

SHUAA CAPITAL PSC

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020

**Review report and condensed consolidated interim financial information
for the period from 1 January 2020 to 30 June 2020**

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Condensed consolidated statement of profit or loss for the period from 1 January 2020 to 30 June 2020 (unaudited)

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

		<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
	<i>Notes</i>				
Continuing operations					
Interest income		3,212	-	8,775	-
Interest expense		(694)	-	(1,479)	-
Net interest income		<u>2,518</u>	<u>-</u>	<u>7,296</u>	<u>-</u>
Fee and commission income		54,221	16,633	108,604	32,531
Fee and commission expense		(533)	(12,600)	(5,711)	(17,200)
Net fee and commission income		<u>53,688</u>	<u>4,033</u>	<u>102,893</u>	<u>15,331</u>
Advisory income		13,910	139	29,126	5,284
Trading income		(887)	-	(522)	-
Other operating income	17	16,553	861	19,126	6,088
Total operating income		<u>85,782</u>	<u>5,033</u>	<u>157,919</u>	<u>26,703</u>
Staff costs		(30,345)	(7,185)	(61,280)	(14,869)
General and administrative expenses	18	(16,037)	(1,930)	(34,251)	(5,484)
Depreciation and amortisation		(14,171)	(3,110)	(28,618)	(6,228)
Reversal/(charge) of impairment losses on financial instruments	19	2,987	(200)	11,798	(400)
Other operating expenses	20	(2,960)	55	(1,090)	(1,540)
Total operating expenses		<u>(60,526)</u>	<u>(12,370)</u>	<u>(113,441)</u>	<u>(28,521)</u>
Net operating income		<u>25,256</u>	<u>(7,337)</u>	<u>44,478</u>	<u>(1,818)</u>
Change in fair value gains/(losses) from financial assets at fair value through profit or loss (FVTPL)		149,676	(8,172)	(400,579)	(3,124)
Dividend income		59,676	-	59,676	-
Gain on derivative financial liability		253	3,185	506	(404)
Income/(loss) from investments in associates		47,528	-	(1,002)	-
Finance cost	21	(46,133)	(13,911)	(91,641)	(27,558)
Finance credit/(finance cost) relating to unit holders	22	(114,036)	-	241,653	-
Other income/(expenses)	23	149,314	(15,364)	166,408	(16,695)
Profit/(loss) from continuing operations		<u>271,534</u>	<u>(41,599)</u>	<u>19,499</u>	<u>(49,599)</u>
Profit/(loss) for the period		<u>271,534</u>	<u>(41,599)</u>	<u>19,499</u>	<u>(49,599)</u>
Attributable to:					
Owners of the Parent		266,815	(41,599)	4,920	(49,599)
Non-controlling interests		4,719	-	14,579	-
		<u>271,534</u>	<u>(41,599)</u>	<u>19,499</u>	<u>(49,599)</u>
Earnings/(loss) per share attributable to Owners from continuing operations (in AED)	24	<u>0.11</u>	<u>(0.03)</u>	<u>0.002</u>	<u>(0.03)</u>

The accompanying notes form an integral part of this condensed consolidated financial interim financial information.

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Condensed consolidated statement of other comprehensive income for the period from 1 January 2020 to 30 June 2020 (unaudited)

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

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>	
Profit/(loss) for the period	271,534	(41,599)	19,499	(49,599)	
Other comprehensive (loss)/income					
<i>Items that may be reclassified to profit or loss</i>					
Exchange differences on translation of foreign operations	16	4,078	-	(48,411)	-
Net loss on cash flow hedges					
- Share of other comprehensive loss from investment in associates		(551)	-	(88,412)	-
- Others		(372)	-	(1,854)	-
<i>Items that will not be reclassified to profit or loss</i>					
Changes in the fair value of equity investments at fair value through other comprehensive income (FVTOCI)		1,478		(33,996)	
Other comprehensive income/(loss) for the period	4,633	-	(172,673)		
Total comprehensive income/(loss) for the period	276,167	(41,599)	(153,174)	(49,599)	
Attributable to:					
Owners of the Parent	268,952	(41,599)	(147,542)	(49,599)	
Non-controlling interests	7,215	-	(5,632)	-	
	276,167	(41,599)	(153,174)	(49,599)	

The accompanying notes form an integral part of this condensed consolidated financial interim financial information.

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Condensed consolidated statement of changes in equity for the period from 1 January 2020 to 30 June 2020 (unaudited)

(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 2019	60,000	52,579	30,000	-	178,662	321,241	4,000	325,241
Loss for the period	-	-	-	-	(49,599)	(49,599)	-	(49,599)
Other comprehensive income/(loss) for the period	-	-	-	-	-	-	-	-
Total comprehensive income/(loss) for the period	-	-	-	-	(49,599)	(49,599)	-	(49,599)
Payment of dividends	-	-	-	-	-	-	-	-
Balance at 30 June 2019	<u>60,000</u>	<u>52,579</u>	<u>30,000</u>	<u>-</u>	<u>129,063</u>	<u>271,642</u>	<u>4,000</u>	<u>275,642</u>
Balance at 1 January 2020	<u>2,535,720</u>	<u>52,579</u>	<u>34,681</u>	<u>(1,387,369)</u>	<u>229,471</u>	<u>1,465,082</u>	<u>404,262</u>	<u>1,869,344</u>
Profit/(loss) for the period	-	-	-	-	4,920	4,920	14,579	19,499
Other comprehensive income/(loss) for the period	-	-	-	(152,462)	-	(152,462)	(20,211)	(172,673)
Total comprehensive income/(loss) for the period	-	-	-	(152,462)	4,920	(147,542)	(5,632)	(153,174)
Transactions with the owners in their capacity as owners								
Transaction with unit holders	-	-	-	-	(2,412)	(2,412)	-	(2,412)
NCI on exit of a subsidiary	-	-	-	-	-	-	(16,508)	(16,508)
Payment of dividend	-	-	-	-	-	-	(15,313)	(15,313)
Balance at 30 June 2020	<u>2,535,720</u>	<u>52,579</u>	<u>34,681</u>	<u>(1,539,831)</u>	<u>231,979</u>	<u>1,315,128</u>	<u>366,809</u>	<u>1,681,937</u>

*) In accordance with the UAE Federal Law No. (2) of 2015 concerning Commercial Companies and SHUAA Capital PSC's (PSC's) Articles of Association, 10% of the profit for the year is to be transferred to a statutory reserve. SHUAA 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 SHUAA's Articles of Association

The accompanying notes form an integral part of this condensed consolidated financial interim financial information.

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Condensed consolidated statement of cash flows for the period from 1 January 2020 to 30 June 2020

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

	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
	<i>Notes</i>	
Cash flows from operating activities		
Profit/(loss) for the period	19,499	(49,599)
Adjustments:		
Finance credit relating to unit holders	(241,653)	-
Bargain purchase gain	(7,100)	-
Foreign exchange loss / (gain)	(1,626)	122
Finance cost	91,641	27,558
Net interest income	(7,296)	-
Fair value loss/(gain) on financial assets at FVTPL	400,579	3,124
Other income	(112,706)	-
Borrowing deferment income	(10,158)	-
Loss/(gain) on revaluation of derivative financial liabilities	(506)	404
Employees' end of service benefit charge	2,705	348
(Gains)/losses from other investments, including associates	1,002	-
Provisions and allowances for impairment – net	(11,798)	-
Impairment of goodwill	2,200	-
Depreciation and amortization	28,618	6,228
Operating cash flows before movements in working capital	153,401	(11,815)
Decrease in inventories	23,311	-
(Increase)/decrease in receivables and other debit balances	(37,777)	40,938
(Increase)/decrease in loans and advances	19,976	(42,485)
(Decrease)/increase in payables and other credit balances	(13,334)	47,675
Increase in financial liabilities	36,427	-
Employees' end of service benefit paid	(1,045)	(289)
Payments for settlement of derivative financial liabilities at FVTPL	-	(49,902)
Net cash generated from/ (used in) used in operating activities	180,959	(15,878)
Cash flows from investing activities		
(Payments to acquire) /disposal of investments	(106,203)	93,280
Net interest received	7,296	-
Acquisition of property and equipment	2,612	(29,298)
Net cash (used in)/ generated from investing activities	(96,295)	63,982
Cash flows from financing activities		
Proceeds from borrowings	139,649	18,533
Repayment of borrowings	(118,141)	-
Lease rentals paid	(1,931)	-
Redemption of unit holders	(13,606)	-
Dividend paid	(15,313)	-
Payment to NCI on exit of a subsidiary	(16,508)	-
Finance cost paid	(74,925)	(24,433)
Net cash (used in)/ generated from financing activities	(100,775)	(5,900)
Net (decrease)/increase in cash and cash equivalents	(16,111)	42,204
Impact of foreign currency translation	(4,607)	-
Cash and cash equivalents at beginning of the period	5 327,179	21,586
Cash and cash equivalent at beginning of the period from discontinued operations	4,538	-
Cash and cash equivalents at end of the period	5 310,999	63,790

The accompanying notes form an integral part of this condensed consolidated financial interim financial information.

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

(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.

Reverse acquisition

On the 1 August 2019, SHUAA acquired the business of Abu Dhabi Financial Group LLC (ADFG). The merger of SHUAA and ADFG resulted in the Consolidated SHUAA Group. 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 resulted in the previous ADFG shareholders having control over the new consolidated group (together referred to as “SHUAA” or the “Group”).

Under the requirements of IFRS 3 – Business Combinations one of the combining entities is required 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) is determined to be the accounting acquirer while SHUAA (legal acquirer) is determined to be the accounting acquiree, thus resulting in a reverse acquisition.

For purposes of a reverse acquisition, the comparative information presented in the condensed consolidated interim financial information and information prior to the acquisition are those of the accounting acquirer, ADFG and not SHUAA, the legal acquirer. Furthermore, as required under IFRS 3, the number of shares disclosed are those of SHUAA and not ADFG, however, the share capital in the statement of changes in equity is that of ADFG which has, therefore resulted in an adjustment within equity of AED 1.4 billion and an adjustment to the comparative earnings per share information.

Details of the above transaction and its implications were presented in the Group’s consolidated financial statements for the year ended 31 December 2019.

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.

Activities

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. The principal activities of ADFG and its subsidiaries are to carry out commercial and real estate investment activities, establishment and management of enterprises, consultancy services, investment banking and trading in securities.

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

1. LEGAL STATUS AND ACTIVITIES (continued)

Group Structure

The extent of the Group's ownership in the material subsidiaries and associates with their principal activities have been listed below:

<u>Name of the entity</u>	<u>Place of incorporation</u>	<u>Principal activity</u>	<u>Effective ownership interest %</u> <i>30 June 2020</i>	<u>Effective ownership interest %</u> <i>31 December 2019</i>
<u>Material Subsidiaries</u>				
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%	100.0%
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%	100.0%
Gulf Finance Corporation PJSC	UAE	Financing	100.0%	100.0%
SHUAA Capital PSC	UAE	Financial services and investments holding	100.0%	100.0%
SHUAA Capital International Limited*	UAE	Market Making / Liquidity Provider	100.0%	100.0%
SHUAA Capital Saudi Arabia CJSC	Saudi Arabia	Financial services	100.0%	100.0%
SHUAA Securities Egypt SAE	Egypt	Brokerage	100.0%	100.0%
Integrated Capital PJSC	UAE	Financial services	96.0%	96.0%
Asia for Economic Consultancy LLC	Jordan	Consultancy	94.3%	94.3%
Amwal International Investment Company KSCP	Kuwait	Financial services	87.2%	87.2%
NCM Investment Company K.S.C (Closed)	Kuwait	Brokerage and Trading	44.5%	44.5%
Spadille Limited**	Jersey	Investment holding	85.0%	85.0%
Northacre Limited**	UK	Development management	83.9%	83.9%
Goldilocks Investment Company Limited** (ii)	UAE	Investment holding	36.2%	35.4%
Squadron Properties** (ii)	Cayman Islands	Investment holding	33.0%	33.0%
Astrea Asset Management Limited** (ii)	UK	Property management	33.0%	33.0%
Shine SPV 1 Limited	UAE	Special Purpose Vehicle	100%	100%
Eagle T2	Cayman Islands	Investment holding	100%	100%

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

1. LEGAL STATUS AND ACTIVITIES (continued)

Group Structure (continued)

<u>Name of the entity</u>	<u>Place of incorporation</u>	<u>Principal activity</u>	<u>Effective ownership interest %</u> <i>30 June 2020</i>	<u>Effective ownership interest %</u> <i>31 December 2019</i>
<u>Material Associates</u>				
City Engineering LLC	UAE	Contracting	40.0%	40.0%
Qannas Investments Limited ("QIL")	Cayman Islands	Investment holding	35.5%	31.9%
SHUAA Hospitality Fund I L.P. (iv)	Cayman Islands	Investment holding	27.0%	27.0%
SHUAA Saudi Hospitality Fund I (iii)	Saudi Arabia	Investment holding	26.3%	26.3%
Mirfa Power Holding Company PJSC	UAE	Investment holding	25.0%	25.0%
ADCORP Limited	UAE	Islamic financial institution	19.8%	19.8%
Khaleeji Commercial Bank B.S.C. (iv)	Bahrain	Islamic retail bank	3.9%	3.9%

*These subsidiaries are under liquidation

**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 this condensed consolidated interim financial information.
- (iii) 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.
- (iv) 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.

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

2. BASIS OF PREPARATION

The condensed consolidated interim financial information of the Group has been prepared in accordance with IAS 34, Interim Financial Reporting.

The condensed consolidated interim financial information is presented in thousands of United Arab Emirates Dirhams since that is the country in which the parent is domiciled and the majority of the Group's business is transacted.

The condensed consolidated interim financial information has been prepared on the historical cost convention as modified for the measurement at fair value of certain financial instruments.

The condensed consolidated interim financial information does not include all the information required for full annual consolidated financial statements and should be read in conjunction with the Group's audited consolidated financial statements as at and for the year ended 31 December 2019. In addition, results for the six months period ended 30 June 2020 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2020.

The Group's financial risk management objectives and policies are consistent with those disclosed in the audited consolidated financial statements as at and for the year ended 31 December 2019.

3. CHANGES IN ACCOUNTING POLICIES

The Group has consistently applied the accounting policies as applied by the Group in the annual consolidated financial statements for the year ended 31 December 2019, except for the following accounting policies which are applicable from 1 January 2020

New and revised IFRS adopted in the condensed consolidated interim financial information

The following new and revised IFRS, which became effective for annual periods beginning on or after 1 January 2020, have been adopted in this interim condensed consolidated financial information. The application of these revised IFRSs, except where stated, have not had any material impact on the amounts reported for the current and prior periods.

- **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.
- **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.
- **Amendments to IFRS 9, IAS 39 and IFRS 7** – Interest rate benchmark reform - These amendments provide certain reliefs in connection with interest rate benchmark reform. The reliefs relate to hedge accounting and have the effect that IBOR reform should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness should continue to be recorded in the income statement. Given the pervasive nature of hedges involving IBOR based contracts, the reliefs will affect companies in all industries.
- **Amendments to Conceptual framework** – The IASB has issued a revised Conceptual Framework which will be used in standard-setting decisions with immediate effect. Key changes include:
 - increasing the prominence of stewardship in the objective of financial reporting
 - reinstating prudence as a component of neutrality
 - defining a reporting entity, which may be a legal entity, or a portion of an entity
 - revising the definitions of an asset and a liability
 - removing the probability threshold for recognition and adding guidance on derecognition
 - adding guidance on different measurement basis, and
 - stating that profit or loss is the primary performance indicator and that, in principle, income and expenses in other comprehensive income should be recycled where this enhances the relevance or faithful representation of the financial statements.

No changes will be made to any of the current accounting standards. However, entities that rely on the Framework in determining their accounting policies for transactions, events or conditions that are not otherwise dealt with under the accounting standards will need to apply the revised Framework from 1 January 2020. These entities will need to consider whether their accounting policies are still appropriate under the revised Framework.

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

3. CHANGES IN ACCOUNTING POLICIES, ESTIMATES AND JUDGEMENTS (continued)

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
<ul style="list-style-type: none">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. <p>The standard applies to annual periods beginning on or after 1 January 2023, with earlier application permitted if IFRS 15, 'Revenue from contracts with customers' and IFRS 9, 'Financial instruments' are also applied.</p> <p>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.</p>	1 January 2023
<ul style="list-style-type: none">Amendments to IAS 1, Presentation of financial statements' on classification of liabilities - These narrow-scope amendments to IAS 1, 'Presentation of financial statements', clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability.	1 January 2022

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.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the preparation of the Group's condensed consolidated interim financial information, management has made a number of critical estimates and judgments in a manner consistent with those described in the Group's annual consolidated financial statements for the year ended 31 December 2019. The broad effects of the COVID-19 pandemic on the Group are described in note 26 and the effects on the Group's development of critical estimates during the first six-month period of 2020 are described below;

Fair value measurement of financial assets at FVTPL

Fair values for the Group's financial assets at FVTPL (level 3) are measured using market or income approaches. Considerable judgment may be required in developing estimates of fair value, particularly for financial instruments classified as Level 3 in the fair value hierarchy as such estimates incorporate market unobservable inputs that require management to use its own assumptions. While the Group's valuation techniques for Level 3 financial instruments remained unchanged during the first six-month period of 2020, the development of market unobservable inputs included added estimation uncertainty due to the global economic and social disruption caused by the ongoing and developing COVID-19 pandemic. Estimates of the amount and timing of future cash flows, discount rates, growth rates and other inputs incorporated into fair value measurements of Level 3 financial instruments are inherently more difficult to determine due to the unpredictable duration and impacts of the COVID-19 pandemic.

The uncertainty in those assumptions have been incorporated into the Group's valuations of Level 3 financial instruments primarily through updated cash flows and discount rate, as applicable. See note 27 for details of the Group's Level 3 financial instruments. Additional volatility in the fair values of Level 3 financial instruments may arise in future periods if actual results differ materially from the company's estimates.

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

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

Determination of recoverable amounts for goodwill, indefinite-lived intangible assets and investments in associates

Goodwill and intangible assets are assessed at least annually for impairment, or more frequently if there are indicators of impairment, by comparing the carrying value of the cash-generating unit (“CGU”) or group of CGUs to which these assets are allocated to their recoverable amounts. The Group typically uses discounted cash flows to estimate the recoverable amount of a CGU or group of CGUs to which goodwill or intangible assets have been allocated. During the second quarter of 2020 the Group updated its impairment assessments on its goodwill, intangible assets and investments in associates based on current market conditions, which included added estimation uncertainty in determining discounted cash flows and the underlying assumptions about discount rates, working capital requirements and other inputs, due to the unpredictable duration and impacts of the COVID-19 pandemic.

The uncertainty in those assumptions have been incorporated into the Group's discounted cash flows used to determine recoverable amounts primarily through the adjustment of cash flows and discount rates, as applicable. Additional volatility in the recoverable amounts of goodwill, intangible assets and investments in associates may arise in future periods if actual results differ materially from the Group's estimates.

5. CASH AND DEPOSITS WITH BANKS

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Cash on hand	15	67
Balances held with banks	327,978	360,126
	<hr/>	<hr/>
Cash and deposits with banks	327,993	360,193
Less: Restricted deposits	(16,994)	(33,014)
	<hr/>	<hr/>
Cash and cash equivalents	310,999	327,179
	<hr/> <hr/>	<hr/> <hr/>

The rate of interest on the deposits held during the period ended 30 June 2020 ranged from 2% to 7.5% (31 December 2019: 2% to 7.5%) per annum.

Cash and deposits with banks include deposits of 16,994 (31 December 2019: 33,014) with banks, which are held as collateral against the Group's banking facilities. For the purposes of consolidated statement of cash flows, cash and cash equivalents are stated net of these deposits.

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

6. RECEIVABLES AND OTHER DEBIT BALANCES

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Trade receivables – net of loss allowance	72,579	52,102
Advances and deposits	5,050	8,172
Prepayments	10,709	11,991
Reverse repurchase agreements	4,910	1,917
Carried interest	2,256	2,256
Accrued income	31,533	21,735
Receivables from managed funds	60,818	48,118
Receivables against unsettled trades	420	-
Others	37,722	13,484
	<u>225,997</u>	<u>159,775</u>
Trade receivables and managed funds – net of loss allowance		
Trade receivables	148,622	122,591
Loss allowance	(15,225)	(22,371)
	<u>133,397</u>	<u>100,220</u>

6.1 Included in trade receivables is an amount of 17,527 (31 December 2019: 9,123) due from related parties (Note 25).

7. LOANS, ADVANCES AND FINANCE LEASES

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Loans and advances - net of provision for impairment	142,225	194,070
Finance leases – net of allowance for uncollectible lease payments	188,822	171,570
Margin lending - net of provision for impairment	69,431	50,162
	<u>400,478</u>	<u>415,802</u>

As at 30 June 2020, the underlying collateral for loans and advances were valued at 512,117 (31 December 2019: 324,462). Provisions are made for the uncovered portion of the loans and advances.

8. INVENTORIES

Inventories include completed projects/property developed by a group subsidiary amounting to Nil (31 December 2019: 24,400).

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

9. FINANCIAL ASSETS AT FAIR VALUE

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

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Equity investments	1,616,119	1,996,571
Fixed income securities	150,011	49,370
Fund investments	456,161	314,157
	<u>2,222,291</u>	<u>2,360,098</u>

During the period, the Group recognised fair value (losses)/gains amounting to (400,579) (30 June 2019: (3,124)), on investments carried at FVTPL.

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

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Equity investments	60,281	93,435
Fund investments	46,073	51,656
	<u>106,354</u>	<u>145,091</u>

The above non-derivative equity investments are not held for trading and have been designated by the Group as at FVOCI at initial recognition. These include changes in fair value (losses)/gains recognised during the period amounting to (33,996) (30 June 2019: Nil).

10. INVESTMENTS IN ASSOCIATES

The Group has following investments in associates:

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
UAE	197,564	323,594
GCC	76,109	85,093
Others	333,321	284,963
	<u>606,994</u>	<u>693,650</u>
	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Opening balance	693,650	-
Additions	33,594	82,797
Acquisitions from business combination	-	151,352
Acquisition of associate on loss of control	-	202,166
Acquisition on loss of investment entity status	-	270,775
Share of profit of associates	5,183	2,358
Share of other comprehensive loss of associates	(88,412)	(5,798)
Impairment	(6,185)	-
Dividends and other distributions	(30,836)	-
Disposals	-	(10,000)
	<u>606,994</u>	<u>693,650</u>

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

11. GOODWILL AND OTHER INTANGIBLE ASSETS

	<i>Goodwill</i>	<i>Trademark</i>	<i>Customer Relationships</i>	<i>Trade Licenses</i>	<i>Total</i>
Cost					
Balance at beginning of the period	1,016,217	16,760	215,500	23,277	1,271,754
Impairment	(2,200)	-	-	-	(2,200)
Impact of foreign currency translation	(39,471)	-	-	-	(39,471)
Disposals	-	-	(261)	-	(261)
Balance at end of the period	974,546	16,760	215,239	23,277	1,229,822
Accumulated amortisation					
Balance at beginning of the period	-	257	12,910	7	13,174
Charge for the period	-	452	14,880	-	15,332
Disposals	-	-	(16)	-	(16)
Balance at end of the period	-	709	27,774	7	28,490
Net book value					
Net book value as at 30 June 2020 (Unaudited)	974,546	16,051	187,465	23,270	1,201,332
Net book value as at 31 December 2019 (Audited)	1,016,217	16,503	202,590	23,270	1,258,580

The Group performs impairment tests on Goodwill and Trade Licenses at least 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. The Group concluded there were no significant impairments of its goodwill and intangible assets during the first six-month period of 2020.

The carrying amount of Goodwill and Trade licenses as at 30 June 2020 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% increase in Discount rate	1% decrease in Growth rate
Asset Management – Astrea	223,914	-	1.5%	5.5%	(70,518)	(37,080)
Asset Management – Northacre	221,307	-	-	6.0%	(3,714)	-
Asset Management	197,468	5,300	2.0%	15.0%	(98,498)	(65,339)
Investment Banking	162,215	4,000	2.0%	16.0%	(15,498)	(9,094)
NCM	81,313	9,200	2.5%	15.5%	(14,769)	(9,207)
Brokerage	1,676	-	7.0%	23.0%	(201)	(127)
Fixed Income Trading	58,746	-	2.0%	15.5%	(7,478)	(4,646)
Investment Solutions	27,907	300	2.0%	15.5%	(17,152)	(11,513)
Lending	-	4,470	2.0%	12.0%	(8,187)	(5,743)
	974,546	23,270				

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

12. BORROWINGS

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Secured		
Due to banks	1,529,078	1,624,315
Due to other financial institutions (Note 12.1)	67,880	53,928
Others	78,670	-
	1,675,628	1,678,243
Unsecured		
Due to banks	86,468	94,482
Due to other financial institutions	-	44,374
Bonds payable	332,283	332,378
Others (Note 12.1)	183,049	100,592
	601,800	571,826
	2,277,428	2,250,069

12.1 These include borrowings amounting to 120,381 (31 December 2019: 120,193) due to related parties with an interest rate of 7.3% to 8% p.a (2019: 7.3% to 8% p.a).

Maturity profile of borrowings at the end of the reporting period are as follows:

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Secured		
Repayable within twelve months	1,438,269	1,475,591
Repayable after twelve months	237,359	202,652
	1,675,628	1,678,243
Unsecured		
Repayable within twelve months	424,923	500,173
Repayable after twelve months	176,877	71,653
	601,800	571,826
	2,277,428	2,250,069

As at 30 June 2020, there were technical breaches relating to certain Group banking facilities. Accordingly, the affected facilities are classified as current borrowings. The Group has agreed the terms to address this with the lenders and the documentations to that effect will be signed subsequent to the reporting period end.

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

13. PAYABLES AND OTHER CREDIT BALANCES

Payables and other credit balances comprise the following:

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Payable to clients	35,843	36,021
Customer deposits	50,556	57,748
Accruals	52,421	61,173
Lease liabilities	39,520	51,418
Repurchase agreements	62,989	52,058
Payables against acquisition and investment	117,351	99,130
Unclaimed dividends payable	33,475	33,480
FVTPL liabilities	43,433	38,711
Accrued carried interest	36,872	53,642
End of service benefits	18,652	16,994
Provisions	6,584	16,606
Deferred revenue	12,834	4,381
Other payables	82,131	71,889
	<u>592,661</u>	<u>593,251</u>

14. OTHER FINANCIAL LIABILITIES

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Repayable within twelve months	134,984	152,155
Repayable after twelve months	54,072	-
	<u>189,056</u>	<u>152,155</u>

These comprise of term and wakalah investment certificates as well as other debt obligations.

15. SHARE CAPITAL

	<i>Number of shares</i>	<i>Value</i>
As at 30 June 2020	<u>2,535,720</u>	<u>2,535,720</u>
As at 31 December 2019	<u>2,535,720</u>	<u>2,535,720</u>

The merger transaction between SHUAA and ADFG was given effect on 1 August 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:

	<i>Units (in '000)</i>	<i>%</i>
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	<u>2,535,720</u>	<u>100</u>
Effect of business combination on share capital	2,535,680	

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

15. SHARE CAPITAL (continued)

Authorised, issued and fully paid share capital comprises 2,535,720,000 shares (31 December 2019: 2,535,720,000 shares) of AED 1 per share (31 December 2019: AED 1 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 24).

16. OTHER RESERVES

	<i>Merger reserve (16.1)</i>	<i>Investment revaluation reserve</i>	<i>Cash flow hedge reserve (16.2)</i>	<i>Translation reserve</i>	<i>Total</i>
As at 1 January 2020	(1,410,720)	(3,847)	(5,929)	33,127	(1,387,369)
Remeasurement of equity investments carried at FVOCI	-	(33,996)	-	-	(33,996)
Cash flow hedge	-	-	(90,266)	-	(90,266)
Translation of operations of foreign subsidiaries	-	-	-	(48,411)	(48,411)
NCI share	-	(108)	-	20,319	20,211
As at 30 June 2020 (Unaudited)	(1,410,720)	(37,951)	(96,195)	5,035	(1,539,831)
As at 31 December 2019 (Audited)	(1,410,720)	(3,847)	(5,929)	33,127	(1,387,369)

16.1 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).

16.2 This includes share of cash flow hedge reserve of associate.

17. OTHER OPERATING INCOME

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
Other income	10,075	776	12,350	1,357
Board representation fees	6,478	85	6,776	4,731
	16,553	861	19,126	6,088

Other income includes income related to operating activities of certain subsidiaries that are other than the primary activities of ADFG and SHUAA.

18. GENERAL AND ADMINISTRATIVE EXPENSES

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
Professional fees	(4,961)	(749)	(10,028)	(1,059)
Administration, technology and communication	(4,779)	(671)	(10,148)	(1,695)
Office costs	(1,585)	(96)	(3,233)	(1,634)
Corporate marketing and branding costs	(2,170)	(90)	(3,859)	(295)
Business travel expenses	(57)	(6)	(397)	(180)
Others	(2,485)	(318)	(6,586)	(621)
	(16,037)	(1,930)	(34,251)	(5,484)

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

19. REVERSAL/(CHARGE) OF IMPAIRMENT LOSSES ON FINANCIAL INSTRUMENTS

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
Loans, advances and finance leases	2,988	-	4,653	-
Allowances for doubtful receivables and other assets	(1)	(200)	7,145	(400)
	<u>2,987</u>	<u>(200)</u>	<u>11,798</u>	<u>(400)</u>

20. OTHER OPERATING EXPENSES

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
Director fee	(740)	(600)	(1,374)	(1,600)
Net foreign exchange (loss)/gain	(1,551)	655	1,626	60
Others	(669)	-	(1,342)	-
	<u>(2,960)</u>	<u>55</u>	<u>(1,090)</u>	<u>(1,540)</u>

21. FINANCE COST

Finance cost includes interest of 12,396 (30 June 2019: 13,657) on the Bonds payable.

22. 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 241,653 (30 June 2019: Nil). As at 30 June 2020, the payables to unit holders amounted to 440,701 (31 December 2019: 654,201).

23. OTHER INCOME/(EXPENSES)

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
One-time transaction claw back (Note 23.1)	112,706	-	112,706	-
Reversal of rebate payable	15,509	-	15,509	-
Borrowing deferment income	10,158	-	10,158	-
Finance lease modification charge	(11,864)	-	(11,864)	-
Gain on sale of financial asset carried at amortised cost	16,724	-	16,724	-
Bargain purchase gain	-	-	7,100	-
Others	6,081	(15,364)	16,075	(16,695)
	<u>149,314</u>	<u>(15,364)</u>	<u>166,408</u>	<u>(16,695)</u>

23.1 This relates to a one-time payment associated with a claw back from a previous transaction the Group executed.

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

24. 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

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
Profit / (loss) attributable to the Owners from continuing operations	<u>266,815</u>	<u>(41,599)</u>	<u>4,920</u>	<u>(49,599)</u>
Profit / (loss) attributable to the Owners	<u>266,815</u>	<u>(41,599)</u>	<u>4,920</u>	<u>(49,599)</u>
Weighted average number of ordinary shares (units in '000')	<u>2,535,720</u>	<u>1,470,720</u>	<u>2,535,720</u>	<u>1,470,720</u>
Earnings / (loss) per share attributable to Owners from continuing operations	<u>0.11</u>	<u>(0.03)</u>	<u>0.002</u>	<u>(0.03)</u>
Earnings / (loss) per share attributable to Owners	<u>0.11</u>	<u>(0.03)</u>	<u>0.002</u>	<u>(0.03)</u>

In accordance with the requirements of IFRS 3, following a reverse acquisition (Note 1), the basic earnings per share for the comparative period has 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 in the business combination agreement.

Diluted earnings per share as of 30 June 2020 and 30 June 2019 are equivalent to basic earnings per share.

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

25. 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 was as follows:

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Receivables and other debit balances		
Shareholders	1,477	2,827
Associates	16,050	1,697
Other related parties	-	4,599
	<u>17,527</u>	<u>9,123</u>
Loan, advances and finance leases		
Associates	103,863	100,931
Borrowings		
Associates	45,508	44,913
Shareholders	74,873	75,280
	<u>120,381</u>	<u>120,193</u>
Payables and other credit balances		
Associates	43,424	42,171
Shareholders	-	83,774
	<u>43,424</u>	<u>125,945</u>

Significant transactions with related parties included in these condensed consolidated interim financial information are as follows:

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
Directors remuneration	889	600	1,374	1,600
Key management compensation:				
Salaries, bonuses and other benefits	3,705	2,602	6,393	5,534
Post-employment benefits	167	96	236	191
	<u>3,872</u>	<u>2,698</u>	<u>6,629</u>	<u>5,725</u>
Revenue earned from related parties				
Other related parties	4,994	4,835	9,987	9,811
Finance cost on the borrowings from significant shareholders	1,271	1,115	2,616	2,218

SHUAA CAPITAL PSC

Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

26. FINANCIAL RISK MANAGEMENT

Overview

There were no significant changes in the types of the Group's risk exposures or the processes used by the Group for managing those risk exposures at 30 June 2020 compared to those identified and disclosed in the Group's annual consolidated financial statements for the year ended 31 December 2019, except as discussed below.

COVID-19 pandemic

Due to the COVID-19 pandemic, there has been uncertainty and disruption in the global economy and financial markets. While it is not possible to accurately predict the full impact that COVID-19 will have on the results from operations, financial condition, liquidity and cash flows due to numerous uncertainties, including the duration and severity of the pandemic and containment measures, our compliance with these measures has impacted our day-to-day operations and could disrupt our business and operations.

COVID-19 impact on measurement of ECL

IFRS 9 framework requires the estimation of Expected Credit Loss (ECL) based on current and forecast economic conditions. Accordingly, the Group has reviewed the potential impact of COVID-19 outbreak on the inputs and assumptions for IFRS 9 ECL measurement in light of available information. Overall, the COVID-19 situation remains fluid and is rapidly evolving at this point, which makes it challenging to reliably reflect impacts in our ECL estimates. Notwithstanding this, recognizing that the outbreak is expected to have an impact on the macro-economic environment beyond reasonable doubt, the Group has adjusted the macro-economic factors in the ECL model on the basis of available information.

The Group has also reassessed its exposures as at period end and observed no significant deterioration in credit risk due to COVID-19.

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.

	30 June 2020				31 December 2019	
	Stage 1	Stage 2	Stage 3	POCI	Total	Total
<u>Loans and advances</u>						
Performing	103,620			-	103,620	160,495
Non-performing		3,417	-	34,356	37,773	37,898
Gross loans and advances	103,620	3,417	-	34,356	141,393	198,393
Allowance for impairment	190	-	-	642	832	(4,323)
Carrying amount	103,810	3,417	-	34,998	142,225	194,070
<u>Finance leases</u>						
Performing	170,478	-	-	-	170,478	124,633
Non-performing	-	-	-	19,424	19,424	47,702
Finance leases	170,478	-	-	19,424	189,902	172,335
Allowance for impairment	(1,206)	-	-	126	(1,080)	(765)
Carrying amount	169,272	-	-	19,550	188,822	171,570

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Notes to condensed consolidated interim financial information
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26. FINANCIAL RISK MANAGEMENT (CONTINUED)

Credit quality analysis and measurement of ECL

	30 June 2020				31 December 2019	
	Stage 1	Stage 2	Stage 3	POCI	Total	Total
<u>Margin Lending</u>						
Performing	67,647	-	-	-	67,647	46,940
Non-performing	-	-	-	2,174	2,174	3,424
Margin Lending	67,647	-	-	2,174	69,821	50,364
Allowance for impairment	-	-	-	(390)	(390)	(202)
Carrying amount	67,647	-	-	1,784	69,431	50,162

2020

	Stage 1 12 months ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	POCI	Total
<u>Loans, advances and finance leases</u>					
Balance at 1 January	(5,856)	-	-	566	(5,290)
Allowance for impairment – Charge for the year	-	-	-	(188)	(188)
Write off	-	-	-	-	-
Reversal of allowance	4,840	-	-	-	4,840
<i>Changes in allowance for impairment</i>	-	-	-	-	-
- Transfer to Stage 1	-	-	-	-	-
- Transfer to Stage 2	-	-	-	-	-
- Transfer to Stage 3	-	-	-	-	-
Closing balance at 30 June	(1016)	-	-	378	(638)

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.

2020	0-30 days	31-180 days	>180 days	Total 30 June 2020	Total 31 December 2019
<u>Trade receivables and managed funds</u>					
Gross carrying amount	26,846	52,736	69,040	148,622	122,591
ECL	(230)	(155)	(14,840)	(15,225)	(22,371)
	26,616	52,581	54,200	133,397	100,220

Liquidity management

Global stress in the markets brought on by the COVID-19 crisis and the decline in oil prices (from ~US\$ 70 in January to currently ~US\$ 40 per barrel) have adversely affected the wider economy and resulted in the lack of liquidity in funding markets. The Group has already taken various measures to manage the funding and liquidity risk including closely monitoring cash flows and forecasts.

The Group is strengthening its liquidity buffer through working capital management and fund-raising initiatives. The Group believes that the current cash and cash equivalents provide sufficient level of liquidity and stability during this time of uncertainty

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

27. 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.

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
	30/06/2020 (Unaudited)	31/12/19 (Audited)				
<u>FVTPL</u>						
Equity investments	20,935	20,969	3	Discounted cash flow ¹	Discount rate and growth rate	The higher the discount rate, the lower the fair value
Fixed Income	1,131	1,129	3	Discounted cash flow ¹	Discount rate	The higher the discount rate, the lower the fair value
Fund investments	349,304	297,512	3	NAV ²	Net asset value adjusted with market risk	The higher the market risk, the lower the fair value
<u>FVOCI</u>						
Fund investments	46,073	51,656	3	NAV ²	Net asset value	The higher the market risk, the lower the fair value

¹Discounted 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.

²Net 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 security 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 into/from 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:

	Balance at 1 January 2020	Additions	Disposal	Gain/(loss) through P&L	Gain/(loss) through OCI	Balance at 30 June 2020
<u>FVTPL</u>						
Equity Investment	20,969	-	-	(34)	-	20,935
Fixed Income	1,129	-	-	2	-	1,131
Fund Investment	297,512	68,389	-	(16,597)	-	349,304
<u>FVOCI</u>						
Fund Investment	51,656	-	-	-	(5,583)	46,073
	371,266	68,389	-	(16,629)	(5,583)	417,443
<hr/>						
	Balance at 1 January 2019	Additions	Disposal	Gain/(loss) through P&L	Gain/(loss) through OCI	Balance at 30 June 2019
<u>FVTPL</u>						
Equity Investment	608,161	93,681	-	(4,970)	-	696,872
Fixed Income	3,280	-	(3,280)	-	-	-
Fund Investment	537,475	9,848	(90,000)	1,362	-	458,685
<u>FVOCI</u>						
Fund Investment	-	-	-	-	-	-
	1,148,916	103,529	(93,280)	(3,608)	-	1,155,557

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

27. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

Gains and losses on level 3 financial assets included in the consolidated statement of profit or loss for the period are detailed as follows:

	<i>1 April to 30 June 2020 (3 months) Unaudited</i>	<i>1 April to 30 June 2019 (3 months) Unaudited</i>	<i>1 January to 30 June 2020 (6 months) Unaudited</i>	<i>1 January to 30 June 2019 (6 months) Unaudited</i>
Realised and unrealised gains/ (losses)	237	(8,395)	(16,629)	(3,608)

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:

	<i>30 June 2020 Unaudited</i>		<i>30 June 2019 Unaudited</i>	
	<i>Carrying amount</i>	<i>Effect of reasonably possible alternative assumptions</i>	<i>Carrying amount</i>	<i>Effect of reasonably possible alternative assumptions</i>
<u>Held at FVTPL</u>				
Equity Investment	20,935	1,047	696,872	34,844
Fixed Income	1,131	57	-	-
Fund Investment	349,304	17,465	458,685	22,934
<u>Held at FVOCI</u>				
Fund Investments	46,073	2,304	-	-
	<u>417,443</u>	<u>20,873</u>	<u>1,155,557</u>	<u>57,778</u>

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.

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

28. 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.

	<i>1 January to 30 June 2020 (Unaudited)</i>			
	<i>Asset Management</i>	<i>Investment Banking</i>	<i>Corporate</i>	<i>Total</i>
Net fee and commission income	55,532	679	46,682	102,893
Advisory income	12,977	15,765	384	29,126
Net interest income/(expense)	-	-	7,296	7,296
Trading income	144	(208)	(458)	(522)
Other operating income	18,013	-	1,113	19,126
Total revenues	86,666	16,236	55,017	157,919
Staff costs	(30,144)	(7,015)	(24,121)	(61,280)
General and administrative expenses	(13,264)	(3,578)	(17,409)	(34,251)
Depreciation and amortisation	(15,951)	(4,791)	(7,876)	(28,618)
Provision for impairment losses on financial instruments	1,270	544	9,984	11,798
Other operating expenses	276	109	(1,475)	(1,090)
Total expenses	(57,813)	(14,731)	(40,897)	(113,441)
Profit/(loss) before other income and finance cost	28,853	1,505	14,120	44,478
Fair value losses from investments	420	(749)	(400,250)	(400,579)
Gain/(loss) from derivative financial liability	-	-	506	506
Share of profit from investment in associates	-	-	(1,002)	(1,002)
Finance cost	(2,784)	(2,092)	(86,765)	(91,641)
Finance credit relating to unit holders	-	-	241,653	241,653
Other income/(expenses)	16,943	1,071	208,070	226,084
Profit/(loss) for the period from continuing operations	43,432	(265)	(23,668)	19,499
Less: Profit/(loss) for the period attributable to NCI	1,614	-	12,965	14,579
Profit/(loss) for the period attributable to Owners	41,818	(265)	(36,633)	4,920
Revenue generated from external customer (fee & commission)	48,965	679	46,682	96,326
Revenue generated from within the group (fee & commission)	6,567	-	-	6,567
	55,532	679	46,682	102,893

	<i>As at 30 June 2020 (Unaudited)</i>			
	<i>Asset Management</i>	<i>Investment Banking</i>	<i>Corporate</i>	<i>Total</i>
Assets	1,090,591	445,410	3,645,782	5,181,783
Liabilities	245,095	197,891	3,056,860	3,499,846

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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

28. SEGMENTAL INFORMATION (continued)

	<i>As at 31 December 2019 (Audited)</i>			
	<i>Asset Management</i>	<i>Investment Banking</i>	<i>Corporate</i>	<i>Total</i>
Assets	1,106,617	381,017	4,031,866	5,519,500
Liabilities	509,747	114,912	3,025,497	3,650,156

Comparatives for condensed consolidated statement of profit or loss 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 32).

The accounting policies of each of the reportable segments are consistent with those of the Group.

29. MATURITY PROFILE

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.

	<i>Less than 3 Months</i>	<i>3-12 Months</i>	<i>1-5 years</i>	<i>More than 5 years</i>	<i>Grand total</i>
Cash and deposits with banks	312,938	0	15,055	0	327,993
Receivables and other debit balances	92,317	132,335	1,345	0	225,997
Loans, advances and finance leases	115,363	224,996	58,710	1409	400,478
Financial assets at fair value through profit or loss (FVTPL)*	1,182,058	706,907	314,665	18,661	2,222,291
Financial assets at fair value through other comprehensive	-	60,281	46,073	-	106,354
Investments in associates*	12,946	213,668	380,380	-	606,994
Property and equipment*	297	1,751	55,799	21,040	78,887
Goodwill and other intangible assets*	-	-	25,129	1,176,203	1,201,332
Assets of disposal groups classified as held for sale*	-	11,457	-	-	11,457
Total Assets	1,715,919	1,351,395	897,156	1,217,313	5,181,783
Borrowings	743,534	1,119,658	414,236	-	2,277,428
Payables and other credit balances	289,984	198,762	94,747	9,168	592,661
Other financial liabilities	20,254	114,730	54,072	-	189,056
Payables to unit holders	-	-	-	440,701	440,701
Equity *	-	-	-	1,681,937	1,681,937
Total Liabilities and Equity	1,053,772	1,433,150	563,055	2,131,806	5,181,783
Net liquidity gap	662,147	(81,755)	334,101	(914,493)	-
Cumulative liquidity gap – 30 June 2020 (Unaudited)	662,147	580,392	914,493	-	-
Cumulative liquidity gap – 31 December 2019 (Audited)	537,296	585,838	722,780	-	-

30. COMMITMENTS AND CONTINGENT LIABILITIES

	<i>30 June 2020 Unaudited</i>	<i>31 December 2019 Audited</i>
Contingent liabilities	49,866	94,996

As at 30 June 2020, the Group has capital commitments of 125,168 (2019: 206,933) with respect to the project development.

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Notes to condensed consolidated interim financial information for the period from 1 January 2020 to 30 June 2020 (continued)

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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 30 June 2020, clients' assets amounting to 6.7 billion (31 December 2019: 7 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. DISCONTINUED OPERATIONS

Assets of a disposal group classified as held for sale	30 June 2020 <i>Unaudited</i>	31 December 2019 <i>Audited</i>
Assets held for sale (note 32.1)	11,457	11,457
Assets of a disposal group classified as held for sale (note 32.2)	-	16,762
	<u>11,457</u>	<u>28,219</u>

32.1 Includes value of a plot of land received as distribution in kind from an associate amounting to 4,000 (31 December 2019: 4,000) and an investment of 7,457 (31 December 2019: 7,457). The Group intends to sell the assets in the near term.

32.2 During the period, the Group decided to wind down activities of SHUAA Capital International Limited instead of exiting this asset by way of sale.

33. COMPARATIVES FIGURES

Certain comparative figures have been reclassified/regrouped, wherever necessary, as to conform to the presentation adopted in this condensed consolidated interim financial information.