5x	3.3%
Dubai - DFM	9.3%	5.3x	0.6x	4.3%
Abu Dhabi - ADSMI	3.3%	9.3x	1.1x	5.0%
Qatar -DSM	1.2%	11.7x	1.3x	4.1%
Kuwait – All Share	23.7%	7.2x	0.8x	3.5%
Oman- MSM 30	(7.9%)	5.7x	0.6x	7.6%
Bahrain - BHSEASI	20.4%	7.8x	0.7x	4.9%
Egypt- EGX100	(19.1%)	6.7x	1.1x	4.6%

1. As of 26 March 2020

Regional Markets

The GCC markets managed to close the year in the green last year, but significantly underperformed their developed and emerging market peers. The S&P GCC Composite Index closed the year with a 7.6% gain, whilst the S&P Pan Arab Index was up 8.2%. Regional USD flows (excluding passive flows) into the GCC remained weak, leading to churn by investors from existing portfolios. Geopolitical tensions, global demand weakening due to the Covid-19 virus, oil price volatility, global trade tensions and growth fears took a toll on markets during 2019.

Kuwait

Kuwait was the best-performing market in the GCC with a 24% return, outperforming the MSCI EM by 13% and MENA by 17%., due to its stable macro outlook, low non-local foreign ownership relative to regional markets, lowest fiscal break-even (USD54/bbl) in the GCC and strongest earnings growth in the GCC in 2019. Growth was led by heavyweights such as National Bank of Kuwait, Kuwait Financial House and Mobile Telecommunication. In December 2019, MSCI confirmed its decision to upgrade Kuwait to Emerging Market status in November 2020 (delayed from May 2020).

UAE

The Dubai Financial Market (DFM) was the third best performer next to Bahrain and ended the year with a gain of 9.3%, outperforming Abu Dhabi's ADSMI by 600 bps. Dubai stock performance was tied to the 59% return by ENBD, weighted 25% in the index. Fundamentally, the economy was feeling the brunt of a lethal combination of strong dollar and weak oil prices, compounded by dwindling tourist numbers from key markets such as Saudi Arabia, Kuwait and Oman. Weakened purchasing power of visitors and oversupplied hotel rooms diminished the profitability of the real estate and hospitality sectors, whilst weakened global trade weighed on the logistics and transportation sectors in 2019. 2019 also saw several reform measures announced by the government focusing on Visa rule, reduce the cost of doing business as well as opening the economy to further foreign investment, which when implemented will yield positive results for markets.

Saudi Arabia

Regionally, Saudi Arabia was the most volatile market; Tadawul was up 20% by mid-year, plunged to -4%, and rebounded to finish at +7% for the year as a whole. The banking and energy sectors outperformed and were the key drivers of the index, whilst the petrochemical sector underperformed in line with a sharp decline in global prices. Aramco made a strong debut on the Tadawul exchange in Q4 2019, ending the year 10% above its IPO price. Currently, Tadawul trades at one standard deviation above its historical average price-earnings. With the index story nearly ending (March 2020 will be the last phase of implementation of FTSE inclusion), the earnings and growth outlook will likely be the key points of focus in 2020.

Egypt

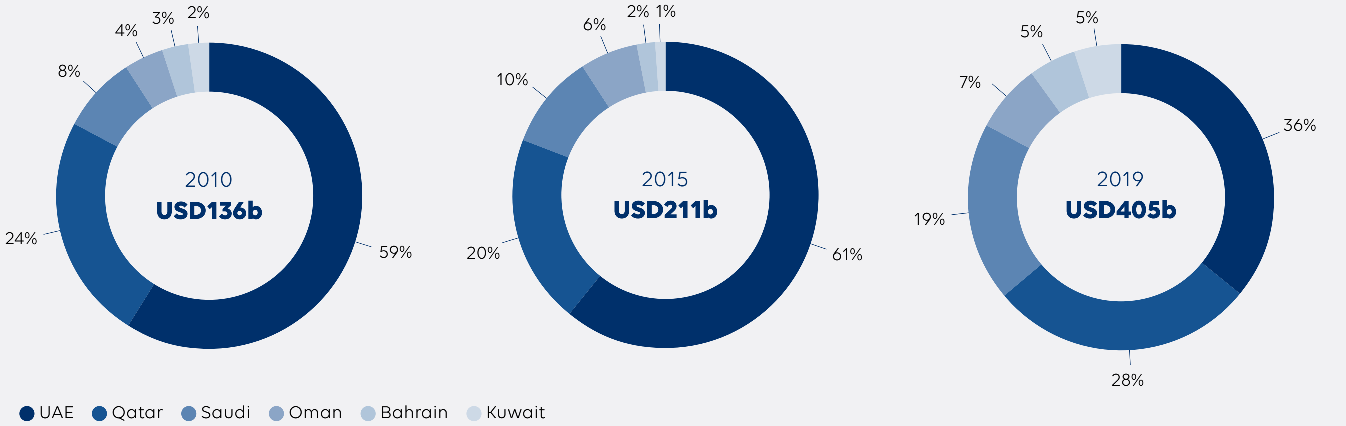
Egypt continued to disappoint investors, despite consistent improvement in macroeconomic indicators. The EGX100 declined 19% in EGP terms and 10% in USD terms in 2019. However, Commercial International Bank (COMI) outperformed the market, delivering 40% returns in 2019. The divergence in performance signifies that COMI was driven by foreign liquidity, unlike the rest of the market where local liquidity was significantly weak (driven by weak local sentiments), down 30% year-on-year in 2019. EGX valuations remain attractive at 10x estimated 2020 earnings, with an estimated 2019-21 Earning per Share (EPS) CAGR of 20%. Egypt's discount to Emerging Market is at all-time high of 25% on forward Price/Earnings (P/E) multiple.

The Dubai Financial Market (DFM) was the third-best performer in the region, ending the year with a gain of 9.3%.

Fixed Income

GCC fixed income delivered a 15% return in 2019, slightly outperforming emerging markets credit (+14%). Although the JP Morgan Bond Index inclusion was one of the main catalysts for the outperformance, investors have demonstrated resilience to regional risk events during the year, suggesting favorable risk-reward calls to stick with GCC papers. For the first time in history, total primary market issuance (in hard currency) in the GCC touched USD 100 billion in a single year. 2019 also marked the debut of USD 17 billion in deals in the GCC (USD 12 billion by Aramco alone) from 11 issuers making debut offerings through public and private placements. Outstanding bonds from the GCC are worth USD 405 billion, accounting for around 10% of the EM index. Of this, the UAE is the largest constituent, accounting for 36% the GCC bond market, followed by Saudi (28%), Qatar (19%), Oman (7%), Bahrain (5%) and Kuwait (5%).

Growth of GCC Credit Market Over the Last Decade (2010-2019)



Source: Bloomberg

In early 2020, the emerging market (EM) credit market experienced an exceptional sell-off due to the threat of the Covid-19 pandemic, lower commodity prices, and investors' intense risk aversion, turning to USD cash buffers. This risk-off sentiment which was driven by concerns around the weakening of economic activity translated to a substantial widening of emerging market spreads. Accordingly, emerging market credit default swaps are currently pricing a default rate of 31.4%, albeit below the rate during the global financial crisis.

That said, we expect credit spreads to rebound, once the pandemic runs its full course and global financial conditions improve, as there are very few places to hide for an income-oriented investor portfolio, especially given the massive amount of negative-yielding assets around the world.

For GCC bonds, the US dollar pegs have worked wonders for the region, as they eliminate currency risk, especially when the US economy is on stronger footing compared to the rest of the world. Demand and supply dynamics in the GCC market will continue to be strong in 2020 (albeit lower than 2019 given the economic disruption), with the majority of issuers being sovereign, quasi-sovereign and banks.

Additionally, with USD 13 trillion of negative bonds around the world, the hunt for yield will continue as investors, insurance companies and pension funds have less assets to source in order to match their liabilities. The key downside risk for the region is a prolonged virus threat running into Q2 2020, oil prices remaining lower for longer and an escalation of geopolitical tensions.

REAL ESTATE MARKET FOCUS

2019 UK Macroeconomic Update

Q4 2019 was defined by the result of the General Election on 12 December. Until then, continued uncertainty pervaded the economy. The Conservative Party's greater than expected majority of 80 seats has provided a clear position on formally departing from the EU at the end of January 2020 and enables the Government greater ability to push through policy.

Prior to the election, Brexit had a dampening effect on the UK economy throughout 2019. By year-end, underlying growth had slowed, and the UK's mature recovery was facing a downward momentum.

High volatility characterised the year, with GDP falling 0.2% in Q2 2019, rebounding gently in Q3 2019 to 0.3% and is expected to rise at a slower rate of 0.2% for Q4 2019.[1]

Throughout 2019, UK inflation (CPI) has trended downwards, ending the year at 1.4%, its lowest level for three years.

With the economy potentially stalling, the Bank of England ("BOE") may need to cut interest rates to spur the UK economy again. At the Monetary Policy Committee's ("MPC") December meeting, a majority of 7-2 voted to hold the Bank Rate at 0.75%.

However, in light of the sluggish UK economic growth and falling inflation rate, four of the nine members announced that a rate cut would be necessary if there was no improvement in the data.

BOE Governor, Mark Carney cited the 'limits to monetary policy', and the dangers of a 'liquidity trap' as the BOE has little ammunition to avoid a future recession, leaving much of the heavy lifting to fiscal policy to stimulate economic growth.

The UK's labour market remains stable, with the unemployment rate broadly flat at 3.8% over the last year, although this rate is the lowest level since early 1975. However, persistent poor productivity remains problematic. Historically, UK labour productivity averaged 2% PA growth, but since the 2008/2009 recession, it has stagnated.[2] The level of labour productivity in Q3 2019 was only 2.4% above what it was 11 years earlier in Q4 2007.

The CBI's quarterly gauge of manufacturing optimism in the UK fell by -44 in the last quarter of the year, its lowest level since 2009. Post quarter confidence rebounded +23 in light of UK political certainty stemming from the General Election.[3]

Inward investment intentions also deteriorated in Q4, with plans to spend on buildings, plant & machinery and training & retraining recorded at their most negative since the financial crisis.

However, following the Election, various indicators point to renewed optimism. The prospect of sweeping change to the current business environment under a Jeremy Corbyn-led Labour government has disappeared. A recent survey of FTSE 100 CFOs[4] has seen the largest-ever increase in confidence and now stands at its highest level since the survey started in 2007. Perceptions of external uncertainty have fallen from near-record highs to about-average levels. CFOs' plans for investment have risen sharply.

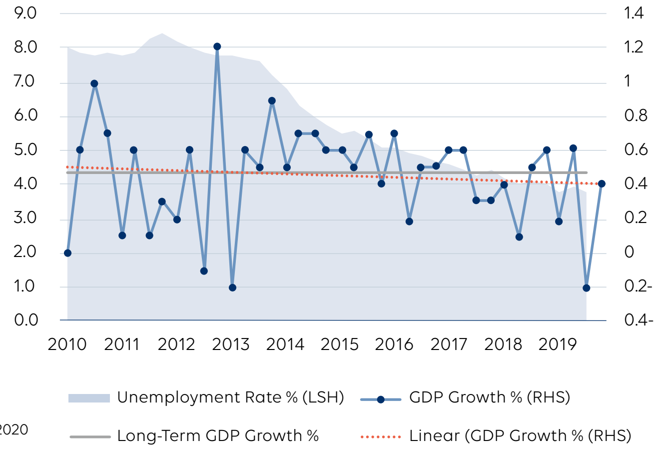
Sterling rallied post-election, as did the FTSE 100, with UK stocks closing up 2.25% on the second day of the new Conservative party majority, marking its biggest gain since December 2018.

But the vital question of the UK's future trading relationship with the EU remains a major area of uncertainty and thus the key question remains: is the change in sentiment durable?' Consensus indicates that sentiment will continue to fluctuate until the future relationship with the EU is clarified. Until then, bumps along the road are likely to continue.

Key Performance Indicators | UK Economy

	Q4 2019		Q3 2019	Q2 2019
GDP[5]	e0.2%	▲	0.30%	-0.20%
Base Rate[6]	0.75%	◀▶	0.75%	0.75%
CPI[7]	1.40%	▼	1.70%	2.00%
Unemployment[8]	3.80%	▼	3.90%	3.80%
10 Year Gilt[9]	0.70%	▲	0.49%	0.82%
FTSE 100[10]	7,105	▼	7,426	7,416

The UK's Late Cycle Recovery



1. ONS | United Kingdom GDP Growth | 2020
2. ONS | Labour Productivity | 2020
3. CBI | Business Confidence | 2020
4. Deloitte | CFO Survey | 2019
5. ONS | Gross Domestic Product | 2020
6. Bank Of England | Base Rate | 2020
7. ONS | Consumer Price Index | 2020
8. ONS | Unemployment | 2020
9. Trading Economics | Government Bond 10 YR | 2020
10. Trading Economics | FTSE 100 | 2020

Market dynamics led to an improving rental profile across most Central London submarkets.

32%

of the pipeline is let with both 25 Berkeley Square and 18-19 Hanover Square fully committed prior to their completion in 2020.

London Office Market

Occupational Market

Solid occupational demand in the Central London office market, buoyed by certainty following the results of the UK's General Election, boosted statistics for Q4. During the quarter, Central London take-up continued above trend, at 3.6m sq ft against a 10-year average of 3.3m sq ft.

Similarly, West End quarterly take-up remained above trend at 1.3m sq ft against the 1.1m sq ft 10-year average.

Notable deals across the West End include a 88,000 sq ft letting by Facebook at 10 Brock Street and Apollo taking 83,000 sq ft in 1 Soho Place. Second-hand space is also performing well, with Rokos taking an additional 4,000 sq ft at 23 Savile Row equating to £115 PSF.

Positive net stock absorption reveals robust demand supporting Central London in Q4 2019. A positive net growth of 500,000 sq ft in occupied stock continues to climb from its negative territory at the same quarter last year.

In the Mayfair and St James's submarket, take up was practically in line with the 10-year average of 0.24m sq ft.

On the supply side, Central London vacancy rates remain historically low at 4.1% against a long term average of 5% and within the West End, levels are even tighter at 2.8%.

The availability across Central London continues to fall, which is now 12.3m sq ft against the long-term average of 14.2m sq ft of which second-hand space is now at a peak, reflecting 72% of total availability. This trend is reflected across the West End, where second-hand space makes up 82% of total availability, at 3.5m sq ft.

A tight development pipeline demonstrates that Central London's restricted supply is unlikely to be alleviated in the next 18 – 24 months, with 57% of developments already pre-let until 2023. Whilst slightly lower, the West End has 47% of stock already committed, prompting occupiers to look further ahead to secure the right accommodation.

Despite being 'late cycle', the West End development pipeline amounts to one year's worth of take-up. Major schemes already committed across the West End include 80 Charlotte St in Fitzrovia and 1 Soho Place. No scheme is capable of providing more than 60,000 sq ft in 2020. Across the Mayfair and St James sub markets, 32% of the pipeline is let, with both 25 Berkeley Square and 18-19 Hanover Square fully committed prior to their completion in 2020.

Ultimately these market dynamics feed through to an improving rental profile across most Central London submarkets, with prime rents achieving £110 PSF. Whilst tenant incentives have remained stable over the past few quarters, the expectation is that these will now tighten given the continued underlying strength of the market.

Investment Market

The change in investor sentiment has led to a spike in transactions at year-end, above the long term average. Quarterly investment volumes reached £4.9bn by year-end, taking annual levels to £11.3b across Central London. However, despite a strong last quarter, this is 36% down on 2018 and the lowest volume of transactions since 2011. A lack of stock and no pressure to sell suggest illiquidity in the market is likely to continue.

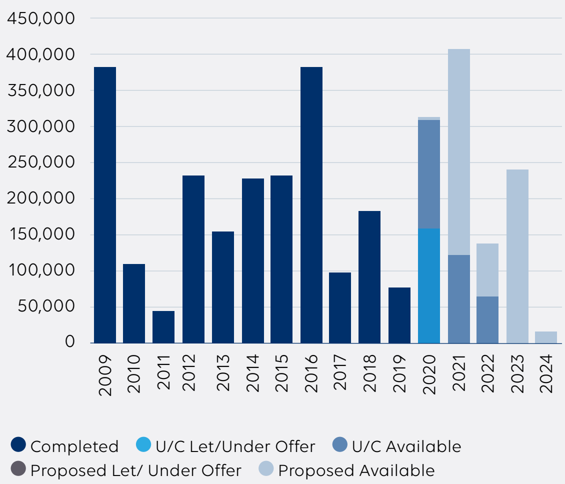
Yields across the West End remained resilient at 3.75% on prime stock. Relatively speaking, UK property compares well against competing asset classes. Income returns from the 12 months to end of 2019 provided investors with 5.3% based on the IPD monthly index, compared to 3.7% FTSE Real Estate dividend yield and 4.1% against all quoted FTSE stocks.

Key West End Stats

	Q4 2019		Q3 2019
Take-up[1]	1.33m sq ft	▲	1.07m sq ft
Availability (Av.)[1]	3.5% (3.15m sq ft)	▼	3.9% (3.49m sq ft)
Grade A Av.[2]	1.7% (1.90m sq ft)	▼	1.8% (1.92m sq ft)
Mayfair Grade A Av.[2]	2.3% (0.24m sq ft)	▲	1.1% (0.16m sq ft)
Prime ERV[2]	£110 PSF	◀▶	£110 PSF
Rent Free[1]	22-24 months	◀▶	22-24 months
Prime NIY	3.75%	◀▶	3.75%

1. CBRE|2019|Central London Offices Q4 2019: Overview.
2. C&W|2019| London Office DNA report

Mayfair & St James's Development Pipeline

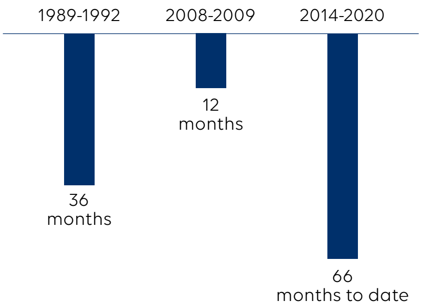


REAL ESTATE MARKET FOCUS

Central London Prime Residential Market Overview

Since the late 1980s the Prime Central London ("PCL") market has seen varying lengths of peaks and downturns in the market and has been in a 5-6 year downturn since 2016, as outlined in the graph below.

Duration of PCL Downturns (peak to trough)



Source: Ludgrove Property

We attribute this longer downturn to several key factors, among them the Stamp Duty Land Tax (SDLT) reform and review as well as tax rates for domestic and overseas investors. Several political issues, including the threat of a non-conservative government and the ongoing Brexit negotiations, had contributed to the uncertainty.

With this in mind 2019 has been particularly tough, with buyers perceiving stock to be overpriced and overabundant. Developers of new build stock compound the problem by not meeting targets and therefore relying on bulk and heavily discounted sales. This trend has also been seen in the domestic market, as per the key indicators below:

Key Indicators

Almost 40% of London new-build sales in the second quarter of 2018 were to bulk buyers, who generally purchase at a steep discount with the aim of setting up portfolios of rented homes for large-scale investors.[*]

The repossessed sale of a super-prime property in the heart of Mayfair sold at -35% below (already depressed) market levels.[**]

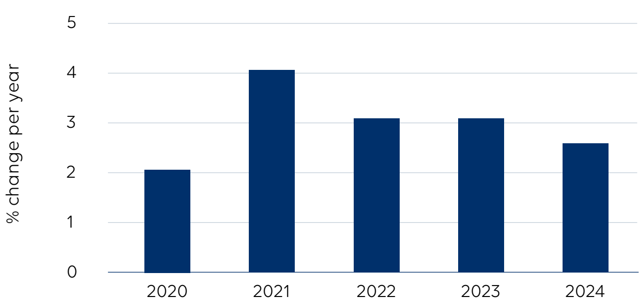
A turnkey detached house was sold by Receivers after a £16m or -44% price cut.[**]

In January 2019, the sale of 3 Carlton Gardens in St James's for £95m brought confidence to the PCL market as Brexit approached. With a marketed price of £125m, the buyer achieved a 24% discount.[***]

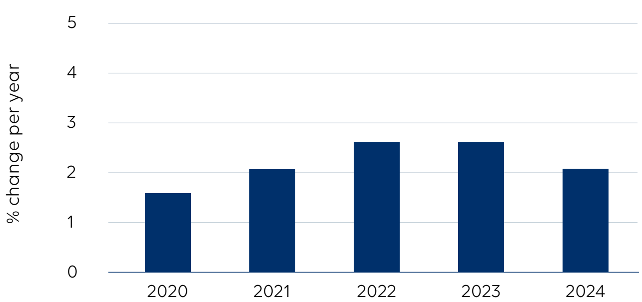
* Financial Times, Judith Evans, 'Luxury London homes being sold in bulk as demand drops', July 2018
** Northacre Market Intelligence
*** Financial Times, Judith Evans, 'Billionaire founder of hedge fund Citadel buys £95m London home', January 2019

Late 2019 saw a positive turn extending into early 2020, which some analysts attribute to the "Boris Bounce," the Conservative government coming into power. Sales on domestic and new homes in general have increased, with the PCL market at one of its strongest levels in more than five years.

Positive price growth expected to resume in 2020



Rental growth will improve but at a steady pace



15%

Five year sales price forecast

11%

Five year rental growth forecast

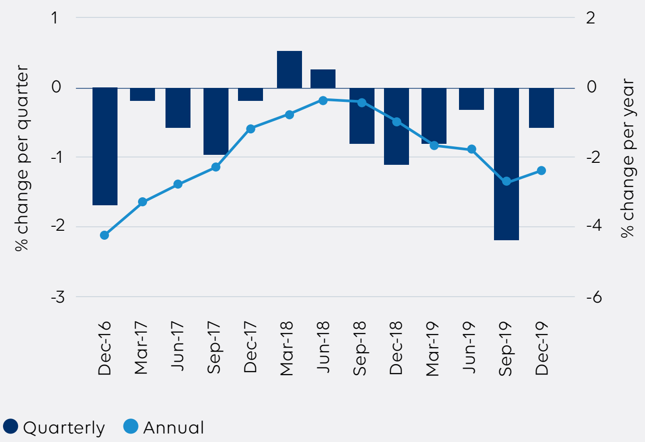
Source: JLL

The market has seen signs of recovery with the perceived 'Boris Bounce' due to a Conservative government coming into power.

Importantly, the increased market activity and fervour during Q4 2019, which led to a number of high-value purchases, helped to reverse the 44% decline in annual transactions since the peak in 2014. The renewed level of demand has come from domestic and overseas buyers and from owner-occupiers, pied-à-terre buyers and some investors. Overseas buyers have been encouraged by the weak pound, which has strengthened following the election.

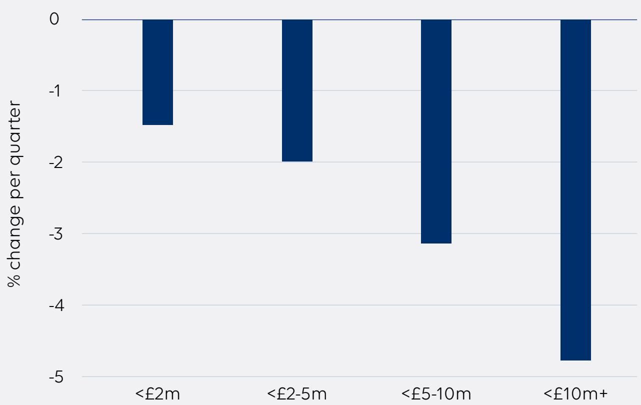
Historical trends lead us to believe the current bear market will continue. With a -20% nominal fall from peak, the current downturn sits within the tight range of past PCL troughs (-20% to -24%) and in real terms the -30% fall is just 4% shy of the early 1990s property crash, a crash that preceded a 20-year bull market and outstanding capital returns. More importantly, the -55% real-term US dollar-denominated decline is the largest on record and is likely to lead to a number of overseas buyers returning to the PCL market, which we have started to see.

The next move in sales prices should be up



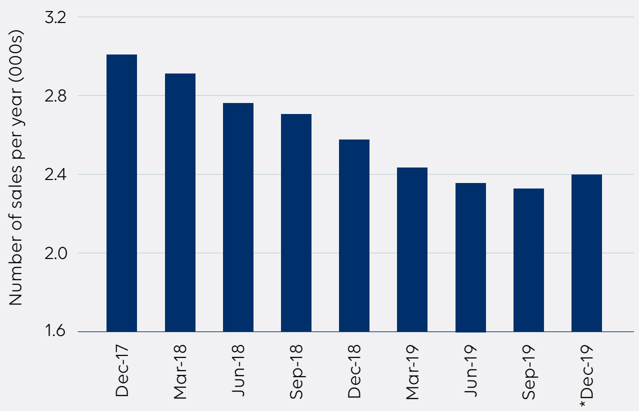
Source: JLL

Smaller end of market still the most resilient



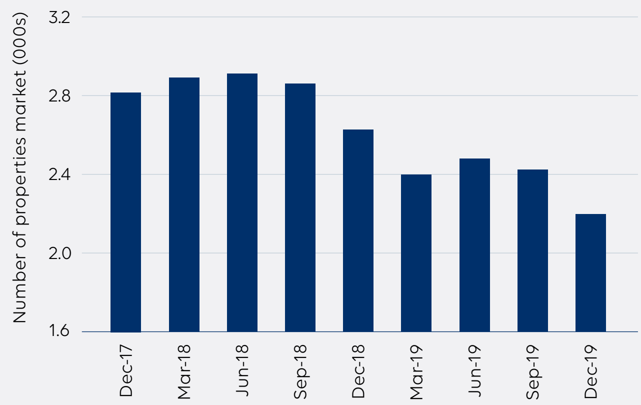
Source: JLL

First rise in annual transactions in over two years



Source: JLL, Land Registry, *JLL estimate

Slowdown in properties on market expected to reverse



Source: JLL, Lonres

REAL ESTATE MARKET FOCUS

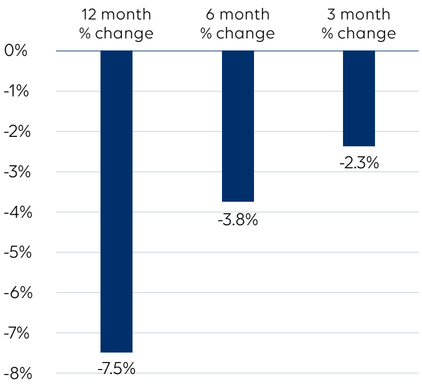
UAE Market

The UAE real estate market has encountered strong headwinds over the past few years, and the cautious optimism and talk of the market bottoming out may prove to be somewhat premature given the Covid-19 pandemic and the oil price slump in March. The first half of 2020 will test the nerves of UAE real estate owners, who will need to show flexibility, realism and proactivity to weather this current storm.

Residential Market

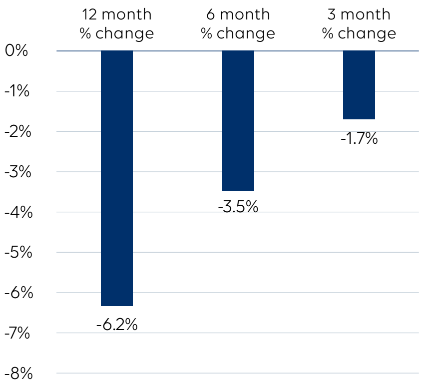
Abu Dhabi's residential sales prices fell by an average of 7.5% in 2019, whilst Dubai prices fell by 6.0%. However, residential transaction volumes in 2019 increased by 26% compared with 2018.

Abu Dhabi, Residential Mainstream Price Performance



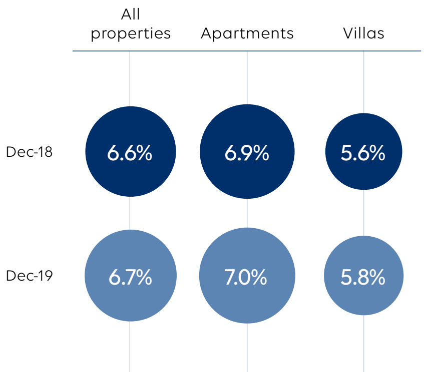
Source: Knight Frank Research, REDN

Abu Dhabi, Residential Mainstream Rental Performance



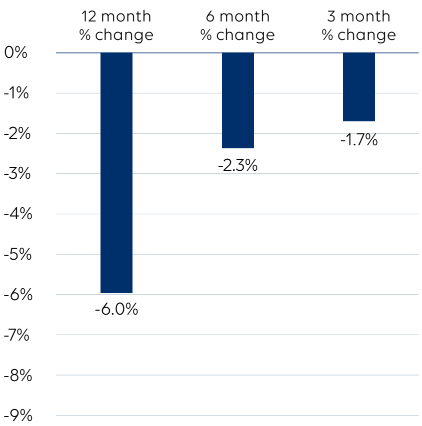
Source: Knight Frank Research, REDN

Abu Dhabi, Residential Mainstream Gross Yields



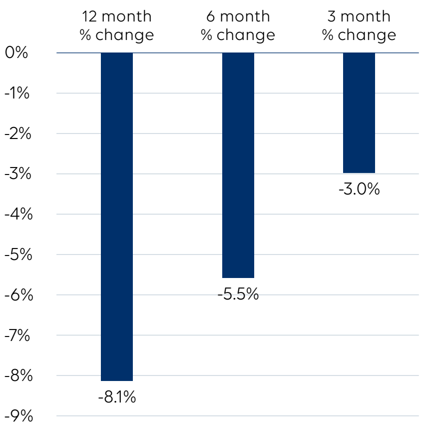
Source: Knight Frank Research, REDN

Dubai, Residential Mainstream Price Performance



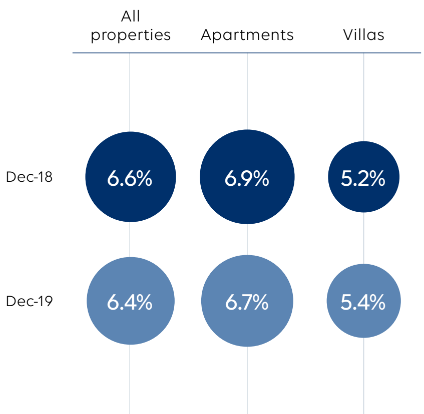
Source: Knight Frank Research, REDN

Dubai, Residential Mainstream Rental Performance



Source: Knight Frank Research, REDN

Dubai, Residential Mainstream Gross Yields



Source: Knight Frank Research, REDN

With Covid-19, a slump in the oil price and the delivery of a significant amount of new supply in Abu Dhabi and Dubai, the UAE real estate market faces a challenging year ahead.

With Covid-19, a slump in the oil price and the delivery of a significant amount of new supply in Abu Dhabi and Dubai, the UAE real estate market faces a challenging year ahead. Over 8,500 units are expected to be delivered in Abu Dhabi in 2020, the most since 2013; nearly 62,500 units are slated for completion in 2020 in Dubai.

Whilst this pipeline is unlikely to be delivered in its entirety, it is still likely to be the highest since 2008.

In the short to medium term we expect this supply influx to continue to exert pressure on prices and rents, but that the UAE's property market fundamentals will remain strong in the long-term.

Occupational Market

In 2020, the trends of consolidation and flight to quality are likely to continue across the UAE, driven by softer market conditions and regulatory changes, such as the 100% foreign ownership law and dual licencing.

In Abu Dhabi rental rate declines are expected to be moderate, though the market is likely to continue to favour occupiers. As this trend develops, we expect to see longer-term commitments from corporate occupiers, with average lease lengths likely to shift toward the five-year mark.

Over the next three years, over 392,000 square metres of supply is expected to be delivered in Abu Dhabi, a 10.6% increase compared with current total stock. Given the majority of this stock is in non-core locations or is built-to-suit for owner occupation, though, this additional supply is not expected to have a material impact on market performance.

10.6%

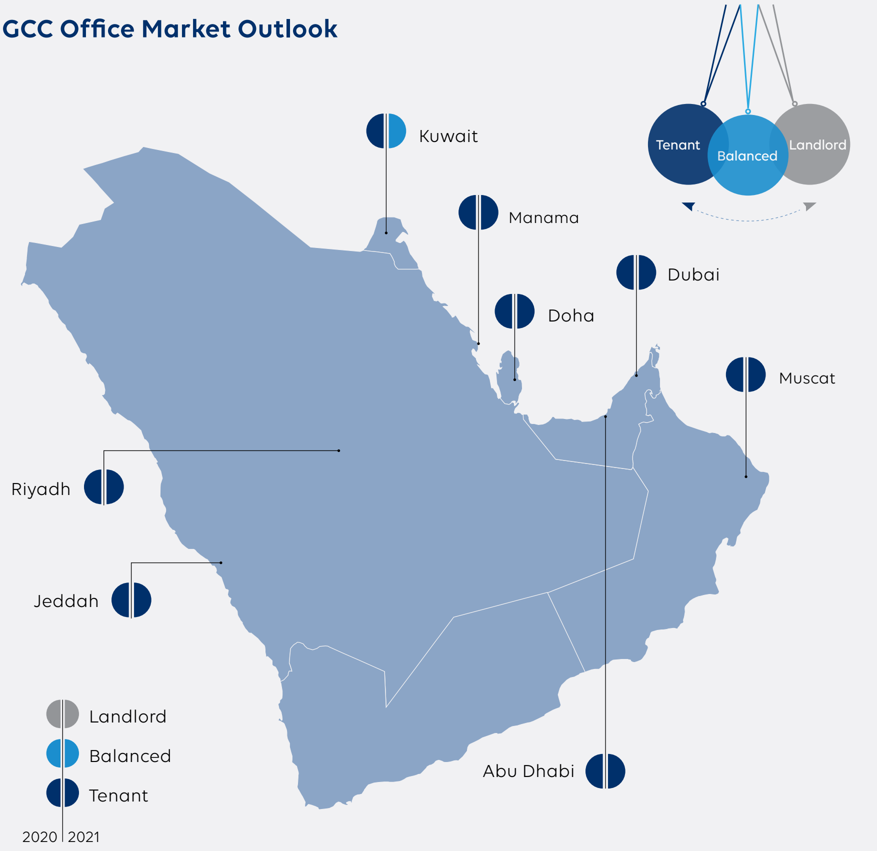
Over the next three years, it is expect that over 392,000 sq m of supply will be delivered in Abu Dhabi, a 10.6% increase compared to current total stock.

The short- to medium-term outlook for Dubai's commercial market remains negative, with rents expected to continue to decline across all segments. However, we are likely to see the office market begin to fragment by area and even within asset grades.

In 2019, Dubai's total GLA totalled just over 10 million square metres and by 2025, it is expected to increase 12.5% to 11.3 million square metres.

International real estate consultancy Knight Frank estimates delivery of over 280,000 square metres of commercial space in Dubai and considers the take-up of such space likely to be driven by relocations rather than new market entrants, expecting to put further pressure on rental rates within locations where the additional supply is being delivered.

GCC Office Market Outlook



Source: Knight Frank Research

REAL ESTATE MARKET FOCUS

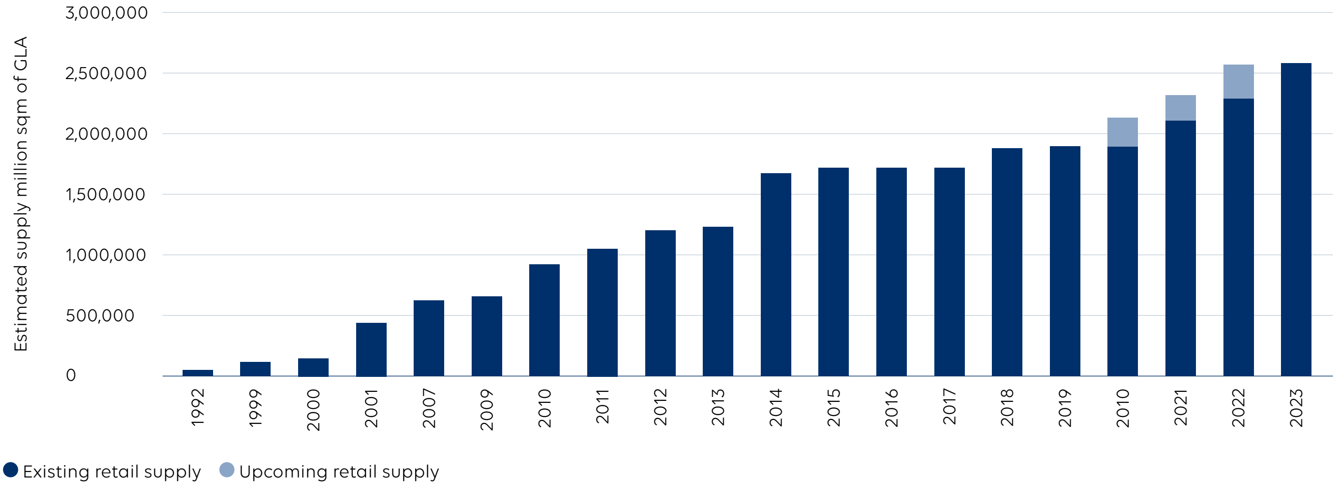
Retail Market

Whilst greater penetration from e-commerce and e-retailers will impact retail margins, the UAE's physical retail space, particularly that which is focused around destination and entertainment, is expected to attract both retail and consumer demand.

Considering the pipeline of upcoming developments in Abu Dhabi and Dubai, we expect further pressure to be exerted on retail assets of all grades across the UAE.

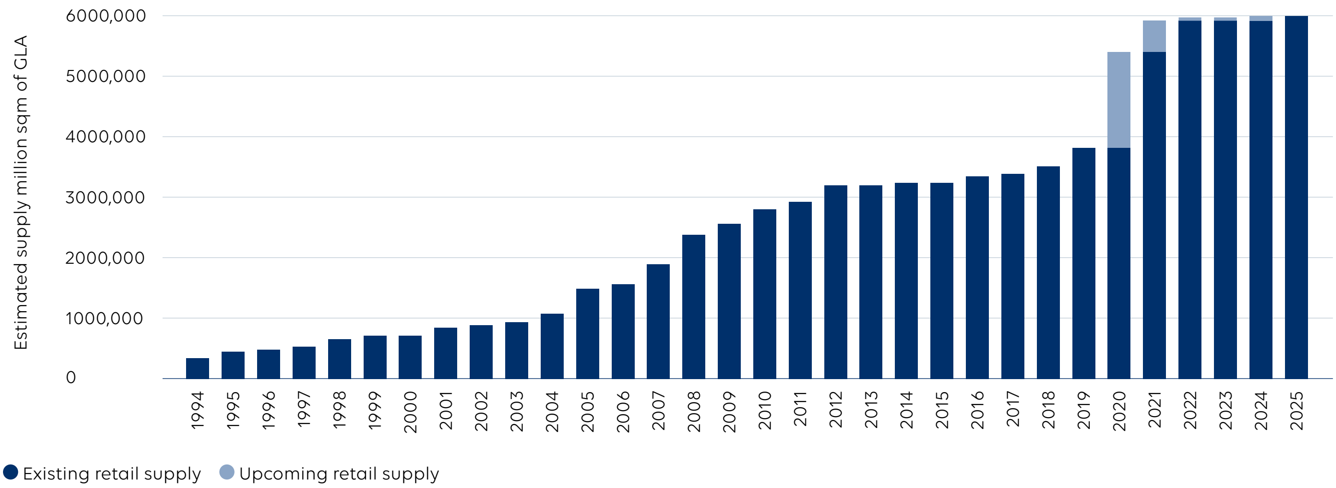
In 2025, Dubai's retail stock is expected to increase to 5.91 million square metres, from 3.46 million square metres at Q4 2019. Over 90% of Dubai's retail offering is classed as regional or super-regional stock, and almost 83% of the upcoming stock by total area is similarly classed.

Abu Dhabi Retail Supply



Source: Knight Frank Research

Dubai Retail Supply



Source: Knight Frank Research

Looking at the pipeline of upcoming developments in Abu Dhabi and Dubai, we expect further pressure to be exerted on retail assets of all grades across the UAE.

In Abu Dhabi, Knight Frank estimates that by 2023 we are likely to see the delivery of over 680,000 square metres of retail space, a 36% increase from the current level of total stock.

Almost 85% of total upcoming stock by total area is classed as regional or super-regional stock in the main destination and entertainment offerings, so it is likely to attract demand, at the expense of older malls which do not reposition their offering.

Hospitality Market

Despite positive visitor numbers, performance in 2019 almost universally declined in the UAE's hospitality sector, with citywide RevPARs falling between 6.5% and 14.8%. Abu Dhabi was the sole exception, with RevPAR increasing by 7.2%.

Whilst Expo 2020 is expected to help bolster the market in the short term, developers have concerns about the sizeable pipeline over the medium and long term. Currently, Covid-19 is having a devastating effect on the hospitality sector with some operators, including Emaar, actually stopping taking bookings.

UAE Hospitality Key Performance Indicator, 2019 vs 2018

	OCC	ADR	RevPAR	Room Rev	Room Avail	Room Sold
UAE	0.3%	-9.4%	-9.7%	-3.5%	6.8%	6.5%
Abu Dhabi	2.3%	4.8%	7.2%	11.8%	4.3%	6.7%
Dubai	-0.9%	-12.2%	-13.0%	-5.5%	8.6%	7.6%
Ras Al Khaimah	2.4%	-14.8%	-12.8%	-12.5%	0.4%	2.8%
Sharjah	-4.5%	-10.0%	-14.1%	-13.5%	0.7%	-3.9%
Fujairah	-7.8%	-10.9%	-17.8%	-9.3%	10.4%	1.8%
Ajman	0.6%	-6.5%	-5.9%	-3.5%	2.6%	3.2%

Despite the threats to the UAE's hospitality market, it is expected that recent UAE government initiatives such as the easing of visa regulations, five-year multi-use tourist visas and a growing number of varied leisure and cultural demand drivers, will help ease the pressure.

Development opportunities remain in certain sub-markets as new and more diverse demand drivers come to fruition, but they can only be fully realised with a well-differentiated value proposition.

BUSINESS SEGMENT OVERVIEW

SHUAA operates under two key business segments – asset management and investment banking. Our asset management segment houses our public markets, private markets, real estate and investment solutions business lines, which are detailed further in this section. The investment banking segment provides boutique and traditional investment banking services as well as a sales & trading platform primarily focused on fixed income, currencies and commodities.

PUBLIC MARKETS

Goldilocks Investment Company Ltd

Overview

Goldilocks is an open-ended fund launched in 2015 and managed by ADCM Altus Investment Management Ltd. Goldilocks predominantly invests in GCC-listed equities with a long-term goal to compound capital at a high rate of return whilst minimising the risk of loss of capital by investing in listed companies trading at discount to intrinsic value.

Since its inception, the fund has managed to significantly outperform regional and global indices, with a 134% return[1] compared to -14% for the MSCI UAE, -1% for the S&P Pan Arab and 33% for the MSCI World indices.

Goldilocks follows an investment approach based on constructive activism. The fund operates with the support of other shareholders to ensure Boards and management of companies work towards executing turnaround strategies and unlocking shareholder value.

ADCM
ALTUS INVESTMENT MANAGEMENT LIMITED

GOLDILOCKS

Investment Approach

Fundamental Analysis

- Seek out and analyse companies exhibiting significant valuation discrepancies between current market prices and intrinsic value
- Identify catalysts for value recognition such as shift in strategy, missteps by management, non-optimal capital structures and operational inefficiencies.

Identifying the Goldilocks "Candidate"

- Candidate companies typically have fragmented shareholding, allowing them to work closely with the Board and management without necessarily requiring majority ownership of the underlying company
- Goldilocks companies usually require substantial turnaround and support from external parties to unlock value

Constructive Activism

- Acquiring a publicly disclosed stake with clearly communicated "change" objectives
- Advising management and Board through engagement on company strategy and turnarounds including change in strategic direction, restructuring recapitalisation or pushing for a sale
- Engage in proxy contests for Board control and taking a more direct role if there is resistance

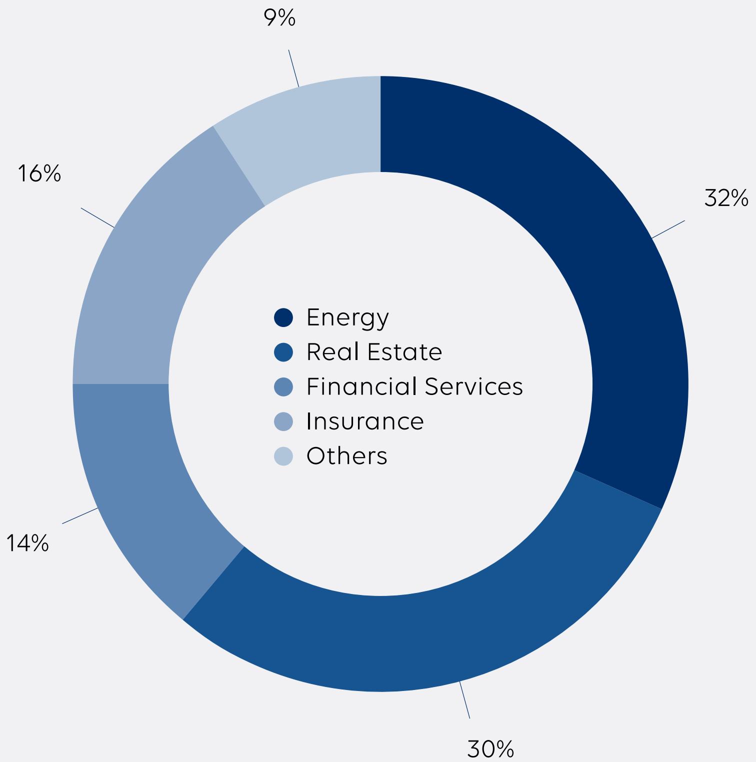
Create Value for All Shareholders

- Implement turnaround strategies and communicate value creation plan with the market and shareholders
- Allow for controlled exit or sale to strategic investors following implementation of turnaround plan

1. The return since inception formula comprise the performance of the fund investment strategy since its initial date of implementation as a pooled investment which predates the fund inception date and its launch to investors on June 4, 2017. The fund portfolio was migrated to Goldilocks Investment Company Limited on June 4 2017. Prior to the migration, the portfolio of assets was managed as Goldilocks' strategy in the form of a pooled investment portfolio for the investors under Integrated Capital PJSC. The cumulative returns since inception include returns from the launch of the pooled portfolio.

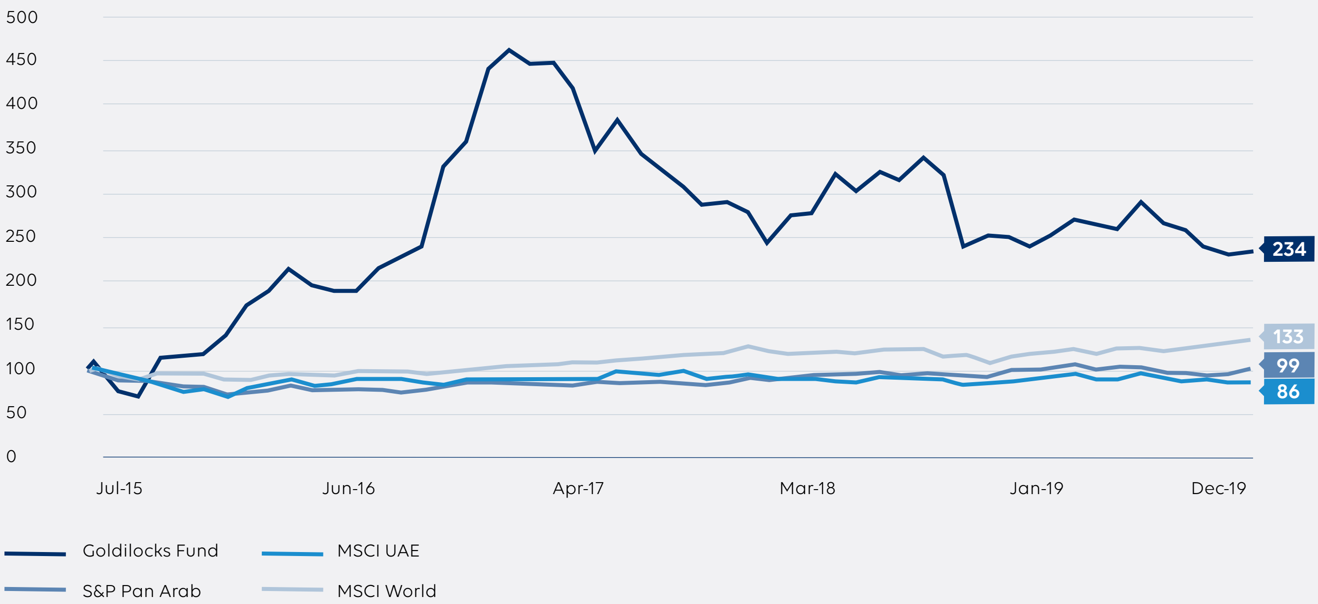
The Fund operates with the support of other shareholders to ensure Boards and management of companies work towards executing turnaround strategies and unlocking shareholder value.

Portfolio Allocation



Source: ADCM as of 31 Dec 2019

Performance Since Inception[1]



Source: ADCM, Bloomberg as of 31 Dec 2019

1. Please see the full note on performance noted on page 36

Qannas Investments Limited

Qannas Investments Limited ("QIL") is a closed-ended investment company that invests with an objective of achieving long-term and sustainable attractive returns for shareholders through a combination of income generation and long-term capital appreciation. The company's strategy centres around investing in listed equities in the GCC, with a proportion of funds to be allocated in debt instruments and pre-IPO financing. However, the core philosophy of the strategy continues to be on value investing.

ADCM Ltd., a wholly owned subsidiary of SHUAA, acts as the investment manager of QIL.

In FY 2019, QIL cancelled its admission to listing on the London Stock Exchange and subsequently implemented a reverse-takeover transaction under which it acquired a portfolio of GCC-listed equity securities and real estate assets over USD 400 million.

Qannas Investment Strategy

Asset Class

Listed equities, debt and pre-IPO financing

Geographic Focus

GCC

Philosophy

Value and growth investing using an "engineering investment" approach

Investment Focus

Equity (up to 100% of assets)
Debt instruments (up to 25% of assets)
Other instruments (up to 10% of assets)


COSTA
COFFEE

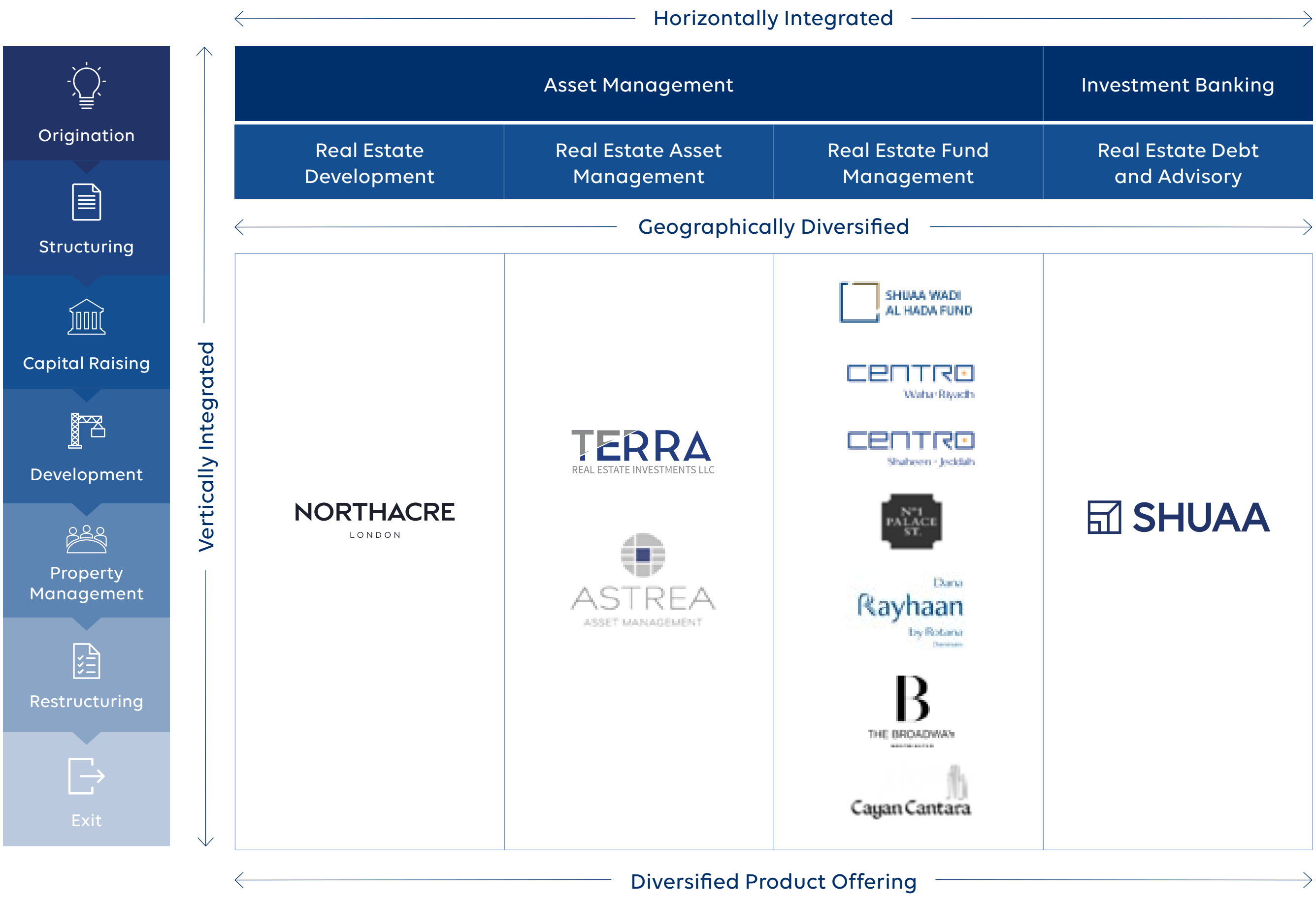
REAL ESTATE

Introduction

SHUAA offers a vertically and horizontally integrated, specialised real estate platform across the value chain in many geographies, embracing all strategies along the risk-return spectrum. Following our recent merger with ADFG, SHUAA has grown to become one of the region's leading real estate investors and managers, with expertise in deal origination, structuring, capital raising, debt restructuring, asset management and divesting.

SHUAA's real estate team continuously screens opportunities across all real estate classes, with an emphasis on both debt and equity investments. Our portfolio includes high-end residential, office, retail, warehousing and hospitality assets across the MENA region, the United Kingdom and Eastern Europe, with key platforms including Terra Real Estate in the Middle East and Northacre in the United Kingdom. Our team currently comprises 42 professionals across three regions offering three service lines – Real Estate Development, Real Estate Asset Management and Real Estate Fund Management.

Differentiated, horizontal and vertically integrated real estate platform with a distinctive product suite across the Real Estate value chain.



~13m sq. ft.
Real Estate Under Management and Development

USD 3.5 b
Value of Real Estate Projects Under Development

USD 1.1 b
Real Estate Funds AUM

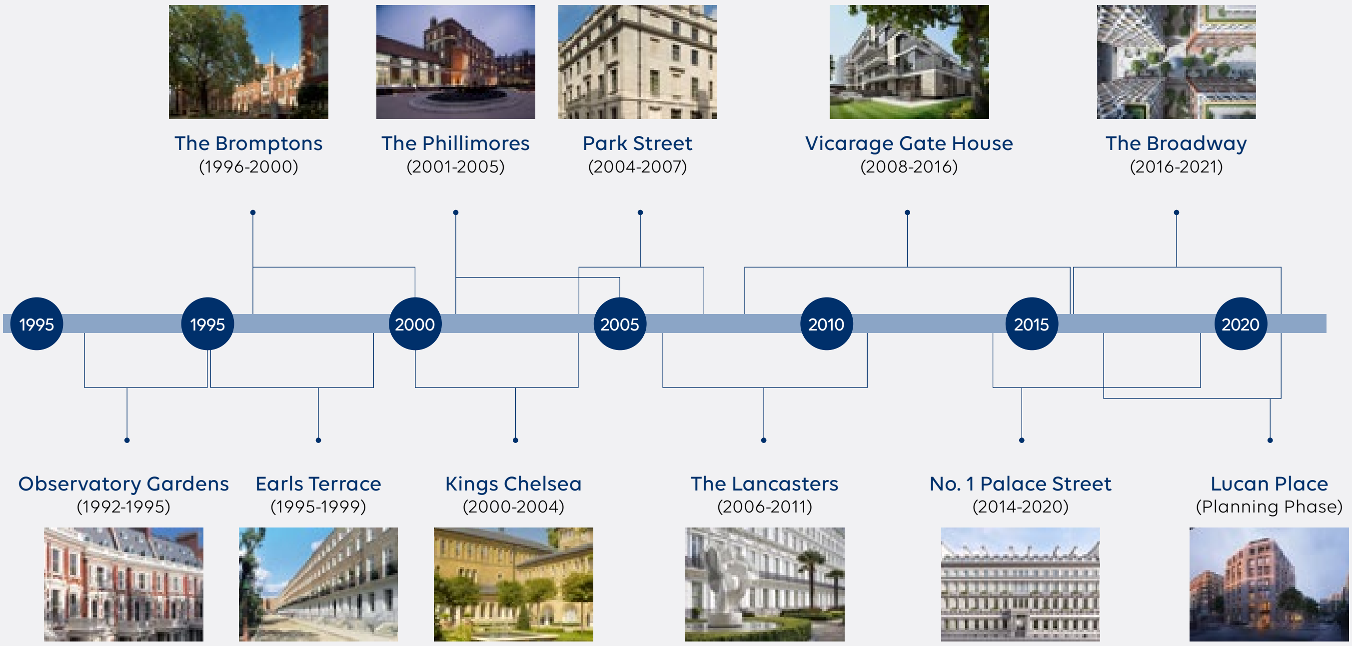
USD 950 m
Income-Producing Real Estate AUM

Real Estate Development

Northacre

With a 30-year history and unrivalled track record, Northacre is widely considered London's leading developer of prime residential real estate. Northacre has created more than 1,000 luxurious homes in some of London's finest residential addresses. From restoring the façade of 15 listed houses in Hyde Park to working with award-winning architects on new-build apartments in conservation areas, Northacre has always focused on significant and complex projects in prime locations. Its highly experienced team is skilled in finance, planning, architecture, construction, interior design, branding and marketing and is currently developing projects with a gross development value of over £2 billion.

30 Years of Unrivalled Developments

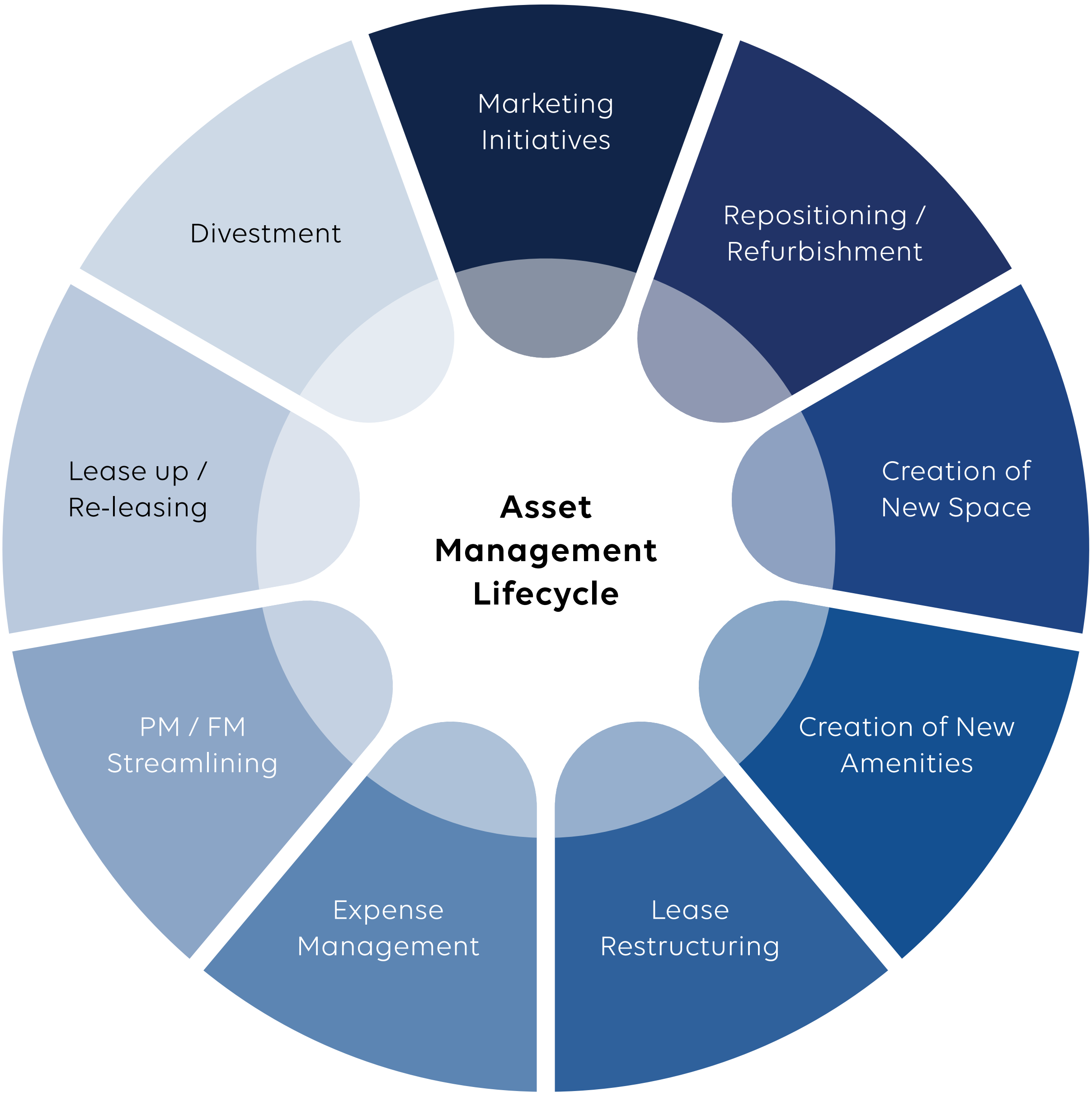


Past Projects:

Real Estate Development	Dates	GDV	Area	Value/ sq ft	IRR Equity
Observatory Gardens	1992-1995	£35m	70,000	£500	41%
Earls Terrace	1995-1999	£100m	120,000	£833	23%
The Bromptons	1996-2000	£100m	125,000	£800	39%
Kings Chelsea	2000-2004	£250m	350,000	£714	18%
The Phillimores	2001-2005	£173m	130,000	£1,331	34%
Park Street	2004-2007	£32m	20,000	£1,600	38%
The Lancasters	2006-2011	£470m	192,000	£2,448	57%
33 Thurloe Square	2012-2014	£20m	6,832	£2,927	43%
Vicarage Gate House	2008-2016	£125m	42,000	£2,976	12%
13/14 Vicarage Gate	2014-2017	£32m	14,580	£2,194	29% (est.)
1 Palace Street	2014-2020	£550m	153,000	£3,594	Under Construction
The Broadway	2016-2021	£1,400m	493,000	£2,839	Under Construction
Lucan Place	Planning proposals to be submitted				

Real Estate Asset Management

SHUAA manages risk and enhances value through strong operational capabilities and processes. By understanding the needs and financial requirements of investors, our real estate team optimises value for stakeholders through the entire life cycle of a real estate investment.



REAL ESTATE

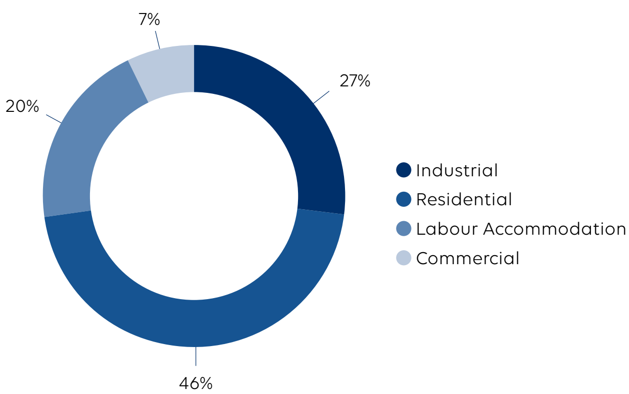
Terra Real Estate, Middle East

Launched in 2016, Terra Real Estate Investments LLC ("Terra") is a UAE-based real estate investment company that invests in income-producing office, retail, industrial, residential and mixed-use assets in the Middle East.

Terra currently has 17 income-producing assets with a net leasable area of circa 43,665 square metres (4.7 million square feet).

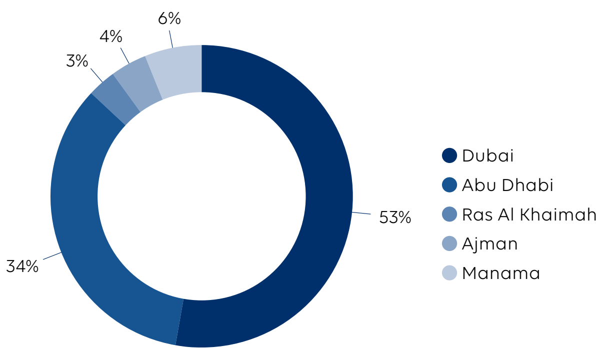
In 2019, Terra acquired a majority stake in Harbour Row Residences, a prime residential development located in the heart of the prestigious Bahrain Financial Harbour. Terra continues to seek similar high-quality assets, both regionally and internationally, to further enhance the portfolio.

Property Type Diversification



[based on GAV]

Geographical Diversification



[based on GAV]

~USD 820 m	**~4.7m sq. ft.**	**~83%**	**7%**
Total Assets Under Management	Net Leasable Area Under Management	Portfolio Occupancy	Gross Rental Yield

Astrea Asset Management, London, United Kingdom

On behalf of the owner, the Astrea team manages an important Prime Central London mixed-use portfolio comprising over 120 properties. The majority of the assets are located in Mayfair, Knightsbridge and Oxford Street, giving SHUAA a deep and strategic understanding of the market dynamics of London's prestigious West End.

Bulgari Hotel, London, United Kingdom

On behalf of the owner, SHUAA manages this luxury 5-star hotel situated in a prime location in Knightsbridge, London. The hotel's world-famous brand name, design and service have led it to become one of London's best-known and most prestigious hotels.

REAL ESTATE

Real Estate Fund Management

1 Palace Street, London SW1

1 Palace Street, due for completion at the end of 2020, is an ambitious residential revival of an island site incorporating five distinct and elegant architectural styles. It includes a spectacular Grade II listed building overlooking Buckingham Palace.

The completed scheme will include an elegant new contemporary facade facing onto Palace Street designed by award-winning architects Squire & Partners.

Property

1 Palace Street, London SW1

No. of Apartments

72

Total Gross Area

153,000 sqft

Amenities

- Underground car parking
- Communal courtyard garden
- Spa and wellness centre
- Swimming pool and personal training studios
- Full concierge services
- Restaurant

Site Area

~4,000 sqm (0.99 acres)

Architect

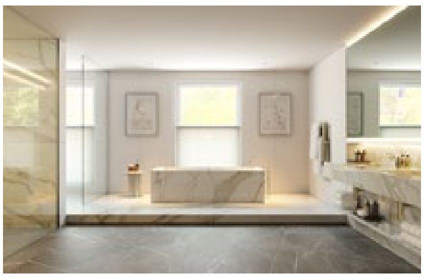
Squire & Partners

Main Contractor

Balfour Beatty

Practical Completion

Q4 2020



The Broadway, London SW1

Set for completion in 2021, the transformation of New Scotland Yard - the former site of the Metropolitan Police Services headquarters - into The Broadway is one of London's most anticipated super-prime redevelopment projects.

SHUAA acquired the island site from the Mayor's Office for Policing and Crime in 2014 and appointed Northacre to create a thriving, state-of-the-art residential and commercial destination, totalling nearly 600,000 square feet (55,740 square metres), over six 14- to 19-storey towers. The scheme offers 258 exquisite apartments with far-reaching views over London.

Property

The Broadway, London SW1

No. of Apartments

258

Office Space

6 floors (x3 floors in x2 buildings)
116,000 sqft (10,800 sqm)

Retail Space

13 units
27,000 sqft (2,510 sqm)

Total Gross Area

600,000 sqft (55,740 sqm)

Amenities

- Underground car parking
- Communal courtyard garden
- Spa and wellness centre
- Swimming pool and personal training studios
- Full concierge services

Site Area

~7,000 sqm (1.72 acres)

Architect

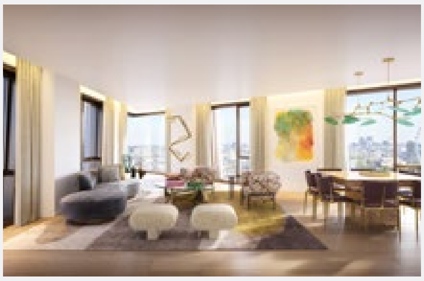
Squire & Partners

Main Contractor

Multiplex

Practical Completion

Q4 2021



REAL ESTATE

SHUAA Capital Saudi Arabia (SCSA) manages five regional real estate funds with a total AUM of more than SAR 4 billion (over USD 1 billion).

SHUAA WADI AL HADA FUND

SHUAA Wadi Al Hada Fund

Residential Real Estate Fund Regulated by the CMA

SAR
579,870,000

Fund Manager & Fund Administrator

CAYAN GROUP

Cayan Real Estate Development Fund I

An exempted limited partnership, closed-ended and established under the laws of the Cayman Islands

USD
60,000,000

Investment Manager

SHUAA

SHUAA Saudi Hospitality Fund I

Hospitality Fund Regulated by the CMA

SAR
535,000,000

Fund Manager, Developer & Fund Administrator

SHUAA

Jeddah Centro Fund I

Hospitality Fund Regulated by the CMA

SAR
80,000,000

Fund Manager, Developer & Fund Administrator

SHUAA

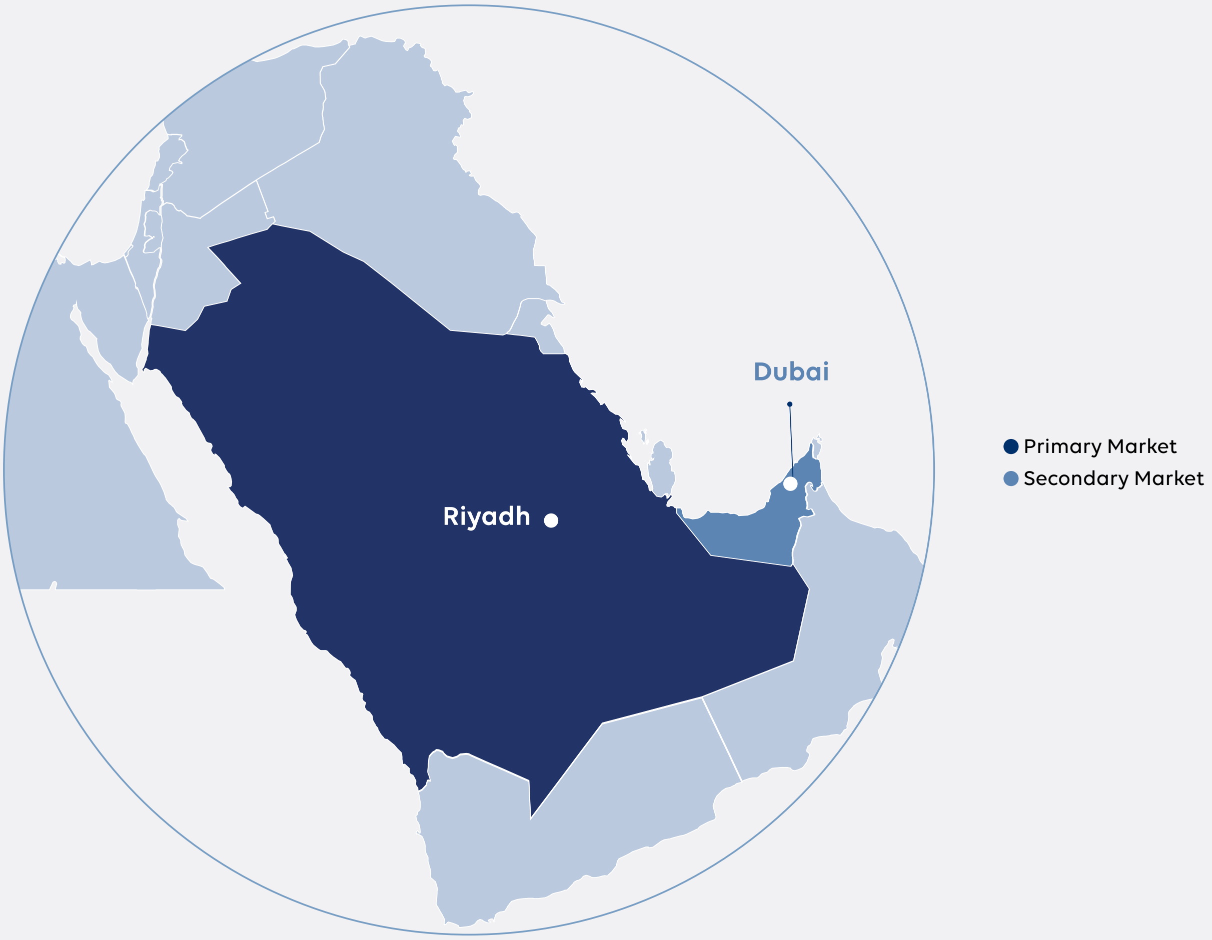
Dammam Rayhaan Fund I

Hospitality Fund Regulated by the CMA

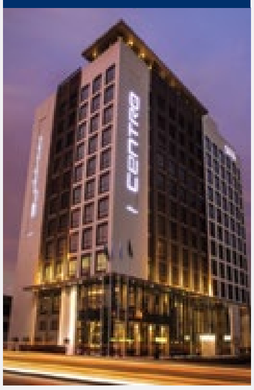
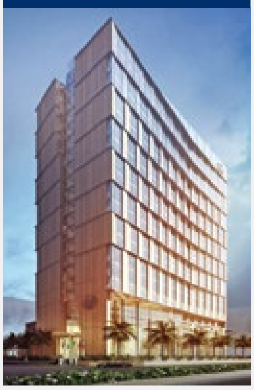
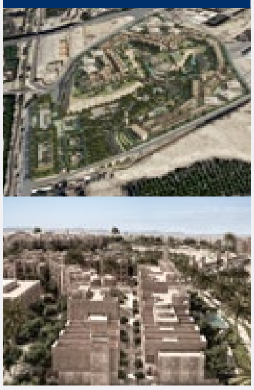
SAR
125,000,000

Fund Manager, Developer & Fund Administrator

Geographical Presence



Select Projects Currently Managed by SCSA

Centro Waha - KSA	Centro Shaheen - KSA	Dana Rayhaan - KSA	Wadi Al-Hada - KSA	Cayan Cantara - UAE
				
Operational (September 2016)	Operational (September 2017)	Expected Completion (April 2020)	Expected Completion (2021)	Expected Completion (2022)

REAL ESTATE

SHUAA Wadi Al Hada Fund

SCSA is the investment manager to SHUAA Wadi Al Hada Fund, a Capital Markets Authority (CMA) regulated fund with the primary objective of developing a high-end residential compound in Riyadh - Al Hada 3 Compound - comprising 549 units. The compound will be an elegant and highly amenitised mid to high-end residential development. The fund's term is due to expire in 2022, unless extended.

Project Summary

Land Area

208,434 sqm

Built-up Area

150,040 sqm

Net Leasable Area

85,647 sqm

Apartments	64,960 sqm
Villas	16,160 sqm
VVIP Villas	3,529 sqm
Commercial	1,052 sqm

Net Leasable Area Efficiency

57%

Number of Units

547

Villas	59
Apartments	488

SHUAA Saudi Hospitality Fund I

SCSA is the fund manager of this Capital Markets Authority (CMA) regulated hospitality fund. The primary investment objective of the fund is to provide investors with long-term capital appreciation through the acquisition, development and operation of three hotel properties and hospitality-related developments in the Kingdom of Saudi Arabia. These hotel properties may house one or more components of various categories, including hotels, serviced apartments and condominiums, spas, recreational facilities and office buildings, and will be managed exclusively by Rotana Hotels Management Corporation. To date, the fund has developed three hotels - Centro Shaheen Jeddah, Centro Waha Riyadh and Dana Rayhaan Dammam. The fund's term is due to expire in 2026, unless extended.

Centro Shaheen Jeddah

Income Generating

The property has been operating with positive EBITDA margins averaging c. 25% per annual with high occupancy rates of c. 75%, while ranking in the top 3 of its direct competitive set.

Prime Location

Centro Shaheen is strategically located in the city of Jeddah on Madinah Road with direct and fast access to and from Jeddah Airport and in close proximity to key demand generators including the new Haramain High Speed Train Station which is expected to connect pilgrims directly to Makkah within 45 minutes.

Project Summary

Land Area

2,335 sqm

Built-up Area

22,121 sqm

Gross Floor Area

11,754 sqm

Net Leasable Area

7,222 sqm

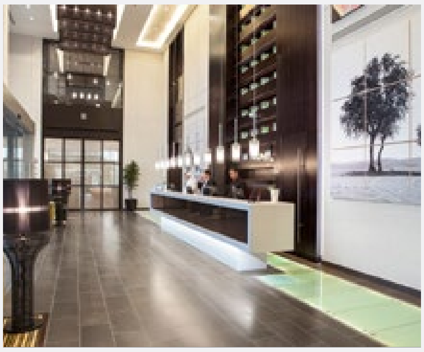
- Rooms 6,439 sqm
- Facilities 783 sqm

Net Leasable Area Efficiency

61%

Number of Units

252



REAL ESTATE

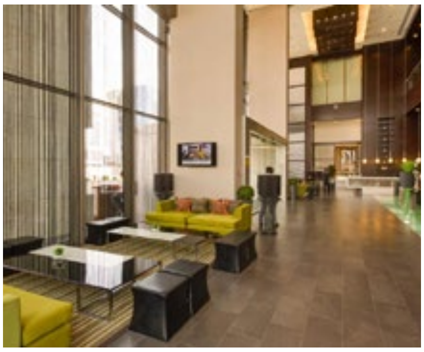
Centro Waha Riyadh

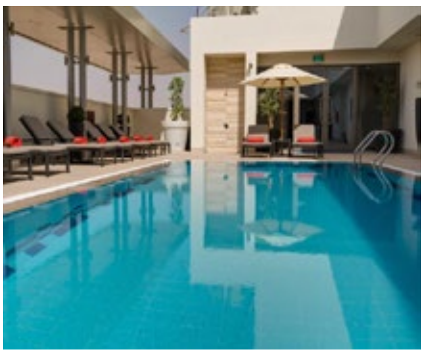
Income Generating

The property has been operating with positive EBITDA margins averaging c. 25% per annual with high occupancy rates of c. 75%, while ranking in the top 3 of its direct competitive set in terms of RevPAR performance.

Prime Location

Centro Waha is strategically located in the city of Riyadh on Al Olaya Road with direct and fast access to and from King Khaled Airport and in close proximity to key demand generators including an upcoming metro station at King Abdulla Financial District and major entertainment attractions.





Project Summary

Land Area

3,600 sqm

Built-up Area

24,589 sqm

Gross Floor Area

13,088 sqm

Net Leasable Area

8,368 sqm

▪ Rooms	7,539 sqm
▪ Facilities	829 sqm

Net Leasable Area Efficiency

64%

Number of Units

290

Dana Rayhaan Dammam

Prime Location

Dana Rahyaan is located in central business and residential district area of Dammam, approximately 2.5km north east of the city centre and business area (5 mins by car) and close to a man-made bay to the north. We expect this property to benefit from the increased footfall of new major entertainment destinations and events (ex: Dammam Season) that have already commenced within close proximity and from the revival plans set for the Eastern Province.

Relatively Superior Position

The property is strategically positioned to stand out from its limited direct competition once operational. The property has been developed to the specification of a modern 5-star hotel which is positioned to be relatively superior to its direct competitive set. Existing competitors in its market segment are relatively aged (some as old as 20+ years) and lack the required attributes to fulfill today's evolution in customer needs.

Project Summary

Land Area

4,338 sqm

Built-up Area

40,311 sqm

Gross Floor Area

21,698 sqm

Net Leasable Area

13,180 sqm

- Rooms 10,680 sqm
- Facilities 2,500 sqm

Net Leasable Area Efficiency

61%

Number of Units

285

REAL ESTATE

Cayan Real Estate Development Fund

SHUAA Capital is the investment manager and placement agent to Cayan Real Estate Development Fund I. The purpose of the fund is to develop two adjacent towers, including a high-rise residential apartment tower and a high-rise serviced apartment tower in Dubai Science Park, Dubai, UAE. The residential tower and the serviced apartments tower will comprise 415 and 329 units respectively. The fund's term is due to expire in 2021, unless extended.

Project Summary

Land Area

105,458 sqft

Built-up Area

1.55 mn sqm

Gross Floor Area

844,065 mn sqft

Residential Apartments

453,152 sqft

- Units 440,447 sqft
- Retail Area 12,705 sqft

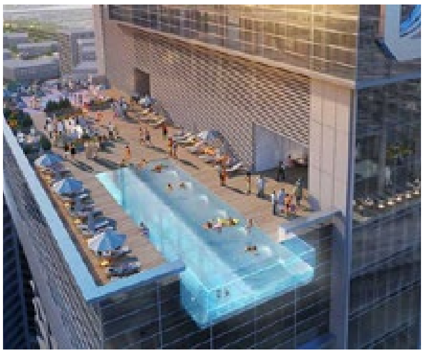
Service Apartments

362,845 sqft

Number of Units

744

- Residential Apartments 415
- Retail Area 329



PRIVATE MARKETS

Introduction

SHUAA's private market investment focus is primarily growth capital and unlocking value by identifying companies seeking to enhance their performance either organically or through bolt-on acquisitions where synergies exist across the platform.

Today, SHUAA is one of the leading private equity investors in the Middle East with expertise in various industries including financial services, real estate, hospitality and energy, as well as a successful track record of partnering with management, enabling successful turnarounds and growing the companies.

SHUAA provides patient capital and operating support to management, with a focus on growing core businesses and making transformative acquisitions to support long-term strategies.

Below is a select list of investments under our private markets segment.

ADCORP Ltd

ADCORP Ltd is a Financial Services Regulatory Authority ("FSRA") Category 5 licenced and regulated Islamic financial institution incorporated in the Abu Dhabi Global Markets ("ADGM"), Abu Dhabi.

ADCORP, founded in 2017 with a paid-up capital of USD 101 million, was the first Islamic financial institution established within the Abu Dhabi Global Market. SHUAA is the founding shareholder of ADCORP and has provided the company with regional and local industry expertise, financial strength and support, and access to relationships and proprietary deal flows.

ADCORP is dedicated to providing a range of tailor-made, Sharia-compliant products and services with a focus on Islamic financing, corporate finance and asset management.

As of December 2019, ADCORP had successfully deployed 100% of its paid-up capital into a portfolio of high-yield Islamic financing instruments and robust investment securities.

ADCORP

Islamic Financing
- Murabaha
- Mudaraba
- Musharaka
- Istisna
- Ijara

Corporate Finance
- Advisory Services
- Sukuk Structuring

Asset Management
- Private Equity
- Real Estate
- Fixed Income

شركة المرفأ انترناشيونال للماء و الكهرباء
Mirfa International Power & Water Company

ADPOWER Ltd

ADPOWER Ltd is a Cayman Island incorporated company that owns a 20% stake in Mirfa International Power and Water Company ("MIPCO"). MIPCO owns and operates a large-scale Integrated Water and Power Project ("Mirfa IWPP") with 1,600 MW of power and 52.5 MIGD of water generation capacity in the Mirfa region of the Emirate of Abu Dhabi.

MIPCO has entered into a 25-year Power and Water Purchase Agreement ("PWPA") with Emirates Water and Electricity Company ("EWEC"), under which EWEC purchases the power and water dispatched from the Mirfa IWPP.

The Mirfa IWPP achieved successful project completion in October 2017 and since completion, both the power and water plants have been running at more than 95% availability. ENGIE, a French multinational electric utility company, is a 20% shareholder in MIPCO and provides operational and technical support to the company.

Reem Finance PJSC

Reem Finance PJSC ("Reem Finance") is a private joint stock company incorporated in Abu Dhabi. The company provides financing solutions that include term loans, mezzanine financing, asset-backed loans, project financing and real estate financing.

Reem Finance has entered into a consultancy services agreement with SHUAA, under which SHUAA provides assistance with management, accounting, administrative and outsourcing services as required by Reem Finance.

Since its involvement, SHUAA has led a successful turnaround of Reem Finance by employing strict lending criteria to optimise costs, improve collection and increase ROE.

Today, Reem Finance stands as one of the largest non-bank financing solution providers to corporates in the GCC, with a strong, asset-backed lending book.

ريم للتمويل
reem finance

Term Loans

Mezzanine Financing

Project Finance

PRIVATE MARKETS

Upcoming Pipeline Project

500 SPACES

In FY 2019, ADFG (now SHUAA) signed a joint Memorandum of Understanding (MoU) with GS SHOP, South Korea's leading online and multi-media retailer and part of the GS Group, one of the largest conglomerates in South Korea; and 500 Startups, a global venture capital seed fund headquartered in Silicon Valley, to collaborate on developing a platform for innovation hubs and coworking spaces known as 500 Spaces.

Once functional, 500 Spaces will provide a complete and sustainable ecosystem for innovation and start-ups, including accelerator and mentorship programmes. By leveraging the experience and expertise of the partners involved, the 500 Spaces platform will capitalise on the exponentially growing global innovation hub and coworking space industry.

During FY 2020, 500 Spaces is planning to launch a USD 100 million fund to develop and scale the 500 Spaces innovation hub model across different regions including the Middle East, the United States, Asia, Europe and North Africa.

INVESTMENT SOLUTIONS

Investment Story

Over the last 11 years, our company has earned its reputation through consistent performance and alpha generation across traditional and alternative asset classes.

Activities that were originally part of SHUAA Asset Management have been spun off and rebranded as an independent segment within the asset management division in order to create a dedicated platform to service the needs of our clients.

Drawing on our company's track record and experience across both alternative and traditional asset classes, we manage client assets across a broad range of investment strategies and asset classes, including public equities, fixed income and alternative investments. Our investment offerings include those managed on a fiduciary basis by our portfolio managers through a range of structures including separately managed accounts, mutual funds, private partnerships and other commingled vehicles. In addition, our dedicated portfolio managers provide tailored investment advisory services including identifying clients' key objectives and investment requirements, portfolio construction, active investment and risk management and realisation.

Strategy & Approach

We provide our clients with a single platform to achieve superior risk-adjusted returns, through individually managed accounts tailored to their specific requirements.

Our clients benefit from:

1. Our dedicated portfolio and relationship managers, who understand client requirements, risk appetites and target returns
2. Our specialist expertise across asset classes and industries
3. Access to our company's proprietary deal flow
4. Excellent execution capabilities ranging from global equities to complex alternative investments
5. Experienced investment professionals actively managing their portfolios
6. Investment-focused events, thought leadership and research

Our Services

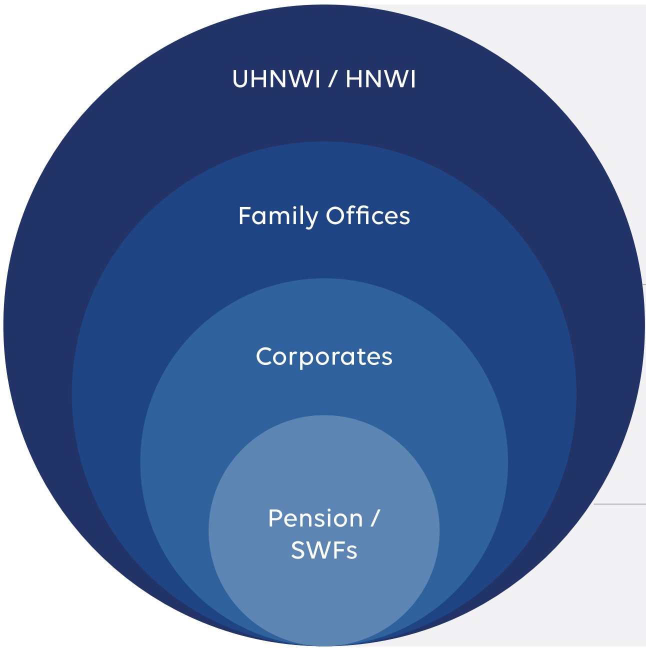
Our unique and specialised product platform is dedicated to assisting clients with all investment requirements, including advising, executing and managing bespoke multi-asset-class portfolios.

Advisory Services	We act as independent advisors to our clients to assist with identifying their objectives and constructing a balanced portfolio to achieve them	Investment Advisory	Providing overarching guidance on asset allocation, portfolio diversification and deal or investment specific advice
		Wealth Advisory	Provide solutions on key wealth transfer and tax issues including succession planning and structuring
Execution Services	Experienced team across multiple asset classes with a track record of structuring and executing complex transactions	Global Execution	One-stop shop access to both regional and international exchanges and primary offerings
		Discretionary Mandates	Public equities, fixed income, alternative investments and multi-asset within client defined parameters; core and customised mandates; trade ideas and template strategies
		Tailored Solutions	Execute specific strategies, including origination of investment opportunities, due diligence, structuring, negotiation, legal documentation and custody if required
Management Services	Post execution, we align ourselves with our clients through flexible and transparent fee structures and ongoing active management of portfolios	Capital Markets	Custody services along with regular review and assessment of portfolios to ensure optimal performance of long-or medium-term accounts
		Alternative Investments	Working alongside management teams of each investment company to ensure shareholder alignment and business plan delivery

INVESTMENT SOLUTIONS

Our Clients

Our solutions are tailored for a wide range of investors to meet their individual requirements across different geographies and asset classes, including:

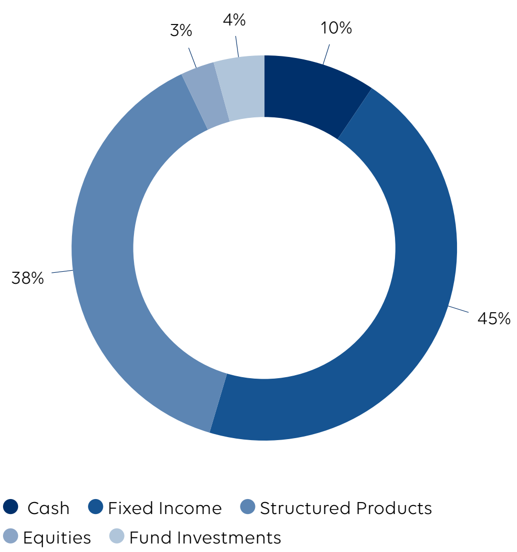


- Unique platform offering UHNWIs access to global equity and fixed income issuances
- Opportunity to participate directly in private investment opportunities across real estate, private equity and private credit
- Tailored solutions depending on client requirements and risk appetite across geographies and asset classes

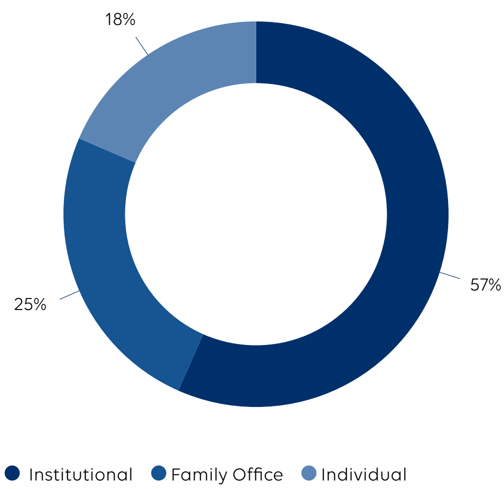
- Ability to utilise our platform and team for treasury functions
- Trade through brokerage accounts, banking partners
- Limited to public markets although alternative liquid products can be offered

- We work with asset allocators to develop a bespoke strategy and execute specific mandates on behalf of the company

Distribution by Asset Class



Distribution by Investor



Our Products

Flagship Funds and Vehicles
Our clients are offered the opportunity to participate in funds and vehicles managed directly by the company including Goldilocks, SHUAA Saudi Hospitality Fund and Terra

Direct and Co-investments
Our clients are able to participate as co-investors in SHUAA-led investments

Investment Accounts
Flexible options suitable to each client including execution only, managed accounts and discretionary portfolios

SHUAA Margin Mandate (SMM)
To generate absolute and stable return on capital over the long term through Sharia-compliant financing secured by client assets (listed equities and sukuks)

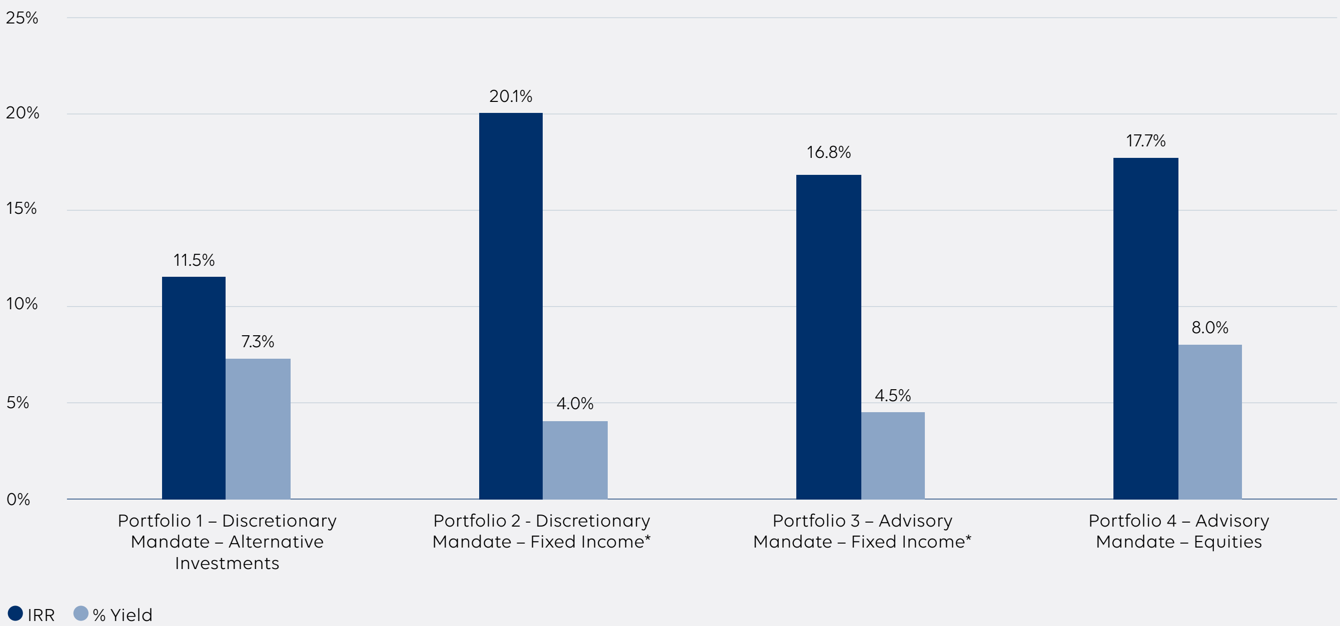
SHUAA Fixed Maturity Plan (SFMP)
The scheme endeavors to provide regular income and capital growth with limited interest rate risk to investors through investments comprising debt instruments such as government securities, corporate bonds and money market instruments maturing on or before the maturity of the scheme

SHUAA HY Income Portfolio (SHY)
Maximise total investment returns dividends and capital appreciation by investing primarily in a diversified portfolio of MENA sovereign and corporate bonds and sukuks

Our Asset Classes

- Private Equity
- Real Estate
- Credit
- Public Equities
- Fixed Income

Investment Performance



* Levered
Note: Selected portfolios to illustrate client portfolio performance

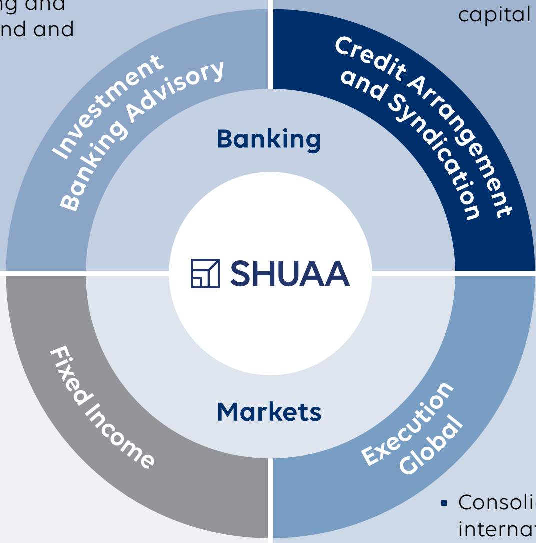
INVESTMENT BANKING

Introduction

SHUAA's investment banking group ("IBG") serves institutional clients across the MENA region. Our core advisory practice helps companies raise capital to strengthen and grow their businesses; provide advice on mergers, acquisitions and disposals; and underwrite equity and debt capital market transactions. This is complemented by our sales and trading desks, where SHUAA specialises in making markets in fixed income and a range of credit products as well as offering a global equities execution capability and securities services.

- Full range of advisory services to financial sponsors, corporate institutions and family offices
- Mergers & Acquisitions
- Disposals, spin-offs, restructurings
- Equity Capital Markets (IPOs, listings, private to public transactions, etc.)
- Debt Capital Markets (underwriting and syndicating public and private bond and sukuk transactions)

- Full range of liquidity and financing solutions for clients with a focus on alternative debt products
- Access to senior debt, mezzanine debt, hybrid debt, convertibles and preferred equity structures
- Special situations and event driven opportunities requiring transitionary capital to a range of corporates



- Daily pricing runs
- Primary market monitoring and investments in new issuances
- Commentary and analysis of issuances and access for clients
- Facilitation and trading desk focused on regional corporate and high yield
- Access to leverage (via margin, repos, credit linked notes etc.)

- Consolidation of all regional and international investments and trading under one account to trade seamlessly across multiple markets
- Management of all settlement, custody services, and FX issues
- Full range of custody services including receipt, delivery and safekeeping of securities; notification and processing of capital changes; redemptions, conversions and processing of interest income

IBG has been at the core of SHUAA's activities over the last 40 years in the region, with the firm being at the forefront of investment trends. Starting with the launch of public equities in the early 2000s, SHUAA led a majority of IPOs in the region, allowing it to gain a deep understanding into local and regional markets and investor appetites. We provide equital capital markets, M&A, private placements, structured investments, restructuring, corporate advisory and other services, with a focus on UAE companies.

M&A

Buy-Side Advisory

PAL Cooling Holding LLC	Amanat Holdings PJSC	Emirates National Group LCC	Ithmar Capital	Al Islami Foods
on its merger with	Acquisition of a minority stake in	Strategic acquisition of	Acquisition of a strategic stake in	Acquisition of a 50% stake in Al Mushrif Dates Establishment
AED 2,571,428,571	**AED 139,400,000**	**Undisclosed Value**	**Undisclosed Value**	**Undisclosed Value**
Sole Financial Advisor	Sole Financial Advisor	Sole Financial Advisor	Sole Financial Advisor	Sole Financial Advisor
February 2019	March 2016	January 2016	Apri 2010	February 2008

Sell-Side Advisory

Alpha Lloyds Insurance Brokers LLC	Confidential	Al Laith Group Investments LLC	TransArabia Drug Store LLC	CosmeSurge & Emirates Hospital Group
Strategic sale to	Advised a UAE-based specialty clinic on the strategic sale to a leading GCC-based medical group	Strategic sale to Prommac Holdings Limited	Sale of a majority stake to	Strategic sale to
Undisclosed Value	**Undisclosed Value**	**Undisclosed Value**	**Undisclosed Value**	**Undisclosed Value**
Sole Financial Advisor	Sole Financial Advisor	Lead Financial Advisor	Sole Financial Advisor	Sole Financial Advisor
February 2017	October 2016	August 2016	March 2015	January 2014

Note: The above are only a select number of our transactions

INVESTMENT BANKING

- Active network of more than 300 trading counterparties over the world, offering execution across regions at best prices
- Active trading house on EM hard currency bonds in primary and secondary markets, with a focus on MENA Credits and Global sukuk
- Active market maker on sovereign and corporate names

DCM

Bond, Sukuk & Convertible Offerings

GFH Financial Group	The First Group	Jabal Omar Development Company	Confidential	GFH Financial Group
Sukuk offering of senior secured notes	Sukuk offering of senior secured notes	Sukuk offering unsecured notes	Bond offering of senior unsecured notes	Wakala offering
USD 300,000,000	**USD 135,000,000**	**USD 135,000,000**	**USD 100,000,000**	**USD 50,000,000**
Joint Lead Manager	Lead Manager	Lead Arranger	Sole Manager & Placement Agent	Sole Financial Advisor
January 2020	August 2019	November 2018	October 2017	March 2015

ECM

IPOs & Rights Issues

Dar Al Takaful PJSC	Emirates NBD (CEIC) Limited	Dubai Parks and Resorts PJSC	Amanat Holdings PJSC	Emirates REIT (CEIC) Limited
Rights Issue of 50,000,000 rights for AED 1.02 per right on Dubai Financial Market	Initial Public Offering of 94,594,595 shares at USD 1.11 per share on NASDAQ Dubai	Initial Public Offering of 2,528,731,083 shares at AED 1.00 per share on the Dubai Financial Market	Initial Public Offering of 1,375,000,000 shares at AED 1.00 per share on the Dubai Financial Market	Initial Public Offering of 147,977,941 shares at USD1.36 per share on NASDAQ Dubai
AED 50,000,000	**USD 105,000,000**	**AED 2,528,731,083**	**AED 1,375,000,000**	**USD 201,250,000**
Lead Manager and Underwriter	Co-Lead Manager	Co-Manager	Offering Manager	Sponsor and Joint Bookrunner
May 2017	March 2017	December 2014	November 2014	April 2014

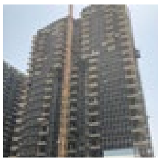
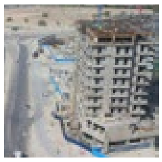
Strong track record in IPOs in the UAE, raising over USD 3.5 billion worth of equity in company-led IPOs since 2002.

Note: The above are only a select number of our transactions

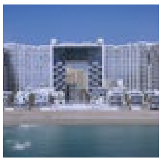
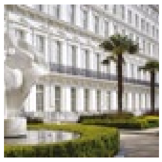
The last two years have seen SHUAA pivot to a more credit-centric offering given the availability of capital due to low interest rates, our deep relationships with investors seeking yield in a low interest rate environment, and our ability to take complex client situations and structure solutions for our clients that go beyond vanilla bank debt or equity financing.

Private Debt

Senior Secured Debt

Lucy	Onyx	Pacific	Lina	Saxon	Omega
					
Last-mile financing for residential twin towers in Dubai Sports City	Recapitalisation of an under construction residential asset in Al Sufouh, Dubai	Corporate facility secured against multiple properties in Bahrain and the UAE	Last-mile funding for Balqis Residences on the Palm Jumeirah	Dividend recapitalisation for a completed residential asset in JVC	Completion financing for residential tower in Dubai Culture Village
USD 30,000,000	**USD 20,000,000**	**USD 35,000,000**	**USD 22,000,000**	**USD 16,000,000**	**USD 16,000,000**
15% IRR	17% IRR	10% IRR	16% IRR	10% IRR	19% IRR
Unrealised	Exited Q2 2019	Exited Q1 2019	Exited Q2 2018	Exited Q1 2018	Exited Q1 2018

Mezzanine & Subordinated Debt

Regal	Tigris	Bentley	Verne	Apex	Hyde Park
					
Subordinated financing against hospitality asset on the Palm Jumeirah	Interim financing, residential led mixed-use project in Bahrain Financial Harbour	Dividend recapitalisation on a completed hotel in Jumeirah Lake Towers	Subordinated construction finance to complete the Taj Hotel in Downtown Dubai	Interim financing, mixed-used development in Dubai Marina	Corporate loan to a UK developer secured against project profits
USD 20,000,000	**USD 25,000,000**	**USD 12,000,000**	**USD 14,000,000**	**USD 11,000,000**	**GBP 9,000,000**
14% IRR	18% IRR	18% IRR	15% IRR	22% IRR	30% IRR
Exited Q4 2017	Exited Q3 2017	Exited Q2 2017	Exited Q2 2016	Exited Q2 2014	Exited Q2 2012

IBG recorded revenue of AED 37 million in 2019 on the back of completing transactions with a value of AED 3.5 billion. They include the reverse-listing of PAL Holding with International Holdings Company, listed on the Abu Dhabi Exchange, and the issuance of a USD 135 million Sukuk for The First Group, which won the Sukuk Deal of the Year for 2019.

The year ahead will see SHUAA continuing to focus on similar activities. Our company has already acted as joint lead manager on the successful USD 300 million Sukuk issued by GFH Financial Group in January 2020. Given 2020's continued economic challenges and changing market dynamics, our ambition is to be the leading provider of structuring and financing solutions to our clients.

CORPORATE GOVERNANCE

An overview of our corporate governance framework, the role and purpose of our Board of Directors and a detailed view of the Board and management committees that support them in helping provide recommendations that lead to effective leadership, oversight and monitoring of SHUAA and our core functions.

CORPORATE GOVERNANCE

1. Corporate Governance Practices

Introduction

Good corporate governance is a value that SHUAA Capital psc ("SHUAA" or the "Company") strongly believes in and has embraced over the past several years to provide a solid foundation for achieving our vision and raising corporate performance.

Good governance is important to promote and strengthen the trust of our Company's shareholders, stakeholders and the public. In that respect, our Board of Directors (the "Board") is committed to implement the best corporate governance practices within SHUAA and its subsidiaries (the "Group") in order to enhance shareholder value and instill trust for its activities as a financial investment company, contributing in this way to the successful development of the financial system of the United Arab Emirates and the wider Middle East.

SHUAA operates across a multitude of jurisdictions and is regulated by several different regulators. The Board is committed to comply with the corporate governance guidelines and requirements issued by the regulators that govern our activities as a publicly listed investment company, and to implement a higher standard as appropriate whilst conducting our business.

Corporate Governance Framework

SHUAA's Corporate Governance Framework (the "Framework") plays an important role in helping the Board gain a better understanding of function oversight and management roles. The Framework sets out, in the Board's terms of reference, the detailed duties of the Board as well as the requirements in relation to Board appointments, composition, meetings, voting procedures and internal control systems. SHUAA's Framework is designed to ensure that the following standards are met:

- **Accountability:** SHUAA's executive management sets strategic targets and is accountable to the Board. In return, the Board is accountable to shareholders and other stakeholders. Proper governance is maintained by the holistic accountability framework of the Company. SHUAA has established a set of internal policies and procedures which form the basis of a holistic accountability framework. In addition to the Framework, these include, but are not limited to compliance, risk, human resources and finance policies and procedures. Both the Board and all employees are required to comply with such policies and procedures as applicable to their specific roles and functions. The Corporate Secretary periodically undertakes a review of the Framework and amends it as required to meet the changing regulatory needs and expectations of the Group and its stakeholders. Such policies and procedures are shared within the Group as a guidance and best practice in order to be adapted to each of the subsidiaries' requirements.
- **Responsibility:** This encompasses a clear separation and delegation of authority.
- **Transparency and Disclosure:** Shareholders and other stakeholders can have access to financial records and other relevant information to assess the Company's financial performance and position.
- **Fair Treatment:** All shareholders and other stakeholders are treated in an independent, objective, equal and unbiased manner whilst applying the highest standards in the industry.

2. Trading in Securities by Board Members and Their First-Degree Relatives

Members of the Board of Directors comply with the provisions of Article 17 of the Cabinet Resolution No. 12 of 2000, concerning the securities and commodities' listing regulations. Additionally, article 36 of Securities and Commodities Authorities' ("SCA's") Board of Directors Resolution No. 3 of 2000 is being followed, concerning the regulations of disclosure and transparency. Article 14 of SCA's Board of Directors Resolution No. 2 of 2001, concerning the regulation of trading, clearing, settlement, transfer of ownership and custody of securities, as well as trading surveillance procedures issued by the Dubai Financial Market ("DFM"), is also being respected, with the Company obtaining the required approvals from relevant regulatory authorities and abiding to the dealings guidance and close-out periods as stipulated in such article. Furthermore, all the members of the Board commit to the annual disclosure of the trading of any SHUAA shares for themselves their spouses and children.

The below table demonstrates the shares owned by members of the Board of Directors, their spouses and children, and any trading on SHUAA shares during 2019:

Name	Position/Kinship	Shares Held as of 31/12/2019	Total Selling	Total Buying
Fadhel Alali	Chairman	nil	-	-
Jassim Alseddiqi	Chairman (Resigned on 10 June 2019)	176,077,472	-	50,000,000
Ahmed Bin Braik	Vice Chairman	nil	-	-
	Son	33,000	-	-
Jasim Al Ali	Board Member	nil	-	-
Fawad Tariq Khan	Board Member (Resigned on 29 December 2019)	nil	-	-
Masood Mahmood	Board Member	nil	-	-
Mustafa Kheriba	Board Member (Resigned on 30 July 2019)	nil	-	-
H.E. Hafsa Al Ulama	Board Member	nil	-	-
Ahmed Alahmadi	Board Member	nil	-	-

Code of Conduct and Personal Account Dealing Policy

SHUAA has developed a code of conduct and a personal account dealing policy, the terms of which are applicable to all employees, officers and directors of the Company. The policy considers the relevant United Arab Emirates laws and regulations governing insider trading, clients' interest and other potential conflicts. The policy is enforced by the Company's compliance department, and all relevant records are maintained for a period of ten years.

3. Board Of Directors

Role and Purpose

The Board is responsible for ensuring leadership through effective oversight and monitoring whilst setting strategic directions to deliver sustainable stakeholder value over the longer term. The Board also oversees the implementation of appropriate risk assessment systems and processes to identify, manage and mitigate the Company's principal risks. These are both designed to facilitate effective and efficient operations in order to ensure the quality of internal and external reporting, whilst complying with applicable laws and regulations. The Board and management committees are also responsible for monitoring relevant Company functions such as finance, internal and external audit, internal control, reputation, listed company management, corporate governance and effective succession planning.

The Company's executive management team and other management committees are responsible for implementing strategic objectives whilst realising competitive business performance in line with established risk management frameworks, compliance policies, internal control systems and reporting requirements. The directors and senior management are also committed to maintaining a robust control framework being the foundation to deliver an effective risk management. The Board is supported by Board committees that make recommendations on matters delegated to them under the Framework, particularly in relation to Board appointments, internal control risk, financial reporting, governance and remuneration. Each of the Board committees' structures facilitates open discussion and debate, with steps taken to ensure adequate time for committee members to consider proposals put forward.

The Board also recognises the importance of its role in setting the tone of the Company's culture whilst embedding it throughout the Group. The Board is committed to instill and uphold the culture, values and norms that are expected to be respected and implemented by all internal stakeholders. The Board is proud to conduct the Company's business in an open and transparent manner. The Company's well-established culture ensures that its Framework remains flexible and adaptable whilst allowing for fast-decision-making process and effective oversight.

The Company has a comprehensive and continuous agenda setting and escalation process in place in order to ensure that the Board has the right information at the right time and in the right format so that when prompted, it can make the right decisions. The Chairman of the Board leads the process, assisted by the Chief Executive Officer and Board Secretary. Such a process ensures that enough time is being set aside for strategic decisions to be made and business critical items discussed.

CORPORATE GOVERNANCE

Composition

The table below lays out the Board members, nature of membership, Board committee memberships and attendance record during the year:

Name of Director	Position	Nature of Membership	Experience and Qualifications *	Period for occupying a seat on the Board	Membership in other shareholding companies *	Any other supervisory, governmental or significant commercial positions *
Current Board Members						
Fadhel Alali	Chairman	Non-Executive, Independent		Appointed: 10.06.2019 as Director and elected: 11.07.2019 as Chairman		
Ahmed Binbraik	Vice Chairman	Non-Executive, Independent		Appointed: 19.12.2016 Re-elected: 07.03.2018		
Jasim Al Ali	Director	Non-Executive, Independent		Appointed: 19.12.2016 Re-elected: 07.03.2018		
Masood Mahmood	Director	Non-Executive, Independent		Appointed: 08.08.2019		
H.E. Hafsa Al Ulama	Director	Non-Executive, Independent		Elected: 04.11.2019		
Ahmed Alahmadi	Director	Non-Executive, Independent		Elected: 04.11.2019		
Resigned Board Members						
Jassim Alseddiqi	Chairman	Non-Executive, Non-Independent		20 November 2016 till 9 June 2019		
Mustafa Kheriba	Director	Non-Executive, Non-Independent		7 March 2018 till 30 July 2019		
Fawad Tariq Khan	Director	Executive, Non-Independent		11 April 2017 till 29 December 2019		

*Board of Directors' experience, qualifications and membership in other shareholding companies is highlighted in the Board of Directors' biographies in the 'Merger with ADFG and New Business Model' section of this Annual Report.

Female representation

H.E. Hafsa Abdullah Mohamed Sharif Al Ulama was elected by the shareholders at the Company's Assembly General Meeting on 4 November 2019 as a Non-Executive Board Member for the period ending March 2021.

Remuneration

In compliance with Article 169 of the Commercial Companies Law No. 2 of 2015 and Article 21 of SCA's Resolution No. 7 of 2016 concerning standards of institutional discipline and governance of public shareholding companies, remuneration of the Board of Directors of SHUAA Capital represents a percentage of the net profits not to exceed 10% of the annual net profits of the Company after deduction of all depreciations and reserves.

Remuneration paid to the Board members, in aggregate, in 2019 and recommended to be paid in 2020, are as follows:

Remuneration	AED
Remuneration for 2018 - paid in 2019	AED 2,250,000
Remuneration proposed for 2019 - to be paid in 2020 subject to shareholders' approval at the AGM	AED 1,923,973

Allowances for attending the meetings of Board committees during 2019 are as follows:

Name	Allowances for attending the BOD Committees		
	Name of Committee	Number of Meetings Attended	Allowance Amount
Ahmed Bin Braik	Audit and Risk	4	Nil
	Nomination & Remuneration	1	Nil
Jasim Al Ali	Audit and Risk	4	Nil
	Nomination & Remuneration	0	Nil
Mustafa Kheriba	Audit and Risk	0	Nil
HE Hafsa Al Ulama	Nomination & Remuneration	1	Nil
Masood Mahmood	Nomination & Remuneration	1	Nil

Meetings during 2019:

	Date of the Meeting	Number of Attendees	Number of Attendances by Proxy	Names of Absent Members
1	21 February 2019	5/5	0	-
2	25 June 2019	3/5	0	Mustafa Kheriba Jassim Alseddiqi
3	14 November 2019	6/7	0	Fawad Tariq Khan
4	8 December 2019	5/7	0	Fawad Tariq Khan Jasim Al Ali

Number of resolutions taken by circulation during 2019:

	Dates	Number of Resolutions by Circulation
1	7 March 2019	1
2	15 May 2019	1
3	10 June 2019	1
4	8 August 2019	5
5	5 September 2019	1
6	7 October 2019	3
7	8 October 2019	1
8	24 December 2019	2

Duties and Functions Assigned to Executive Management

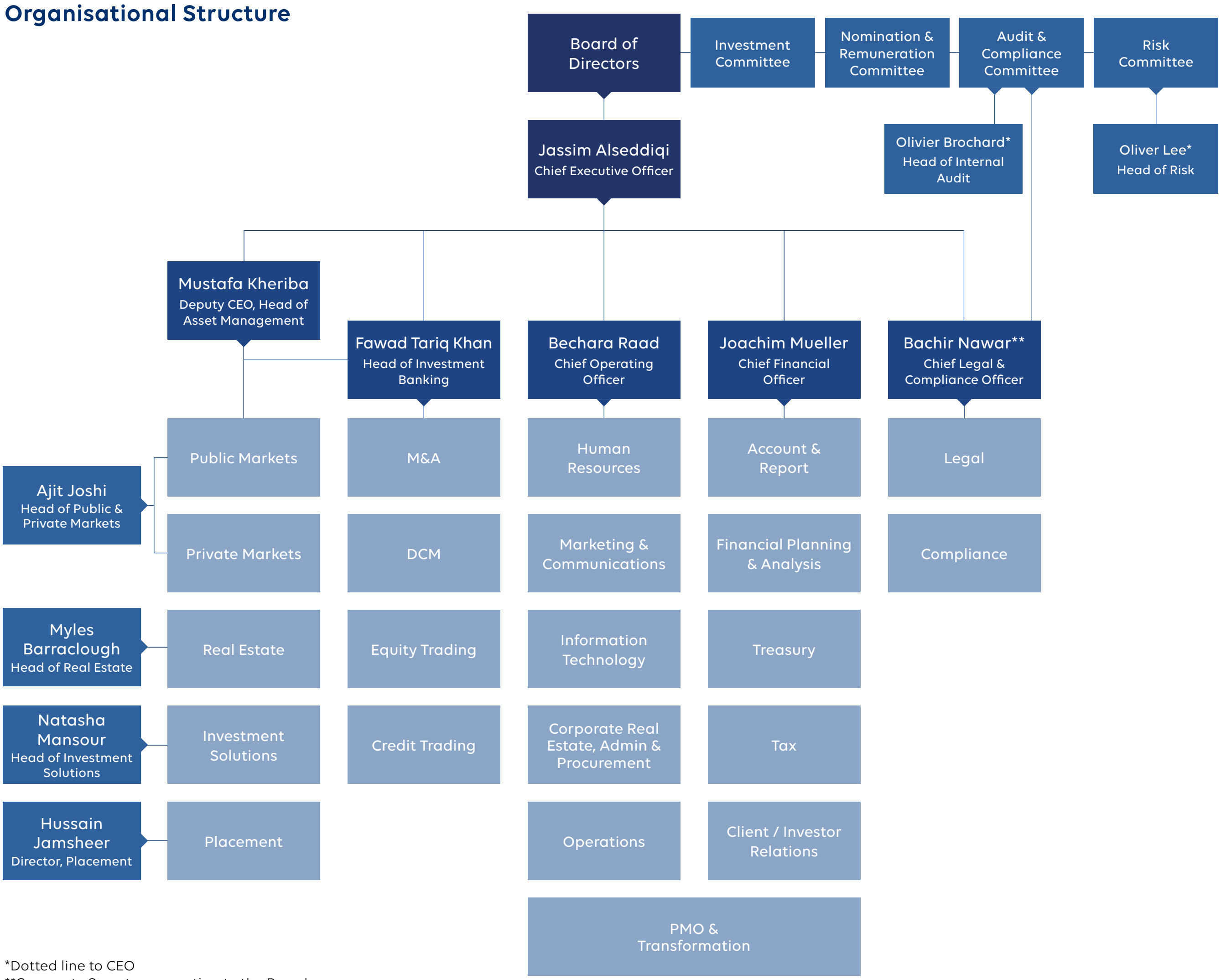
The responsibilities of the Board and executive management differ from each other. The Board sets the framework for executive management, who in turn is responsible for SHUAA's day-to-day operations. The Board sets SHUAA's vision and strategic goals and objectives, provides oversight of its management and holds management accountable for its implementation. The senior executive management acts within the delegation of authorities and limits set by the Board.

	Delegated Person	Authority Delegated	Tenure of Delegation
1	**Fawad Tariq Khan**	Delegation of authority to run the day-to-day business of the Company and to represent the Company before necessary regulators, authorities and other entities.	The POA shall be revoked automatically and cease to have effect at the time the delegate is notified by the Company of the revocation of the POA

Related Party Transactions

As per the SCA's definition of "Related Parties Transactions" set out in SCA's Resolution No. 7 of 2016 concerning standards of institutional discipline and governance of public shareholding companies, Related Parties are defined as the Chairman and members of the Board of Directors of the Company, members of the senior executive management of the Company, employees of the Company, and the companies in which any of such persons holds 30% or more of its capital, as well as subsidiaries, sister companies or affiliate companies. Based on that, SHUAA was not a party to any Related Party Transactions during 2019.

Organisational Structure



*Dotted line to CEO
**Corporate Secretary reporting to the Board

4. Auditors

External Auditor

1. Deloitte & Touche ("Deloitte") (until 30 June 2019)

Deloitte is among the region's leading professional services firms, providing audit, tax, consulting and financial advisory services through 26 offices in 15 countries with more than 3,000 partners, directors and staff. Deloitte has been a Tier 1 tax advisor in the GCC since 2010 (according to the International Tax Review World Tax Rankings).

Name of Auditing Firm	Deloitte & Touche (M.E)
Name of the Partner: Musa Ramahi	
Number of years served as an external auditor for the Company	8.5 Years
Total fees for auditing the 6-month period financial statements of 2019	AED 136,000
Total fees for review of the interim condensed consolidated financial information of Q1 2019 and Q2 2019	AED 597,315
The details and nature of other services provided	Due Diligence Services & other ancillary audit services

Deloitte reviewed the interim condensed consolidated financial information for the quarters ending 31 March 2019 & 30 June 2019 and did not make any Qualified Opinion. The scope of the work as outlined in their engagement plan was to undertake quarterly review of interim condensed consolidated financial information of SHUAA in accordance with the International Standard on Review Engagements issued by the International Auditing and Assurance Standards Board.

2. PricewaterhouseCoopers (PWC) (from 11 July 2019 onwards)

With offices in 157 countries and more than 276,000 employees, PWC is among the leading professional services networks in the world. They help organisations and individuals create the value they're looking for, by delivering quality in assurance, tax and advisory services.

Name of Auditing Firm	PricewaterhouseCoopers
Name of the Partner: Rami Sarhan	
Number of years served as an external auditor for the Company	6 months
Total fees for auditing the financial statements of 2019 (in AED)	AED 300,000
The fees and costs of the special services other than the auditing of the financial statements in 2019 (in AED)	AED 303,500
The details and nature of other services provided	Other ancillary audit services
A statement of the other services performed by an **external auditor other than** the Company's auditor in 2019	Grant Thornton UAE – VAT compliance services KPMG Lower Gulf Ltd – Internal Audit services, Purchase price allocation and Valuation services

PWC reviewed interim consolidated financial information for the quarter ending 30 September 2019 and audited annual consolidated financial statements for financial year ending 31 December 2019 and did not make any Qualified Opinion.

The scope of the audit for the 2019 financial year, as outlined in their engagement plan was:

- To conduct an audit of annual consolidated financial statements of SHUAA for the year ending 31 December 2019 in accordance with International Standards on auditing issued by International Federation of Accountants.
- To undertake quarterly review of interim condensed consolidated financial information in accordance with the International Standard on review engagements issued by International Federation of Accountants.

5. Audit & Compliance Committee

The main duties of the Audit & Compliance Committee of the Board (ACCB) are to monitor the Company's financial statements, to define, review, monitor and recommend changes to the Company's financial, compliance and risk control systems in line with the corporate strategy, and to maintain the relationship and be the direct point of contact with the Company's external auditors. Note that the ARCB has been renamed as the Audit & Compliance Committee of the Board (ACCB) on 14 November 2019.

Mr. Ahmed Bin Braik is the Chairman of the Audit & Compliance Committee and he acknowledges his responsibility for the committee affairs, review of its mechanism and ensuring its effectiveness.

ACCB structure and composition

Name of Member	Designation	Nature of Membership	Appointment/ Resignation date	Meeting Attendance
Ahmed Bin Braik	Chairman	Non-Executive, Independent	Appointed on 02.01.2017	4
Jasim Al Ali	Member	Non-Executive, Independent	Appointed on 02.01.2017	4
Mustafa Kheriba	Member	Non-Executive, Non-Independent	Appointed: 06.05.2018 - Resigned: 31.07.2019	2*

* equaling the number of meetings held during his tenure in 2019

ACCB meetings (previously ARCB)

The meetings held during 2019 are as follows:

- 13 February
- 13 May
- 7 August
- 7 November

6. Nomination & Remuneration Committee

The main duties of the Nomination and Remuneration Committee of the Board (NRCB) are to:

a) Determine the Company's staffing needs at the executive and employee levels and the basis for selection of executives and employees.

b) Develop and annually review the human resources and training policies of the Company.

c) Oversee the procedures for nominations to the Board whilst regularly reviewing its structure, size and composition.

d) Develop and review annually the ongoing suitability of the Company's policy for remuneration and benefits for the Company's Chief Executive Officer, Board and employees.

e) Ensure that the remuneration and benefits awarded are reasonable and aligned with the performance of the company.

H.E. Hafsa Al Ulama is the Chairperson of the Nomination and Remuneration Committee and she acknowledges her responsibility for the committee affairs, review of its mechanism and ensuring its effectiveness.

NRCB structure and composition:

Name of Member	Designation	Nature of Membership	Appointment/ Resignation Date	Meeting Attendance
Jassim Alseddiqi	Chairman	Non-Executive, Non-Independent	Appointed: 02.01.2017 - Resigned: 11.07.2019	0
Ahmed Bin Braik	Member	Non-Executive, Independent	Appointed on 02.01.2017	1
Jasim Al Ali	Member	Non-Executive, Independent	Appointed: 02.01.2017 - Resigned: 14.11.2019	0
Maha Al Qattan	Member	Non-Board Member (external member)	Appointed: 01.10.2017 - Resigned: 01.08.2019	0
H.E. Hafsa Al Ulama	Chairperson	Non-Executive, Independent	Appointed on 14.11.2019	1
Masood Mahmood	Member	Non-Executive, Independent	Appointed on 14.11.2019	1

NRCB meetings

The NRCB meetings held during 2019 are as follows:

- 8 December

7. Other Board Committees

The following Board committee was created on 14 November 2019:

Risk Committee of the Board (RCB)

Name of Member	Designation	Nature of Membership	Appointment/ Resignation date	Meeting Attendance
Christopher Ward *	Chairman	Non-Board Member	Appointed on 15.01.2020	-
Jasim Al Ali	Member	Non-Executive, Independent	Appointed on 14.11.2019	-
Ahmed Alahmadi	Member	Non-Executive, Independent	Appointed on 14.11.2019	-

* Christopher Ward was appointed as Chairman and member of the RCB on January 2020.

Mr. Christopher Ward is the Chairman of the Risk Committee and he acknowledges his responsibility for the committee affairs, review of its mechanism and ensuring its effectiveness.

Investment Committee of the Board (ICB)

The following Board committee was created on 14 November 2019:

Name of Member	Designation	Nature of Membership	Appointment/ Resignation date	Meeting Attendance
Masood Mahmood	Chairman	Non-Executive, Independent	Appointed on 14.11.2019	-
Jasim Al Ali	Member	Non-Executive, Independent	Appointed on 14.11.2019	-
Ahmed Alahmadi	Member	Non-Executive, Independent	Appointed on 14.11.2019	-

Mr. Masood Mahmood is the Chairman of the Investment Committee and he acknowledges his responsibility for the committee affairs, review of its mechanism and ensuring its effectiveness.

8. Insider Trading Committee

The Board of SHUAA has assigned the duties of managing, monitoring and supervising insider's transactions and their ownerships, keeping records and submitting periodic reports to the Compliance department.

Gabriel Khoury is the Head of the Compliance department and he acknowledges his responsibility for the department's affairs, review of its mechanism and ensuring its effectiveness.

Members of the Compliance department are:

Gabriel Khoury – Head of Compliance
Islam Mahrous – Compliance Officer

The Compliance department has performed, among other things, the following duties during 2019:

- Prepared a comprehensive register for all insiders, including persons who may be considered temporary insiders who are entitled or have access to the Company's material non-public information prior to publication;
- Updated the insider register and monitored all insider trades on SHUAA shares;
- Alerted SHUAA employees on the penalties they may face in case of failure to adhere to the Company's Insider Dealing Policy; and
- Notified the Securities and Commodities Authority and Dubai Financial Market of all updates to the insider register at the beginning of each financial year and of any amendments thereto during the financial year.

9. Management Committees

Several management committees are also in place in addition to the Board committees which are established in order to oversee the daily operations and business activities whilst adhering to appropriate and proper governance standards. The committees are the Assets & Liabilities Committee (ALCO), the Audit & Compliance Committee (ACC), the Operating Committee (OPCO) and the Investment Management Committee (IMC). The committees' Chairmen acknowledge their responsibility for the committees' affairs, review of their mechanisms and ensuring their effectiveness.

The management committees' composition and structures are as follows:

Management Committee	Function of Committee	Members	Dates of Meetings / Member Attendance
Operating Committee (OPCO)	Responsible for the efficiency and effectiveness of the Company and the review of operational policies	(i) Fawad Tariq Khan (removed on 14.11.2019) (ii) Oliver Lee (iii) Adil Mustafa (removed on 14.11.2019) (iv) Mohammad Al Sakkaf (removed on 14.11.2019) (v) Gabriel Khoury (removed on 14.11.2019) (vi) Ziad Mansour (vii) Bechara Raad (appointed on 14.11.2019) (viii) Bachir Nawar (appointed on 14.11.2019) (ix) Joachim Mueller (appointed on 14.11.2019)	19 March 5/6
Assets & Liabilities Committee (ALCO)	To optimise the return on corporate capital and control the balance sheet based on requirements approved by the Board	(i) Fawad Tariq Khan (removed on 14.11.2019) (ii) Oliver Lee (iii) Adil Mustafa (removed on 14.11.2019) (iv) Joachim Mueller (appointed on 14.11.2019) (v) Mustafa Kheriba (appointed on 14.11.2019)	19 March 3/3
Audit & Compliance Committee (ACC)*	To discuss Compliance policies and audit-related matters	(i) Fawad Tariq Khan (ii) Oliver Lee (iii) Gabriel Khoury	19 March 3/3
Investment Management Committee (IMC)	To discuss and review the practice of the investment management activity	(i) Fawad Tariq Khan (ii) Oliver Lee (removed on 14.11.2019) (iii) vacant (replaced on 14.11.2019) (iv) Mustafa Kheriba (appointed on 14.11.2019) (v) Bachir Nawar (appointed on 14.11.2019) (vi) Joachim Mueller (appointed on 14.11.2019) (vii) Ajit Joshi (appointed on 14.11.2019) (viii) Natasha Hannoun (appointed on 14.11.2019) (ix) Myles Baraclough (appointed on 14.11.2019)	19 March 2/3

*dissolved on 14 November 2019

The Chairman of each of the above-mentioned committees acknowledges his responsibility for the respective committee affairs, review of its mechanism and ensuring its effectiveness.

10. Internal Control System

SHUAA's Board recognises its responsibility for enforcing SHUAA's Internal Control system and its periodic effectiveness check and review through the Audit and Risk Committee formed by the Board of Directors. SHUAA confirms that it is in compliance with SCA Chairman's decision No. 7 TM of 2016 concerning the institutional discipline standards and the governance of the public joint stock companies and that no material irregularity has occurred during the course of 2019. In all cases, the Internal Control system deals with any issues facing the company whilst covering the following:

- Identifies and classifies the nature of the problem in terms of the risk level, through determining the scale of the problem and the extent of its negative impact
- Communicates with the concerned departments through the division heads and the Chief Executive Officer to discuss actions to contain and resolve any problems or concerns
- Reports the problem and the proposed relevant recommendations to the Audit & Compliance Committee and Risk Committee of the Board, which in turn, after discussing and evaluating the situation, submits it to the Board in order to make appropriate decisions
- Follow-ups on the implementation of its recommendation by ensuring that the Board of Directors resolutions in this regard are implemented
- Communicates with the external auditor, if necessary.

The Compliance department raised 4 quarterly reports to ACCB of the Board

SHUAA's Internal Control system consists of Compliance, Risk Management and Internal Audit functions

SHUAA's Board acknowledges its responsibility for the Company's Internal Control System, review of its mechanism and ensuring its effectiveness through the Board Committees and in consultation with the senior executive management.

The Board shall, in particular:

a. Adopt risk management procedures and ensure compliance with these procedures; and

b. Analyse, evaluate and approve the effectiveness of internal risk management procedures and internal controls on a regular basis.

Chief Legal & Compliance Officer

Bachir Nawar is the Chief Legal & Compliance Officer of the Group and manages the multijurisdictional legal and compliance requirements of the business and acts as the corporate secretary to the Board. With over 18 years of experience, he focuses on transactional cross border work, strategic distressed acquisitions.

Known for his expertise in the area of governance and shareholder activism, Nawar specialises in implementing portfolio turn-around strategies. Nawar holds an LLB from Saint Joseph University, Beirut, Lebanon.

Head of Compliance

Gabriel Khoury is the Head of Compliance. He has over 18 years of experience working in the legal and compliance fields. Prior to joining SHUAA, Khoury acted as Senior Legal Counsel at Standard Chartered Bank (DIFC and Dubai) and worked in various international law firms in the region. Khoury holds an Executive LLM from IE-Northwestern Law School, U.S.A.; a Master's in International Project Management from E.S.C.P. Business School, Paris, France; and an LLB from Saint Joseph University, Beirut, Lebanon.

Compliance Officer

Islam Mahrous is the Compliance Officer and VP for the Compliance and Anti-Money Laundering department. He has over 12 years of experience in the financial services sector and compliance advisory across the UAE and Egypt.

Mahrous has worked for the Egyptian Financial Regulatory Authority for 7 years in the capacity of Senior Financial Regulator and Capital Markets Specialist. He is accredited as a Compliance Officer and MLRO by the UAE Securities and Commodities Authority. Mahrous holds a Bachelor in Auditing and Accounting from Cairo University, Cairo, Egypt.

Head of Internal Audit

Olivier Brochard is the Head of Internal Audit and has close to 20 years of experience within the investment fund and asset management industry. Prior to joining the Group, He worked for 14 years at State Street where he served as EMEA Internal Audit Director, responsible for State Street's asset management arm. Brochard was also the Head of Internal Audit for State Street Banque France, a function he established in 2008. Prior to State Street, Brochard was at Deloitte Luxembourg, where he led various audit assurance projects for large investment funds and private banks. Brochard holds a German and French double degree from ESB Reutlingen and Reims Management School. He also holds two international certifications: Certified Internal Audit (CIA) and Certified Management Assurance (CRMA).

Head of Risk

Oliver Lee is the Head of Risk and has over 20 years of experience working at a senior level in risk management. Prior to SHUAA he headed the Risk Management department at Mitsubishi UFJ International and was responsible for managing market, credit and operational risk across all businesses in London and Singapore. Prior to his role at Mitsubishi UFJ International, Lee was Head of Operational Risk EMEA (excluding United Kingdom) at J.P. Morgan in London. At J.P. Morgan he was responsible for designing, implementing and managing the entire operational risk framework across all business lines throughout the EMEA region and all centralised groups in the United Kingdom. Oliver holds a BSc (Hons) in Accounting and Finance from University of Warwick, United Kingdom.

11. Irregularities in 2019

The Company has committed no violations during 2019.

12. Corporate Social Responsibility

Understanding that art within the corporate environment fosters creative exchange, dialogue and motivational workspaces, SHUAA entrusted local art advisory Native Arts to build a corporate art collection that incorporates both specifically commissioned artworks by Emirati and UAE-based artists and regionally and locally produced artworks from UAE-based galleries. By providing local galleries and artists with opportunities and platforms to showcase their talents, SHUAA hopes to inspire and encourage continued corporate patronage of the arts in the UAE.

On the other hand, the Company committed to a zero single-use plastic policy across its premises, promoting and encouraging environmentally conscious behavior among its employees.

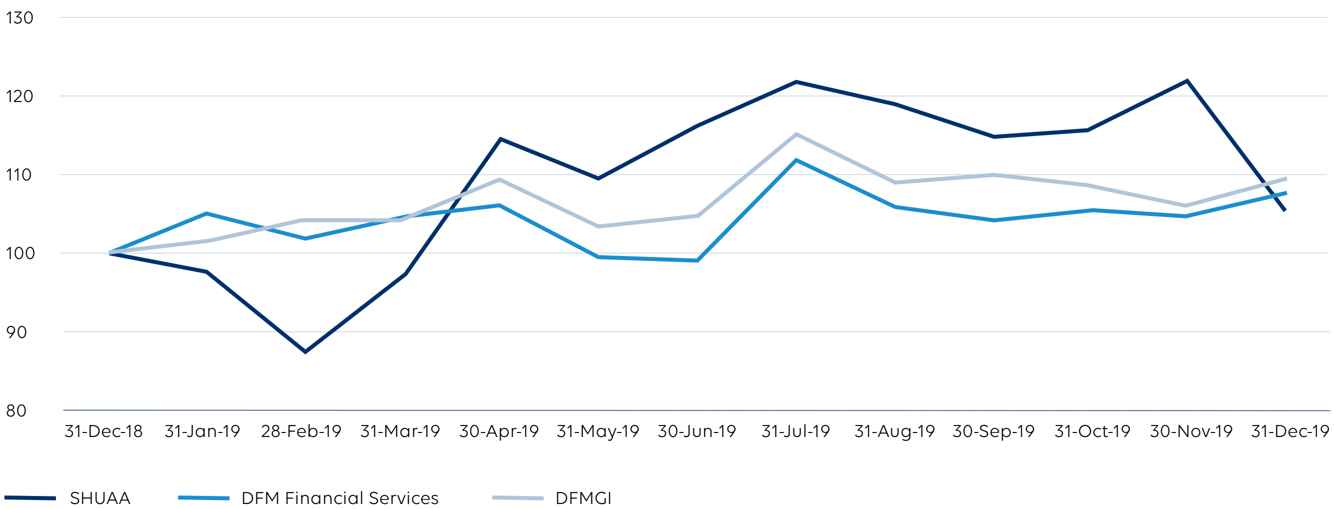
13. General Information

Share Trading Information[1]

The table below sets out the price of the stock (closing, highest, lowest) during each month in 2019:

Month	Closing Price	High	Low
Jan	0.80	0.84	0.78
Feb	0.72	0.80	0.63
Mar	0.80	0.84	0.60
Apr	0.94	1.05	0.75
May	0.90	1.03	0.77
Jun	0.95	0.99	0.87
Jul	1.00	1.05	0.94
Aug	0.98	1.01	0.93
Sep	0.94	1.04	0.92
Oct	0.95	0.97	0.91
Nov	1.00	1.01	0.87
Dec	0.87	1.03	0.86

The chart below provides the comparative analysis with the market index and sector one:



Note: Rebased to 100 from close price as at 31/12/2018
Source: DFM Data

1. Data is up to and as of 31 December 2019

The tables below provide the updated shareholding structure (individuals, companies, governments) with breakdown of nationals, GCC, Arabs and foreigners:

	Percentage of Shares Held		
Shareholder Category	Individual	Companies / Governments	Total
Local	20.07	74.41	94.48
GCC	2.25	0.20	2.45
Arab	1.35	0.10	1.45
Foreign	0.64	0.98	1.62
Total	24.31	75.69	100

As of 31/12/2019, the following shareholders were holding more than 5% of the share capital of the Company:

Name	Qty	% Qty
Direct Access Investment LLC	693,591,834	27.35
Royal Pavilion LLC	539,239,488	21.27
Capital Investment LLC	298,437,336	11.77
Jassim Alseddiqi	176,077,472	6.94
Shine Investments in Commercial Projects LLC	129,115,805	5.09

Shareholders distribution by the size of equity as of 31/12/2019:

Share(s) Owned	Number of Shareholders	Number of Share Held	% of the Shares Held of the Capital
Less than 50,000	8,252	38,410,798	1.51
From 50,000 to less than 500,000	468	68,226,884	2.69
From 500,000 to less than 5,000,000	101	133,383,106	5.26
More than 5,000,000	25	2,295,699,212	90.53

Investor Relations

SHUAA focuses on providing transparent and consistent information and interactive communication. The Investor Relations team strive for an open dialogue with the financial community, the media and all key stakeholders to enhance understanding of the business as well as to explain the risks and opportunities. The Group is committed to providing regular updates on key value drivers business strategy and key ratios used by the Group to track its own performance.

We are dedicated to providing true, fair and up-to-date information to every interested stakeholder so that the share price reflects the inherent value of the Group.

Furthermore, we respond to daily queries from shareholders and analysts through our investor relations team and have a section of our website which is dedicated to shareholders and analysts which includes all of our financial results presentations. Our registrar (First Abu Dhabi Bank) also have a dedicated team to answer shareholder queries in relation to technical aspects of their holdings such as dividend payments.

Investor Relations also provides regular reports and feedback to the executive team and the Board on key market issues, the share price and shareholder concerns. Any significant concerns raised by a shareholder in relation to the Company and its affairs are communicated to the Board. This ensures the views of our investors are taken into account when Board decisions are taken.

Investor Relations Manager

Mohamed Tahboub has been the Company's investor relations manager during 2019 until 5 December 2019.

Omar Abu Khadra has been appointed on 5 December 2019 as the Senior Investor Relations Manager.

Omar has over 9 years of professional experience, starting his career as a member of the Graduate Programme at Barclays in London. He continued to work in London for 5 years in various roles with Barclays before focusing on Private Equity and joining Hamilton Lane as a member of the Relationship Management team.

More recently, Omar has spent the last 3+ years in the Gulf as part of the Placement and Relationship Management team at Investcorp in Bahrain, working with private and institutional clients in servicing their alternative asset investment portfolios. Omar holds a Bachelor's in International Management and French from the University of Bath in England.

Omar Abu Khadra Contact details:

E-mail: oabukhadra@shuaa.com / shareholderrelations@shuaa.com

Phone: +971 2 610 8200

SHUAA's website: www.shuaa.com/investor-relations

14. General Assemblies – Special Resolutions

SHUAA conducted 4 General Assemblies during 2019 as stated below:

- **31 March 2019 (Annual General Assembly) where no special resolutions were passed.**
- **11 July 2019 (General Assembly) where the following special resolutions were passed:**

a. Approval of the entry of Abu Dhabi Capital Management LLC (the "Strategic Investor") as a Strategic Investor in consideration for the transfer of the entire issued share capital of Abu Dhabi Financial Group LLC ("ADFG"), in accordance with the implementation agreement signed with the Strategic Investor and subject to the Securities and Commodities Authority's ("SCA") approval and the satisfaction of the conditions and requirements set by SCA in this respect

b. Subject to the completion of the transfer of ADFG's entire issued share capital to SHUAA, approval of: (a) the increase of the share capital of the Company by AED 1,470,720,000 from AED 1,065,000,000 to AED 2,535,720,000 through the issuance of 1,470,720,000 new shares of AED 1.00 each in the capital of the Company ("New SHUAA Shares") to the Strategic Investor (or to its shareholders on pro rata basis to their shareholding in the Strategic Investor) and (b) the listing of the New SHUAA Shares on the Dubai Financial Market, with a restriction not to trade the New SHUAA Shares for a period of at least one year in accordance with the conditions required by SCA in this respect

c. Approval of the amendment of Article (6) of the Company's articles of association to read as follows:

"The issued share capital of the company shall be AED 2,535,720,000 (two billion five hundred thirty-five million seven hundred twenty thousand UAE Dirhams) distributed over 2,535,720,000 (two billion five hundred thirty-five million seven hundred twenty thousand) shares of a nominal value of 1.00 (one) Dirham for each share, which share capital is paid in full."

- **11 September 2019 (General Assembly) where the following special resolutions were passed adopting the below:**

a. Approval to change the Company's name to "Abu Dhabi Financial Group (ADFG)," subject to regulatory approvals, and to amend Article (2) of the Company's articles of association and wherever mentioned in the articles of association accordingly

b. Approval to amend Article (17.1) of the Company's articles of association to increase the number of the Board members to 7 members instead of 5

c. Approval to amend Article (24.5) of the Company's articles of association to allow the Board to issue resolutions by circulation with no maximum limit during the year

- **4 November 2019 (General Assembly) where no special resolutions were passed.**

15. Corporate Secretary

- Gabriel Khoury was the Board/Corporate Secretary of SHUAA from September 2017 to November 2019.
- Bachir Nawar was appointed as the Board/Corporate Secretary of SHUAA on 14 November 2019.
- Nazish Esmail was appointed by SHUAA on May 2007 and currently works to assist the Corporate Secretary team within the Company.

Brief on the Job Description of the Corporate Secretary

A. Documenting the Company's Board meetings, including discussions that took place during these meetings, places and dates of these meetings and starting and ending times. Recording resolutions of the Board and voting results and filing these in an organised manner, including the names of attendees and any expressed reservations (if any). These minutes shall be signed by all the Board members who attended these meetings;

B. Collecting and organising all the reports and materials to be embedded to the Board's pack;

C. Providing members of the Board with the agenda of the Board's meeting along with related presentations, papers, documents, information collected from relevant departments and clauses requested by any member of the Board that will be presented and discussed during the Board's meeting;

D. Making sure that members of the Board comply, implement and track actions approved by the Board;

E. In advance, notifying members of the Board with Board meeting dates and setting up the yearly Board meetings schedule;

F. Submitting a draft of the minutes to members of the Board to express their opinion and comments thereon before signing it;

G. Making sure that the Board members, completely and immediately, receive the minutes of the Board's meetings, information and documents related to the Company once these are finalised;

H. Informing the Company's executive management about the resolutions of the Board and its committees whilst tracking and reporting their implementation;

I. Supporting the Board for the evaluation process;

J. Coordinating between members of the Board and the executive management;

K. Regulating the disclosure record of the Board and the executive management whilst providing assistance and advice to members of the Board; and

L. Liaising with the other Board and management committee secretaries in order to collect any feedback that needs to be shared with the Board.

Emiratisation Percentage

The Emiratisation percentage for the Group's UAE-based employees was 2% as of 31 December 2019, 0% as of 31 December 2018 and 0% as of 31 December 2017.

Material Events and Respective Disclosures

- SHUAA successfully issues and places USD135 million (SAR 506 million) Sukuk for Jabal Omar Development Company.
- SHUAA transformational merger with Abu Dhabi Financial Group (ADFG) creating the MENA's leading Asset Management & Investment Banking platform.
- Fadhel Alali appointed as Chairman of the Board of Directors, replacing Jassim Alseddiqi who has been appointed as the CEO of the Company.
- SHUAA successfully issues and places USD135 million dollar-denominated five-year Sukuk for The First Group (TFG) on the London Stock Exchange.
- Masood Mahmood appointed as a Board member of the Company.
- Shareholders approve to change Company's name to "Abu Dhabi Financial Group" (still pending for regulatory approvals and might not go forward).
- The election of two additional Board Directors, H.E. Hafsa Abdullah Mohamed Sharif Al Ulama and Ahmed Abdulhamid AlAhmadi.
- Sale of the Company's brokerage arm in the UAE, SHUAA Securities LLC, in line with the Company's strategy regarding the disposal of non-core assets.
- SHUAA returns to profit post-ADFG merger; Business combination strengthens operating platform and supports future growth prospects.
- Resignation of Fawad Tariq Khan from the Board of Directors.

Innovative Projects and initiatives

SHUAA did not launch any innovative initiatives or projects during 2019, as the Group's sole focus was on the transformational merger with Abu Dhabi Financial Group (ADFG) to create a leading platform for asset management and investment banking in the region. The Group is known for its innovative approach to investment solutions and product creation, and the combined entity will continue to embark on the next phase of growth promoting innovative projects and initiatives where it creates value for clients, shareholders and other stakeholders.

RISK MANAGEMENT

An overview of our risk management framework, including the structure for how risks are monitored, reviewed and reported internally as well as the policies that govern them.

RISK MANAGEMENT

Introduction

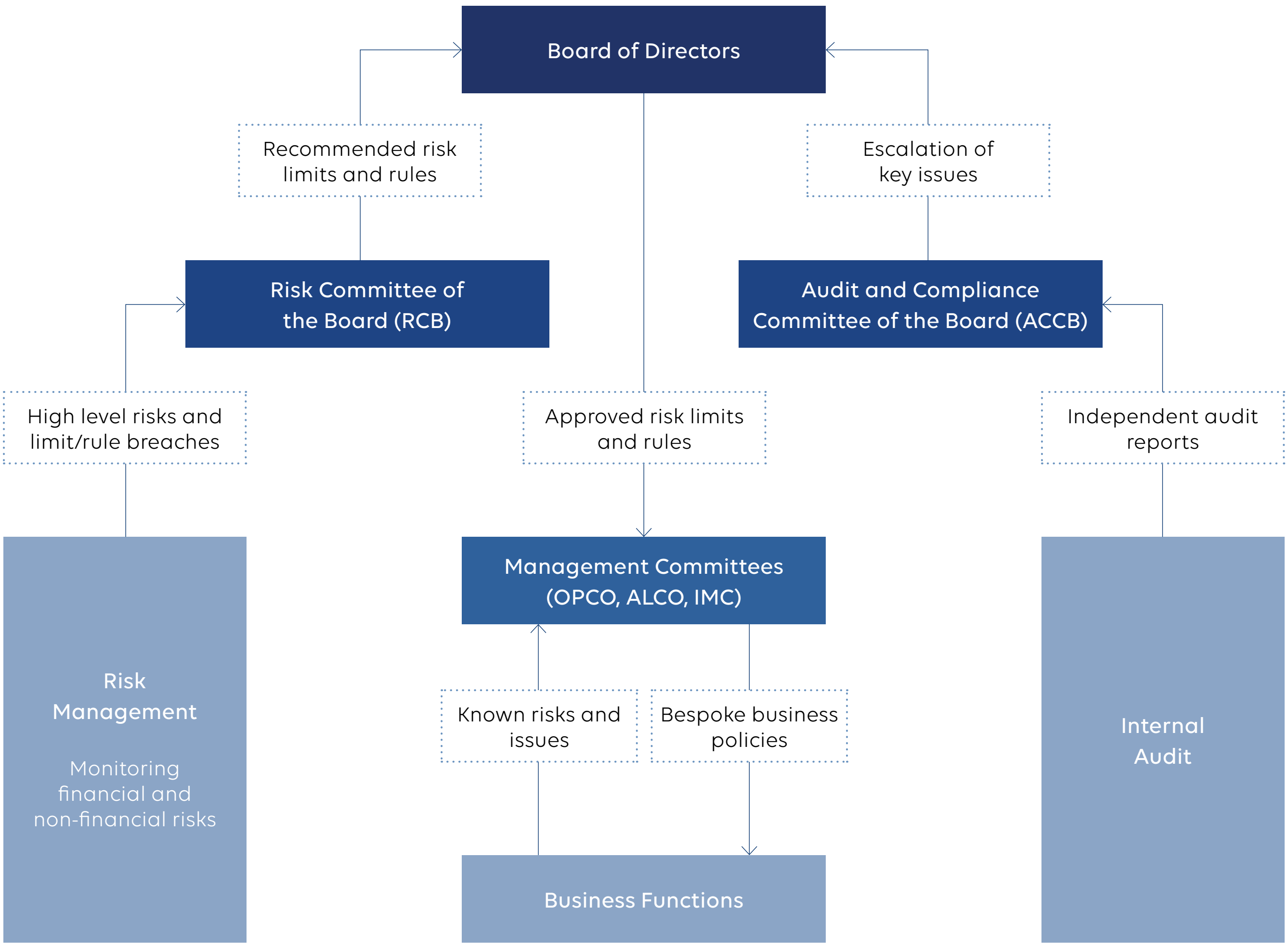
Due to the nature of our business, SHUAA will be exposed to some form of credit, liquidity, market, counterparty and operational risk. Consequently, it is essential for there to be an ongoing process of identification, measurement monitoring and reporting of these risks to protect the interests of clients and shareholders and maintain the soundness of the business.

Risk Management Structure and Framework

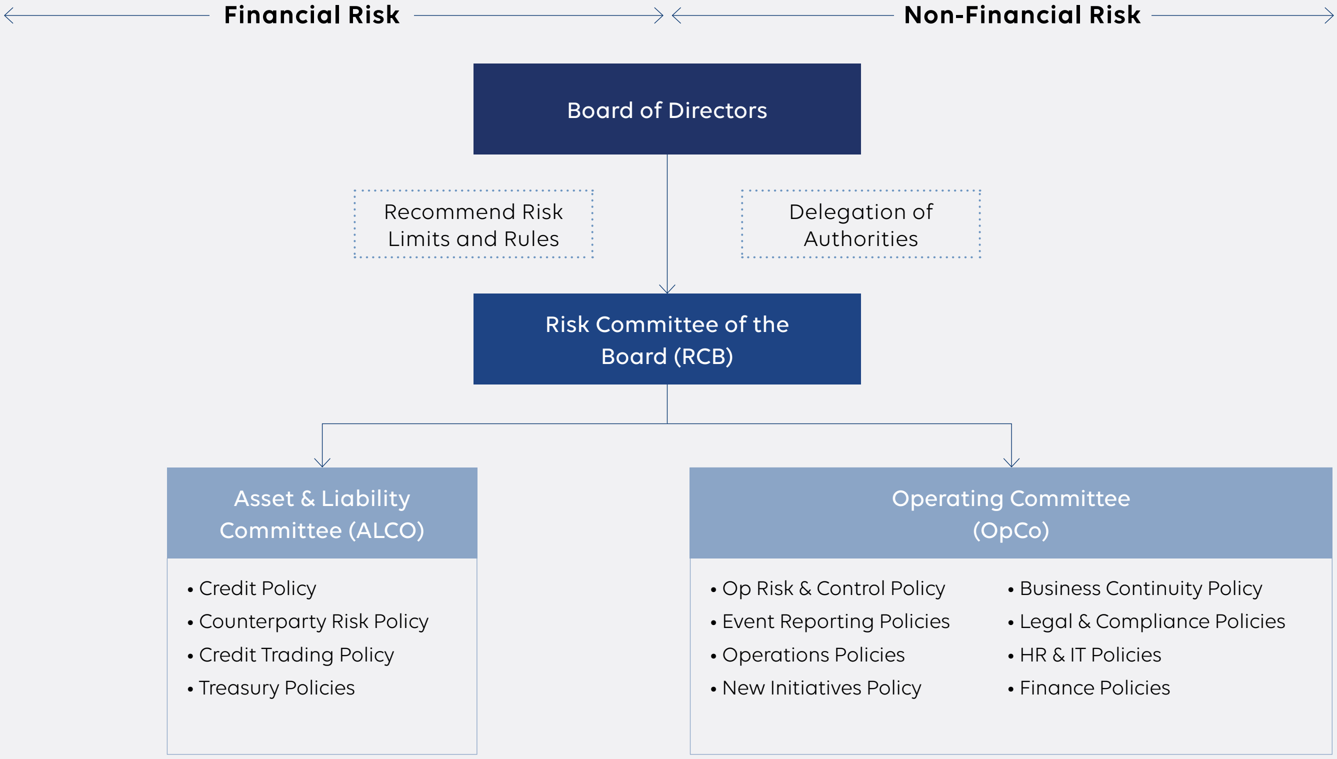
The Board of Directors recognises the importance of managing risk and is ultimately responsible for defining the risk appetite of the Company. The Board of Directors set Company-wide limits and rules to define risk appetite around credit, liquidity, market, counterparty and operational risk based on recommendations from the Board's Risk Committee.

These limits and rules define the firm-wide risk governance framework to which management must adhere. The management committees are then responsible for setting more specific limits and rules at the business and subsidiary levels to ensure adherence to the Company-wide risk appetite.

Risk Management Structure and Framework



Financial and Non-Financial Risk Framework



Credit and Counterparty Risk

Credit and counterparty risk is the risk of loss due to default. Based on the limits and rules set by the Board of Directors, SHUAA's Asset & Liability Committee ("ALCO") sets detailed rules across all relevant business lines. These include, but are not limited to, rules on providing credit, collateral requirements, concentration risk and counterparty gradings. Adherence to rules is monitored on a daily basis by Company Risk Management and the status reported as required.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its liabilities when they fall due. The Company's approach aims to always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses and without materially affecting the return on capital. Consequently, the Board of Directors set limits and rules around liquidity risk such as liquidity ratios and cash balance requirements which are more defined at business and subsidiary level by the ALCO.

The ALCO collates the projected cash flow and liquidity profiles of its financial assets and financial liabilities and continually monitors to identify any potential shortfalls in the short, medium or long term.

Market Risk

Market risk is the change in value of assets and liabilities due to changes in the market, such as interest rate, exchange rates, equity prices and credit spreads. The Company market risk appetite is defined by the limits and rules set by the Board of Directors. Based on these limits and rules, the relevant management committee sets business-specific limits and rules to clearly define the Company-wide risk appetite.

Tools used to measure and monitor market risk vary depending on the type of exposure and include, but are not limited to, VaR, RAROC, stress tests and risk vs. return ratios. Market risk levels are monitored intra-day by Group Risk Management and the status reported daily to senior management. Any breaches of the limits and rules are reported to the ALCO and Risk Committee of the Board.

Operational Risk

Operational risk is the risk related to people, process, systems or external events. The Company recognises that operational risk is not just the direct risk of financial loss from an unexpected event, but also the indirect impact of not achieving strategic goals: for example, lost revenue due to not attracting required talent, inefficient processes, uncompetitive systems or the inability to react to market changes.

Consequently, the operational risk management framework comprises two core parts, the risk control framework and the operational risk management framework. The former aims to mitigate the risk of direct and indirect financial loss by ensuring there is a sound control environment. This achieved by using a Risk Control Self-Assessment (RCSA) process to proactively identify control weaknesses, complemented by a formal event reporting process.

The accuracy and completeness of the RCSA process is then independently validated by Internal Audit. The operational risk management framework aims to optimise Company-wide operational risk levels by having a structured process in place to capture risk drivers so threats and opportunities can be assessed.

Internal Control Framework

Internal Audit are provided with the RCSA to validate accuracy of reporting

Risk Limits

Approved by the Board of Directors based on recommmendations from the Risk Committee of the Board

Policies

With the approved risk limits, management committees are enabled to set bespoke business-specific policies

RCSA Process

Identify the key risks and controls Validate the completeness and accuracy

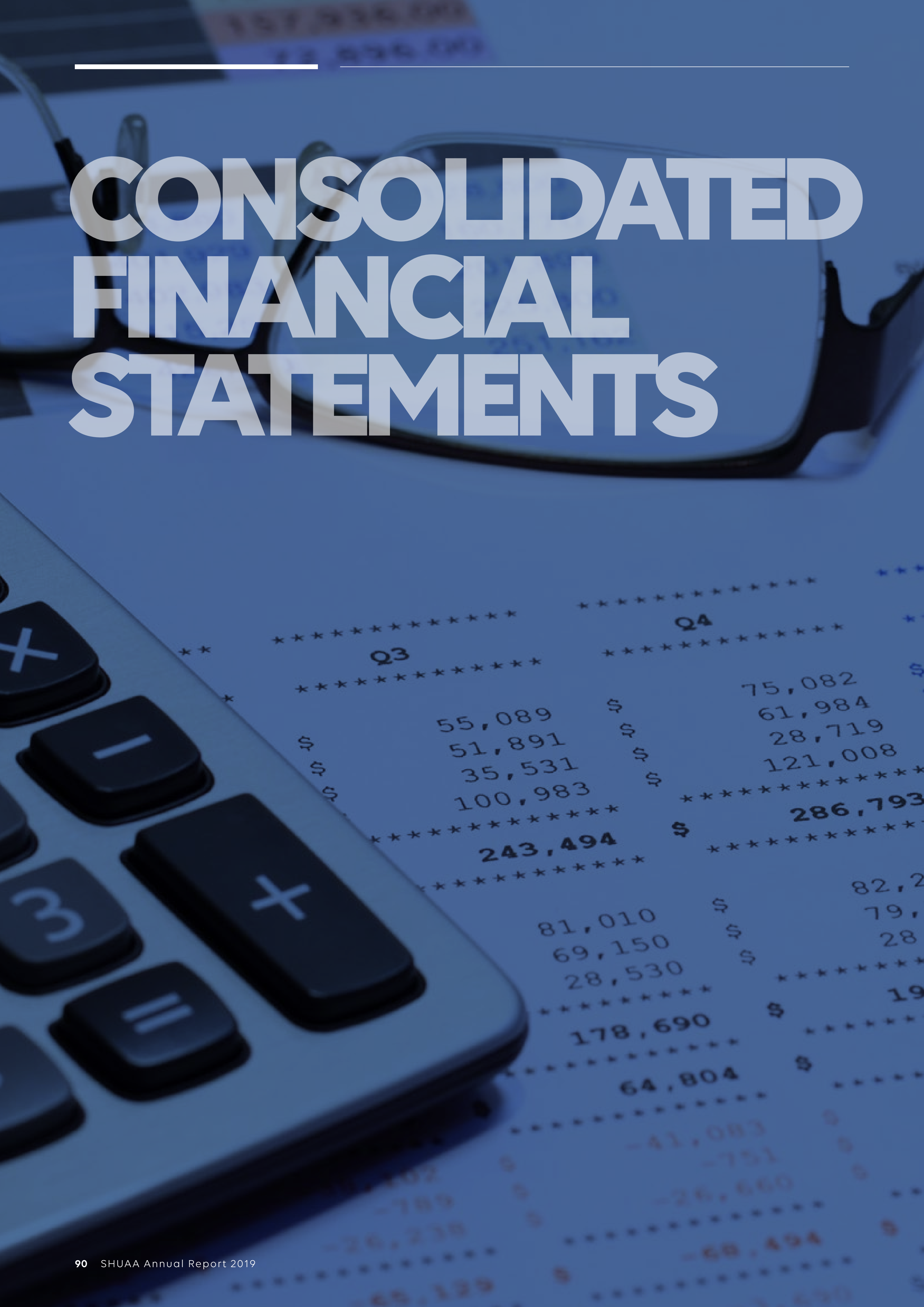
Assign responsibility to individuals for each risk, control and policy section

Risk Reporting

Any risks and weaknesses are reported to the relevant management committee to determine action

Formal reporting of events has been in place within SHUAA for over 10 years and 2019 saw the lowest number of risk events on record. As a result of the merger with ADFG our event reporting framework is being rolled out across the group and its subsidiaries. So far there have been no material events reported.

CONSOLIDATED FINANCIAL STATEMENTS

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Consolidated Financial Statements for the year ended 31 December 2019

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BOARD OF DIRECTORS' REPORT

SHUAA Capital merged with Abu Dhabi Financial Group (ADFG) during 2019 in a transformational merger creating the leading asset management and investment banking platform in the region.

SHUAA Capital's first post-merger audited annual results for fiscal year 2019 highlighted the company's solid performance, ability to sustain revenues and capitalize on growth opportunities, and demonstrated the immediate positive outcome of the merger, despite challenging market conditions and geopolitical uncertainty.

Full-year net profit to shareholders of SHUAA Capital stood at AED 47 million with an EBITDA of AED 186 million.

Segment Review

As a result of the merger, ADFG was identified as the accounting acquirer (as per IFRS requirements). Accordingly, comparatives within this report for the newly combined segments are not provided, as they are no longer relevant. Consequently, the investment banking segment results only reflect the five-month period since the merger took place. SHUAA Capital's results prior to the merger remain disclosed on our website up to Q2 2019.

Asset Management

The asset management segment, which manages real estate funds and projects, investment portfolios and funds in the regi Microsoft Teamonal equities, fixed income and credit markets and provides investment solutions to clients, reported full-year profits of AED 140 million and revenues of AED 215 million.

The asset management segment maintained its growth trajectory, with assets under management reaching USD 14 billion, up 15% year-on-year, driven by the merger of both entities and a strong contribution from a landmark transaction which saw one of our entities finalize an agreement to manage a portfolio of assets valued at approximately USD 400 million. This increase in AUM supports our strategy of increasing recurring revenue streams and strengthening our non-capital-intensive asset management business.

Investment Banking

The investment banking segment, which provides corporate finance advisory, equity and debt capital markets, M&A expertise, private placements, structured investments and other services, reported profits of AED 8 million and revenues of AED 21 million during the five-month reporting period post-merger (AED 37 million revenue for the full year).

During the year, the investment banking segment continued to be one of the most active in the region, demonstrating expertise in managing high-profile capital market transactions and providing strategic advisory services to an extended client base. In 2019, our company managed several high-profile capital market transactions, including the reverse listing of PAL Holding and International Holdings Company on the Abu Dhabi Securities Exchange. We also played a leading role in the regional Sukuk (Shari'a-compliant bond) market as a mandate lead arranger for over USD 500 million of issuances, among them the GFH Financial Group's recent USD 300 million five-year Sukuk and The First Group's USD 135 million Sukuk.

Corporate

The corporate segment, which manages principal investments, non-core assets, corporate developments, treasury and other shared services related to the company, reported a full-year loss of AED 101 million and revenues of AED 42 million.

BOARD OF DIRECTORS' REPORT (continued)

This was driven by market-related fair value losses, despite being offset in part by the positive contribution from one-off associate income. In line with our strategy to focus on our company's two core business segments (asset management and investment banking) and strengthen our balance sheet by managing down non-strategic assets, we have achieved a 28% reduction in this regard in 2019. This was mainly through the sale of our brokerage arm (SHUAA Securities) and exit of our equities market-making business for a total deal value of approximately AED 100 million.

Backed by a profitable year and strong fundamentals for sustainable growth, our company has set clear goals for 2020 and beyond, supported by the board of directors: accelerating growth through further integration and synergies between the two combined entities, strengthening and growing SHUAA's core businesses, and diversifying SHUAA's product and service offering in order to access new revenue pools, increase recurring income and boost profitability.

The Board of Directors would like to thank and extend our gratitude to all our existing and future shareholders, investors and stakeholders for their continued support and confidence in the company.

Directors

Mr. Fadhel Alali	(Chairman)
Mr. Ahmed Bin Braik	(Vice Chairman)
H.E. Hafsa Abdullah Mohamed Sharif Al Ulama	(Director)
Mr. Abubaker Seddiq Alkhoori	(Director)
Mr. Jasim Al Ali	(Director)
Mr. Masood Mahmood	(Director)
Mr. Ahmed Alahmadi	(Director)

Auditors

PricewaterhouseCoopers were appointed as external auditors and conducted an audit of the annual financial statements for the year ending 31 December 2019. The Board of Directors has recommended PricewaterhouseCoopers as the auditors for 2020 for approval by the shareholders at the forthcoming Annual General Meeting.

On behalf of the Board

Fadhel Alali
Chairman
16 March 2020

Independent auditor's report to the shareholders of SHUAA Capital PSC

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of SHUAA Capital PSC (the "Company") and its subsidiaries (together the "Group") as at 31 December 2019, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2019;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the consolidated financial statements in the United Arab Emirates. We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Emphasis of matter

We draw attention to Note 1 to the accompanying consolidated financial statements, which describes the reverse acquisition of the Company by Abu Dhabi Financial Group L.L.C. (ADFG). ADFG was identified as the "accounting acquirer" in this transaction and therefore the comparatives in the financial statements are those of ADFG. Our conclusion is not modified in respect of this matter.

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Douglas O'Mahony, Rami Sarhan, Jacques Fakhoury and Mohamed ElBorno are registered as practising auditors with the UAE Ministry of Economy

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Our audit approach

Overview

Key Audit Matters	• Measurement of Expected Credit Losses (ECL) • Valuation of financial instruments (Level 3) • Purchase price allocation • Consolidation – control assessment

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

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.

Key audit matter	How our audit addressed the key audit matter
Measurement of ECL The Group applies ECL on all its financial instruments measured at amortised cost and financial guarantee contracts including financing commitments. The Group exercises significant judgement and makes a number of assumptions in developing its ECL models, which include probability of default, determining loss given default and exposure at default for both funded and unfunded exposures, forward looking adjustments and staging criteria. For defaulted exposures, the Group exercises judgements to estimate the expected future cash flows related to individual exposures, including the value of collateral. The Group's impairment policy under IFRS 9 is presented in Note 3.12 to the consolidated financial statements.	Our approach to addressing this key audit matter included the following procedures: • Understand key controls, including the overall governance and reporting structure over the model and key assumptions; • Testing the completeness and accuracy of the data used in the determination of ECL; • For a sample of exposures, testing the appropriateness of the Group's application of the staging criteria; and • For a sample of exposures, we assessed the appropriateness of determining Exposure at Default (EAD), including the consideration of repayments and collaterals;

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Measurement of ECL (continued) We determined that the estimation of ECL is significant to the audit of the current year's consolidated financial statements due to: - Significant judgment required by management in the staging criteria applied to the financial instruments as well as in developing ECL models for calculating its impairment provisions; and effort necessary to evaluate audit evidence as the measurement of expected credit losses is a complex calculation that involves a large volume of data, interrelated inputs and assumptions.	● Involvement of our auditor's experts to assess the following areas: – the conceptual framework used for developing the Group's impairment policy in the context of its compliance with the requirements of IFRS 9; and – the appropriateness of the ECL calculation and its interrelated inputs, methodology and assumptions. ● For the Stage 3 loans, the appropriateness of provisioning assumptions was independently assessed for a sample of exposures selected on the basis of risk and the significance of individual exposures. An independent view was formed on the levels of provisions recognised, based on the individual exposure and counterparty information available; and ● Assessing the disclosures made in the consolidated financial statements to ensure compliance with IFRS 7 and IFRS 9.
Valuation of financial instruments (Level 3) The Group's securities portfolio includes certain level 3 securities for which the Group determines fair value using models and third-party net asset valuations (NAVs) that use significant unobservable inputs. Unobservable inputs require the use of significant judgment. The key unobservable inputs used in the NAVs of such unquoted securities includes discount rates, growth rates and adjusted book values. We determined that the fair value of unquoted securities is significant to the audit of the current year's consolidated financial statements due to the high degree of measurement uncertainty in the unobservability of the inputs used in the valuation models. Further details of financial instruments are disclosed in Note 27 to the consolidated financial statements.	Our approach to addressing this key audit matter included the following procedures: ● Evaluation by our auditor's experts of the methodologies and significant inputs used by the Group in the valuation models; and ● Testing, with involvement of our auditor's experts, the fair values of a sample of unquoted securities. Depending on the nature of the security, key unobservable inputs were compared to relevant information or independent estimates of fair value were developed and compared to the fair values determined by the Group.

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Purchase price allocation On 11 July 2019, the shareholders of the Company approved the reverse acquisition of the Company by Abu Dhabi Financial Group L.L.C. ("ADFG"), effective 1 August 2019. This transaction has been accounted for as a reverse acquisition in accordance with IFRS 3 whereby ADFG is determined to be the accounting acquirer of the Company. In addition, before the transaction, ADFG qualified as an investment entity under the requirements of IFRS 10 and measured investments in subsidiaries at fair value through profit or loss ("FVTPL"). Following the reverse acquisition, ADFG lost its investment entity status and all investments previously recorded at FVTPL have now been accounted for as a business combination in accordance with IFRS 3. We determined that the business combination accounting is significant to the audit of the current year's consolidated financial statements due to significant judgment exercised by management in: - the determination of the accounting acquirer under the reverse acquisition; - the determination of the purchase price consideration for each business combination; - determination of the fair value of assets and liabilities acquired in the transaction; - identification of Cash Generating Units ("CGU"); and - identification and measurement of intangible assets and determination of the useful lives to be assigned to the identified intangible assets. A number of assumptions were also made by management in the determination of the appropriate methodology, assumptions and valuation techniques. Further details on purchase price allocation are disclosed in Note 1 to the consolidated financial statements.	Our approach to addressing this key audit matter included the following procedures: ● Assessing management's assumptions in relation to the accounting for the transaction as a reverse acquisition in accordance with the requirements of IFRS 3; ● Testing the completeness and accuracy of the assets and liabilities included in the purchase price allocation; ● Evaluating, with involvement of our auditor's experts, the methodologies and significant inputs used by the Group including the identification of CGUs and intangible assets and in the determination of the useful lives of the identified intangible assets; ● Testing, with involvement of our auditor's experts, the fair value of a sample of the assets and liabilities acquired; ● Validating the fair value adjustments recognized by management confirming that they are in accordance with the requirements of IFRS 3; and ● Assessing the disclosures made in the consolidated financial statements to ensure compliance with IFRS 3.

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Our audit approach (continued)

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Consolidation – control assessment Following ADFG's loss of investment entity status, all investments previously recorded at FVTPL have been assessed for consolidation under IFRS 10. A key criteria for consolidation under IFRS 10 requires control through ownership of a majority of the voting power of an investee. Control assessments can be judgemental and involve complex analysis which need to be carefully reviewed. We considered control assessment to be a key audit matter in view of the judgement involved and its potentially significant impact on the consolidated financial statements. Further details on this matter are disclosed in Note 1 and Note 4 to the consolidated financial statements.	Our approach to addressing this key audit matter included the following procedures: • Assessing voting power through inspection of ownership and related documents; • Assessing the Group's rights, to variable returns from the investee by inspecting underlying agreements; and • Assessing the ability of the Group to use its power over the investee to affect the amount of returns which the Group is entitled to earn from the investee.

Other information

Management is responsible for the other information. The other information comprises the Annual report (but does not include the consolidated financial statements and our auditor's report thereon). We obtained the Board of Directors' report prior to the date of this auditor's report and the remaining information of the Annual report is expected to be made available to us after that date.

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.

When we read the remaining information of the annual report of the Group, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Independent auditor's report to the shareholders of SHUAA Capital PSC (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 International Financial Reporting Standards and their preparation in compliance with the applicable provisions of the UAE Federal Law No. (2) of 2015, 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.

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Independent auditor's report to the shareholders of SHUAA Capital PSC (continued)

Report on other legal and regulatory requirements

As required by the UAE Federal Law No. (2) of 2015, we report that:

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

ii) the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Law No. (2) of 2015;

iii) the Group has maintained proper books of account;

iv) the financial information included in the Directors' report is consistent with the books of account of the Group;

v) note 9 to the consolidated financial statements discloses the shares purchased by the Group during the financial year ended 31 December 2019;

vi) note 26 to the consolidated financial statements discloses material related party transactions and the terms under which they were conducted;

vii) based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Group has contravened during the year ended 31 December 2019 any of the applicable provisions of the UAE Federal Law No. (2) of 2015 or in respect of the Group, its Articles of Association which would materially affect its activities or its financial position as at 31 December 2019; and

viii) note 19 to the consolidated financial statements discloses the social contributions made during the year ended 31 December 2019.

Further, as required by Article (114) of the Decretal Federal Law No. (14) of 2018, we report that we have obtained all the information and explanations we considered necessary for the purpose of our audit.

PricewaterhouseCoopers
16 March 2020

Rami Sarhan
Registered Auditor Number: 1152
Place: Dubai, United Arab Emirates

SHUAA CAPITAL PSC

Consolidated statement of financial position
as at 31 December 2019

(Currency - Thousands of U.A.E. Dirhams)

	Notes	**31 December 2019 Audited**	31 December 2018 Audited
Assets			
Cash and deposits with banks	5	**360,193**	21,586
Receivables and other debit balances	6	**185,039**	87,798
Loans, advances and finance leases	7	**390,538**	319,157
Inventories	8	**24,400**	-
Financial assets at fair value	9	**2,505,189**	1,149,864
Investments in associates	10	**693,650**	-
Property and equipment	11	**73,692**	15,813
Goodwill and other intangible assets	12	**1,258,580**	-
Assets of disposal groups classified as held for sale	33	**28,219**	-
Total Assets		**5,519,500**	1,594,218
Liabilities			
Borrowings	13	**2,250,069**	1,032,349
Payables and other credit balances	14	**593,251**	236,629
Other financial liabilities	15	**152,155**	-
Payables to unit holders	23	**654,201**	-
Liabilities of disposal groups classified as held for sale	33	**480**	-
Total Liabilities		**3,650,156**	1,268,978
Equity			
Share capital	16	**2,535,720**	60,000
Share premium		**52,579**	52,579
Statutory reserve		**34,681**	30,000
Other reserves	17	**(1,387,369)**	-
Retained earnings		**229,471**	178,661
Equity attributable to Owners		**1,465,082**	321,240
Non-controlling interests (NCI)		**404,262**	4,000
Total equity	32		
Total Equity		**1,869,344**	325,240
Total Equity and Liabilities		**5,519,500**	1,594,218

The consolidated financial statements were approved by the Board of Directors and authorised for issue on 16 March 2020.

Fadhel Alali
Chairman

Jassim Alseddiqi
Chief Executive Officer

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

Consolidated statement of profit or loss for the year ended 31 December 2019

(Currency - Thousands of U.A.E. Dirhams)

	Notes	***31 December 2019 Audited***	*31 December 2018 Audited*
Continuing operations			
Interest income		**15,128**	-
Interest expense		**(1,528)**	-
Net interest income		**13,600**	-
Fee and commission income		**103,951**	26,696
Fee and commission expense		**(22,461)**	(6,128)
Net fee and commission income		**81,490**	20,568
Advisory income		**134,742**	72,355
Trading income		**4,215**	-
Carried interest income		**23,554**	2,860
Other operating income	18	**20,317**	26,313
Total operating income		**277,918**	122,096
Staff costs		**(88,601)**	(30,243)
Employee carried interest		**(9,422)**	(1,335)
General and administrative expenses	19	**(63,484)**	(35,507)
Depreciation and amortisation		**(30,960)**	(2,928)
Provision for impairment losses on financial instruments	20	**(22,109)**	(3,787)
Other operating expenses	21	**(18,006)**	(945)
Total operating expenses		**(232,582)**	(74,745)
Net operating income		**45,336**	47,351
Change in fair value (losses)/gains from financial assets at fair value through profit or loss (FVTPL)	9	**(235,625)**	156,097
Gain/(loss) on derivative financial liability	14.4	**70,744**	(82,853)
Gain on loss of control of a subsidiary	34	**105,998**	-
Income from investments in associates		**2,358**	-
Finance cost	22	**(107,968)**	(64,267)
Finance credit relating to unit holders	23	**140,398**	-
Other (expenses)/income	24	**(8,940)**	908
Profit from continuing operations		**12,301**	57,236
Profit from discontinued operations	33,34	**33,443**	-
Profit for the year		**45,744**	57,236
Attributable to:			
Owners of the Parent		**46,813**	53,236
Non-controlling interests		**(1,069)**	4,000
		45,744	57,236
Earnings per share attributable to Owners from continuing operations (in AED)	25	**0.01**	0.04
Earnings per share attributable to Owners (in AED)	25	**0.02**	0.04

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

Consolidated statement of other comprehensive income for the year ended 31 December 2019

(Currency - Thousands of U.A.E. Dirhams)

	Notes	***31 December 2019 Audited***	*31 December 2018 Audited*
Profit for the year		**45,744**	57,236
Other comprehensive income/(loss)			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations	17	**57,854**	-
Net loss on cash flow hedges			
- Share of other comprehensive loss from investment in associates		**(5,798)**	-
- Others		**(131)**	-
Items that will not be reclassified to profit or loss			
Changes in the fair value of equity investments at fair value through other comprehensive income (FVOCI)		**(4,117)**	-
Other comprehensive income for the year		**47,808**	-
Total comprehensive income for the year		**93,552**	57,236
Attributable to:			
Owners of the Parent		**70,164**	53,236
Non-controlling interests		**23,388**	4,000
		93,552	57,236

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

SHUAA CAPITAL PSC

Consolidated statement of changes in equity for the year ended 31 December 2019

(Currency - Thousands of U.A.E. Dirhams)

	Share capital	Share premium	Statutory reserve (*)	Other reserves	Retained earnings	Equity attributable to owners of the Parent	Non - controlling interests	Total
Balance at 1 January 2018	60,000	52,579	30,000	(1,829)	328,661	469,411	-	469,411
Impact on first time adoption of IFRS 15	-	-	-	-	(47,114)	(47,114)	-	(47,114)
Impact on first time adoption of IFRS 9	-	-	-	1,829	(6,122)	(4,293)	-	(4,293)
Balance at 1 January 2018 (Restated)	60,000	52,579	30,000	-	275,425	418,004	-	418,004
Profit for the year	-	-	-	-	53,236	53,236	4,000	57,236
Other comprehensive loss for the year	-	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	53,236	53,236	4,000	57,236
Transactions with the owners in their capacity as owners								
Payment of dividends	-	-	-	-	(150,000)	(150,000)	-	(150,000)
Balance at 31 December 2018	60,000	52,579	30,000	-	178,661	321,240	4,000	325,240
Balance at 1 January 2019	**60,000**	**52,579**	**30,000**	**-**	**178,661**	**321,240**	**4,000**	**325,240**
Profit for the year	**-**	**-**	**-**	**-**	**46,813**	**46,813**	**(1,069)**	**45,744**
Other comprehensive income for the year	**-**	**-**	**-**	**23,351**	**-**	**23,351**	**24,457**	**47,808**
Total comprehensive income for the year	**-**	**-**	**-**	**23,351**	**46,813**	**70,164**	**23,388**	**93,552**
Transactions with the owners in their capacity as owners								
Non-cash distribution (Note 1(iii))	**-**	**-**	**-**	**-**	**(1,000)**	**(1,000)**	**-**	**(1,000)**
Loss of control in subsidiary	**-**	**-**	**-**	**-**	**7,072**	**7,072**	**(40,639)**	**(33,567)**
Transactions with unit holders	**-**	**-**	**-**	**-**	**(1,394)**	**(1,394)**	**-**	**(1,394)**
Loss of investment entity	**-**	**-**	**-**	**-**	**4,000**	**4,000**	**310,745**	**314,745**
Acquisition of subsidiaries on business combination	**2,475,720**	**-**	**-**	**(1,410,720)**	**-**	**1,065,000**	**106,768**	**1,171,768**
Transfer to statutory reserve	**-**	**-**	**4,681**	**-**	**(4,681)**	**-**	**-**	**-**
Balance at 31 December 2019	**2,535,720**	**52,579**	**34,681**	**(1,387,369)**	**229,471**	**1,465,082**	**404,262**	**1,869,344**

(*) In accordance with the UAE Federal Law No. (2) of 2015 concerning Commercial Companies and Abu Dhabi Financial Group's (ADFG's) Articles of Association, 10% of the profit for the year is to be transferred to a statutory reserve. ADFG may resolve to discontinue such annual transfer when the reserve equals 50% of the capital. The reserve is not available for distribution except in cases stipulated by law and ADFG's Articles of Association

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

Consolidated statement of cash flows for the year ended 31 December 2019

(Currency - Thousands of U.A.E. Dirhams)

	Notes	*31 December 2019 Audited*	*31 December 2018 Audited*
Cash flows from operating activities			
Profit for the year		**45,744**	57,236
Adjustments for (non-cash items):			
Finance credit relating to unit holders		**(140,398)**	-
Foreign exchange loss		**1,215**	(1,055)
Carried interest recognised – net		**(14,132)**	(1,525)
Finance cost		**107,968**	64,267
Net interest income		**(13,600)**	-
Fair value loss/(gain) on investments at FVTPL		**235,625**	(156,097)
Acquisition of investment in associate		**(80,990)**	-
Share of profit from investments in associates		**(2,358)**	-
Gain on loss of control from a subsidiary		**(105,998)**	-
Loss/(gain) on revaluation of derivative financial liabilities		**(70,744)**	82,853
Employees' end of service benefit charge		**1,157**	1,290
Provisions and allowances for impairment - net		**22,109**	-
Depreciation and amortisation		**30,960**	2,928
Operating cash flows before movements in working capital		**16,558**	49,897
Decrease in inventories		**934**	-
Decrease/(increase) in receivables and other debit balances		**66,047**	(7,147)
Decrease/(increase) in loans and advances		**18,968**	(126,224)
Decrease in payables and other credit balances		**(482,283)**	(4,069)
Increase in other financial liabilities		**392,263**	-
Employees' end of service benefit paid		**(1,723)**	(388)
Cash flows from operating activities of discontinued operations		**(381,287)**	-
Net cash used in operating activities		**(370,523)**	(87,931)
Cash flows from investing activities			
Acquisition of investments, net of cash and cash equivalents in acquired companies		**900,619**	(290,240)
Disposal of investments		**10,000**	200,962
Acquisition of property and equipment		**485**	(3,547)
Net interest received		**13,600**	-
Cash flow from investing activities of discontinued operations		**(2,891)**	-
Net cash generated from/ (used in) investing activities		**921,813**	(92,825)
Cash flows from financing activities			
Proceeds from borrowings		**33,112**	455,786
Repayment of borrowings		**(67,848)**	(65,802)
Lease rentals paid		**(15,002)**	-
Redemption to unit holders		**(11,374)**	-
Dividends paid		**-**	(150,000)
Finance cost paid		**(130,577)**	(55,229)
Cash flow from financing activities of discontinued operations		**(18,782)**	-
Net cash (used in)/generated from financing activities		**(210,471)**	184,755
Net increase in cash and cash equivalents		**340,819**	3,999
Cash and cash equivalents at beginning of the year	5	**21,586**	17,587
Foreign currency translation		**2,326**	-
Cash and cash equivalent from discontinued operations	33.1	**(4,538)**	-
Restricted cash		**(33,014)**	-
Cash and cash equivalents at end of the year	5	**327,179**	21,586
Cash flow from discontinued operations	33.1	**4,538**	-

- *Issuance of shares by SHUAA for acquisition of ADFG was a non-cash consideration and therefore not reflected above.*
- *Additions to property and equipment due to recognition of leases on initial application of IFRS 16 was a non-cash transaction and therefore is not reflected above.*

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

(Currency - Thousands of U.A.E. Dirhams)

1. LEGAL STATUS AND ACTIVITIES

SHUAA Capital P.S.C. (the "Company" or "SHUAA") is a public shareholding company established in Dubai, United Arab Emirates, pursuant to Emiri Decree No. 6 of 25 April 1979 and in accordance with the UAE Federal Law No. 8 of 1984 concerning Commercial Companies and its amendments ("Companies Law"). The registered address of the Company is P.O. Box 31045, Dubai, United Arab Emirates. The Company's shares are traded on the Dubai Financial Market in the United Arab Emirates.

The Company is licensed by the Securities and Commodities Authority to conduct Investment Management, Financial Consulting and Financial Analysis, Promotion, Introduction and Issuance Management activities. The Company and its subsidiaries conduct a diversified range of investment and financial services activities with special emphasis on the Arab region in general, the U.A.E. and the G.C.C. markets in particular; and is actively involved in public and private capital markets in the region.

Reverse acquisition

On the 1 August 2019, SHUAA acquired the business of Abu Dhabi Financial Group LLC (ADFG). The merger of SHUAA and ADFG would result in the Consolidated SHUAA Group which will offer significant additional benefits to all stakeholders including:

i. Access to a customer centric full-service platform with improved distribution capabilities
ii. Capitalising on a track record of success to strengthen positioning and performance
iii. Providing a growth engine for accelerating asset management leadership through leveraging the existing platforms
iv. Enhancement of shareholder returns through diversification of revenue streams and realization of synergies

Under the terms of the transaction SHUAA (the "legal acquirer") issued 1,470,720,000 new SHUAA shares, representing 58% of the shares of the merged group to ADFG shareholders in return for transferring the entire share capital of ADFG ("legal acquiree"). Prior to the merger, the ADFG shareholders held a 48% in SHUAA and subsequently, the ADFG shareholders have a 78% interest in the combined group. This will result in the previous ADFG shareholders having control over the new consolidated group.

Under the requirements of IFRS 3 – Business Combinations requires one of the combining entities to be identified as the accounting acquirer and in some cases, the accounting acquirer may not be the same as the legal acquirer. Subsequent to the transaction, as noted above, the ADFG shareholders held the majority of shares of the combined entity, thereby gaining control over the combined entity. ADFG (the legal acquiree) was determined as the accounting acquirer while SHUAA (legal acquirer) was determined to be the accounting acquiree resulting in a reverse acquisition.

For purposes of a reverse acquisition, the information presented in the financial statements in the comparative and prior to the acquisition were those of the accounting acquirer, ADFG and not SHUAA, the legal acquirer, as disclosed in the previous years' financial statements. Furthermore, the number of shares as required under IFRS 3 is that of SHUAA and not ADFG, however, the share capital in the statement of changes in equity was that of ADFG. This resulted in an adjustment within equity of AED 1.4 billion. Refer to note 25 for further details. This also resulted in adjustment to earnings per share for the previous year.

A. Consideration transferred

The acquisition date fair value of the equity instrument of the accounting acquirer, ADFG is used to determine the consideration for the combination. The outstanding issued shares of ADFG at the date of merger was 40,000 and ADFG acquired 58% of the combined entity. ADFG, as the accounting acquirer issued shares to the shareholders of SHUAA that represent 42% ownership in the acquired entity. To this end ADFG issued 28,966 shares for the purposes of determining the purchase consideration for the acquisition of SHUAA. The fair value of ADFG shares at the date of merger was AED 36,768 per share.

The fair value of the 1.470 billion shares issued as part of the consideration paid for was based on the published share price on 1 August 2019 of AED 1 per share of SHUAA.

The following table summarises the acquisition date fair value of consideration transferred.

	% Ownership	Amount
Fair Valuation		
Fair value ADFG - Accounting Acquirer	58%	1,470,720
Fair value of SHUAA – Accounting Acquiree	42%	1,065,000
Combined Fair value	**100%**	**2,535,720**

Shares	**% Ownership**	**Units**
ADFG outstanding shares pre-transaction	58%	40,000
Shares to be issued by ADFG to SHUAA to achieve post-merger capital structure	42%	28,966
Capital structure of ADFG post-merger (Reverse acquisition)	**100%**	**68,966**

Share swap ratio - 36,768 New SHUAA ordinary shares for each share of ADFG

Consideration transferred for reverse acquisition (28,966*36,768)	**1,065,000**

(Currency - Thousands of U.A.E. Dirhams)

1. LEGAL STATUS AND ACTIVITIES (continued)

B. Acquisition-related costs

The Group incurred acquisition-related costs of 19,676 (31 December 2018: Nil) on legal fees, valuation and due diligence costs. These costs have been included in 'Other income/(expenses)' (Note 24).

C. Consideration and purchase price allocation

The consideration paid by the Group was based on results of an external appraisal of SHUAA's business taken as a whole. In accordance with IFRS 3 "Business Combinations", the Group accounted for the acquisition based on fair values of the identifiable assets acquired and liabilities assumed as set out in the table below:

	Attributed Fair Value as at 31 July 2019
Assets:	
Cash and deposits with banks	**732,059**
Receivables and debit balances	**144,138**
Loans advances and finance leases	**503,963**
Financial Assets at FVTPL	**312,241**
Financial Assets at FVOCI	**98,578**
Investments in Associates	**151,352**
Property and equipment	**40,393**
Other intangibles	**129,630**
Total assets acquired	**2,112,354**
Liabilities	
Borrowings	**460,551**
Payables and other credit balances	**816,734**
Other Financial liabilities	**194,827**
Total liabilities acquired	**1,472,112**
Fair value of identifiable net assets acquired	**640,242**
Less: Non-controlling interest	**(106,768)**
	533,474
Goodwill on acquisition	**531,526**
Purchase consideration for reverse acquisition	**1,065,000**

For the non-controlling interests in SHUAA, the group elected to recognise the non-controlling interests at its proportionate share of the acquired net identifiable assets. As such, the non-controlling interest represents share in net assets of SHUAA attributable to owners of non-controlling interest.

The fair values of assets and liabilities acquired are based on discounted cash flow models. The valuation of identifiable intangible assets was performed by an independent professional appraiser. Based on the appraisal report, the following items were included in the purchase price allocation:

- Trade Licenses
- Customer Relationships
- Trademark

The goodwill is primarily attributable to the profitability of the acquired business, the significant synergies and combined cost savings expected to arise.

(Currency - Thousands of U.A.E. Dirhams)

1. LEGAL STATUS AND ACTIVITIES (continued)

D. Contingent liabilities

Contingent liabilities acquired from subsidiaries amounted to 8,970.

E. Revenue and profit contributed by the acquiree

Impact of acquisitions on the results of the Group:

The acquired business contributed revenues of 68,033 and net loss of 9,818 to the Group for the period from 1 August to 31 December 2019.

If the acquisition had occurred on 1 January 2019, consolidated pro-forma revenue and profit for the year ended 31 December 2019 would have been higher by 109,123 and lower by 51,746 respectively.

Restructure prior to SHUAA acquisition

Prior to the acquisition, the following transactions were entered into:

(i) During the year the shares in Abu Dhabi Capital Management LLC ("ADCM LLC") were transferred from ADFG to facilitate the merger transaction.

(ii) In 2016, the Group established Shine Investments in Commercial Projects owned by Abu Dhabi Financial Group LLC ("Shine") to acquire shares in SHUAA Capital PSC ("SHUAA"). During the year, the Group increased its shareholding in Shine from 80% as at 31 December 2018 to 100% and thereafter transferred the entire shareholding to the shareholders of ADFG.

This implied that the Strategic Investor acquired 58% of the combined entity. Prior to the proposed merger, the Strategic Investor was a wholly owned subsidiary of ADFG. The Strategic Investor was distributed to the Shareholders of ADFG and thereafter, the shareholders of the Strategic Investor transferred their shareholding in ADFG to the Strategic Investor and ADFG became a wholly owned subsidiary of the Strategic Investor.

The transactions had no material impact as all investments were previously carried at fair value and did not result in any gains and losses on transfer.

Investment Entities – exemption from consolidation

The *IFRS 10 - Consolidated Financial Statements* standard introduced an exception to the principle that all subsidiaries shall be consolidated. The amendments define an investment entity and require a parent entity that is an investment entity to measure its subsidiaries at fair value through profit or loss (FVTPL), in accordance with IFRS 9 instead of consolidating those subsidiaries. Prior to the merger with the Company, ADFG met the definition of an investment entity and accounted for certain subsidiaries at FVTPL. Following the merger ADFG ceased to be an investment entity effective 1 August 2019. Consequently, the subsidiaries which were previously measured at FVTPL are consolidated using acquisition accounting under IFRS 3.

(Currency - Thousands of U.A.E. Dirhams)

1. LEGAL STATUS AND ACTIVITIES (continued)

Details of subsidiaries consolidated by the Group during the year due to cessation of investment entity status are as follows:

Effective date of consolidation - 31 July 2019	Spadille Group	Squadron Group	*QIL Group	Goldilocks Investment Company Limited	Total
Effective ownership interest (%)	85%	33%	74%	36.52%	
Purchase consideration	528,399	112,141	123,067	440,084	**1,203,691**
Fair value of net assets acquired					
Cash and deposits with banks	6,235	8,223	14,682	37,486	**66,626**
Receivables and other debit balances	3,078	19,186	7,524	3,929	**33,717**
Loans, advances and finance leases	-	-	60,477	20,422	**80,899**
Inventories	23,272	-	-	-	**23,272**
Financial assets at fair value through profit or loss (FVTPL)	283,616	-	120,065	2,035,574	**2,439,255**
Financial assets at fair value through other comprehensive (FVOCI)	44,662	-	-	-	**44,662**
Investments in associates	-	-	-	-	**-**
Property and equipment	1,261	485	3,282	-	**5,028**
Other intangible assets	13,900	112,000	809	-	**126,709**
Borrowings	(12,084)		(9,918)	(824,849)	**(846,851)**
Payables and other credit balances	(7,901)	(15,836)	(36,666)	(58,359)	**(118,762)**
Other financial liabilities	-	(1,608)	(4,553)	-	**(6,161)**
Net identifiable assets acquired	356,039	122,450	155,702	1,214,203	**1,848,394**
Payable to unit holders	-	-	-	(774,119)	**(774,119)**
Non-controlling interest	(44,366)	(227,681)	(38,698)	-	**(310,745)**
Goodwill	216,726	217,372	6,063	-	**440,161**
Net Assets acquired	528,399	112,141	123,067	440,084	**1,203,691**
Fair value as at 31 December 2018	93,159	117,645	25,835	293,294	529,933

*Refer Note 34

(Currency - Thousands of U.A.E. Dirhams)

1. LEGAL STATUS AND ACTIVITIES (continued)

Group Structure

The principal activities of ADFG and its subsidiaries (together referred as the "Group") are to carry out commercial and real estate investment activities, establishment and management of enterprises, consultancy services, investment banking and trading in securities. The extent of the Group's ownership in the material subsidiaries and associates with their principal activities have been listed below:

Name of the entity	**Place of incorporation**	**Principal activity**	**Effective ownership interest % *31 December 2019***	Effective ownership interest % *31 December 2018*
Material Subsidiaries				
AD CapManage Ltd. (BVI)	B.V.I.	Commercial enterprise investment, institution & management	**100.0%**	100.0%
ADCM Ltd	Cayman Islands	Investment management	**100.0%**	100.0%
ADCM Altus Investment Management Ltd	UAE	Investment management	**100.0%**	100.0%
ADCM Resources Ltd	Cayman Islands	Investment advisory	**100.0%**	100.0%
ADCM Emp Carry Ltd	B.V.I.	Special Purpose Vehicle	**100.0%**	100.0%
AD Power Limited**	Cayman Islands	Investment holding	**100.0%**	100.0%
BBD Partners GP (i)	Cayman Islands	Investment management	**100.0%**	50.0%
Horizon Investments- Sole Prop LLC	UAE	Investment holding	**100.0%**	100.0%
Integrated EE Holdings	Montenegro	Project management	**100.0%**	100.0%
Integrated Alternative Finance Limited	UAE	Arranging credit, custody and advising on financial products	**100.0%**	100.0%
Gulf Finance Corporation CJSC	Saudi Arabia	Financing	**100.0%**	-
Gulf Finance Corporation PJSC	UAE	Financing	**100.0%**	-
SHUAA Capital PSC	UAE	Financial services and investments holding	**100.0%**	-
SHUAA Capital International Limited*	UAE	Market Making / Liquidity Provider	**100.0%**	-
SHUAA Capital Saudi Arabia CJSC	Saudi Arabia	Financial services	**100.0%**	-
SHUAA Securities Egypt SAE	Egypt	Brokerage	**100.0%**	-
SHUAA Securities LLC*	UAE	Brokerage	**100.0%**	-
Integrated Capital PJSC	UAE	Financial services	**96.0%**	-
Asia for Economic Consultancy LLC	Jordan	Consultancy	**94.3%**	-
Amwal International Investment Company KSCP	Kuwait	Financial services	**87.2%**	-
Spadille Limited**	Jersey	Investment holding	**85.0%**	30.9%
Northacre Limited**	UK	Development management	**83.9%**	30.5%
Goldilocks Investment Company Limited** (ii)	UAE	Investment holding	**35.4%**	21.6%
Squadron Properties** (ii)	Cayman Islands	Investment holding	**33.0%**	33.0%
Astrea Asset Management Limited** (ii)	UK	Property management	**33.0%**	33.0%

(Currency - Thousands of U.A.E. Dirhams)

1. LEGAL STATUS AND ACTIVITIES (continued)

Name of the entity	Place of incorporation	Principal activity	Effective ownership interest % 31 December 2019	Effective ownership interest % 31 December 2018
Material Subsidiaries (continued)				
Abu Dhabi Capital Management LLC (iii)	UAE	Financial consultation	**-**	100.0%
Shine Investments in Commercial Projects owned by ADFG – sole proprietorship L.L.C. ("Shine") (iv)	UAE	Commercial enterprises investment, institution and management	**-**	80.0%
Material Associates				
City Engineering LLC	UAE	Contracting	**40.0%**	-
Qannas Investments Limited ("QIL")	Cayman Islands	Investment holding	**31.9%**	18.8%
SHUAA Hospitality Fund I L.P. (vi)	Cayman Islands	Investment holding	**27.0%**	-
SHUAA Saudi Hospitality Fund I (v)	Saudi Arabia	Investment holding	**26.3%**	-
Mirfa Power Holding Company PJSC	UAE	Investment holding	**25.0%**	25.0%
ADCORP Limited (vi)	UAE	Islamic financial institution	**19.8%**	9.9%
Khaleeji Commercial Bank B.S.C. (vi)	Bahrain	Islamic retail bank	**4.0%**	-

*These subsidiaries have been classified as held for sale (Note 34)
**Not consolidated until 1 August 2019 as ADFG was an investment entity and measured its investments at fair value through profit or loss other than those subsidiaries providing services related to the Group's investment activities in accordance with the requirements of IFRS 10.

(i) Effective ownership interest of 50% in BBD Partners GP is held through a subsidiary.

(ii) Based on the concept of 'control' as stipulated in *IFRS 10*, ADFG concluded that although it has less than 50% voting rights in the above-mentioned entities, it has 'de facto' control based on respective size of its holding of voting rights relative to the holdings of other vote holders and its representation on the investee's Board of Directors. Accordingly, the above-mentioned entities have been consolidated in these financial statements.

(iii) During the year the shares in Abu Dhabi Capital Management LLC ("ADCM LLC") were transferred from ADFG to facilitate the merger transaction.

(iv) In 2016, the Group established Shine Investments in Commercial Projects owned by Abu Dhabi Financial Group LLC ("Shine") to acquire shares in SHUAA Capital PSC ("SHUAA"). During the year, the Group increased its shareholding in Shine from 80% as at 31 December 2018 to 100% and thereafter transferred the entire shareholding to the shareholders of ADFG.

(v) SHUAA Hospitality Fund I L.P., a closed ended private equity investment fund registered as an exempted limited partnership in the Cayman Islands. As a consequence of cross investment holdings by this fund the Group indirectly owns 26.3% of SHUAA Saudi Hospitality Fund I, a closed ended investment fund regulated by the Capital Markets Authority in Saudi Arabia. Shuaa acts as an agent to the fund and not as principal.

(vi) The Group has treated the above-mentioned entities as associates although it has less than 20% voting rights in these entities based on its ability to significantly influence the operating and financial policy decisions of these entities through its representation on the board of directors of these entities.

(Currency - Thousands of U.A.E. Dirhams)

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

2.1 New and revised IFRS adopted in the consolidated financial statements

The following new and revised IFRS, which became effective for annual periods beginning on or after 1 January 2019, have been adopted in these consolidated financial statements. The application of these revised IFRSs, except where stated, have not had any material impact on the amounts reported for the current and prior year.

- **IFRS 16, 'Leases'** - This standard replaces the current guidance in IAS 17 and is a far-reaching change in accounting by lessees in particular. Under IAS 17, lessees were required to make a distinction between a finance lease (on balance sheet) and an operating lease (off balance sheet). IFRS 16 now requires lessees to recognise a lease liability reflecting future lease payments and a 'right-of-use asset' for virtually all lease contracts. The IASB has included an optional exemption for certain short-term leases and leases of low-value assets; however, this exemption can only be applied by lessees.

  For lessors, the accounting remains mainly unchanged. However, as the IASB has updated the guidance on the definition of a lease (as well as the guidance on the combination and separation of contracts), lessors will also be affected by the new standard. At the very least, the new accounting model for lessees is expected to impact negotiations between lessors and lessees. Under IFRS 16, a contract is, or contains, a lease 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 has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated. The Group has opted to measure right-of-use assets at the amount of the respective lease liabilities adjusted by the amount of any previously recognized prepaid or accrued lease payments and therefore, there is no impact on the retained earnings. The Group has presented right of use assets within 'Property and equipment' and lease liabilities within 'Payable and other credit balances' in the consolidated statement of financial position.

  On adoption of IFRS 16 Leases, the Group has recognised the following right of use assets and lease liabilities, using incremental borrowing rates ranging from 6-8%:

	31 December 2019
Operating lease commitments disclosed as at 31 December 2018	63,180
Discounted using the Group's incremental borrowing rate at the date of initial application	49,949
Add: Finance lease liabilities recognised as at 31 December 2018	-
Lease liability recognised as at 1 January 2019	49,949

  The change in accounting policy affected the following items in the consolidated statement of financial position on 1 January 2019:

	Note	**Impact of adopting IFRS 16**
Property and equipment - 'Right-of-use assets'	11	35,345
Loans, advances and finance leases	7	18,710
Payables and other credit balances	14	49,949

- **Amendment to IFRS 9, 'Financial instrument' -** The amendment permits more assets to be measured at amortised cost than under the previous version of IFRS 9, in particular some prepayable financial assets. The amendment also confirms that modifications in financial liabilities will result in the immediate recognition of a gain or loss.

(Currency - Thousands of U.A.E. Dirhams)

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS") (continued)

2.1 New and revised IFRS adopted in the consolidated financial statements (continued)

- **IFRIC 23 Uncertainty over Income Tax Treatments –** The interpretation addresses the determination of taxable profit (tax loss) tax bases, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12. It specifically considers:
  - Whether tax treatments should be considered collectively
  - Assumptions for taxation authorities
  - The determination of taxable profit (tax loss), tax bases, unused tax losses, and tax rates
  - The effect of changes in facts and circumstances

2.2 New and revised IFRS in issue but not yet effective and not early adopted

New and revised IFRS	Effective for annual periods beginning on or after
IFRS 17, 'Insurance contracts' - On 18 May 2017, the IASB finished its long-standing project to develop an accounting standard on insurance contracts and published IFRS 17, 'Insurance Contracts'. IFRS 17 replaces IFRS 4, which currently permits a wide variety of practices. IFRS 17 will fundamentally change the accounting by all entities that issue insurance contracts and investment contracts with discretionary participation features. The standard applies to annual periods beginning on or after 1 January 2022, with earlier application permitted if IFRS 15, 'Revenue from contracts with customers' and IFRS 9, 'Financial instruments' are also applied. IFRS 17 requires a current measurement model, where estimates are remeasured in each reporting period. The measurement is based on the building blocks of discounted, probability-weighted cash flows, a risk adjustment and a contractual service margin ("CSM") representing the unearned profit of the contract. A simplified premium allocation approach is permitted for the liability for the remaining coverage if it provides a measurement that is not materially different from the general model or if the coverage period is one year or less. However, claims incurred will need to be measured based on the building blocks of discounted, risk-adjusted, probability weighted cash flows.	1 January 2022
Amendments to IFRS 3 - This amendment revises the definition of a business. According to feedback received by the IASB, application of the current guidance is commonly thought to be too complex, and it results in too many transactions qualifying as business combinations.	1 January 2020
Amendments to IAS 1 and IAS 8 - These amendments to IAS 1, 'Presentation of financial statements', and IAS 8, 'Accounting policies, changes in accounting estimates and errors', and consequential amendments to other IFRSs: i) use a consistent definition of materiality throughout IFRSs and the Conceptual Framework for Financial Reporting; ii) clarify the explanation of the definition of material; and iii) incorporate some of the guidance in IAS 1 about immaterial information.	1 January 2020

The Group is currently assessing the impact of these standards, interpretations and amendments on the future financial statements and intends to adopt these, if applicable, when they become effective.

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with IFRS and applicable provisions of Federal Law No 2 of 2015 (as amended) of United Arab Emirates. The consolidated financial statements are presented in thousands of United Arab Emirates Dirhams since that is the country in which the parent (ADFG) is domiciled and the majority of the Group's business is transacted.

The consolidated financial statements have been prepared on the historical cost convention as modified for the measurement at fair value of certain financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for assets. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

3.2 Basis of consolidation

Subsidiaries are those investees that the Group controls because the Group (i) has power to direct relevant activities of the investees that significantly affect their returns, (ii) has exposure, or rights, to variable returns from its involvement with the investees, and (iii) has the ability to use its power over the investees to affect the amount of investor's returns. The existence and effect of substantive rights, including substantive potential voting rights, are considered when assessing whether the Group has power over another entity. For a right to be substantive, the holder must have practical ability to exercise that right when decisions about the direction of the relevant activities of the investee need to be made. The Group may have power over an investee even when it holds less than majority of voting power in an investee. In such a case, the Group assesses the size of its voting rights relative to the size and dispersion of holdings of the other vote holders to determine if it has de-facto power over the investee. Protective rights of other investors, such as those that relate to fundamental changes of investee's activities or apply only in exceptional circumstances, do not prevent the Group from controlling an investee. Subsidiaries are consolidated from the date on which control is transferred to the Group and are deconsolidated from the date on which control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest.

Non-controlling interest is that part of the net results and of the equity of a subsidiary attributable to interests which are not owned, directly or indirectly, by the Group. The Group measures non-controlling interest on a transaction by transaction basis at the non-controlling interest's proportionate share of net assets of the acquiree. Non-controlling interest forms a separate component of the Group's equity.

Goodwill is measured by deducting the net assets of the acquiree from the aggregate of the consideration transferred for the acquiree, the amount of non-controlling interest in the acquiree and fair value of an interest in the acquiree held immediately before the acquisition date. Any negative amount ("negative goodwill") is recognised in consolidated statement of profit or loss, after management reassesses whether it identified all the assets acquired and all liabilities and contingent liabilities assumed, and reviews appropriateness of their measurement.

The consideration transferred for the acquiree is measured at the fair value of the assets given up, equity instruments issued and liabilities incurred or assumed, including fair value of assets or liabilities from contingent consideration arrangements, but excludes acquisition related costs such as advisory, legal, valuation and similar professional services. Transaction costs incurred for issuing equity instruments are deducted from equity; transaction costs incurred for issuing debt are deducted from its carrying amount and all other transaction costs associated with the acquisition are expensed.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated; unrealised losses are also eliminated unless the cost cannot be recovered. ADFG and all of its subsidiaries use uniform accounting policies consistent with the Group's policies.

The entities included in the consolidation may vary year on year due to both the restructuring of the Group (including acquisitions and disposals) and changes to the number and net assets of pooled investment vehicles managed by the Group where the shareholding in the year results in control, as defined by IFRS. In such cases, the investment vehicle is consolidated, and the third-party interest is normally recorded as a financial liability. The treatment continues until the Group loses control, as defined by IFRS.

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The principal accounting policies are set out below.

3.3 Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the asset.

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

Depreciation is charged to write off the cost of assets over their estimated useful lives, using the straight-line method on the following basis:

	Years
Leasehold improvements	1-10
Office equipment	3-5
Motor Vehicle	5
Furniture and fixtures	3-5
Buildings	40
Right-of-use asset	Lease term

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

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Artworks and paintings included under property and equipment are not depreciated. Subsequent to initial measurement, these assets are measured at fair value.

3.4 Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash generating units, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.5 Finance cost

All borrowing costs are recognised in profit or loss in the period during which they are incurred. Borrowing costs which are directly attributable to the development of a qualifying asset are capitalised. Interest calculated using the effective interest method is recognised in profit or loss and is included in 'Finance cost'. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3.6 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of work in progress includes overheads appropriated to the stage of development. Net realisable value is based upon estimated selling prices less further costs expected to be incurred on completion and disposal.

3.7 Treasury shares

Where the Company or its subsidiaries purchase SHUAA equity instruments, the consideration paid, including any directly attributable incremental external costs, net of income taxes, is deducted from equity attributable to the Owners until the equity instruments are reissued, disposed of or cancelled. Where such shares are subsequently disposed of or reissued, any consideration received is included in equity.

3.8 Revenue recognition

<u>Net fee and commission income</u>

Fee income is earned from a diverse range of services provided by the Group to its customers and are accounted for in accordance with IFRS 15 'Revenue from Contracts with Customers'. Under the IFRS 15, fee income is measured by the Group based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer.

Fee income is accounted for as follows:

(i) income earned on the execution of a significant act is recognised as revenue when the act is completed (for example, fees arising from negotiating, or participating in the negotiation of a transaction for a third-party, such as an arrangement for the acquisition of shares or other securities);
(ii) income earned from the provision of services is recognised as revenue as the services are provided (for example, asset management, portfolio and other management advisory and service fees); and
(iii) other fees and commission income and expense are recognised as the related services are performed or received.

<u>Advisory income</u>

Advisory income includes retainer and consultancy fees. It is accrued and recognised as the services are rendered, in accordance with the agreement with the client. Revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Group. Revenue from services is stated net of rebates and other allowances.

<u>Interest income</u>

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

<u>Carried interest</u>

The Group is entitled to receive performance fees ("carried interest") from qualified funds which it manages. These fees are earned once the funds meet certain performance conditions. The carried interest is calculated annually at the reporting date as per the guidance provided by IFRS 15, taking into account the required performance conditions and distribution arrangement. Carried interest recognised by the Group is subject to a constraint. The Group recognises revenue at an amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur in future periods.

The Group's employees are entitled to performance incentives linked to the realised Internal Rate of Return set for certain qualified funds, which vest progressively, subject to continued employment and the investment exit, provided certain minimum pre-established return hurdles are satisfied. These are recognised as carried interest expense.

<u>Dividend income</u>

Dividend income from investments is recognised when the Group's right to receive payment has been established.

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.9 Provisions

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

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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.10 Employee benefits

A provision is made for the full amount of end of service benefits due to non-UAE national employees in accordance with the Group's policy, which is at least equal to the benefits payable in accordance with UAE Labour Law, for their period of service up to the end of the reporting period.

Pension contributions are made in respect of UAE national employees to the UAE General Pension and Social Security Authority in accordance with the UAE Federal Law No (9) of 2000 for Pension and Social Security. Such contributions are charged to profit or loss during the employees' period of service.

3.11 Foreign currencies

The functional currency of each of the Group's consolidated entities is the currency of the primary economic environment in which the entity operates. The functional currency of ADFG and the Group's presentation currency is the U.A.E Dirhams (AED).

Transactions in currencies other than AED (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognised in profit or loss in the period in which they arise.

Loans between group entities and related foreign exchange gains or losses are eliminated upon consolidation. However, where the loan is between group entities that have different functional currencies, the foreign exchange gain or loss cannot be eliminated in full and is recognised in the consolidated statement of profit or loss, unless the loan is not expected to be settled in the foreseeable future and thus forms part of the net investment in foreign operation. In such a case, the foreign exchange gain or loss is recognised in other comprehensive income and accumulated in a separate component of equity.

The results and financial position of each group entity are translated into the presentation currency as follows:

i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the respective reporting period;
ii) income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions);
iii) components of equity are translated at the historic rate; and
iv) all resulting exchange differences are recognised in other comprehensive income.

When control over a foreign operation is lost, the exchange differences previously recognised in other comprehensive income are reclassified to the consolidated statement of profit or loss for the year as part of the gain or loss on disposal. On partial disposal of a subsidiary without loss of control, the related portion of accumulated currency translation differences is reclassified to non-controlling interest within equity. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments

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

Initial recognition – financial assets

Financial instruments at FVTPL are initially recorded at fair value. All other financial instruments are initially recorded at fair value adjusted for transaction costs. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions in the same instrument or by a valuation technique whose inputs include only data from observable markets. After the initial recognition, an Expected Credit Loss (ECL) allowance is recognised for financial assets measured at Amortised Cost (AC) and investments in debt instruments measured at FVOCI, resulting in an immediate accounting loss.

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention ("regular way" purchases and sales) are recorded at trade date, which is the date on which the Group commits to deliver a financial asset. All other purchases are recognised when the entity becomes a party to the contractual provisions of the instrument.

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 best evidence of fair value is price in an active market. An active market is one in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. Fair value of financial instruments traded in an active market is measured as the product of the quoted price for the individual asset or liability and the quantity held by the entity. This is the case even if a market's normal daily trading volume is not sufficient to absorb the quantity held and placing orders to sell the position in a single transaction might affect the quoted price.

Computation of fair value is based on valuation techniques such as discounted cash flow models or models based on recent arm's length transactions or consideration of financial data of the investees, are used to measure fair value of certain financial instruments for which external market pricing information is not available. Fair value measurements are analysed by level in the fair value hierarchy as follows: (i) level one are measurements at quoted prices (unadjusted) in active markets for identical assets or liabilities, (ii) level two measurements are valuations techniques with all material inputs observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices), and (iii) level three measurements are valuations not based on solely observable market data (that is, the measurement requires significant unobservable inputs). Transfers between levels of the fair value hierarchy are deemed to have occurred at the end of the reporting period (Note 27).

Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument. An incremental cost is one that would not have been incurred if the transaction had not taken place. Transaction costs include fees and commissions paid to agents (including employees acting as selling agents), advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs or internal administrative or holding costs. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Classification- financial assets

Financial assets can either be (i) equity financial assets or (ii) debt financial assets. The Group classifies financial assets in the following measurement categories: FVTPL, FVOCI and AC. The classification depends on (i) the Group's business model for managing the related assets portfolio and (ii) the cash flow characteristics of the asset.

The business model reflects how the Group manages the assets in order to generate cash flows – whether the Group's objective is: (i) solely to collect the contractual cash flows from the assets ("hold to collect contractual cash flows",) or (ii) to collect both the contractual cash flows and the cash flows arising from the sale of assets ("hold to collect contractual cash flows and sell") or, if neither of (i) and (ii) is applicable, the financial assets are classified as part of "other" business model and measured at FVTPL.

The business model is determined for a group of assets (on a portfolio level) based on all relevant evidence about the activities that the Group undertakes to achieve the objective set out for the portfolio available at the date of the assessment. Factors considered by the Group in determining the business model include the purpose and composition of a portfolio, past experience on how the cash flows for the respective assets were collected, how risks are assessed and managed, how the assets' performance is assessed and how managers are compensated. Note 4.1 includes critical judgements applied by the Group in determining the business models for its financial assets.

Where the business model is to hold assets to collect contractual cash flows or to hold contractual cash flows and sell, the Group assesses whether the cash flows represent solely payments of principal and interest ("SPPI"). In making this assessment, the Group considers whether the contractual cash flows are consistent with a basic lending arrangement, i.e. interest includes only consideration for credit risk, time value of money, other basic lending risks and profit margin.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Where the contractual terms introduce exposure to risk or volatility that is inconsistent with a basic lending arrangement, the financial asset is classified and measured at FVTPL. The SPPI assessment is performed on initial recognition of an asset and it is not subsequently reassessed. Note 4.1 includes for critical judgements applied by the Group in performing the SPPI test for its financial assets.

Debt financial assets that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt financial assets that meet the following conditions are measured subsequently at FVOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

In addition, debt financial assets that meet either the amortised cost criteria or the FVOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

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

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition for an equity financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

<u>Subsequent measurement – financial assets</u>

For purposes of subsequent measurement

- Financial assets at AC (debt financial assets): Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in consolidated statement of profit or loss (P&L) when the asset is derecognised, modified or impaired.
- For assets that are purchased or originated credit impaired ("POCI") at initial recognition, the effective interest rate is adjusted for credit risk, i.e. it is calculated based on the expected cash flows on initial recognition instead of contractual payments.
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt financial assets): For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in consolidated statement of other comprehensive income (OCI). Upon derecognition, the cumulative fair value change recognised in OCI is recycled to P&L.
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity financial assets): Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis. Gains and losses on these financial assets are never recycled to P&L. Dividends are recognised as other income in P&L when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.
- Financial assets at FVTPL (debt and equity financial assets): Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in P&L. Dividends on listed equity investments are recognised as other income in the P&L when the right of payment has been established. Interest income on debt financial assets is also recognised in the P&L.

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Impairment - financial assets

Measurement of ECL: IFRS 9 outlines a 'three-stage' model for impairment of financial assets based on changes in credit quality since initial recognition. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1. Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months or until contractual maturity, if shorter ("12 Months ECL"). If the Group identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis, that is, up until contractual maturity but considering expected prepayments, if any ("Lifetime ECL"). If the Group determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a Lifetime ECL. Note 4.1 includes how the Group determines when a SICR has occurred. Note 4.1 also provides information about inputs, assumptions and estimation techniques used in measuring ECL, including an explanation of how the Group incorporates forward-looking information in the ECL models.

The key inputs into the measurement of ECL are the term structure of the following variables:
- probability of default (PD);
- loss given default (LGD);
- exposure at default (EAD)

These parameters are generally derived from internally developed statistical models and other historical data. They are adjusted to reflect forward-looking information. Details of these statistical parameters/inputs are as follows:

PD - The probability of default is an estimate of the likelihood of default over a given time horizon.
EAD - The exposure at default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date.
LGD - The loss given default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

ECL are probability-weighted estimate of credit losses. They are measured as follows:
- financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).
- financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows; and
- financial guarantee contracts: the expected payments to reimburse the holder less any amounts that the Group expects to recover.

The Group applies three-stage model for impairment, based on changes in credit quality since initial recognition to recognise loss allowances for expected credit losses (ECL) on the following financial instruments that are not measured at FVTPL:
- loans and advances and other financial assets including finance leases;
- financial assets that are debt investments;
- financial guarantee contracts; and
- trade receivables and contract assets included in receivables and debit balances.

No impairment loss is recognised on equity investments.

For financial assets that are purchased or originated credit-impaired ("POCI Assets"), the ECL is always measured as a Lifetime ECL.

For trade receivables or contract assets that do not contain a significant financing component, the Group records loss allowance at initial recognition and throughout its life at an amount equal to Lifetime ECL.

Financial assets measured at AC are presented in the consolidated statement of financial position net of the allowance for ECL. For financial assets at FVOCI, changes in amortised cost, net of allowance for ECL, are recognised in P&L and other changes in carrying value are recognised in OCI.

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt financial assets carried at FVOCI are credit-impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Write-off - financial assets

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in P&L.

Derecognition - financial assets

The Group derecognises financial assets when (a) the assets are redeemed or the rights to cash flows from the assets otherwise expired or (b) the Group has transferred the rights to the cash flows from the financial assets or entered into a qualifying pass-through arrangement while (i) also transferring substantially all risks and rewards of ownership of the assets or (ii) neither transferring nor retaining substantially all risks and rewards of ownership, but not retaining control. Control is retained if the counterparty does not have the practical ability to sell the asset in its entirety to an unrelated third party without needing to impose restrictions on the sale.

Modification - financial assets

The Group sometimes renegotiates or otherwise modifies the contractual terms of the financial assets. The Group assesses whether the modification of contractual cash flows is substantial considering, among other, the following factors: any new contractual terms that substantially affect the risk profile of the asset, significant change in interest rate, change in the currency denomination, new collateral or credit enhancement that significantly affects the credit risk associated with the asset or a significant extension of a loan when the borrower is not in financial difficulties.

If the modified terms are substantially different, the rights to cash flows from the original asset expire and the Group derecognises the original financial asset and recognises a new asset at its fair value. The date of renegotiation is considered to be the date of initial recognition for subsequent impairment calculation purposes, including determining whether a SICR has occurred. The Group also assesses whether the new loan or debt instrument meets the SPPI criterion. Any difference between the carrying amount of the original asset derecognised and fair value of the new substantially modified asset is recognised in profit or loss, unless the substance of the difference is attributed to a capital transaction with owners.

In a situation where the renegotiation was driven by financial difficulties of the counterparty and inability to make the originally agreed payments, the Group compares the original and revised expected cash flows to assets whether the risks and rewards of the asset are substantially different as a result of the contractual modification. If the risks and rewards do not change, the modified asset is not substantially different from the original asset and the modification does not result in derecognition.

The Group recalculates the gross carrying amount by discounting the modified contractual cash flows by the original effective interest rate (or credit-adjusted effective interest rate for POCI financial assets), and recognises a modification gain or loss in profit or loss.

Initial recognition and classification - financial liabilities

All financial liabilities are recognised initially at fair value and, in the case borrowings and other financial liabilities, net of directly attributable transaction costs.

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL or financial liabilities at AC.

Subsequent measurement – financial liabilities

Financial liabilities at FVTPL: Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL including contingent consideration recognised by an acquirer in a business combination and financial guarantee contracts. 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. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at FVTPL are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at AC: Financial liabilities at AC are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in P&L 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 P&L.

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Financial guarantee contract liabilities

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9 (see financial assets above); and
- the amount recognised initially less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies set out above.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

An exchange between the Group and its original lenders of debt instruments with substantially different terms, as well as substantial modifications of the terms and conditions of existing financial liabilities, are accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

Modifications of liabilities that do not result in extinguishment are accounted for as a change in estimate using a cumulative catch up method, with any gain or loss recognised in profit or loss, unless the economic substance of the difference in carrying values is attributed to a capital transaction with owners.

Payables to unit holders

Payable to unit holders mainly comprise liabilities that arise from obligations in respect of third-party interests in consolidated funds. Consolidation occurs when the Group is deemed to control a fund. When a fund is consolidated, the Group accounts for the fund in its consolidated statement of financial position as if it were wholly-owned by the Group, but records an additional liability representing the proportion of the fund owned by third party investors, where the units in the fund are puttable instruments (i.e. not classified as equity). The units of Goldilocks Investment Company Limited, a subsidiary of the Group, are redeemable at the unit holders' option and therefore the Group has classified the units held by third parties as a financial liability.

Profit/(Loss) for the fund attributable to these third-party holders of units is recognised in the consolidated statement of profit or loss as (finance cost)/finance credit relating to unit holders carried at fair value.

Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively. The Group's risk management strategy and how it is applied to manage risk are explained in Note 28.

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

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
- 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

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined).

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

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

Fair value hedges: The change in the fair value of a hedging instrument is recognised in P&L as other income/expense. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the P&L as other income/expense.

Cash flow hedges: The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item. The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments. The ineffective portion relating to foreign currency contracts is recognised as other income/expense. The Group designates only the spot element of forward contracts as a hedging instrument. The forward element is recognised in OCI and accumulated in a separate component of equity under cashflow hedge reserve. The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied. For any other cash flow hedges, the amount accumulated in OCI is reclassified to P&L as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss. If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to P&L as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

For hedges that do not qualify for hedge accounting, any gains or losses arising from changes in the fair value of the hedging instrument are taken directly to the income statement for the year.

The effective interest method is a method of allocating interest income or interest expense over the relevant period, so as to achieve a constant periodic rate of interest (effective interest rate) on the carrying amount. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (excluding future credit losses) through the expected life of the financial instrument or a shorter period, if appropriate, to the gross carrying amount of the financial instrument.

Equity instruments

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

Share capital: Ordinary shares with discretionary dividends are classified as equity. Any excess of the fair value of consideration received over the par value of shares issued is recorded as share premium in equity.

3.13 Cash and cash equivalents

Cash and cash equivalents for the purposes of consolidated statement of cash flows consist of cash and short-term deposits with original maturity of 90 days or less, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

3.14 Investment in associates

The Group's investments in associates are accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence, and which is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of an associate recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.14 Investment in associates (continued)

The requirements of IFRS 9 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Upon disposal of an associate that results in the Group losing significant influence over that associate, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with IFRS 9. The difference between the previous carrying amount of the associate attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses significant influence over that associate.

3.15 Leases

Group as a Lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Group as a Lessee

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 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.

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. 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.

3.16 Goodwill

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain or negative goodwill.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

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

(Currency - Thousands of U.A.E. Dirhams)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.17 Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite useful lives are amortised on a straight-line bases over the intangible asset's estimated useful lives over the following periods:

Customer Relationships and Contracts	1 – 21 years
Trademark	15 – 20 years

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

3.18 Non-controlling interests

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

3.19 Non-current assets classified as held for sale and discontinued operations

Non-current assets are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction rather than continuing use and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognised in the statement of profit or loss.

The financial results of a non-current assets classified as held for sale that meet the definition of a discontinued operation are presented as a single line in the statement of profit or loss and statement of cash flows.

3.20 Segmental information

Operating segments are components that engage in business activities that may earn revenues or incur expenses, whose operating results are regularly reviewed by the chief operating decision maker (CODM), and for which discrete financial information is available. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer (CEO) of ADFG.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

While applying the accounting policies as stated in note 4, management of the Group has made certain judgments, estimates and assumptions that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revision to accounting estimates are recognised in the period of the revision in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The significant judgments and estimates made by management that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

4.1 Critical judgement in applying Group's accounting policies

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the periods presented.

Assessment of Significant Increase in Credit Risk

The assessment of a significant increase in credit risk is done on a relative basis. To assess whether the credit risk on a financial asset has increased significantly since origination, the Group compares the risk of default occurring over the expected life of the financial asset at the reporting date to the corresponding risk of default at origination, using key risk indicators that are used in the Group's existing risk management processes.

The Group assessment of significant increases in credit risk is being performed at least quarterly for exposures based on three factors. If any of the following factors indicates that a significant increase in credit risk has occurred, the instrument will be moved from Stage 1 to Stage 2:

- The Group has established thresholds for significant increases in credit risk based on movement in DPDs (Level of Delinquency) relative to initial recognition.
- Additional qualitative reviews have been performed to assess the staging results and make adjustments, as necessary, to better reflect the positions which have significantly increased in risk.
- IFRS 9 contains a rebuttable presumption that instruments which are 30 days past due have experienced a significant increase in credit risk.

Carried interest

The Group is entitled to receive performance fees ("carried interest") from qualified funds which it manages. These fees are earned once the funds meet certain performance conditions. The Group recognises carried interest to the amount for which it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur in future periods.

Accounting acquirer

One of the most important steps in a business combination is to identify the acquirer in the transaction. From an accounting perspective the legal acquirer may not be the accounting acquirer. In a business combination effected primarily by exchanging equity interests, the acquirer is usually the entity that issues its equity interests. However, in some business combinations, commonly called 'reverse acquisitions', the issuing entity is the acquiree.

As per IFRS 3, several factors determine accounting acquirer - the relative voting rights in the combined entity after the business combination, the existence of a large minority voting interest in the combined entity if no other owner or organised group of owners has a significant voting interest, the composition of the governing body of the combined entity, the composition of the senior management of the combined entity, the terms of the exchange of equity interests and relative size (measured in, for example, assets, revenues or profit) of each combining entity.

In the merger transaction with SHUAA, the Group made an assessment of accounting acquirer as per IFRS 3 qualitative and quantitative factors and determined that the acquiring entity for accounting purposes is the entity with a controlling financial interest after the combination took place, being ADFG.

(Currency - Thousands of U.A.E. Dirhams)

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

4.1 Critical judgement in applying Group's accounting policies (continued)

Consolidation - Control assessment

Determining whether the Group has control over an investee is judgmental and involves a critical assessment of the purpose and design of an investee, nature of rights – substantive or protective in nature, assessment of existing and potential voting rights, whether an investor is a principal or agent when exercising its controlling power, relationships between investors and how they affect control and existence of power over specified assets only. The Group critically assesses the overall relationship between the decision-maker and other parties involved with the investee to determine whether the decision-maker acts as an agent. The Group continuously monitors if there are any changes in the composition of the Group and consequently reassesses control if facts and circumstances indicate that any of the elements have changed including an assessment of the variability of returns.

Consolidation of entities in which the Group holds less than a majority of voting right (de facto control)

Judgement is required to determine whether the substance of the relationship between the Group and an investee when the Group held less than a majority of voting rights. The Group consolidates investees that it controls. As it can sometimes be difficult to determine whether the Group does control an investee, management makes judgements about its exposure to the risks and rewards, as well as about its ability to make operational decisions for the investee in question. In many instances, elements are present that, considered in isolation, indicate control or lack of control over an investee, but when considered together make it difficult to reach a clear conclusion. In cases where more arguments are in place towards existence of control, the investee entity is consolidated.

Refer note 1(ii) where management made critical judgement in assessing the relationship with its investees in which it holds less than a majority of voting right.

Treatment as associates of entities in which the Group holds less than 20% of voting rights

Determine whether the group exercises significant influence over an investee in which the Group holds less than 20% of voting rights is judgmental and involves a critical assessment. As it can sometimes be difficult to determine whether the Group has significant influence over an investee, management makes judgements about its ability to influence the financial and operating policy decisions of the investee. In many instances, elements are present that, considered in isolation, indicate significant influence or lack of significant influence over an investee, but when considered together make it difficult to reach a clear conclusion. In cases where more arguments are in place towards existence of significant influence, the investee entity is recorded as an investment in associate.

Refer note 1(vii) where management made critical judgement in assessing the relationship with its investees in which it holds less than 20% of voting rights

Going concern

Management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

Assessment as an investment entity

Entities that meet the definition of an investment entity within IFRS 10 are required to measure their subsidiaries at fair value through profit or loss rather than consolidate them. The criteria which define an investment entity are, as follows:

- An entity that obtains funds from one or more investors for the purpose of providing those investors with investment services.
- An entity that commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both.
- An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.

As explained in Note 1, prior to the merger transaction ADFG met definition of investment entity as it reported to its investors via quarterly investor information, and to its management, via internal management reports, on a fair value basis. All investments were reported at fair value to the extent allowed by IFRS in the Company's annual reports. The Company had clearly documented exit strategy for all of its investments.

Management had also concluded that the Company meets the additional characteristics of an investment entity, in that it had more than one investment; the investments are predominantly in the form of equities and similar securities; it had more than one investor and its investors are not related parties.

(Currency - Thousands of U.A.E. Dirhams)

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

4.2 Key sources of estimation uncertainty

Calculation of ECL

Measurement of ECL is a significant estimate that involves determination of methodology, models and data inputs.

Macroeconomic Factors, Forward Looking Information (FLI) and Multiple Scenarios: The measurement of expected credit losses for each stage and the assessment of significant increases in credit risk considers information about past events and current conditions as well as reasonable and supportable forecasts of future events and economic conditions. The estimation and application of forward-looking information require significant judgement.

PD, LGD and EAD inputs used to estimate Stage 1 and Stage 2 credit loss allowances are modelled based on the macroeconomic variables (or changes in macroeconomic variables) that are most closely correlated with credit losses in the relevant portfolio. Each macroeconomic scenario used in ECL calculation has forecasts of the relevant macroeconomic variables.

The Group estimation of ECL in Stage 1 and Stage 2 is a discounted probability weighted estimate that considers a minimum of three future macroeconomic scenarios namely base case, upside and downside.

The Group's base case scenario is based on macroeconomic forecasts published by the Central Bank of UAE. The Group uses 2 year oil prices forecast for the sensitivity analysis. Upside and downside scenarios are set relative to the Group's base case scenario based on reasonably possible alternative macroeconomic conditions. Scenario design, including the identification of additional downside scenarios occur on at least an annual basis and more frequently if conditions warrant.

Scenarios are probability-weighted according to the Group's best estimate of their relative likelihood based on historical frequency and current trends and conditions. Probability weights are updated on a quarterly basis. All scenarios considered are applied to all portfolios subject to ECL with the same probabilities. Sensitivity assessment due to movement in each macroeconomic variable and the respective weights under the three scenarios is periodically assessed by the Group. In some instances the inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial reporting. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material. Such cases are subjected to the Group's Governance process for oversight.

The definition of default used in the measurement of expected credit losses and the assessment to determine movement between stages is consistent with the definition of default used for internal credit risk management purposes. IFRS 9 does not define default,
but contains a rebuttable presumption that default has occurred when an exposure is greater than 90 days past due.

Expected Life: When measuring ECL, the Group considers maximum contractual period over which it is exposed to credit risk. All contractual terms are considered when determining the expected life, including prepayment options and extension and rollover options. For certain revolving credit facilities that do not have a fixed maturity, the expected life is estimated based on the period over which the Group is exposed to credit risk and where the credit losses would not be mitigated by management actions.

Fair value measurement of financial assets at FVTPL

The valuation of the Group's financial assets at FVTPL is generally based on recent market transactions on an arm's length basis, in the absence of an active market. If no market data is available, the Group may value its investments using its own models, which are usually based on valuation methods and techniques generally recognised as standard within the industry, such as the Discounted Cash Flow (DCF) and Net Asset Value (NAV) method, in which case the Group would exercise judgement and estimates on the quantity and quality of the cash flows and fair values, respectively, of the underlying investment.

In performing the fair value measurement, the Group selects inputs that are consistent with the characteristics of the financial asset that market participants would take into account in a transaction for that asset. In some cases, those characteristics result in the application of an adjustment, such as a control premium or non-controlling interest discount. The Group incorporates a premium or discount only when it is consistent with the unit of account for the investment.

Impairment of goodwill

On an annual basis, the Group determines whether goodwill is impaired. This requires an estimation of the recoverable amount using value in use of the cash generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

(Currency - Thousands of U.A.E. Dirhams)

5. CASH AND DEPOSITS WITH BANKS

	31 December 2019	*31 December 2018*
Cash on hand	**67**	42
Balances held with banks	**360,126**	21,544
Cash and deposits with banks	**360,193**	21,586
Less: Restricted deposits	**(33,014)**	-
Cash and cash equivalents	**327,179**	21,586

The rate of interest on the deposits held during the year ended 31 December 2019 ranged from 0.5% to 2% (31 December 2018: 0.5%) per annum.

Cash and deposits with banks include deposits of 33,014 (31 December 2018: Nil) with banks, which are held as collateral against the Group's banking facilities including the Central Bank of the UAE guarantee. For the purposes of consolidated statement of cash flows, cash and cash equivalents are stated net of these deposits.

6. RECEIVABLES AND OTHER DEBIT BALANCES

	31 December 2019	*31 December 2018*
Trade receivables – net of loss allowance (6.1)	**77,366**	77,431
Advances and deposits	**8,172**	2,895
Prepayments	**11,991**	2,834
Reverse repurchase agreements (6.2)	**1,917**	-
Carried interest	**2,256**	4,228
Accrued income	**21,735**	-
Receivables from managed funds	**48,118**	-
Others	**13,484**	410
	185,039	87,798
Trade receivables and managed funds – net of loss allowance		
Trade receivables	**147,855**	82,511
Loss allowance	**(22,371)**	(5,080)
	125,484	77,431
Movement in loss allowance:		
Opening balance	**5,080**	-
Impact of first-time adoption of IFRS 9	**-**	4,293
Charge for the year	**17,291**	787
Closing balance	**22,371**	5,080

6.1 Included in trade receivables is an amount of 9,123 (31 December 2018: 2,307) due from related parties (Note 26).

6.2 This represents assets arising out of reverse repurchase agreements entered with financial institutions. Securities bought subject to these arrangements remain off-balance sheet and the amounts paid to the counter party are included as asset.

(Currency - Thousands of U.A.E. Dirhams)

7. LOANS, ADVANCES AND FINANCE LEASES

	31 December 2019	*31 December 2018*
Loans and advances - net of provision for impairment	**168,806**	319,157
Finance leases – net of allowance for uncollectible lease payments	**171,570**	-
Margin lending - net of provision for impairment	**50,162**	-
	390,538	319,157

(a) Loans and advances

	31 December 2019	*31 December 2018*
Total loans and advances	**173,129**	319,157
Cumulative provision for impairment	**(4,323)**	-
	168,806	319,157
Movement in cumulative provision for impairment:		
Opening balance	**-**	-
Charge for the year	**(4,323)**	-
Closing balance	**(4,323)**	-

Cumulative provision for impairment includes day-1 ECL amounting to 5,000 recorded on the effective date of business combination (Note 1).

As at 31 December 2019, the underlying collateral for loans and advances were valued at 324,462 (31 December 2018: 507,442). Provisions are made for the uncovered portion of the loans and advances.

(b) Finance leases

	31 December 2019	*31 December 2018*
Current finance lease receivables	**89,246**	-
Non-current financial lease receivables	**83,089**	-
Allowances for uncollectible lease payments	**(765)**	-
	171,570	-
Movement in allowances for uncollectible lease payments:		
Opening balance	**-**	-
Charge for the year	**(839)**	-
Reversals during the year	**74**	-
Closing balance	**(765)**	-

(Currency - Thousands of U.A.E. Dirhams)

7. LOANS, ADVANCES AND FINANCE LEASES (continued)

Leasing arrangements – the Group as lessor

The Group entered into finance lease arrangements to lease out certain of its equipment to its customers. The average term of finance leases entered into is between 2 and 4 years. Furthermore, the Group has sub-let a portion of its leased office premises to third parties.

	Minimum lease payments		***Present value of minimum lease***	
	31 December 2019	*31 December 2018*	***31 December 2019***	*31 December 2018*
Not later than one year	**108,052**	-	**146,386**	-
Later than one year and not later than five years	**93,921**	-	**25,949**	-
	201,973	-	**172,335**	-
Less: unearned finance income	**(29,638)**	-	**-**	-
Present value of minimum lease payments receivable	**172,335**	-	**172,335**	-
Allowances for uncollectible lease payments	**(765)**	-	**(765)**	-
	171,570	-	**171,570**	-

Unguaranteed residual values of assets leased under finance leases at the end of the reporting period are estimated at nil. The interest rate implicit in the leases is fixed at the contract date for the entire lease term.

As at 31 December 2019, the underlying collateral for finance leases were valued at 400,419 (31 December 2018: Nil). Provisions are made for the uncovered portion of the lease.

(c) Margin lending

The Group extends margins to clients for the purpose of trading in quoted securities. These advances are short term in nature and are secured by the underlying securities held in custody by the Group.

	31 December 2019	*31 December 2018*
Total margin lending	**50,364**	**-**
Cumulative provision for impairment	**(202)**	**-**
	50,162	**-**
Movement in cumulative provision for impairment:		
Opening balance	**-**	-
Charge for the year	**(202)**	-
Closing balance	**(202)**	**-**

As at 31 December 2019, the underlying securities were valued at 472,673 (31 December 2018: Nil). Provisions are made for the uncovered portion of margins.

Some of the underlying securities in an amount of 59,190 (31 December 2018: Nil) are pledged under repurchase agreements with financial institutions.

The effect of collateral on assets is as follows as at 31 December 2019:

	Over collateralized		**Under collateralized**	
	Carrying value of the assets	**Value of collateral**	**Carrying value of the assets**	**Value of collateral**
Loans and advances	**166,273**	**305,368**	**2,533**	**19,094**
Finance leases	**162,720**	**383,476**	**8,850**	**16,943**
Margin lending	**49,394**	**472,673**	**768**	**-**
	378,387	**1,161,517**	**12,151**	**36,037**

(Currency - Thousands of U.A.E. Dirhams)

8. INVENTORIES

Inventories include completed projects/property developed by a group subsidiary amounting to 24,400 (31 December 2018: Nil). These were acquired as part of the business combination.

9. FINANCIAL ASSETS AT FAIR VALUE

a) At fair value through profit or loss (FVTPL)

	31 December 2019	*31 December 2018*
Equity investments	**1,996,571**	608,161
Fixed income securities	**49,370**	3,280
Fund investments	**314,157**	538,423
	2,360,098	1,149,864

During the year, the Group recognised fair value (losses)/gains amounting to (235,625) (31 December 2018: 156,097), on investments carried at FVTPL.

b) At fair value through other comprehensive income (FVOCI)

	31 December 2019	*31 December 2018*
Equity investments	**93,435**	-
Fund investments	**51,656**	-
	145,091	-

The above non-derivative equity investments are not held for trading and have been designated by the Group as at FVOCI at initial recognition as the Group considers these investments to be strategic in nature. These include changes in fair value (losses)/gains amounting to (4,117) recognised during the year (31 December 2018: Nil).

FVTPL and FVOCI investments include securities with market value of 1,896,921 (31 December 2018: 154,893) which are pledged against borrowings (Note 13).

(Currency - Thousands of U.A.E. Dirhams)

10. INVESTMENTS IN ASSOCIATES

The table below shows the movement in associates during the year:

	31 December 2019						
	QIL	SHUAA Hospitality Fund I L.P.	SHUAA Saudi Hospitality Fund I	Mirfa Power Holding Company PJSC	ADCORP Limited	Others	Total
Movement							
As at 1 January 2019	-	-	-	-	-	-	-
Acquisitions from business combination (*)	-	**52,842**	**20,845**	-	**39,386**	**38,279**	**151,352**
Acquisition of associate on loss of control (Note 34)	**202,166**	-	-	-	-	-	**202,166**
Acquisition on loss of investment entity status (**)	-	-	-	**233,451**	**37,324**	-	**270,775**
Additions	**82,797**	-	-	-	-	-	**82,797**
Share of profit/(loss) of associates	-	**(1,809)**	**(909)**	**9,507**	**1,309**	**(5,740)**	**2,358**
Share of other comprehensive income/(loss) of associates	-	-	-	**(5,798)**	-	-	**(5,798)**
Disposals	-	-	-	-	-	**(10,000)**	**(10,000)**
As at 31 December 2019	**284,963**	**51,033**	**19,936**	**237,160**	**78,019**	**22,539**	**693,650**
As at 31 December 2018	-	-	-	-	-	-	-

The table below provides summarised financial information for those associates that are material to the Group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not the Group's share of those amounts.

	31 December 2019						
	QIL	SHUAA Hospitality Fund I L.P.	SHUAA Saudi Hospitality Fund I	Mirfa Power Holding Company PJSC	ADCORP Limited	Others	Total
Summarised statement of financial position							
Assets							
- Current	76,428	294	6,793	456,647	337,207	5,251,701	6,129,070
- Non-current	1,999,789	194,490	496,241	4,950,549	131,086	3,944,001	11,716,156
Total assets	2,076,217	194,784	503,034	5,407,196	468,293	9,195,702	17,845,226
Liabilities							
- Current	104,945	781	16,943	546,066	15,260	1,777,244	2,461,239
- Non-current	1,053,000	-	120,006	4,339,554	64,789	1,577,116	7,154,465
Total liabilities	1,157,945	781	136,949	4,885,620	80,049	3,354,360	9,615,704
Net Assets	**918,272**	**194,003**	**366,085**	**521,576**	**388,244**	**5,841,342**	**8,229,522**
Summarised statement of comprehensive income							
Revenue	**9,037**	-	**2,905**	**531,302**	**29,621**	**192,800**	**765,665**
Profit/(loss) for the year	**341,991**	**(24,025)**	**(38,881)**	**91,640**	**12,176**	**(151,904)**	**230,997**
Other comprehensive income/(loss) for the year	-	-	-	**(54,274)**	-	-	**(54,274)**
Total comprehensive income/(loss) for the year	**341,991**	**(24,025)**	**(38,881)**	**37,366**	**12,176**	**(151,904)**	**176,723**

(*) Investment in associates were acquired as part of the business combination
(**) Acquisitions of associates on loss of investment entity status are coming from QIL, Mirfa Power Holding Company PJSC and ADCORP Limited

(Currency - Thousands of U.A.E. Dirhams)

11. PROPERTY AND EQUIPMENT

	31 December 2019							
	Leasehold Improvements	***Office equipment***	***Motor vehicles***	***Furniture and fixture***	***Land & buildings***	***Artworks and paintings***	***Right-of-use assets***	***Total***
Cost								
Balance at beginning of the year	**12,106**	**4,928**	**374**	**1,944**	**-**	**1,029**	**-**	**20,381**
Impact of adoption of IFRS 16 (Note 2.1)	**-**	**-**	**-**	**-**	**-**	**-**	**35,345**	**35,345**
Acquired on acquisition of subsidiaries	**8,389**	**3,747**	**401**	**1,770**	**10,520**	**-**	**13,955**	**38,782**
Acquired on loss of investment entity status	**2,526**	**382**	**-**	**2,097**	**-**	**23**	**-**	**5,028**
Additions	**1,273**	**487**	**-**	**91**	**-**	**328**	**-**	**2,179**
Disposals	**(2,141)**	**(2,390)**	**(2)**	**(61)**	**-**	**(24)**	**(1,229)**	**(5,847)**
Deconsolidation	**(2,421)**	**(719)**	**(2)**	**-**	**(140)**	**-**	**-**	**(3,282)**
Exchange rate translation	**282**	**-**	**-**	**-**	**-**	**1**	**-**	**283**
Balance at end of the year	**20,014**	**6,435**	**771**	**5,841**	**10,380**	**1,357**	**48,071**	**92,869**
Accumulated depreciation								
Balance at beginning of the year	**1,282**	**2,215**	**133**	**938**	**-**	**-**	**-**	**4,568**
Charge for the year (11.2)	**2,649**	**2,614**	**154**	**1,976**	**193**	**-**	**10,207**	**17,793**
Disposals	**(1,688)**	**(1,435)**	**-**	**(61)**	**-**	**-**	**-**	**(3,184)**
Balance at end of the year	**2,243**	**3,394**	**287**	**2,853**	**193**	**-**	**10,207**	**19,177**
Net book value								
Balance at end of the year	**17,771**	**3,041**	**484**	**2,988**	**10,187**	**1,357**	**37,864**	**73,692**

	31 December 2018							
	Leasehold Improvements	*Office equipment*	*Motor vehicles*	*Furniture and fixture*	*Land & buildings*	*Artworks and paintings*	*Right-of-use assets*	*Total*
Cost								
Balance at beginning of the year	13,141	2,014	374	498	-	807	-	16,834
Transfers	(2,781)	1,394	-	1,387	-	-	-	-
Additions	1,746	1,520	-	59	-	222	-	3,547
Balance at end of the year	12,106	4,928	374	1,944	-	1,029	-	20,381
Accumulated depreciation								
Balance at beginning of the year	199	970	58	413	-	-	-	1,640
Charge for the year	1,083	1,245	75	525	-	-	-	2,928
Balance at end of the year	1,282	2,215	133	938	-	-	-	4,568
Net book value								
Balance at end of the year	10,824	2,713	241	1,006	-	1,029	-	15,813

(Currency - Thousands of U.A.E. Dirhams)

11. PROPERTY AND EQUIPMENT (continued)

11.1 The recognised right-of-use assets relate to the following types of assets:

	31 December 2019	*1 January 2019*
Buildings (*)	**47,938**	28,829
Office equipment	**133**	-
Total right-of-use assets	**48,071**	28,829

(*) The Group has sub-let a portion of the leased property to third parties which have been adjusted against the recognised right-of-use assets (Note 7).

11.2 The depreciation charge for right-of-use assets pertains mainly to office premises.

	31 December 2019
Buildings	**10,176**
Office equipment	**31**
	10,207

12. GOODWILL AND OTHER INTANGIBLE ASSETS

	31 December 2019				
	Goodwill	*Trademark/Brand*	*Customer Relationships*	*Trade Licenses*	*Total*
Cost					
Balance at beginning of the year	**-**	**-**	**-**	**7**	**7**
Acquired on loss of investment entity status	**440,161**	**3,500**	**122,400**	**-**	**566,061**
Deconsolidation	**(6,063)**	**-**	**-**	**-**	**(6,063)**
Acquired on acquisition of subsidiaries	**531,526**	**13,260**	**93,100**	**23,270**	**661,156**
Impact of foreign currency translation	**50,593**	**-**	**-**	**-**	**50,593**
Balance at end of the year	**1,016,217**	**16,760**	**215,500**	**23,277**	**1,271,754**
Accumulated amortisation					
Balance at beginning of the year	**-**	**-**	**-**	**7**	**7**
Impact of foreign currency translation	**-**	**-**	**-**	**-**	**-**
Charge for the year	**-**	**257**	**12,910**	**-**	**13,167**
Balance at end of the year	**-**	**257**	**12,910**	**7**	**13,174**
Net book value					
Net book value as at 31 December 2019	**1,016,217**	**16,503**	**202,590**	**23,270**	**1,258,580**
Net book value as at 31 December 2018	**-**	**-**	**-**	**-**	**-**

This includes goodwill and other intangibles arisen upon cessation of investment entity (Note 1) and acquisition of subsidiaries as part of the business combination (Note 1) mainly on account of expected synergies, efficient business management, high standards of policies, compliances with relevant regulatory framework and integrity, experience and other strength of the workforce and management. Accordingly, the goodwill recognized represents the excess of the fair value of the net assets acquired over the proportionate share acquired in identifiable net assets.

(Currency - Thousands of U.A.E. Dirhams)

12. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)

The Group performs impairment tests on Goodwill and Trade Licenses annually. Management assessed the recoverable amount for the Cash-Generating Units ("CGUs") using value in use ("VIU"). VIU calculations were determined using cash flow projections from financial budgets approved by the Group's senior management covering a one to five-year period. The discount rate applied to cash flow projections represent the cost of capital adjusted for an appropriate risk premium for these cash-generating units. The key assumptions used in estimating the recoverable amounts of cash-generating units were assessed to ensure reasonableness of the VIU and resulting adjustment, if any, is recorded in the consolidated income statement. The Group has also performed a sensitivity analysis by varying key inputs by a reasonable margin. Based on the current impairment assessment, goodwill is not impaired as at 31 December 2019.

The carrying amount of Goodwill and Trade licenses as at 31 December 2019 allocated to each CGU along with the key inputs used for VIU calculations and sensitivity analysis are summarized as follows:

CGU	Goodwill	Trade licenses	Growth rate	Discount rate	1% change in Discount rate	1% change in Growth rate
Asset Management – Astrea	247,129	-	1.5%	5.5%	(86,497)	(83,366)
Asset Management – Northacre	237,563	-	-	6.0%	(5,080)	-
Asset Management – Real Estate	197,468	5,300	2.0%	15.0%	(29,831)	(19,021)
Investment Banking	162,215	4,000	16.0%	2.0%	(16,940)	(10,338)
NCM	81,313	9,200	15.5%	2.5%	(18,148)	(11,384)
Brokerage	3,876	-	23.0%	7.0%	(441)	(259)
Fixed Income Trading	58,746	-	15.5%	2.0%	(8,022)	(5,017)
Investment Solutions	27,907	300	15.5%	2.0%	(3,093)	(1,930)
Lending	-	4,470	14.0%	2.0%	(7,556)	(4,914)
	1,016,217	**23,270**				

13. BORROWINGS

Borrowings at the end of the reporting period are as follows:

	31 December 2019	*31 December 2018*
Secured		
Due to banks	**1,433,817**	471,388
Due to other financial institutions	**244,426**	102,944
	1,678,243	574,332
Unsecured		
Due to banks	**94,481**	-
Due to other financial institutions (Note 13.1)	**144,967**	91,453
Bonds payable	**332,378**	366,564
	571,826	458,017
	2,250,069	1,032,349

13.1 These include borrowings amounting to 105,262 (31 December 2018: 63,458) due to related parties with an interest rate of 7.3% to 8% p.a (2018: 7.1% to 8% p.a).

(Currency - Thousands of U.A.E. Dirhams)

13. BORROWINGS (continued)

	31 December 2019	*31 December 2018*
Secured		
Repayable within twelve months	**1,475,591**	574,332
Repayable after twelve months	**202,652**	-
	1,678,243	574,332
Unsecured		
Repayable within twelve months	**500,173**	91,453
Repayable after twelve months	**71,653**	366,564
	571,826	458,017
	2,250,069	1,032,349

13.2 Summary of borrowing arrangements:

Facility type	**Facility amount**	**Original Tenor**	**Effective interest/profit rate**	**Collateral**
Term Loan	**831,181**	1 to 5 years	7% - 7.5%	**1,483,896**
Bond	**332,378**	1 to 5 years	6.75%	**-**
Murabaha facility	**910,713**	within 1 year	5% - 5.5%	**1,454,295**
Revolving Facility	**175,797**	within 1 year	7.5% - 8%	**283,789**
	2,250,069			**3,221,980**

Collaterals mainly include cash, liquid securities, land and private equity holdings.

13.3 Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

					Non-cash changes		
	At 1 January 2019	***Acquisitions on business combination***	***Acquisition on loss of investment entity status***	***Financing cash flows (i)***	***Other charges (ii)***	***Foreign currency exchange difference***	***At 31 December 2019***
Due to banks	**471,388**	**441,699**	**665,347**	**(64,737)**	**12,800**	**1,801**	**1,528,298**
Due to other financial institutions	**194,397**	**-**	**158,495**	**30,221**	**5,285**	**995**	**389,393**
Bonds payable	**366,564**	**-**	**(38,098)**	**(220)**	**4,132**	**-**	**332,378**
	1,032,349	**441,699**	**785,744**	**(34,736)**	**22,217**	**2,796**	**2,250,069**

					Non-cash changes		
	At 1 January 2018	*Acquisitions on business combinatio n*	*Acquisition on loss of investment entity status*	*Financing cash flows (i)*	*Other charges (ii)*	*Foreign currency exchange difference*	*At 31 December 2018*
Due to banks	165,687	-	-	302,586	3,115	-	471,388
Due to other financial institutions	99,017	-	-	87,398	9,519	(1,537)	194,397
Bonds payable	360,090	-	-	-	6,474	-	366,564
	624,794	-	-	389,984	19,108	(1,537)	1,032,349

(i) Net cash flows from proceeds and repayment of borrowings
(ii) Other charges include interest accruals and repayments

13.4 As at 31 December 2019 there was a technical breach relating to one of the bank borrowings. A waiver of the breach was received from the bank prior to the date of signing these financial statements.

(Currency - Thousands of U.A.E. Dirhams)

14. PAYABLES AND OTHER CREDIT BALANCES

Payables and other credit balances comprise the following:

	31 December 2019	*31 December 2018*
Payable to clients	**36,021**	12,412
Customer deposits	**57,748**	-
Accruals	**61,173**	17,131
Lease liabilities (note 14.1)	**51,418**	-
Repurchase agreements (14.2)	**52,058**	-
Payables against acquisition	**99,130**	16,815
Unclaimed dividends payable	**33,480**	-
FVTPL liabilities	**34,230**	-
Realised carried interest payable to employees	**13,751**	11,692
End of service benefits	**16,994**	2,539
Provisions (note 14.3)	**16,606**	-
Carried interest rebates payable	**39,891**	12,256
Deferred revenue	**4,381**	1,263
Capital call payables	**-**	26,065
Derivative financial liability (14.4)	**4,481**	119,154
Other payables	**71,889**	17,302
	593,251	236,629

14.1 Lease liabilities

	31 December 2019	31 *December 2018*
Current	**15,997**	-
Non-current	**35,421**	-
	51,418	-

This mainly represents liability recognised on initial application of IFRS 16 in relation to renting of office space for the Group.

14.2 Repurchase agreements

Represents liabilities arising out of repurchase agreements entered with financial institutions. Securities sold subject to repurchase agreements are disclosed as pledged assets (refer Note 7c). The amounts received from the counterparty is included as liability.

14.3 Provisions

All the provisions are classified as current.

14.3.1 Movement in provisions

	31 December 2019	31 *December 2018*
As at 1 January 2019	**-**	
Acquired through business combinations	**9,095**	-
Charged to profit or loss	**7,511**	-
As at 31 December 2019	**16,606**	-

(Currency - Thousands of U.A.E. Dirhams)

14. PAYABLES AND OTHER CREDIT BALANCES (continued)

14.4 Derivative financial liability

Balances as at 31 December comprise of the following:

	31 December 2019	*31 December 2018*
Interest rate swaps	**4,481**	-
Put option (i)	**-**	49,902
Other derivative financial instrument (ii)	**-**	69,252
	4,481	119,154

(i) The put option matured on 31 December 2018 and the derivative liability was settled subsequently.

(ii) The derivative financial instruments was cancelled during the year resulting in a gain of AED 69,252 and other gains from other derivative amounting to AED 1,492.

14.5 All other balances above, except as disclosed in note 28, are expected to be settled within 12 months after the end of the reporting period.

15. OTHER FINANCIAL LIABILITIES

These comprise of term and wakalah investment certificates as well as other debt obligations. All balances are expected to be settled within 12 months after the end of the reporting period.

16. SHARE CAPITAL

The merger transaction between SHUAA and ADFG was given effect by the issuance of 1,471 million ordinary shares of AED 1 by SHUAA to the existing shareholders of ADFG. The newly issued shares added to the existing share capital of SHUAA (i.e. 1,065 million shares) constitutes the share capital of the legal entity / acquirer after the merger, i.e. the Combined Entity. The value of the share capital of the combined entity is 2,536 million. The table below represents the effect of the merger transaction on the number of shares of the Group as of the date of the merger:

	Units (in '000)	***%***
Outstanding shares of ADFG	40	
Exchange ratio	36.768	
Number of shares issued by SHUAA to ADFG	1,470,720	58
Outstanding shares of SHUAA	1,065,000	42
Total shares of SHUAA post combination	2,535,720	100
Effect of business combination on share capital	2,535,680	

Authorised, issued and fully paid share capital comprises 2,535,720,000 shares (31 December 2018: 40,000 shares) of AED 1 per share (31 December 2018: AED 1,500 per share). Each share carries one vote and the right to receive dividends. The number of shares has been restated for the purpose of computation of earnings/(loss) per share (Note 25).

(Currency - Thousands of U.A.E. Dirhams)

17. OTHER RESERVES

	Merger reserve (17.1)	*Investment revaluation reserve*	*Cash flow hedge reserve (17.2)*	*Translation reserve*	*Total*
As at 1 January 2019	-	-	-	-	-
Remeasurement of equity investments carried at FVOCI	-	(4,117)	-	-	(4,117)
Cash flow hedge	-	-	(5,929)	-	(5,929)
Translation of operations of foreign subsidiaries	-	-	-	57,854	57,854
NCI share	-	270	-	(24,727)	(24,457)
Other comprehensive (loss)/income	-	(3,847)	(5,929)	33,127	23,351
Acquisition of subsidiaries	(1,410,720)	-	-	-	(1,410,720)
As at 31 December 2019	(1,410,720)	(3,847)	(5,929)	33,127	(1,387,369)
As at 31 December 2018	-	-	-	-	-

17.1 Merger reserve represents the excess value of the consideration paid by the legal acquirer (SHUAA) over the nominal value of the pre-merger share capital of the legal acquiree (ADFG).

17.2 This includes share of cash flow hedge reserve of associate.

18. OTHER OPERATING INCOME

	31 December 2019	*31 December 2018*
Other income	**14,143**	10,983
Dividend income	**84**	15,330
Board representation fees	**6,090**	-
	20,317	26,313

Other income includes income related to operating activities of certain subsidiaries that are other than the primary activities of ADFG and SHUAA.

(Currency - Thousands of U.A.E. Dirhams)

19. GENERAL AND ADMINISTRATIVE EXPENSES

	31 December 2019	*31 December 2018*
Professional fees	**(27,128)**	(12,767)
Administration, technology and communication	**(13,624)**	(11,490)
Office costs	**(6,549)**	(7,872)
Corporate marketing and branding costs	**(4,084)**	(1,251)
Business travel expenses	**(951)**	(969)
Others	**(11,148)**	(1,158)
	(63,484)	(35,507)

There is no payment for social contribution in 2019.

20. PROVISION FOR IMPAIRMENT LOSSES ON FINANCIAL INSTRUMENTS

	31 December 2019	*31 December 2018*
Loans, advances and finance leases	**(4,818)**	-
Allowances for doubtful receivables and other assets (20.1)	**(17,291)**	(3,787)
	(22,109)	(3,787)

20.1 Charge for the year amounting to 4,818 is attributable to financial instruments acquired during the year and 17,291 is attributable to allowances for doubtful receivables and other assets.

21. OTHER OPERATING EXPENSES

	31 December 2019	*31 December 2018*
Director fee	**(4,849)**	(2,000)
Net foreign exchange (loss)/gain	**(1,215)**	1,055
Corporate tax	**(434)**	-
Others	**(11,508)**	-
	(18,006)	(945)

22. FINANCE COST

Finance cost includes interest of 27,871 (31 December 2018: 27,484) on the bond.

23. FINANCE CREDIT RELATING TO UNIT HOLDERS

The profit/(loss) for the fund attributable to these third-party holders of units is recognised in the consolidated statement of profit or loss as (finance cost)/finance credit relating to unit holders carried at fair value amounting to 140,398 (31 December 2018: Nil). As at 31 December 2019, the payables to unit holders amounted to 654,201 (31 December 2018: Nil).

(Currency - Thousands of U.A.E. Dirhams)

24. OTHER INCOME/(EXPENSES)

Other income/(expenses) include an amount of 19,676 (31 December 2018: Nil) expensed by the Group in respect of acquisition-related costs (Note 1).

25. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share has been computed by dividing the net profit/(loss) attributable to the Owners with the weighted average number of ordinary shares outstanding

	31 December 2019	*31 December 2018 (Restated)*
Profit attributable to the Owners from continuing operations	**12,301**	53,236
Profit attributable to the Owners	**46,813**	53,236
Weighted average number of ordinary shares	**1,914,470**	1,470,720
Earnings per share attributable to Owners from continuing operations	**0.01**	0.04
Earnings per share attributable to Owners	**0.02**	0.04

In accordance with the requirements of IFRS 3, the basic earnings per share in the consolidated financial statements, following a reverse acquisition, for the comparative period have been restated. The basic earnings per share for the comparative period was calculated by dividing ADFG's profit attributable to ordinary shareholders in each of those periods by ADFG's historical weighted average number of ordinary shares that were outstanding, multiplied by the exchange ratio established by the business combination agreement.

Diluted earnings per share as of 31 December 2019 and 31 December 2018 are equivalent to basic earnings per share.

(Currency - Thousands of U.A.E. Dirhams)

26. RELATED PARTY TRANSACTIONS AND BALANCES

The Group enters into transactions with companies and entities that fall within the definition of a related party. Related parties represent significant shareholders, directors and key management personnel of the Group, their close family members and entities controlled, jointly controlled or significantly influenced by such parties.

The Group conducts its transactions with related parties on arm's length terms, with any exceptions to be specifically approved by the Board. In all cases, transactions with related parties are required to be conducted in compliance with all relevant laws and regulations. Where a Board member has an actual or perceived conflict of interest over an issue to be considered by the Board, the interested member may not vote on any relevant resolutions and can also be asked by the Chairman not to participate in the relevant Board discussions.

The nature of significant related party transactions and the amounts due to/from related parties were as follows:

	31 December 2019	*31 December 2018*
Receivables and other debit balances		
Shareholders	**2,827**	31
Associates	**1,697**	2,276
Other related parties	**4,599**	-
	9,123	2,307
Loan, advances and finance leases		
Associates	**71,958**	-
Borrowings		
Associates	**29,982**	-
Shareholders	**75,280**	63,458
	105,262	63,458
Payables and other credit balances		
Associates	**42,171**	29,465
Shareholders	**83,774**	63,429
	125,945	92,894

Significant transactions with related parties included in these consolidated financial statements are as follows:

	31 December 2019	*31 December 2018*
Directors remuneration	**4,682**	2,000
Key management compensation:		
Salaries, bonuses and other benefits	**22,556**	8,536
Post-employment benefits	**381**	144
	22,937	8,680
Revenue earned from related parties		
Other related parties	**20,266**	**-**
Associates	**-**	42,384
Finance cost on the borrowings from significant shareholders	**5,560**	3,969
Assets swapped with related parties		
Significant shareholders (Note 1 iv)	**378,576**	**-**

(Currency - Thousands of U.A.E. Dirhams)

27. FINANCIAL INSTRUMENTS

27.1 Financial assets

	31 December 2019	*31 December 2018*
Financial assets at amortised cost		
Cash and deposits with banks	**360,193**	21,586
Receivables and other debit balances	**185,039**	87,798
Loans, advances and finance leases	**390,538**	319,157
	935,770	428,541
Financial assets at FVTPL		
Equity investments	**1,996,571**	608,161
Fixed income securities	**49,370**	3,280
Fund investments	**314,157**	538,423
	2,360,098	1,149,864
Financial assets at FVOCI		
Equity investments	**93,435**	**-**
Fund investments	**51,656**	**-**
	145,091	**-**
Total financial assets	**3,440,959**	1,578,405
Current	**3,009,193**	438,092
Non-current	**431,766**	1,140,313
	3,440,959	1,578,405

27.2 Financial liabilities

	31 December 2019	*31 December 2018*
Financial liabilities at amortised cost		
Borrowings	**2,250,069**	1,032,349
Payables and other credit balances	**554,540**	117,475
Other financial liabilities	**152,155**	-
	2,956,764	1,149,824
Financial liabilities at FVTPL		
Payables and other credit balances	**38,711**	119,154
Payable to unit holders	**654,201**	-
	692,912	119,154
Total financial liabilities	**3,649,676**	1,268,978
Current	**2,753,522**	335,414
Non-current	**896,154**	933,564
	3,649,676	1,268,978

(Currency - Thousands of U.A.E. Dirhams)

27. FINANCIAL INSTRUMENTS (continued)

27.3 Fair value of financial instruments

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

- Level 1: quoted (unadjusted) prices in active markets for identical assets or 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: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

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

	31 December 2019			
	Level 1	***Level 2***	***Level 3***	***Total***
Financial Assets				
FVTPL				
-Equity investments	**1,950,473**	**25,129**	**20,969**	**1,996,571**
-Fixed income investments	**48,216**	**25**	**1,129**	**49,370**
-Fund investments	**-**	**16,645**	**297,512**	**314,157**
FVOCI				
-Equity investments	**93,435**	**-**	**-**	**93,435**
-Fund investments	**-**	**-**	**51,656**	**51,656**
	2,092,124	**41,799**	**371,266**	**2,505,189**
Financial Liabilities				
FVTPL	**34,230**	**4,481**	**-**	**38,711**
Payable to unit holders	**-**	**654,201**	**-**	**654,201**
	34,230	**658,682**	**-**	**692,912**

	31 December 2018			
	Level 1	*Level 2*	*Level 3*	*Total*
Financial Assets				
FVTPL				
-Equity investments	-	-	608,161	608,161
-Fixed income investments	-	-	3,280	3,280
-Fund investments	948	-	537,475	538,423
	948	-	1,148,916	1,149,864
Financial Liabilities				
FVTPL	-	119,154	-	119,154

Financial assets recorded at fair value

The following is a description of the determination of fair value for financial instruments which are recorded at fair value using valuation techniques. These incorporate the Group's estimate of assumptions that a market participant would make when valuing the instruments.

At fair value through profit or loss:

Investments carried at FVTPL are valued using market prices in active markets or valuation techniques which incorporate data which is both observable and non-observable. This category includes quoted and unquoted securities and funds which invest in underlying assets which are in turn valued based on both observable and non-observable data. Observable inputs include market prices (from active markets), foreign exchange rates and movements in stock market indices. Unobservable inputs include assumptions regarding expected future financial performance, discount rates and market liquidity discounts.

(Currency - Thousands of U.A.E. Dirhams)

27. FINANCIAL INSTRUMENTS (continued)

27.3 Fair value of financial instruments (continued)

At fair value through other comprehensive income:
Investments carried at FVOCI financial assets are valued using quoted prices in active markets, valuation techniques or pricing models and consist of quoted equities, unquoted equities and unquoted funds. These assets are valued using quoted prices or models which incorporate data which is both observable and non-observable. The non-observable inputs to the models include assumptions regarding the future financial performance of the investee, its risk profile and economic assumptions regarding the industry and geographical jurisdiction in which the investee operates.

The non-observable inputs to the models include assumptions regarding the future financial performance of the investee, its risk profile and economic assumptions regarding the industry and geographical jurisdiction in which the investee operates.

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and Key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	31/12/19	31/12/18				
FVTPL						
Equity investments	**20,969**	608,161	3	Discounted cash flow[1]	Discount rate and growth rate	The higher the discount rate, the lower the fair value
Fixed Income	**1,129**	3,280	3	Discounted cash flow[1]	Discount rate	The higher the discount rate, the lower the fair value
Fund investments	**297,512**	537,475	3	NAV[2]	Net asset value adjusted with market risk	The higher the market risk, the lower the fair value
FVOCI						
Fund investments	**51,656**	-	3	NAV[2]	Net asset value	The higher the market risk, the lower the fair value

[1]Discounted cash flow models are used to fair value our investments. The cash flow model includes assumptions related to future cash inflows/outflows, discount rate and growth rate..

[2]Net asset value represents the estimated value of a security based on valuations received from the investment or fund manager. The valuation of certain private equity securities is based on the economic benefit we derive from our investment.

Movements in level 3 financial assets measured at fair value
During the period, there were no transfers between levels 1 and level 3.

The following table shows a reconciliation of the opening and closing balance of level 3 financial assets which are recorded at fair value:

31 December 2019

	Balance at 1 January 2019	*Acquired on business combination*	*Acquired on loss of investment entity status*	*Additions*	*Disposal*	*Gain/(loss) through P&L*	*Gain/(loss) through OCI*	*Transfers from/(to) levels 1 & 2*	*Balance at 31 December 2019*
FVTPL									
Equity Investment	**608,161**	**22,610**	**(391,710)**	**272,395**	**(396,696)**	**(93,791)**	**-**	**-**	**20,969**
Fixed Income	**3,280**	**1,130**	**-**	**15,798**	**(19,078)**	**(1)**	**-**	**-**	**1,129**
Fund Investment	**537,475**	**30,343**	**(455,195)**	**224,976**	**(90,000)**	**49,913**	**-**	**-**	**297,512**
FVOCI									
Fund Investment	**-**	**48,183**	**-**	**-**	**-**	**-**	**3,473**	**-**	**51,656**
	1,148,916	**102,266**	**(846,905)**	**513,169**	**(505,774)**	**(43,879)**	**3,473**	**-**	**371,266**

(Currency - Thousands of U.A.E. Dirhams)

27. FINANCIAL INSTRUMENTS (continued)

27.3 Fair value of financial instruments (continued)

	31 December 2018							
	Balance at 1 January 2018	*Acquired on business combination*	*Additions*	*Disposal*	*Gain/(loss) through P&L*	*Gain/(loss) through OCI*	*Transfers from/(to) levels 1 & 2*	*Balance at 31 December 2018*
FVTPL								
Equity Investment	235,158	-	69,315	-	47,258	-	256,430	608,161
Fixed Income	14,592	-	3,280	(14,592)	-	-	-	3,280
Fund Investment	252,172	-	179,993	(37,591)	142,901	-	-	537,475
	501,922	-	252,588	(52,183)	190,159	-	256,430	1,148,916

Gains and losses on level 3 financial assets included in the consolidated statement of profit or loss for the year are detailed as follows:

	31 December 2019	*31 December 2018*
Realised and unrealised (losses)/gains	**(43,879)**	190,159

Impact on fair value of level 3 financial assets measured at fair value of changes to key assumptions

The following table shows the impact on the fair value of level 3 instruments of using reasonably possible alternative assumptions by class of instrument:

	31 December 2019		*31 December 2018*	
	Carrying amount	***Effect of reasonably possible alternative assumptions***	*Carrying amount*	*Effect of reasonably possible alternative assumptions*
Held at FVTPL				
Equity Investment	**20,969**	**1,048**	608,161	30,408
Fixed Income	**1,129**	**56**	3,280	164
Fund Investment	**297,512**	**14,876**	537,475	26,874
Held at FVOCI				
Fund Investments	**51,656**	**2,583**	-	-
	371,266	**18,563**	1,148,916	57,446

In order to determine reasonably possible alternative assumptions, the Group adjusted key unobservable models inputs as follows:

- For debt securities, the Group adjusted the probability of default and loss given default assumptions by increasing and decreasing the fair value of the instrument by 5%.
- For fund and equity investments, the Group adjusted the liquidity discount rate assumptions used in the valuation model within a range of reasonably possible alternatives. The extent of the adjustment varied according to the characteristics of each investment.

The fair values of the Group's other financial instruments are not materially different from their carrying values.

28. FINANCIAL RISK MANAGEMENT

Introduction
The inherent risk relating to the Group's activities is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The Group is exposed to credit risk, liquidity risk, market risk (comprising, interest rate risk, foreign exchange risk and equity price risk) and operational risk.

Risk management structure
The Board of Directors is ultimately responsible for identifying and controlling risk relating to the Group's activities and recognises the importance of managing risk in line with shareholder risk appetite.

Authority to set Group-wide rules to manage credit, liquidity and market risk are delegated to the Governance Committees of the Group and to each subsidiary. However, enterprise wide risk is monitored by the Group Management Committees which ensures that Group rules are adhered to.

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

Credit risk

Credit risk, or the risk of loss due to default on payment, is controlled by the application of credit approvals and monitoring procedures. Rules to limit exposure to credit risk are set by the Board of Directors and authority is delegated to the Governance Committees to set rules by business and strategy. Adherence to overall limits, authorisation, concentration and collateral requirements are independently monitored and managed by Risk Management.

Risk Management oversees the status of receivables, exposures and provisions and mitigation steps are approved for any balances considered doubtful in accordance with internal and regulatory policies and guidelines.

Credit risk management

The estimation of credit risk for risk management purpose is complex and requires use of models, as the exposure varies with changes in market condition, expected cash flows and the passage of time. The assessment of credit risk of a portfolio of assets entails further estimations as to the likelihood of defaults occurring and of the associated loss ratios. The Group measures credit risk using PD, EAD and LGD. This is similar to the approach used for the purpose of measuring ECL under IFRS 9.

Credit risk grading

It is the Group's policy to maintain accurate and up to date risk ratings across the credit portfolio. This facilitates focused management of the applicable risks and the comparison of credit exposures across all lines of business, geographic regions and products. The rating system is supported by a variety of financial analytics, combined with processed market information to provide the main inputs for the measurement of counterparty risk. All internal risk ratings are tailored to the various categories and are derived in accordance with the Group's rating policy. The attributable risk ratings are assessed and updated regularly. The credit grades are calibrated, such that the risk of default increases exponentially at each higher risk grade.

The following data are typically used to monitor the Group's exposures:

- Information obtained at the time of extending the facility and periodic review of customer files – e.g. audited financial statements, management accounts, budgets and projections.
- Requests for and granting of forbearance
- Existing and forecast changes in business, financial and economic conditions
- Utilization of the granted limit
- Payment record – this includes overdue status as well as a range of variables about payment ratios.

The Group analyses all data collected using statistical models and estimates the remaining lifetime PD of exposures and how these are expected to change over time. The factors taken into account in this process include macro-economic data such as oil prices, non-oil commodities indexes, etc. The Group generates a 'based case' scenario of the future direction of relevant economic variables as well as representative range of other possible forecast scenarios.

Definition of default and credit-impaired assets

The Group defines a financial instrument as in default, which is fully aligned with definition of credit impaired, when it meets one or more of the following criteria:

- The borrower is more than 90 days past due on its contractual payments.
- The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances like long-term forbearance, borrower is insolvent, borrower is entering bankruptcy etc.

Significant increase in credit risk

The Group considers a financial instrument to have experienced a significant increase in credit risk when there is significant increase in credit risk is measured by comparing the risk of default estimated at origination. The Group also considers in its assessment of significant increase in credit risk, various qualitative factors like significant adverse changes in business, extension of term granted, actual and expected forbearance or restructuring, early sign of cash flows and liquidity problems.

Collateral and other credit enhancements

The amount and type of collateral depends on an assessment of the credit risk of the counterparty. Collaterals mainly include cash, liquid securities, land and buildings, vessels, equipment, mortgages on vehicles and private equity holdings.

Management of the Group monitors the market value of collateral, requests additional collateral in accordance with the underlying agreement, and monitors the market value of collateral obtained during its review of the adequacy of the allowance for impairment losses.

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

Maximum exposure to credit risk
The maximum exposure to credit risk for the components of the consolidated statement of financial position, before considering other credit enhancement, is shown below:

	Gross maximum exposure 31 December 2019	*Gross maximum exposure 31 December 2018*
Cash and deposits with banks	**360,193**	21,586
Receivables and other debit balances	**185,039**	87,798
Loans, advances and finance leases	**390,538**	319,157
Total credit risk exposure	**935,770**	428,541

Credit risk consideration
The Group does not have significant credit risk exposure to any single counterparty or group of counterparties that have similar credit risk:

31 December 2019

Assets	***UAE***	***GCC***	***MENA***	***North America***	***Europe***	***Asia***	***Total***
Cash and deposits with banks	**182,131**	**103,353**	**12,787**	**1,184**	**56,228**	**4,510**	**360,193**
Receivables and other debit balances	**103,018**	**46,093**	**5,777**	**-**	**30,135**	**16**	**185,039**
Loans, advances and finance leases	**155,981**	**192,718**	**41,689**	**-**	**18**	**132**	**390,538**
	441,130	**342,164**	**60,253**	**1,184**	**86,381**	**4,658**	**935,770**

31 December 2018

Assets	*UAE*	*GCC*	*MENA*	*North America*	*Europe*	*Asia*	*Total*
Cash and deposits with banks	21,586	-	-	-	-	-	21,586
Receivables and other debit balances	73,032	391	-	-	14,375	-	87,798
Loans, advances and finance leases	319,157	-	-	-	-	-	319,157
	413,775	391	-	-	14,375	-	428,541

Credit quality analysis and measurement of ECL

The credit quality of financial assets is managed by the Group using internal credit ratings. The Company's cash and bank balances represents high grade assets which are placed with financial institutions with high credit rating. The Group determines based on the credit quality of financial assets whether they are subject to a 12-month ECL or lifetime ECL and, in the latter case, whether they are credit-impaired (loans, advances and finance leases). The Group uses a provision matrix (lifetime ECL) for trade receivables.

The ECL modelling does not differ for Purchased or Originated Credit Impaired ("POCI") financial assets, except that (a) gross carrying value and discount rate are based on cash flows that were recoverable at initial recognition of the asset, rather than based on contractual cash flows, and (b) the ECL is always a lifetime ECL. POCI assets are financial assets that are credit-impaired upon initial recognition, such as impaired loans acquired in a past business combination. ECL for POCI financial assets is always measured on a lifetime basis. The Group therefore only recognizes the cumulative changes in lifetime expected credit losses. Tables below show the credit quality of financial assets of the Group other than cash and bank balances and the ECL recognised thereon.

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

	31 December 2019					31 December 2018
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**	Total
Loans and advances						
Performing	135,231	-	-	-	135,231	319,157
Non-performing	-	-	-	37,898	37,898	-
Gross loans and advances	135,231	-	-	37,898	173,129	319,157
Allowance for impairment	(4,965)	-	-	642	(4,323)	-
Carrying amount	130,266	-	-	38,540	168,806	319,157

	31 December 2019					31 December 2018
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**	Total
Finance leases						
Performing	121,491	3,142	-	-	124,633	-
Non-performing	-	-	-	47,702	47,702	-
Finance leases	121,491	3,142	-	47,702	172,335	-
Allowance for impairment	(868)	(24)	-	127	(765)	-
Carrying amount	120,623	3,118	-	47,829	171,570	-

	31 December 2019					31 December 2018
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**	Total
Margin Lending						
Performing	46,940	-	-	-	46,940	-
Non-performing	-	-	-	3,424	3,424	-
Margin Lending	46,940	-	-	3,424	50,364	-
Allowance for impairment	-	-	-	(202)	(202)	-
Carrying amount	46,940	-	-	3,222	50,162	-

2019	**Stage 1 12 months ECL**	**Stage 2 Lifetime ECL**	**Stage 3 Lifetime ECL**	**POCI**	**Total**
Loans, advances and finance leases					
Balance at 1 January	-	-	-	-	-
Allowance for impairment – Charge for the year	(5,832)	(24)	-	507	(5,350)
Write off	-	-	-	60	60
Reversal of allowance					
Changes in allowance for impairment	-	-	-	-	-
- Transfer to Stage 1	-	-	-	-	-
- Transfer to Stage 2	-	-	-	-	-
- Transfer to Stage 3	-	-	-	-	-
Closing balance at 31 December	(5,832)	(24)	-	566	(5,290)

The total amount of undiscounted ECLs at initial recognition for POCI financial assets reversed during 2019 was 507 (31 December 2018: Nil).

The Group did not have any impairment on loans, advances and finance leases as at 31 December 2018.

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

The credit loss allowance for trade receivables is determined according to provision matrix presented in the table below. The provision matrix is based on the number of days that an asset is past due, adjusted for forward looking information as described in note 4.2.

2019	**0-30 days**	**31-180 days**	**>180 days**	**Total 31 December 2019**	Total 31 December 2018
Trade receivables and managed funds					
Gross carrying amount	**60,549**	**30,561**	**56,745**	**147,855**	82,511
ECL	**(5,677)**	**(1,146)**	**(15,548)**	**(22,371)**	(5,080)
	54,872	**29,415**	**41,197**	**125,484**	77,431

Liquidity risk
Liquidity risk is the risk that the Group will be unable to meet its funding requirements and arises principally on the Group's borrowings, payables and other credit balances and other financial liabilities.

Liquidity risk management
To limit this risk, management has arranged diversified funding sources, managed assets with liquidity in mind and monitored liquidity on a daily basis.

The Group's approach aims to always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses and without materially affecting the return on capital. The Group Assets and Liabilities Committee sets minimum liquidity ratios and cash balance requirements. The Group collates the projected cash flow and liquidity profiles of its financial assets and financial liabilities. It maintains a portfolio of short-term liquid assets to cover requirements, largely consisting of short-term liquid placements with financial institutions.

The three primary measures of liquidity used by the Group are stock of liquid assets, surplus cash capital and net funding requirement. Liquid assets include cash and cash equivalents and other short-term financial assets. Cash capital is defined as the aggregate of the Group's capital base, intra-group liabilities maturing later than 12 months and any undrawn committed facilities by the Group. Cash capital is used to fund long term funding requirements including investment in associates, investment securities and property and equipment**.** Net funding requirement is the liquid assets necessary to fund the cash obligations and commitments.

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

The maturity profile of assets and liabilities as of the reporting date, determined on the basis of the remaining contractual maturity is as follows. Where assets have no contractual maturity date (*) management has made an estimate of the maturity date based on the liquidity of the asset and their intention.

	Less than 3 Months	*3-12 Months*	*1-5 years*	*More than 5 years*	*Grand total*
Cash and deposits with banks	335,496	2,361	19,305	3,031	360,193
Receivables and other debit balances	98,167	84,304	2,568	-	185,039
Loans, advances and finance leases	161,507	174,850	54,181	-	390,538
Inventories	24,349	51	-	-	24,400
Financial assets at fair value through profit or loss (FVTPL)*	642,763	1,416,310	301,025	-	2,360,098
Financial assets at fair value through other comprehensive income (FVOCI)*	93,435	-	51,656	-	145,091
Investments in associates*	265,254	-	428,396	-	693,650
Property and equipment*	2,207	6,484	65,001	-	73,692
Goodwill and other intangible assets*	5,039	13,159	88,486	1,151,896	1,258,580
Assets of disposal groups classified as held for sale*	-	14,104	14,115	-	28,219
Total Assets	1,628,217	1,711,623	1,024,733	1,154,927	5,519,500
Borrowings	829,137	1,146,627	274,305	-	2,250,069
Payables and other credit balances	261,784	145,752	177,352	8,363	593,251
Other financial liabilities	-	152,155	-	-	152,155
Payables to unit holders*	-	218,067	436,134	-	654,201
Liabilities included in disposal groups classified as held for sale	-	480	-	-	480
Equity*	-	-	-	1,869,344	1,869,344
Total Liabilities and Equity	1,090,921	1,663,081	887,791	1,877,707	5,519,500
Net liquidity gap	537,296	48,542	136,942	(722,780)	-
Cumulative liquidity gap – 31 December 2019	537,296	585,838	722,780	-	-
Cumulative liquidity gap – 31 December 2018	23,070	102,678	229,500	-	

The Group's contractual undiscounted repayment obligations on interest bearing financial liabilities are as follows:

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

	31 December 2019				
	Less than 3 months	***3 - 12 months***	***1 - 5 years***	***More than 5 years***	***Total***
Borrowings	**814,936**	**1,218,381**	**312,905**	**-**	**2,346,222**
Payables and other credit balances	**261,784**	**145,752**	**177,352**	**8,363**	**593,251**
Other financial liabilities	**18,017**	**130,578**	**-**	**-**	**148,595**

	31 December 2018				
	Less than 3 months	*3 - 12 months*	*1 - 5 years*		*Total*
Borrowings	255,521	417,239	415,443	-	1,088,203
Payables and other credit balances	77,919	65,624	93,086	-	236,629
Other financial liabilities	-	-	-	-	-

Market risk
Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices. The Group faces market risk due to positions that are exposed to interest rate, currency and equity price movements.

The Board of Directors approves the investment guidelines to limit the Group's exposure to market risk. Within these guidelines the Group Assets and Liabilities Committee sets performance targets and allocates risk and capital enterprise wide and approves investment rules for each business or strategy. Group Risk Management monitors independently the level of market risk on a daily basis against the investment rules at each level of the company. Any issues or excessive exposures are resolved immediately and reported to the Group Assets and Liabilities Committee to determine if further action is required. Also, the Group Assets and Liabilities Committee decide whether any enterprise wide hedging is required to mitigate any material Group wide exposures.

Interest rate risk
Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The following table demonstrates the sensitivity to a reasonable change in interest rates, with all other variables held constant, of the Group’s consolidated statement of profit or loss.

		31 December 2019			
Financial instrument	**Net exposure**	**Effect on profit or loss for 0.75% increase in sensitivity**	**Effect on profit or loss for 0.75% decrease in sensitivity**	**Effect on other components of equity for 0.75% increase in sensitivity**	**Effect on other components of equity for 0.75% decrease in sensitivity**
Borrowings	**2,228,013**	**(16,710)**	**16,710**	**-**	**-**

		31 December 2018			
Financial instrument	*Net exposure*	Effect on profit or loss for 0.75% increase in sensitivity	Effect on profit or loss for 0.75% decrease in sensitivity	Effect on other components of equity for 0.75% increase in sensitivity	Effect on other components of equity for 0.75% decrease in sensitivity
Borrowings	697,310	(5,230)	5,230	-	-

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

The sensitivity of the consolidated statement of income is the effect of the assumed changes in interest rates on the finance cost for one year, based on the variable rate non-trading financial liabilities held at 31 December 2019.

There is no impact on the Group equity, other than the implied effect on profits.

Foreign exchange risk
Foreign exchange risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The Group has exposure in foreign currencies as a result of its geographically diversified operations which is monitored by management in adherence with internal guidelines.

The table below indicates the currencies to which the Group had significant exposure as at 31 December 2019. The analysis indicates the effect on profit of an assumed 5% change in the UAE Dirham value against other currencies from levels applicable at 31 December 2019, with all other variables held constant.

Foreign currency	***Assets***	***Liabilities***	***Net exposure***	***Effect on profit or loss for 5% increase in sensitivity***	***Effect on profit or loss for 5% decrease in sensitivity***
Sterling	**256,971**	**29,218**	**227,754**	**11,388**	**(11,388)**
Singapore Dollar	**24,196**	**-**	**24,196**	**1,210**	**(1,210)**
Egyptian Pound	**217**	**-**	**217**	**11**	**(11)**
Kuwait Dinar	**296**	**55**	**240**	**12**	**(12)**
Euro	**-**	**245**	**(245)**	**(12)**	**12**
QAR	**205**	**-**	**205**	**10**	**(10)**
	281,885	**29,518**	**252,367**	**12,619**	**(12,619)**

			31 December 2018		
Foreign currency	*Assets*	*Liabilities*	*Net exposure*	*Effect on profit or loss for 5% increase in sensitivity*	*Effect on profit or loss for 5% decrease in sensitivity*
Sterling	60,082	5,440	54,642	12,801	(12,801)

The UAE Dirham, Saudi Riyal, Qatari Riyal, Omani Riyal, Bahraini Dinar and Jordanian Dinar are pegged to the US Dollar. As a result, balances in these currencies do not result in foreign currency risk for the Group.

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

Equity price risk

Equity price risk is the risk that the fair values of securities decrease as the result of changes in market values. The effect of equity price risk on the Group with all other variables held constant is as follows:

31 December 2019					
Financial instrument	***Net exposure***	***Effect on profit or loss for 5% increase in sensitivity***	***Effect on profit or loss for 5% decrease in sensitivity***	***Effect on other components of equity for 5% increase in sensitivity***	***Effect on other components of equity for 5% decrease in sensitivity***
FVTPL					
Equity Investment	**1,975,601**	**98,780**	**(98,780)**	**-**	**-**
Fixed Income	**48,239**	**2,412**	**(2,412)**	**-**	**-**
Fund Investment	**16,646**	**832**	**(832)**	**-**	**-**
FVOCI					
Equity Investment	**93,435**	**-**	**-**	**4,672**	**(4,672)**
	2,133,921	**102,024**	**(102,024)**	**4,672**	**(4,672)**

31 December 2018					
Financial instrument	Net exposure	*Effect on profit or loss for 5% increase in sensitivity*	*Effect on profit or loss for 5% decrease in sensitivity*	*Effect on other components of equity for 5% increase in sensitivity*	*Effect on other components of equity for 5% decrease in sensitivity*
FVTPL					
Equity Investment	948	47	(47)	-	-

Below table highlights the geographical allocation of investments

31 December 2019							
Assets	***UAE***	***GCC***	***MENA***	***North America***	***Europe***	***Asia***	***Total***
FVTPL							
Equity Investment	**1,968,305**	**2,976**	**891**	**-**	**-**	**24,398**	**1,996,570**
Fixed Income	**21,641**	**17,009**	**2,055**	**-**	**7,974**	**689**	**49,368**
Fund Investment	**11,660**	**16,646**	**-**	**30,342**	**255,510**	**-**	**314,158**
FVOCI							
Equity Investment	**93,435**	**-**	**-**	**-**	**-**	**-**	**93,435**
Fund Investment	**51,656**	**-**	**-**	**-**	**-**	**-**	**51,656**
	2,146,697	**36,631**	**2,946**	**30,342**	**263,484**	**25,087**	**2,505,187**

31 December 2018							
Assets	*UAE*	*GCC*	*MENA*	*North America*	*Europe*	*Asia*	*Total*
FVTPL							
Equity Investment	397,356	-	-	-	210,805	-	608,161
Fixed Income	3,280	-	-	-	-	-	3,280
Fund Investment	305,902	-	-	-	232,521		538,423
	706,538	-	-	-	443,326	-	1,149,864

(Currency - Thousands of U.A.E. Dirhams)

28. FINANCIAL RISK MANAGEMENT (continued)

Operational risk

Operational risk is the risk of loss resulting from systems failure, human error, fraud or external events. Authority is delegated by the Board of Directors to Group Management Committees to set the Group wide operational policies to manage the risk and control environment and meet the expectations of the Board of Directors and shareholders.

Group Risk Management use a risk and control framework to identify, measure, manage and monitor risk throughout the Group and ensure adherence to Group wide policies.

Capital risk management

The primary objective of the Group's capital management is to ensure that the Group maintains a strong capital structure, in order to support its business and to maximise shareholders' return.

The Group's policy is to maintain a strong capital base well above the minimum requirements to maintain investor, creditor and market confidence and to sustain future development of the business.

The capital structure of the Group in terms of the gearing ratio is as shown below:

	31 December 2019	*31 December 2018*
Borrowings	**2,250,069**	1,032,349
Customer deposits	**57,748**	-
Lease liabilities	**51,418**	-
Repurchase agreements	**52,058**	-
Other financial liabilities	**152,155**	-
Cash and cash equivalents	**(327,179)**	(21,586)
Net debt	**2,236,269**	1,010,763
Total equity	**1,869,344**	325,240
Net debt to equity ratio	**1.20**	3.11

(Currency - Thousands of U.A.E. Dirhams)

29. SEGMENTAL INFORMATION

For management purpose the Group is organized into three operating segments, all of which are based on business units:

Asset Management manage real estate funds and projects, investment portfolios and funds in the regional equities, fixed income and credit markets. It also provides investment solutions to clients with a focus on alternative investment strategies.

Investment banking provides corporate finance advisory, transaction services, private placement, public offerings of equity and debt securities and structured products. It also creates market liquidity on OTC fixed income products.

Corporate manages principal investments, non-core assets, corporate developments, treasury and other shared services related to the Group.

	31 December 2019			
	Asset Management	***Investment Banking***	***Corporate***	***Total***
Net fee and commission income	58,594	560	22,336	81,490
Advisory income	118,330	15,422	990	134,742
Net interest income/(expense)	121	575	12,904	13,600
Trading income	57	4,121	37	4,215
Carried interest income	23,554	-	-	23,554
Other operating income	14,786	16	5,515	20,317
Total revenues	**215,442**	**20,694**	**41,782**	**277,918**
Staff costs	(53,285)	(4,179)	(31,137)	(88,601)
Employee carried interest	(9,422)	-	-	(9,422)
General and administrative expenses	(29,361)	(2,832)	(31,291)	(63,484)
Depreciation and amortisation	(11,563)	(2,841)	(16,555)	(30,959)
Provision for impairment losses on financial instruments	(3,737)	(379)	(17,993)	(22,109)
Other operating expenses	(15,593)	(326)	(2,087)	(18,006)
Total expenses	**(122,961)**	**(10,557)**	**(99,063)**	**(232,581)**
Profit/(loss) before other income and finance cost	**92,481**	**10,137**	**(57,281)**	**45,337**
Fair value losses from investments	(22,513)	(583)	(212,529)	(235,625)
Gain/(loss) from derivative financial liability	70,234	-	510	70,744
Gain on loss of control	-	-	105,998	105,998
Share of profit from investment in associates	-	-	2,358	2,358
Finance cost	(4,152)	(1,925)	(101,891)	(107,968)
Finance credit relating to unit holders	-	-	140,398	140,398
Other income/(expenses)	5,354	185	(14,480)	(8,941)
Profit/(loss) for the year from continuing operations	**141,404**	**7,814**	**(136,917)**	**12,301**
Profit for the year from discontinued operations	**-**	**-**	**33,443**	**33,443**
(Loss)/profit for the year attributable to NCI	**1,301**	**-**	**(2,370)**	**(1,069)**
Profit/(loss) for the year attributable to Owners	**140,103**	**7,814**	**(101,104)**	**46,813**
Revenue generated from external customer (fee &	54,014	560	22,336	76,910
Revenue generated from within the group (fee &	4,580	-	-	4,580
	58,594	**560**	**22,336**	**81,490**

	As at 31 December 2019			
	Asset Management	***Investment Banking***	***Corporate***	***Total***
Assets	**1,106,617**	**381,017**	**4,031,866**	**5,519,500**
Liabilities	**509,747**	**114,912**	**3,025,497**	**3,650,156**

Comparatives have not been provided as previously the Group only had 1 operating segment, i.e. 'Asset Management'. Furthermore, the results of the discontinued operations and assets/liabilities pertaining to the disposal group classified as held for sale are included in the 'Corporate' operating segment (Note 33).
The accounting policies of each of the reportable segments are consistent with those of the Group.

(Currency - Thousands of U.A.E. Dirhams)

30. COMMITMENTS AND CONTINGENT LIABILITIES

	31 December 2019	31 December 2018
Contingent liabilities	**94,996**	-

As at 31 December 2019, the Group has capital commitments of 206,933 (2018: 223,457) with respect to the project development.

31. CLIENTS' FUNDS UNDER MANAGEMENT

A subsidiary of the Group is licensed as a financial services company regulated by the Central Bank of the United Arab Emirates. As at 31 December 2019, clients' assets amounting to 7 billion (31 December 2018: 5.2 billion) were managed in a fiduciary capacity, without risk or recourse to the Group. These funds are off balance sheet items and do not constitute part of the Group's assets.

32. INTEREST IN MATERIAL SUBSIDIAIRES

Summarised financial information of material subsidiaries (Note 1) with NCI is as follows:

	SHUAA Capital Group	Spadille Group	Squadron Group
Summarised statement of financial position			
Assets	1,676,669	336,657	396,861
Liabilities	(529,019)	(26,383)	(20,324)
Net assets	1,147,650	310,274	376,537
Summarised statement of comprehensive income			
Revenue	68,033	6,543	17,364
Profit/(loss) for the year	(9,818)	(4,795)	5,764
Other comprehensive income/(loss) for the year	(3,260)	-	-
Total comprehensive income/(loss) for the year	(13,078)	(4,795)	5,764
NCI - 1 August 2019	106,768	44,366	227,680
Total comprehensive income allocated to NCI	(563)	2,901	23,110
NCI - 31 December 2019	106,205	47,267	250,790
Summarised cash flows			
Cash flows from operating activities	(216,855)	1,205	3,265
Cash flows from investing activities	280,355	-	(2,890)
Cash flows from financing activities	(133,543)	(51)	-
Net increase/(decrease) in cash and cash equivalents	(70,043)	1,154	375

(Currency - Thousands of U.A.E. Dirhams)

33. DISCONTINUED OPERATIONS

Assets of a disposal group classified as held for sale	*31 December 2019*	*31 December 2018*
Assets held for sale (*)	**11,457**	-
Assets of a disposal group classified as held for sale	**16,762**	-
	28,219	-

Subsequent to the merger transaction (Note 1), the Group decided that it will exit non-core businesses engaged in brokerage and market making activities, comprising operation of SHUAA Securities LLC ("SSL") and SHUAA Capital International Limited ("SCIL") following which it started an active search for buyers. Since the brokerage and market making business constitutes a separate major line of business, the entities have been classified as discontinued operations. As a result, the financial results and cash flows of the both the entities have been disclosed as discontinued operations in the statement of profit or loss and statement of cash flows respectively.

In November 2019, the Group concluded sale of SSL. The assets and liabilities of SCIL have been classified as held for sale.

Details of the assets, liabilities, financial results and the cash flows of the discontinued operations are provided below:

33.1 Assets of a disposal group classified as held for sale (SCIL)	*31 December 2019*	*31 December 2018*
Cash and deposits with banks	**4,538**	-
Receivables and other debit balances	**6,457**	-
Loans, advances and finance leases	**-**	-
Financial assets at fair value through profit or loss (FVTPL)	**5,682**	-
Property and equipment	**85**	-
	16,762	-
33.2 Liabilities associated with disposal group classified as held for sale (SCIL)		
Borrowings	**-**	-
Payables and other credit balances	**480**	-
	480	-
33.3 Profit/(loss) from discontinued operations (SCIL)		
Total operating income	**5,655**	-
Total operating expenses	**(4,007)**	-
Profit/(loss) for the period from discontinued operations	**1,648**	-
33.4 Cash flows from discontinued operations (SCIL and SSL)		
Cash flows from operating activities	**(381,287)**	-
Cash flows from investing activities	**4,566**	-
Cash flows from financing activities	**(18,782)**	-
Net cash flow from discontinued operations	**(395,503)**	-

*Includes value of a plot of land received as distribution in kind from an associate amounting to 4,000 and an investment of 7,457. The Group intends to sell the assets in the near term.

(Currency - Thousands of U.A.E. Dirhams)

34. LOSS OF CONTROL IN SUBSIDIARIES

Details of assets, liabilities, financial performance and cash flows of subsidiaries over which control was lost during the year are as follows:

	31 December 2019	
	QIL	***SSL (Note 33)***
Assets		
Net assets	**96,168**	**66,075**
Gain/(loss) on disposal of subsidiary		
Consideration received	**202,166**	**98,501**
Net assets disposed of	**(96,168)**	**(66,706)**
Gain on disposal	**105,998**	**31,795**
Net cash flows on disposal of subsidiary		
Consideration received in cash and cash equivalents	-	**98,501**
Less: Cash and cash equivalent balances disposed	-	**(231,174)**
Net cash inflow/(outflow)	-	**(132,673)**

During the year ADFG's effective ownership interest in QIL initially increased from 18.8% as at 31 December 2018 to 74% due to the asset swap under Shine carve out. Therefore, with effect from 1st August 2019 until 30 December 2019 ADFG obtained control of QIL. On 31 December 2019, QIL issued new shares to a third party which resulted in transfer of control from ADFG. Subsequently QIL was deconsolidated on 31 December 2019 and ADFG's residual interest of 31.9% was recognised as an investment associate at the reporting date. The loss of control arising from QIL has resulted in a gain of 105,998 (31 December 2018: Nil) recognised in 2019.

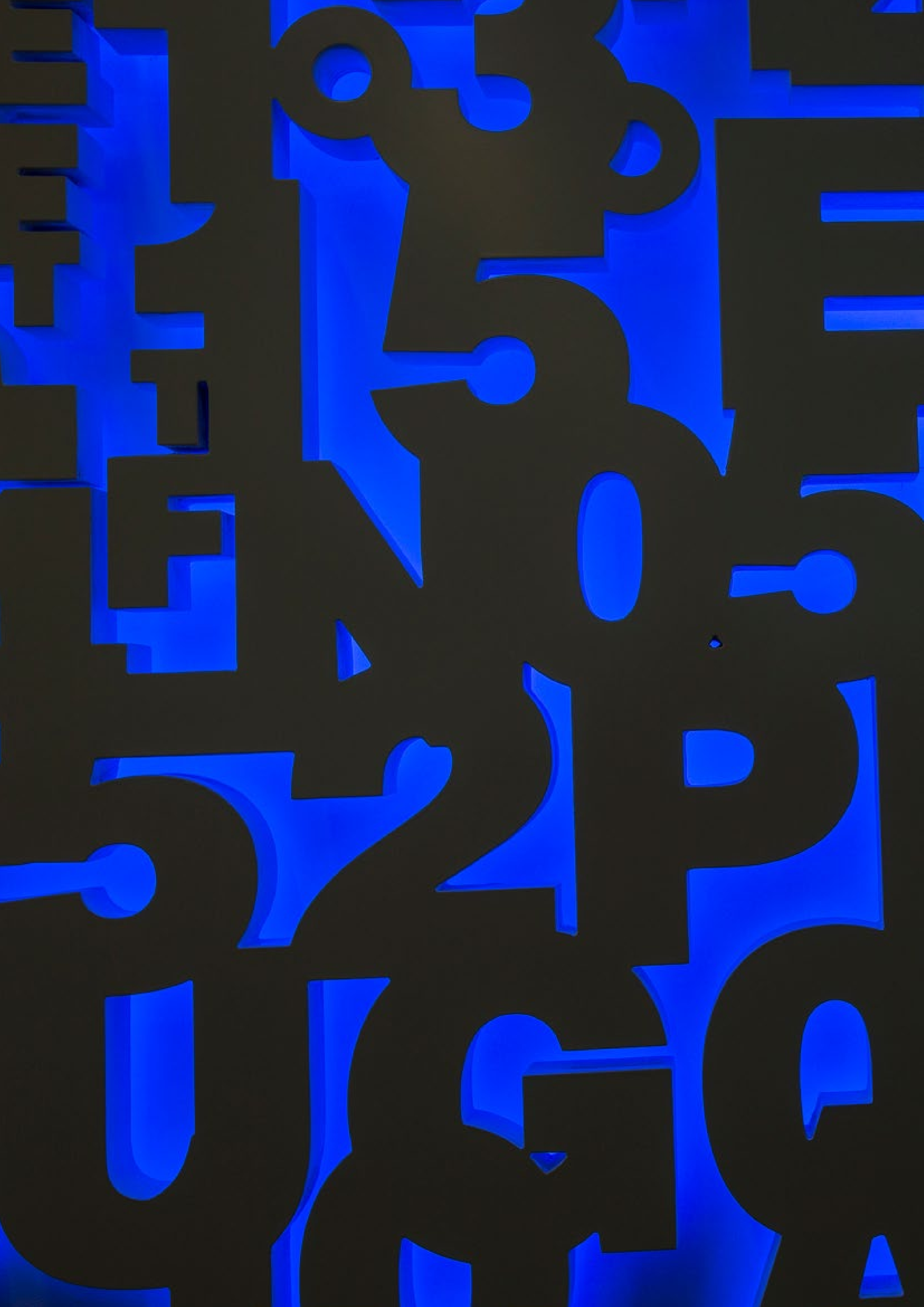
35. COMPARATIVES FIGURES

Certain comparative figures have been reclassified/regrouped, wherever necessary, as to conform to the presentation adopted in these consolidated financial statements.

36. SUBSEQUENT EVENTS

Subsequent to the year end, the Group discontinued its active search for a buyer for SCIL and the Board of Directors approved to sell the operations and liquidate the assets and liabilities which were classified as held for sale as at the reporting date.

The existence of novel coronavirus (Covid-19) was confirmed in early 2020 and has spread across mainland China and beyond, causing disruptions to businesses and economic activity. The Group considers this outbreak to be a non-adjusting post balance sheet event. As the situation is fluid and rapidly evolving, we do not consider it practicable to provide a quantitative estimate of the potential impact of this outbreak on the Group. The impact of this outbreak on the macroeconomic forecasts will be incorporated into the Group's IFRS 9 estimates of expected credit loss provisions in 2020. In addition, economic uncertainty and market volatility have been exacerbated by the sharp drop in the oil price.



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