2021

ANNUAL REPORT

SHUAA

ENGINEERING INVESTMENTS

AT A GLANCE

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 business segments, 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
- Debt
- Investment Banking
- Markets

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

2021 Highlights

AUM

USD 13.1 bn

Net Income[1]

AED 24 m

Adjusted Net Income[2]

AED 227 m

Revenue

AED 394 m

EBITDA

AED 218 m

Adjusted EBITDA[2]

AED 421 m

Total Assets

AED 5.8 bn

[1] Attributable to shareholders
[2] Adjusted for one-off charges

CHAIRMAN'S LETTER

"It is with great pleasure that I present to you, on behalf of the Board of Directors, the annual report and consolidated financial statements of SHUAA Capital for the year ended December 31, 2021. During the last year, the COVID-19 pandemic continued to have an effect on markets. Despite the uncertainty and volatility that shrouded the economic landscape, the company was able to build on the momentum and success of previous years and continued to grow, creating new opportunities and great value for our shareholders."

Distinguished Shareholders,

There were increased levels of optimism in the UAE during 2021, with major successes including the country's launch of one of the best vaccination programs in the world and the increase in oil production levels, in parallel with the recovery of the tourism sector supported by the successful launch of Expo 2020 Dubai. The International Monetary Fund expects the growth rate of the UAE economy to rise from 2.2% during 2021 to 3% in 2022, while the average growth between 2022 and 2026 is expected to reach 3.3%, supported by the improvement in the performance of the oil and non-oil economy, macroeconomic stimulus policies, and the recovery of the tourism sector.

SHUAA's core business remains resilient. Group revenue benefited from the strong performance of the Goldilocks flagship fund and an improving recurring revenue base throughout the year.

The Group continued to make significant progress towards disposing of non-strategic assets during 2021, resulting in a significant cash return during the period.

As part of its strategy to establish more permanent capital vehicles, SHUAA launched the ICC Fund Platform in Q4 2020, in part to help serve the Company's insurance clients but also to enhance its products and service offerings with the right capabilities to meet the changing needs of clients. This platform has enabled SHUAA to become a key partner for insurers seeking higher and more consistent returns through diversification strategies that meet regulatory requirements.

SHUAA Capital has benefited from the national efforts exerted to support the economic renaissance, as the UAE has become a global and regional headquarters for more than 25% of the world's 500 largest companies. The UAE has also become a global model for developing the business environment, enhancing the country's attractiveness for investments, and creating an environment conducive to innovation which means that the UAE ranks highly on the Global Innovation Index, thanks to its strategic location, strong financial reserves, sovereign wealth funds, and government spending on major development projects.

I would like to extend my sincere thanks to the shareholders for their continued support and confidence in our business. I would also like to express my appreciation to SHUAA management and its distinguished team, your contribution, dedication and hard work have played a prominent role in achieving the company's achievements. I look forward to building on these successes and continuing this journey with you during the coming period.

Fadhel Alali
Chairman

CHIEF EXECUTIVE'S REVIEW

"The year 2021 has been one of action. Rapid measures and visionary reforms introduced by the UAE government, along with a record-setting vaccination effort, has accelerated economic recovery in conditions of the new pandemic normal and kept our markets resilient and growing.

Coupled with the climb in oil prices and growth of the non-oil sector, it is safe to say that the nation's economy had successfully surged beyond the COVID-19 crisis with clear signs of strong consumer and investor confidence."

The year 2021 has been one of action. Rapid measures and visionary reforms introduced by the UAE government, along with a record-setting vaccination effort, has accelerated economic recovery in conditions of the new pandemic normal and kept our markets resilient and growing.

Coupled with the climb in oil prices and growth of the non-oil sector, it is safe to say that the nation's economy had successfully surged beyond the COVID-19 crisis with clear signs of strong consumer and investor confidence.

At SHUAA too, we've remained in action mode, continuing to invest in and support companies with significant growth potential, while keeping the upside open with our involvement in special turnaround situations and other differentiated approaches to investing.

In some ways, the pandemic has emboldened us to fast-track opportunities that are unique and future-robust. With our strong fundamentals in place, this has been a period of building on crisis-created opportunities while keeping our forward-looking strategies in focus.

Financial Performance: Sustained Growth in Profitability

Our 2021 financial performance is a testament to the root resilience of our core business and reflects our strength in identifying, developing and growing new opportunities.

For the year ended 31 December 2021, net profit attributable to shareholders was AED 24 million, reflecting net one-off charges of AED 203 million. On a like for like basis, excluding the impact of the accelerated restructuring of a legacy investment portfolio, net profit would have been AED 227 million.

While EBITDA also declined, from AED 349 million in FY 2020 to AED 218 million in 2021 due to these valuation impairments, adjusting for the effect of the one-off adjustments it would have risen to AED 421 million.

Operations: Strengthened Offering For Clients

In 2021, SHUAA made key hires across the business, notably within real estate and client coverage, with core headcount increasing by 33%. As well as the internal promotion of two senior executives, announced in April, this ensured that the Group maintained its policy of targeted investment across both product and client relationship capabilities.

The funds and managed portfolios we have launched have performed very well to date and the increased commitments signal strong confidence in SHUAA's managed portfolios and fund offering. We hope to maintain and build on this trajectory of high performance and remain as ever committed to meeting investors' increasing appetite for Sharia-compliant investment products.

In 2021, SHUAA led and invested in transactions worth more than USD 500 million, starting with the debt buyout of Stanford Marine Group (SMG) for AED 1.13 billion (USD 308 million), that saved 1,800 jobs and vessel exports worth millions.

We also invested in a Swiss pharma supply chain disruptor – SkyCell – via a Series C funding round that closed at CHF 32 million (USD 34.8 million).

During the first half of the year, the Group made further progress on its goal of exiting non-core assets as part of its overall strategy as well as ongoing work to deliver its plans for new funds and vehicles, which will support SHUAA's revenue visibility going forward. The sale of 20% stake in Mirfa International Power and Water Company (MIPCO) and stake in Khaleeji Commercial Bank are both in line with this strategy and demonstrate a further milestone in the wind-down process of the Group's non-core assets. This will allow SHUAA to focus on driving growth in its core business, making the platform more efficient and freeing up management capacity from non-core activities.

In January 2021, SHUAA led a funding round in Anghami, the leading music streaming service in the Middle East and North Africa. The investment saw SHUAA's managed funds and co-investors investing in the future growth of Anghami. We later acted as financial advisor in Anghami's transaction that saw the music streaming platform agree to merge with a New York-listed Special Purpose Acquisition Company (SPAC), Vistas Media Acquisition Company Inc., and secure commitments totalling USD 40 million in private investment in public equity (PIPE). Following this agreement to merge, Anghami listed on NASDAQ in New York in February 2022.

The Investment Banking team also actively advised our clients on investments in SPACs as well as a number of capital raising mandates. This underscores our unique capabilities in structuring financing solutions that meet both business objectives and growing investor demand for SPAC investments.

2022 Goal: Thriving and Helping Others Thrive

As we reflect back on the successes of 2021 and enter 2022, we remain confident in the many and long-term opportunities for our business. The road ahead will be exciting, but we need to be agile and continue finding new ways to grow the business and differentiate our offerings. Our signature has been thriving during and despite uncertain times and helping others thrive as well, which gives me confidence in the direction we are taking.

With our commitment to developing pioneering approaches to investment and value creation through a differentiated, innovative and globally sustainable product offering, SHUAA is well-positioned to bring new opportunities to the forefront.

I would like to thank all of our team, our investors, partners and stakeholders for their unwavering support. We look forward to a positive outlook for growth in 2022 and remain confident that we will continue to deliver exceptional returns and create value for our investors in the year ahead.

Jassim Alseddiqi
Chief Executive Officer

BUSINESS MODEL AND STRATEGY

SHUAA has continued to progress during the year in broadening its clients offering and executing on its strategic agenda. The move towards the end of cleaning up legacy and non-core investments and portfolios has progressed well. We will increase our focus on driving revenues and shareholder returns whilst maintaining a strict discipline on costs.

We are continually looking for new ways to meet the demand from both existing and new clients and we remain confident that the strategy we have put in place will provide the Group with numerous long-term opportunities for our business which will create value for our shareholders.

INTEGRATED BUSINESS MODEL

42 years of creating value and delivering sustainable returns

Strong network facilitating deal flow between key markets

Supported by strong balance sheet and solid fundamentals post merger

Solid value drivers for continued and resilient growth

Strong presence across multiple regions

Valuable expertise across public and private markets, real estate, debt and investment banking

Long-standing 40+ year history and reputation as a leading platform in the region further enhanced through the merger with ADFG

- **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
- **2020** – Established a dedicated Debt segment
- **2021** – Closure of non-core unit and expansion of Coverage team

A unique and diversified platform and offering in the region

Asset Class & Segment Offering

Asset Management

Public Markets
Publicly listed securities investments and funds

Private Markets
Private equity investments and funds

Real Estate
Vertically and horizontally integrated platform across the value chain

Debt
Specialist platform focused on private debt and alternative financing

Asset Class & Segment Offering

Banking
Strategic advisory services and capital market solutions

Markets
Sales & trading platform primarily focused on FICC

Investment Management
Global execution, brokerage and custody services[1]

Investment Philosophy

Value creation forms the foundation of our investment philosophy

Our opportunistic approach maximizes focus on optimal risk adjusted returns

Alignment of interest through complete transparency and trust

Products & Offerings

- Open-Ended Funds
- Bespoke Discretionary Portfolios
- Closed-Ended Funds
- Alternative Debt & Financing
- Investment Management & Custody Services[1]
- M&A Advisory Services
- Direct & Co-Investments
- Capital Market Offerings

SHUAA provides investment opportunities across clearly defined segments

Asset Management				Investment Banking			Corporate
Public Markets	**Private Markets**	**Real Estate**	**Debt**	**Banking**	**Markets**	**Investment Management**	Manages principal investments, non-core assets, corporate developments, treasury and other shared services related to the company
Investments in publicly listed securities through fund structures and client discretionary portfolios	Private equity investments in companies and funds, with a focus on distressed and special situations	Vertically integrated specialist platforms across the value chain and regions	Specialist platform focused on private debt and alternative financing, through standalone deals and fund structures	Full range of strategic advisory services and capital market solutions across the investment banking spectrum	Sales & trading platform primarily focused on fixed income and credit	Global execution, brokerage and custody services	
Fixed Income — **Equities** — **DPM**	**Fund Investments** — **Direct Investments** — **Co-Investments**	**Development** — **Asset Management** — **Fund Management** — **Advisory**	**Mezzanine Debt** — **Subordinated Debt** — **Senior Secured Debt**	**M&A Advisory** — **Debt Capital Markets** — **Equity Capital Markets**	**Sales** — **Trading**	**Global Execution** — **Brokerage Services[2]** — **Custody[2]**	

[1] Through licensed counterparties

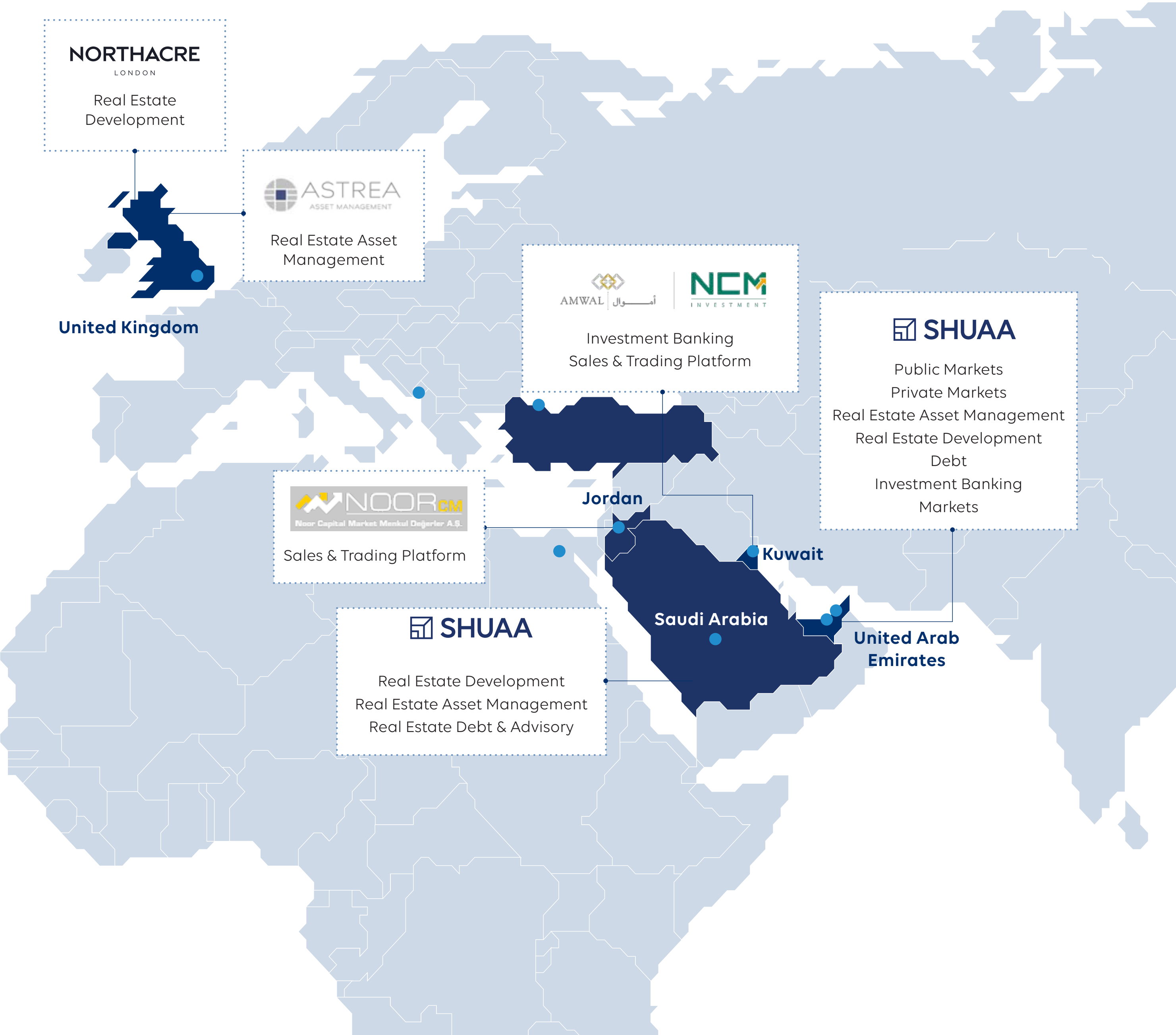
Operating across geographies

8
Countries of Operation[1]

320+
Employees[1]

24
Nationalities[2]

Europe	Middle East & North Africa



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

- SHUAA & Subsidiaries Office Locations
- Core Markets

BOARD OF DIRECTORS

Fadhel Al Ali
Chairman

Fadhel Al Ali's last position with First Abu Dhabi Bank (FAB) was as Deputy Group CEO and Group COO.

Mr. Al Ali is the Chairman of Dubai Financial Services Authority, FAB Suisse (Private) Bank SA , MIRA Bank, Serbia and a board member with Abu Dhabi Development Holding (ADQ). He is the Vice Chairman of First Gulf Libya Bank and is a board member with Al Nahdha Investments.

Mr. Al Ali 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.

Mr. Bin Braik held 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.

Murshed Alredaini
Director

Murshed Alredaini is the Group Chief Executive Officer of Yas Holding LLC (YHL), a UAE- headquartered holding company engaged in multi-business sectors.

Mr. Alredaini joined the group in 2006, initially as the CEO of C4 Advanced Solutions (now an EDGE Group company) and thereafter assumed the role of Group CEO.

Mr. Alredaini values with pride, his 15-year service with the UAE Armed Forces following his Bachelor Degree in Electronics Engineering from the USA and an MBA from the UAE. As an accomplished business leader he serves on several internal and external boards.

Christopher Ward
Director

Christopher Ward has had over 30 years' experience in corporate finance.

Mr. Ward was an equity partner of Deloitte in the UK from 1979 to 2008. More recently, from September 2008 to May 2011, Mr. Ward established and ran the Financial Advisory Services practice of Deloitte in the Middle East, as the Chief Executive Officer of Deloitte Corporate Finance Limited (DFCL). Mr. Ward is currently Chairman of Qannas Investments Limited, and has served on the Board of Gems Education Group

Mr. Ward holds a Bachelor of Science degree in Commerce & Accounting from Southampton University, and is a holder of the Corporate Finance qualification (CF).

Badr Al-Olama
Director

Badr Al-Olama is the Executive Director of the UAE Clusters unit within Mubadala's UAE Investments platform.

Mr. Al-Olama is the Chairman of Strata Manufacturing (Strata), the Sanad Group (Sanad), and Emirates Post Group, and also serves as a Board Director at Al Yah Satellite Communications Company (Yahsat), Mubadala Health, Oumolat Security Printing, YAS Holding LLC, TASIAP GmbH.

Nominated as a 'Young Global Leader for the Middle East and North Africa Region' by the World Economic Forum in 2016, Badr began his career as a lawyer and holds a degree in Shari'a and Law from the UAE University (2002) as well as an LLM from Harvard Law School (2005).

Maha AlQattan
Director

Maha AlQattan has been leading the People function at DP World since 2017. As Group Chief People & Sustainability Officer, Maha is focused on empowering DP World's global trade portfolio of more than 71,000 people in over 69 countries.

Ms. AlQattan has a master's degree in Industrial and Labour Relations, from Cornell University (USA) and a Bachelor of Business Administration in Management and Human Resources from the University of Wisconsin-Madison. She is also a graduate of the Mohammed Bin Rashid Centre for Leadership Development Promising Leader's programme run by Duke University and INSEAD.

Lamis Al Hashimy
Director

Lamis Al Hashimy is the Co-Founder of Palmade®.

Ms. Al Hashimy is a seasoned finance professional who has held senior positions in the fields of Finance, Investor Relations and Corporate Governance at Dubai Holding, for more than decade.

Since 2014, Ms. Al Hashimy is a founding Board Member of the Milele Zanzibar Foundation.

Ms. Al Hashimy holds a Bachelors and Master Degree of Science in Accounting from the Carroll School of Management at Boston College in Massachusetts, USA.

SENIOR MANAGEMENT TEAM

Jassim Alseddiqi
Chief Executive Officer

Jassim Alseddiqi is the Group Chief Executive Officer of SHUAA Capital, the leading asset management and investment banking platform.

Chairman of SALAMA and Eshraq Investments, Mr. Alseddiqi also serves on the boards of First Abu Dhabi Bank (FAB), Dana Gas and Abu Dhabi Chamber of Commerce and Industry.

Mr. Alseddiqi holds a MSc in Electrical Engineering from Cornell University.

Bechara Raad
Chief Operating Officer

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

30+ years of professional experience, including COO at Credit Suisse for MEA and COO at Audi Capital in Saudi Arabia. Bechara holds an MBA from INSEAD.

Joachim Mueller
Chief Financial Officer

Joachim Mueller is the Group Chief Financial Officer responsible for driving operational excellence across the Group's Finance, Treasury, Tax and Investor Relations functions as well as for providing budgeting, decision-making and reporting support to the Group's portfolio companies.

20+ years of international experience including senior positions at Deutsche Bank in Frankfurt and London, including CFO for EMEA and Group Head of Investor Relations. Mr. Mueller holds a MSc in Investment Management from Cass Business School London.

Bachir Nawar
Chief Legal & Compliance Officer

Bachir Nawar is the Group Chief Legal & Compliance Officer of the Group and manages the multijurisdictional legal and compliance requirements of the business.

20+ years of experience with a specialization in governance improvement. Mr. Nawar holds a LLB from Saint Joseph University, Beirut, Lebanon.

Walid El Hindi
CEO of Real Estate

Walid El Hindi is the CEO of Real Estate of SHUAA Capital, responsible for managing SHUAA's significant real estate portfolio and activities across the value chain and multiple geographies. Mr. El Hindi's role encompasses driving further growth in the Group's real estate platform.

25+ years of experience in the Real Estate sector. Previously, Mr. El Hindi spent five years as CEO at IMKAN Properties and prior to that Mr. El Hindi worked as Chief Development Officer for Emaar Misr. Mr. El Hindi holds a Bachelor of Architecture degree from the University of Minnesota.

Fawad Tariq Khan
MD, Head of Investment Banking

Fawad Tariq Khan is the MD, Head of Investment Banking. Mr. Tariq Khan is responsible for SHUAA Capital's M&A advisory, debt and equity capital markets and sales and trading business lines.

Mr. Tariq Khan started his career with Deloitte based out of London before joining the Dubai office where he helped set up its Middle East debt advisory practice.

15+ years of professional experience. Mr. Tariq Khan serves on the board of Northacre and NCM. Mr. Tariq Khan holds a MSc in Business Studies from UCD Smurfit Business School.

Ajit Joshi
MD, Head of Public & Private Markets

Ajit Joshi is the MD, Head of Public & Private Markets. Mr. Joshi is also the investment manager of Goldilocks Investment Company Limited, an investment fund launched in 2015.

16+ years of experience in technology consulting, equity research, investment banking and management. Previously, Mr. Joshi worked with Bank Muscat's investment banking team. Mr. Joshi holds an MBA from the Indian Institute of Management Lucknow.

Natasha Hannoun
Head of Debt

Natasha Hannoun is the Head of Debt. Ms. Hannoun also serves on the Board of Directors of the Abu Dhabi-listed investment company Eshraq Investments PJSC.

Ms. Hannoun has broad experience in advisory, origination, structuring and execution across multiple asset classes including Private Equity and Debt Investments, Real Estate and Fixed Income.

Prior to joining the Group in 2014, Ms. Hannoun was part of the Corporate Finance and Debt Advisory team at Deloitte Corporate Finance Advisory in Dubai. Ms. Hannoun holds a MSc in Physics and Mathematics from the University of Bristol in the UK.

OUR MISSION & STRATEGY

Our Mission

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 fund raising 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 new ways of the client journey
Process-centric & Digitally-enabled Platform	• Become a process organization • 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 ~20 years.

24+
nationalities of employees[1]

23+ years
average experience of senior management

One Firm Culture

89%
staff retention employees[2]

28%+
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 which were communicated in late 2019.

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 digitizing the v, 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
Expand investment bank franchise	Engineer new products	Digitize 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 2021 as well as the outlook for 2022.

MARKET REVIEW

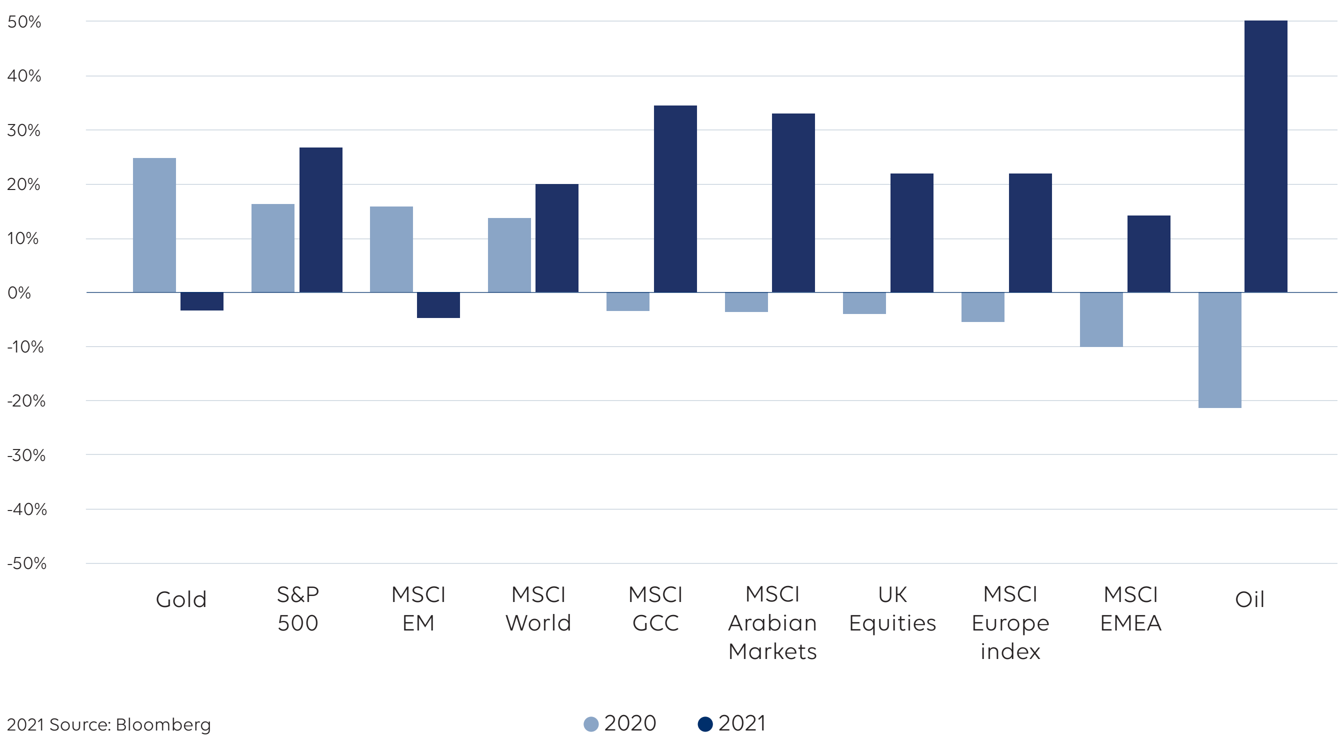
Global Equities

2021 was another strong year for equities with the US again leading the way. Markets rejoiced in sizeable fiscal stimulus, ongoing QE and extremely low interest rates which propelled a strong economic recovery. This enabled market participants to largely ignore high and accelerating inflation, disrupted supply chains and repeated outbreaks of variants new Covid-19 variants. The S&P rose 27% on the year to finish around record highs, with Europe close behind up 22% and Japan up 10%. Additionally, Emerging Markets fell 5% as the Chinese market weighed heavily due to a regulatory clampdown on sectors such as technology and education, and a disintegrating property market which saw the stock market crash 23%. Elsewhere, the sentiment was particularly buoyant which meant that this was the first year that every sector in the S&P rose by at least 10%. In fact the S&P has now delivered a 3 year return of over 90%.

During 2021 earnings growth was the main driver of equity performance as economies recovered strongly despite the sustained covid related impact. Commodity prices soared as demand returned faster than suppliers were prepared for, leading to much stronger oil, gas and metal prices. Unsurprisingly energy and materials were amongst the best performing sectors. Persistently low interest rates also supported the technology sector yet again, with the likes of Apple and Microsoft again outperforming. Excess liquidity continued to push even the most speculative parts of the market higher despite the threat of higher interest rates as inflation accelerated. Higher rates would normally lead to lower equity valuations, particularly in those businesses whose profits are far in the future. The laggards were consumer services such as airlines, hotels and leisure businesses that suffered due to rolling lockdowns across much of the world as each variant hit.

As we enter 2022 high inflation, a reduction in liquidity from central banks and rising rates should see some market rotation away from growth areas of the market such as technology towards more cyclical and value oriented stocks and geographies. Rising rates normally supports sectors that benefit most from faster economic growth such as commodities, industrials and consumer focussed sectors. Also this would tend to favour Europe and Asia over the US. Given the large valuation discount that cyclicals now trade at relative to growth, we would expect this rotation to persist throughout the year as long as the economic environment remains supportive.

Chart 1: All world index performance and commodities



2021 Source: Bloomberg

MENA Markets

2021 saw a stellar performance from regional equities. For the year, ADX General Index outperformed, rising 68.2%. Saudi's TASI followed, rising by 29.8%. The rest of the markets also ended in positive territory, with the DFM Index rising 28.2%, Kuwait's All Share Index up 27.0%, Bahrain's All Share Index up 20.6%, Oman's MSM 30 Index up 12.9%, Qatar's QE 20 Index up 11.4%, and Egypt's EGX 30 up 10.2%. Value traded remained elevated for the year (up 20% YoY), with 20 new listings in the GCC further boosting volumes. Financials were the top performing sector in the region, followed by, telecom and real estate sectors in the UAE and materials was the second-best performer in Saudi.

Some major events/announcements during 2021 include but not limited to a) the restoration of ties and reopening of borders with Qatar by the GCC neighbours b) amendment of citizenship law/Golden Visa in the UAE c) approval of a draft law of allowing foreign investors to own up to 100% of the banks listed on the QSE by the Qatar Cabinet d) string of successful IPO's in Abu Dhabi, starting with Yahsat, followed by Adnoc Drilling and Fertiglobe e) announcement of plans to list 10 state-owned Dubai based entities in the DFM and establishment of market making fund.

Oil

Brent closed at USD 79/bbl at the end of Dec'21 (+50% for the year) averaging at USD 75/bbl during the month (-7.5% MoM and +49% YoY). In the most recent OPEC+ meeting, members agreed to stick to their existing policy of gradual oil output increases. The key events that impacted oil prices in 2021 were increased vaccination rates, the loosening of pandemic-related restrictions, and a growing economy which resulted in demand rising faster than supply. The U.S. crude oil production in 2021 decreased by 0.1 million barrels per day (b/d) from 2020 and by 1.1 million b/d from 2019. Cold weather in February, hurricanes in August, and the continuing decline in investment among U.S. oil producers since mid-2020, contributed to the bullish curve of Oil in 2021.

Chart 2: GCC markets and valuations

	2021 Returns (%)	P/Ex 2022	P/Bx 2022	Dividend Yield TTM
Kuwait All Share Index	26.20%	16.05	1.68	3.60%
Tadawul All Share Index	29.80%	18.3	2.1	2.40%
DFM General Index	28.20%	11.08	1.11	3.75%
Abu Dhabi General Index	68.20%	17.96	2.3	2.61%
QE (Qatar) 20 Index	11.40%	13.35	1.93	3.81%
Bahrain All Share Index	20.60%	9.71	0.87	3.48%
MSM (Muscat) 30 Index	12.90%	10.92	0.84	3.80%

2021 Source: Bloomberg

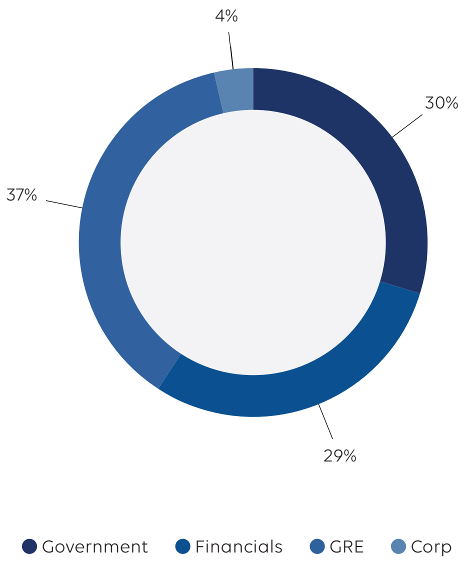
Fixed Income

2021, was the first time in nearly a decade that bond investors have had significant negative returns Global Aggregate Bond Index was down 3.2% in 2021, mainly driven by Global Investment Grade (-4.7%), while the High Yield was up 1% in 2021. Global Sukuk was down 2% in 2021. In part, the sell-off in bonds was the result of fading coronavirus risks and a robust economic recovery, and in part the consequence of elevated inflation risk and the potential removal of policy accommodation. With the pandemic largely behind us, the interest rates market next year will likely be driven by inflation outcomes and how central banks choose to respond. In the last FOMC meeting of 2021, the Fed committee doubled the monthly pace of asset purchase tapering, putting purchases on track to be concluded by Mar-22. And the median forecast "dot" now signals that the FOMC plans to hike three times in 2022. The stated reasons for the taper decision were stronger inflation and employment data reducing the need for easier policy, and the desire to give the Fed the option to raise rates sooner. Our YE22 5y and 10y UST yield targets are 1.8% and 2%, which are about 30bp and 25bp above spot levels respectively. Though nominal policy expectations have risen in recent months, real policy expectations remain exceptionally negative and along still-large Fed purchases, are keeping yields depressed. Both factors point to higher yields in 2022.

In our region, GCC bond markets had a good year, with the Barclays GCC Credit+HY Index up 0.9% for the year, while GCC US$ IG index was up 0.3%, and GCC US$ Sukuk index was up 2.3% for the year. Amongst the regional USD sovereign bonds Oman outperformed (+8.3% returns), followed by UAE (+1.1%), while Qatar (-0.4%) was a laggard.

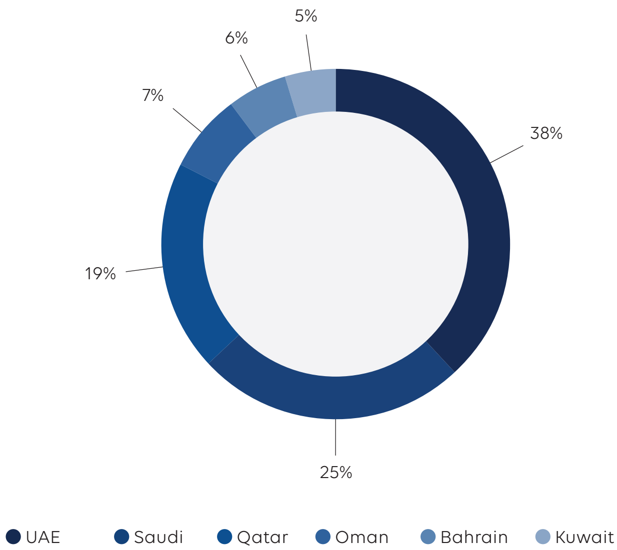
Total fixed income and sukuk net issuances for the GCC region clocked 11% growth in 2021, totalling USD538bn of hard currency bonds. In terms of type of issuer, bonds/sukuk issued by GCC governments and financials (59% of total issuance), continued to account for the bulk of fixed income issuances during the year. UAE recorded as a top issuer in the GCC for 2021. We also note that 26% of the new issuances was Sukuk, while the remaining was conventional.

Sector-wise Bond Issuance in GCC for 2021



2021 Source: Bloomberg, SHUAA Capital

Country-wise Bond Issuance in the GCC for 2021



2021 Source: Bloomberg, SHUAA Capital

REAL ESTATE MARKET FOCUS

2021 UK Economic Update

Over the course of 2021, the biggest challenges facing the UK's economy have been global in nature, supply chain bottlenecks driven in part by sustained labour shortages, as well as broader pandemic-related inflationary pressures as waves of virus infections continued.

Encouragingly, the UK's economic growth has now recovered to pre-pandemic levels, following the dramatic drop in GDP in the summer which saw growth fall by almost 20%. From this low base, GDP growth has recovered well, albeit with more volatility, bouncing back +17% in the following three months and then oscillating between contraction and growth to the end of the year[1]. The positive reaction from the economy is closely linked to the opening up of society supported by increasing immunity to Covid-19, which has seemingly suppressed the effects of the Omicron variant.

As GDP growth stabilises, inflation has fast become the key concern to the UK, surging 5.4% over the 12 months to December 2021, to a 30-year high[2]. This sharp rise has been a consequence of damaged trade relations due to Brexit, which has brought additional political uncertainty deterring new business investment.

Looking back on the impacts of the pandemic, it is clear there has been uneven distribution across sectors, regions and households. Lower income households have been squeezed, especially those struggling to retrain and re-enter the workforce post furlough, while higher income households have built up considerable savings. Growth in the hospitality sector is projected to accelerate in a fully opened economy, while output from other sectors, like construction and manufacturing, is expected to moderate due to continued workforce shortages, supply bottlenecks, and weakening demand and business confidence[3].

Towards the end of 2021, inflationary pressure prompted the expectation that the Bank of England (BoE) would increase its key interest rate to bring the economy under control. However, the Bank shocked UK economists in November, voting to keep the base rate stable, yet by December it reversed this decision and became the first of the world's major central banks to raise its policy interest rate[4], +15 basis points from 0.10% to 0.25%.

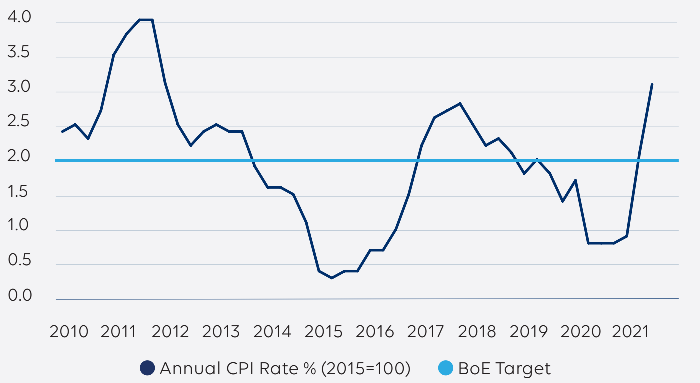
This was in marked contrast to consensus opinion earlier in the year, when domestic economists and politicians were more concerned with the spectre of deflation, driven by the end of the 'furlough' scheme, which would cause the unemployment rate to spike higher. Instead, unemployment levels have stayed remarkably stable and remain only a fraction higher than pre-pandemic levels at c.4.1%. Against this background it is not a surprise that wages have continued to rise at a brisk pace, with the latest figure for the annual increase in total pay coming in at 4.9%[5].

Looking ahead to 2022, consensus opinion is that growth will be between 4.5% and 5.1%[6], although these growth estimates will be skewed by the low starting point created by the national lockdowns in early 2021. These relatively modest forecasts continues the low-growth trend we have seen throughout 2021, driven by the normalisation of economic activity.

KEY PERFORMANCE INDICATORS | UK ECONOMY

	Q4 2021		Q1 2021
Economic Growth GDP[7]	e.0.70%	▲	-1.50%
Base Rate[8]	0.25%	▲	0.10%
Inflation CPI[8]	5.40%	▲	0.70%
Unemployment[9]	e.4.10%	▼	4.90%
10 Year Gilt	0.92%	▲	0.73%
FTSE 100	7,372	▲	6,674

UK UNEMPLOYMENT RATE



[1] GDP | ONS | December 2021
[2] Inflation and Price Indices | ONS | December 2021
[3] Political uncertainty and Brexit will slow UK recovery | FT | January 2022
[4] UK Inflation and Interest Rates | HSBC | January 2022
[5] Average weekly earnings in Great Britain | ONS | January 2022
[6] UK Economic Outlook | PWC | January 2022
[7] GDP | ONS | November 2021
[8] UK interest rates | FT | November 2021
[9] Labour Market Overview | ONS | October 2021

UK's economic growth has now recovered to pre-pandemic levels. The positive reaction from the economy is closely linked to the opening up of society supported by increasing immunity to Covid-19.

London Office Market

Occupational Market

Across the Central London office occupational market, after a slow start to the year, which saw take up reach 1.3m sq ft in Q1[1], it was encouraging to see by year end there were clear signs of improvement. Q4 2021's take up reached 3.2m sq ft which surpassed the 10-year average of 3.0m sq ft for the first time in two years[2].

On the supply side, high availability continues to persist across Central London, with over 25m sq ft of office accommodation, as at year end, currently standing vacant and available, well beyond the 10 year average of 15m sq ft. However, the vast majority, 75%, is second-hand space. This has resulted in a worsening vacancy rate to 9%, which since Q4 2019 has more than doubled, from a low point of 4%. The bi-furcation across the Central London office market demonstrates how best in class space continues to outperform secondary space as occupiers look for the best quality and most sustainable office space to provide the best and safest working environment for their staff.

Focussing on the West End, long-term limitations to supply and the prestige of the area may provide some resilience against a weight of tenant offered space coming to the market. The supply of new space in the submarket continues to be constrained with a little over 2.0 million sq ft of known future supply, of which roughly half completed during 2021 with 19.0% of the space already pre-let[3]. Only 13.9% of the space under construction is pre-let, leaving 2 million sq ft available.

This 'space race' for the best in class buildings, especially ones with positive ESG credentials, is creating positive rental growth for prime assets. This, in conjunction with yield compression, is leading to notable capital appreciation for Grade A stock. However, the reverse is also true. Buildings that do not meet the needs of modern occupiers are becoming increasingly obsolete and struggling to let. The gap between the 'best and the rest' in prime central London has never been more stark.

Investment Market

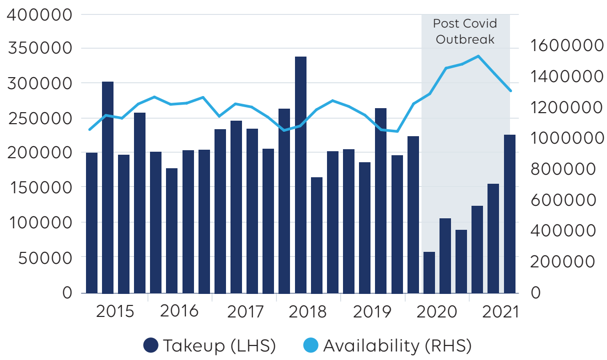
Across the West End investment market, the ever-increasing weight of global capital targeting core assets has driven pricing growth this year. Whilst this has been tempered slightly due to travel restrictions from overseas investors, full year volumes for Central London reached around £14 billion by year end, 50% up on 2020 activity[3]. The strength and depth of bidding, particularly in the West End has been notable and provides confidence in a strong and stable market going into 2022. It is expected that UK commercial property pricing will remain stable with potential further yield compression particularly in prime, core income market segments[4].

Looking ahead, 2022 is expected to be a bumper year for commercial real estate, given the anticipated return of overseas investors to the UK, coupled with a pent-up demand and limited availability of supply.

Key West End Stats [5,6]

	Q4 2021		Q1 2021
Take-up	3.2m sq ft	▲	1.3m sq ft
Availability (Av.)	25.5m sq ft	▼	25.3m sq ft
Under Offers	4.8m sq ft	▲	1.8m sq ft
Vacancy Rate	9.3%	▲	8.9%
Investment	£3.7bn	▲	£1.3bn
Prime NIY	3.25%	▲	3.75%

Core demand and supply indicators [5,6]



[1] CBRE Central London Market Presentation | December 2021
[2] CBRE Central London Office Market Presentation | January 2021
[3] JLL | Central London Office Market | December 2021
[4] Property Week / Colliers | January 2022
[5] CBRE | Central London Office | Q1 2021
[6] CBRE | Central London Office | Q4 2021

Central London Prime Residential Market Overview

At the start of 2021, we commented on the fact that despite the pandemic, the market has shown a substantial resilience in Central London and the UK. This was mainly due, in our view to the seven year 'bear market' coming to its tail end. Additionally, not even something as substantial as the pandemic was able to prolong it. This has continued into 2021, as the market has shown incredible resilience especially in the high-end of properties above the £5,000,000 range. We have seen some of the strongest quarters in sales of these type of homes since the peak of the market in 2014.

Another strong trend that we have seen in the market is that international buyers have been replaced by local owner-occupiers who are looking to upgrade their homes following the fact that the pandemic has brought to the forefront the importance of one's home.

As previously commented, since the market peak in June 2014, the market has substantially shifted from off-plan sales to completed stock. Thus, it is not a surprise that we have had one of our strongest sales quarters to date in Q4 last year as both of our developments will be reaching completion in the next six months. We have seen very strong activity from owners-occupiers who have overtaken the strong demand we have previously witnessed from international buyers.

However, as we navigate our way out of this pandemic and with the reopening of travel in 2022, we expect to have continued interest in both owner-occupiers as well as the return of international cliental.

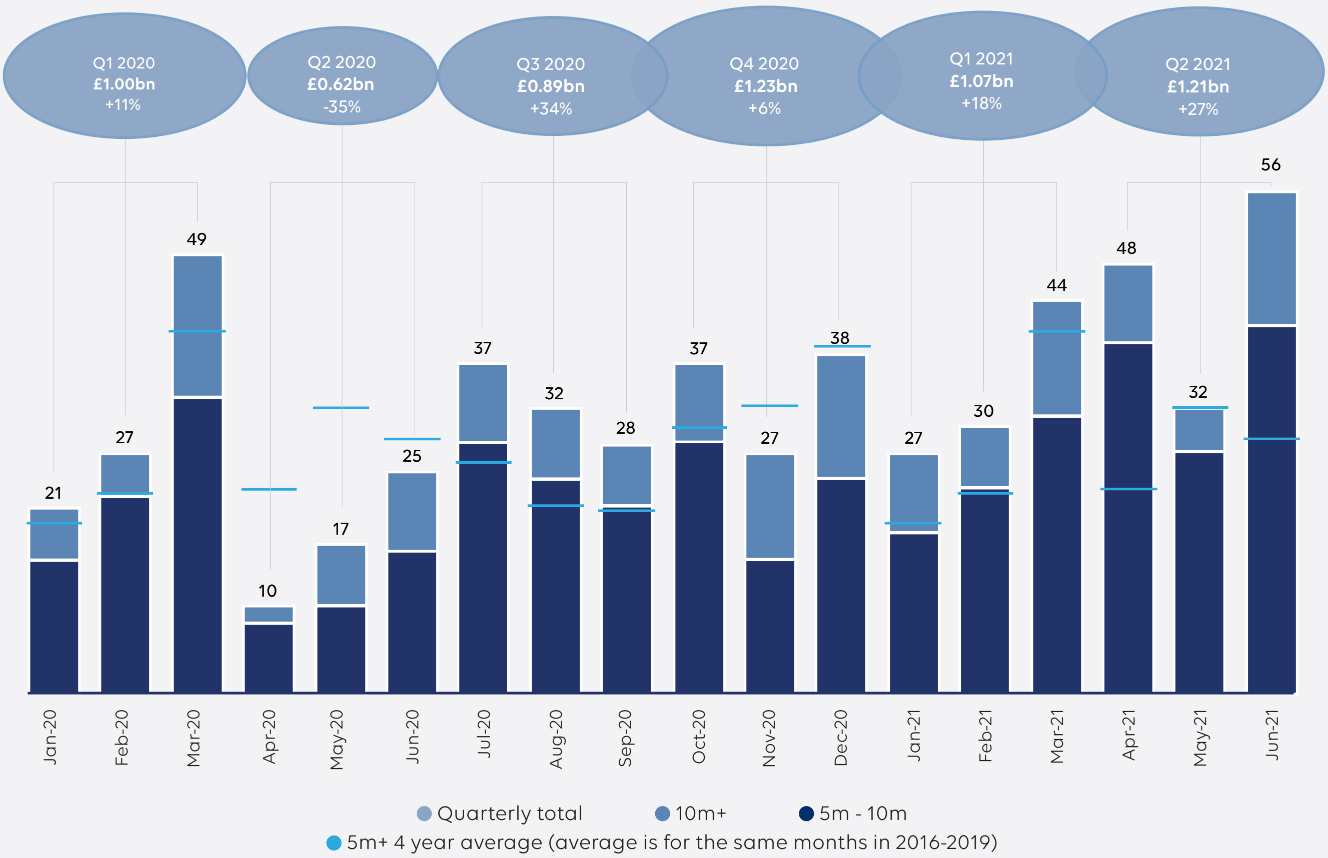
The effect of Brexit and the pandemic on overall activity

There have been many events in the last several years which have affected the real estate market in London. There was a strong rally from the preceding 20 years from 1994-2014 creating stretched valuations. Additionally, we have had three Prime Ministers, Brexit, three hikes of stamp duties, and to cap it all off we have had a major pandemic which we all thought would lengthen the bear market. However, the numbers show that the pandemic has not eroded further pricing. Additionally, while we thought the pandemic would further prolong this bear market, the fact is that we have seen the opposite. We are now seeing stronger underlying activity, more sales of high-end homes, especially in the new build markets, which lets us believe that the bad news is already accounted for in terms of pricing.

London continues to be at the forefront of both owner-occupiers and investors mind when thinking of buying primary secondary homes.

Predictions for the year ahead

With the strong resurgence of inflation, we are predicting that real assets such as real estate, are going to perform very well in the years to come. As we know, real assets are one of the best inflation hedges there are, and we expect there will be a rotation from equities and other asset classes into real estate, hence, further strengthening the market. It should be noted that inflation adjusted pricing of prime central London is at a very similar levels to where it was in September 2009, post the financial crisis.



Source: Savills Research

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 debt business lines.

The investment banking segment provides boutique and traditional investment banking services, securities services as well as a sales & trading platform primarily focused on fixed income, currencies and commodities.

PUBLIC MARKETS

SHUAA Capital has a differentiated and unique public markets platform that invests in publicly listed securities through fund structures, with a focus on Middle East 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 minimizing 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 241% net return compared to 28% total return for the MSCI UAE, 56% total return for the S&P Pan Arab, and 104% total return 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.

SHUAA

GOLDILOCKS

Active Constructivism
Fund Approach

Public Equities
Asset Class

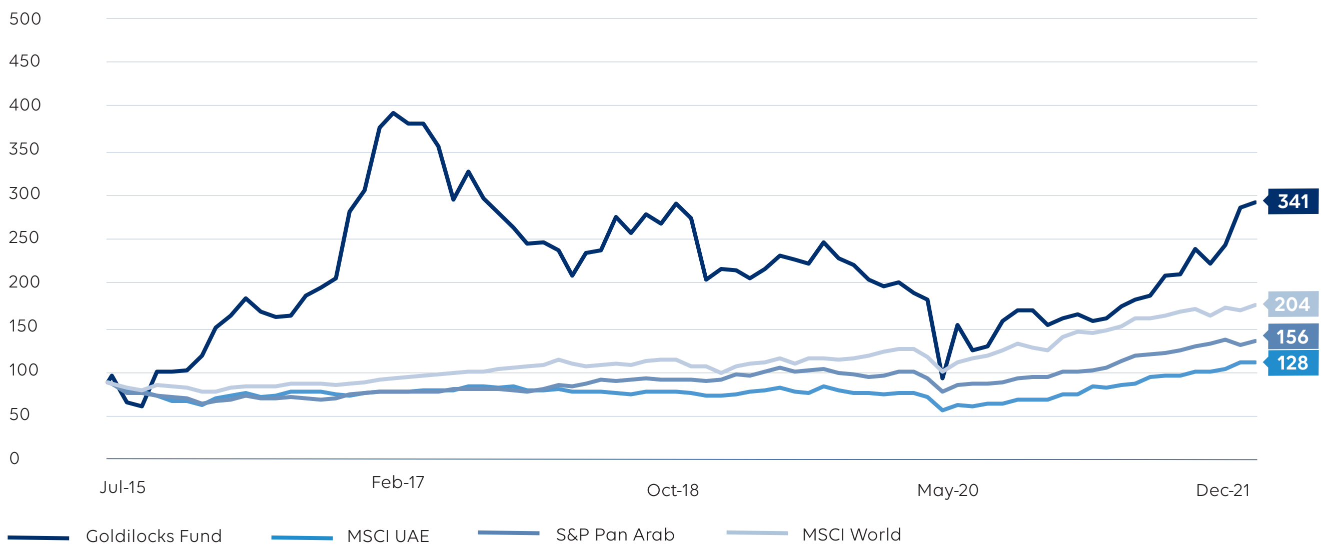
$629 million
Assets Under Management

GCC
Geographic Focus

Open-Ended
Fund Type

241%
Since Inception

Performance Since Inception[1]



Source: SHUAA GMC, Bloomberg
Index – 100: July 21, 2015 to Dec 31, 2021

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.

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.

ICC Fund Platform

SHUAA has established the Incorporated Cell Company ("ICC") fund structure in ADGM to launch differentiated fund strategies under the ICC platform.

SHUAA has launched two funds under the ICC fund structure – Nujoom Balanced Fund ("NBF") and Nujoom Aggressive Fund ("NAF") (the "Funds").

The Funds will offer Investors the opportunity to diversify their holdings into well managed balanced funds with allocation across global Sharia compliant equities and fixed income.

Fundamental bottom-up analysis towards stock picking and selection of sukuk investments with a focus on maintaining a high-quality investment portfolio with a long-term horizon.

ADGM Fund Domicile	**Equities & Sukuk** Asset Class	**Sharia Compliant** Investment
Differentiated Strategies Fund Approach	**Global** Geographic Focus	**$77 million** Assets Under Management

ICC Funds invest in high growth, high quality and significantly undervalued businesses.

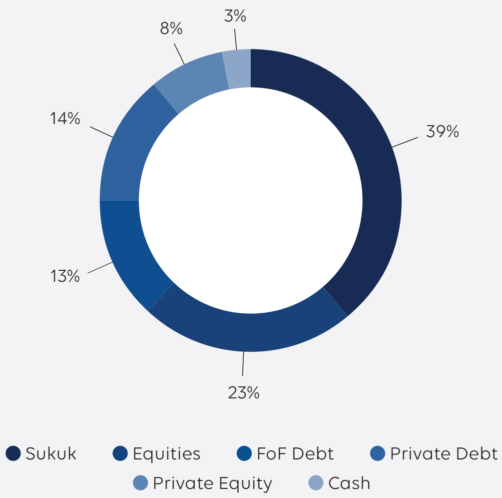
High Growth	High Quality	Significant Value
20-50%	20-50%	20-50%

Investment Themes

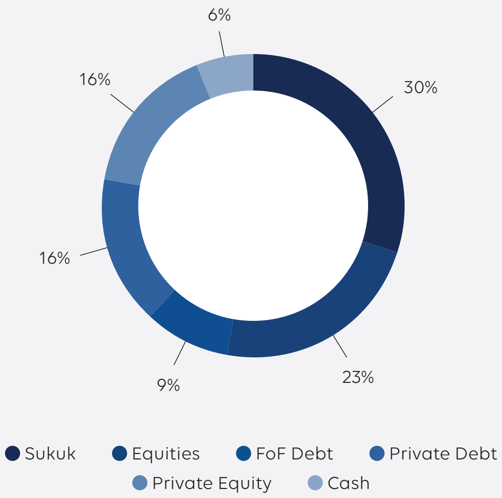
Digital Transformation	• All aspects of business and society will increasingly be conducted online and in the cloud. • Large growth potential for technology and software providers as more industries and businesses digitalize their products and services
Economic Growth	• Economic growth should continue to rebound post pandemic as supply chains ease enabling businesses to meet large pent-up demand. • Whilst the US may slow, fiscal and monetary stimulus will continue in China and Europe, boosting their relative growth prospects
Electrical Vehicles	• All major auto manufacturers have now committed to electrifying their product range. • Opportunities exist across auto makers, parts manufacturers, battery suppliers and technology providers.
Artificial Intelligence	• AI is being used increasingly across industry to enable innovation and greater productivity • AI offers huge potential in the fields of genomics and medical care, autonomous vehicles, robotics and many more
Demographics	• Ageing populations create great opportunities in the fields of pharmaceuticals and biotechnology • Advances in genomics are making possible novel treatments for many of the most common serious diseases.
Consumer Services	• As economies reopen then consumers are likely to begin spending the savings they have accumulated over the pandemic on services. • Leisure, travel and retail are likely to see a strong rebound in demand. Elective medical procedures that were cancelled due to covid should also resume.

ICC Fund Platform

Nujoom Balanced Fund



Nujoom Aggressive Fund



Performance and Metrics

Nujoom Balanced Fund - Performance

Source: SHUAA GMC, Bloomberg
Data as of 31st December 2021, post reinvestment of dividend

Nujoom Aggressive Fund - Performance

Source: SHUAA GMC, Bloomberg
Data as of 31st December 2021, post reinvestment of dividend

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.

SHUAA is an active private equity investor 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.

Growth/Value Investment Approach	**Special Situations** Investment Focus	**Patient Capital**	**Multi-Sector Expertise**

Skycell

Founded in Switzerland in 2012, SkyCell designs and manufactures best in class containers for temperature-controlled transport of pharmaceuticals.

Critical innovations in container design, insulation, and cooling have propelled the company into one of the leading players in the global pharma cold chain.

Skycell is playing a key role in covid vaccine logistics. SHUAA's managed funds invested in Skycell's Series C funding round in 2021.

Anghami

Anghami is the leading music streaming service in the MENA region.

SHUAA's initial investment in early 2021 was part of the latest funding round which saw participation from SHUAA's managed funds and co-investors.

Subsequently, SHUAA was the lead advisor on Anghami's listing via a merger with Vistas Media Acquisition Company (VMAC) which included a PIPE investment of USD 40 million.

SHUAA paved the way for Anghami to successfully begin trading on NASDAQ New York under the ticker symbol "ANGH" on February 04, 2022.

anghami

Stanford Marine Group

Stanford Marine Group (SMG) is a Dubai-based company catering to the offshore oil & gas sector in the GCC, Africa, and SEA region for over 20 years; the company primarily focuses on chartering, building, and repairing Offshore Support Vessels.

SHUAA acquired a majority stake in SMG in a liquidation scenario from Abraaj and a co-investor.

In 2020, SHUAA successfully restructured SMG's balance sheet through a debt buyout deal. The company performed exceptionally in 2021 with group revenues growing by 10% YoY and EBITDA by 55% YoY.

Grandweld

Grandweld is a fully integrated shipyard providing shipbuilding, ship repair, and engineering solutions to serve the offshore and marine industry around the world.

Established in 1984, Grandweld has developed as one of the region's most established and versatile shipyards, providing both quality and value.

NCM Investment

NCM Investment is primarily a trading and CFD platform with operations across Kuwait, Turkey, Jordan and the UAE.

It is a subsidiary of Amwal Investment (previously listed on Boursa Kuwait), of which SHUAA is a majority shareholder.

Qannas Investments Limited

Qannas Investments Limited ("QIL") is a closed-ended fund which invests primarily in public equities, debt and pre-IPO financing. Previously listed on the LSE's AIM, the fund has a value investing approach with a focus on the GCC region.

Qannas Investment Strategy

Asset Class

Equity, 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)

Best practice and differentiated strategies throughout investment and divestment cycle

Robust Investment Process

Deal Flow

↓

Deal Access
Through Proprietary Network

↓

Deal Review
Investment & Risk Assessment

↓

Deal Execution
Underwriting & Balance Sheet

Management & Value Creation

Exit

Investment Strategy

Geography	• MENA • GCC
Sectors	• Technology • Shipping • Insurance • Infrastructure • Financial Services • Real Estate
Investment Types	• Controlling stakes or minority with substantial influence • Special situations

Portfolio Company Management

- Investment & Post-Acquisition Team
- Independent Directors
- Board of Directors
- Specialist & Partner Firms

Value Creation

- Organic Growth
- Add-on Acquisitions
- Balance Sheet & Cost Optimization
- Cash Generation

Multiple Exit Routes

- IPO
- Sale to Financial Buyer
- Sale to Strategic Buyer
- Dividend Recapitalization

Exit Process

Effective Process	• Competitive sale processes • Extensive preparation to maximize value and proceeds
Opportune Timing	• Decision-making based on projected residual values • Consideration of risk factors • Not bound by arbitrary fund timelines
Alignment of Interests	• All parties are incentivized to maximize exit value

REAL ESTATE

Introduction

SHUAA offers a vertically and horizontally integrated, specialized real estate platform across the value chain in many geographies, embracing all strategies along the risk-return spectrum. Following our 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. 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 ~40 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.

Horizontally Integrated

Vertically Integrated

- Origination
- Structuring
- Capital Raising
- Development
- Property Management
- Restructuring
- Exit

Asset Management			Investment Banking
Real Estate Development	Real Estate Asset Management	Real Estate Fund Management	Real Estate Debt and Advisory

Experienced Investment Tea

Dedicated and experienced team across numerous platforms in the GCC and UK regions

Alignment of Interests

SHUAA Capital invests alongside clients ensuring alignment of interest for all parties

Holistic Platform

Integrated platform that covers the whole investment-divestment cycle including asset management, restructuring, financing and exit

Economies of Scale

Given the scale of our real estate investments and relationships with our operating partners we are able to negotiate favourable terms

Robust Processes

Multiple stages and committees conduct extensive evaluation of each investment including suitability for investors

Appropriate Investment Structures

These structures serve to minimize cost and maximize investor returns

~USD11bn
Total Real Estate AUM

12m sq. ft.+
Real Estate Under Management and Development

USD3.6bn+
Value of Real Estate Projects Under Development

USD600m
Real Estate Funds AUM

USD1bn+
Income-Producing Real Estate AUM[1]

[1] Excluding Astrea Asset Management

Best practice and differentiated strategies throughout investment-exit cycle

Robust Investment Process

Property / Development Deal Flow

↓

Deal Access
Through Proprietary Network

↓

Deal Review
Investment & Risk Assessment

↓

Deal Execution
Underwriting & Balance Sheet

Management & Value Creation

Exit

Investment Strategy

Geography	• MENA • GCC
Strategies	• Development • Income Generating
Asset Classes	• Residential • Commercial (Office) • Mixed-Use • Hospitality

Property & Development Management

- Asset Management Team
- Development Team
- Operating Partners
- Property Managers

Value Creation

- Manage Occupancy
- Greenfield Projects
- Increase Income
- Manage Expenses
- Drive Rental Rates
- Landmark Projects

Multiple Exit Routes

- Sale of Houses/Apts within Development
- Sale of Property Portfolio
- Sale to Operators
- Sale of Single Property

Exit Process

Effective Process	• Competitive sale processes • Extensive preparation to maximize value and proceeds • Network of brokers and buyers
Opportune Timing	• Decision-making based on projected residual values of development projects • Consideration of risk factors • Opportunistic divestment to take advantage of property markets
Alignment of Interests	• All parties are incentivized to maximize exit value

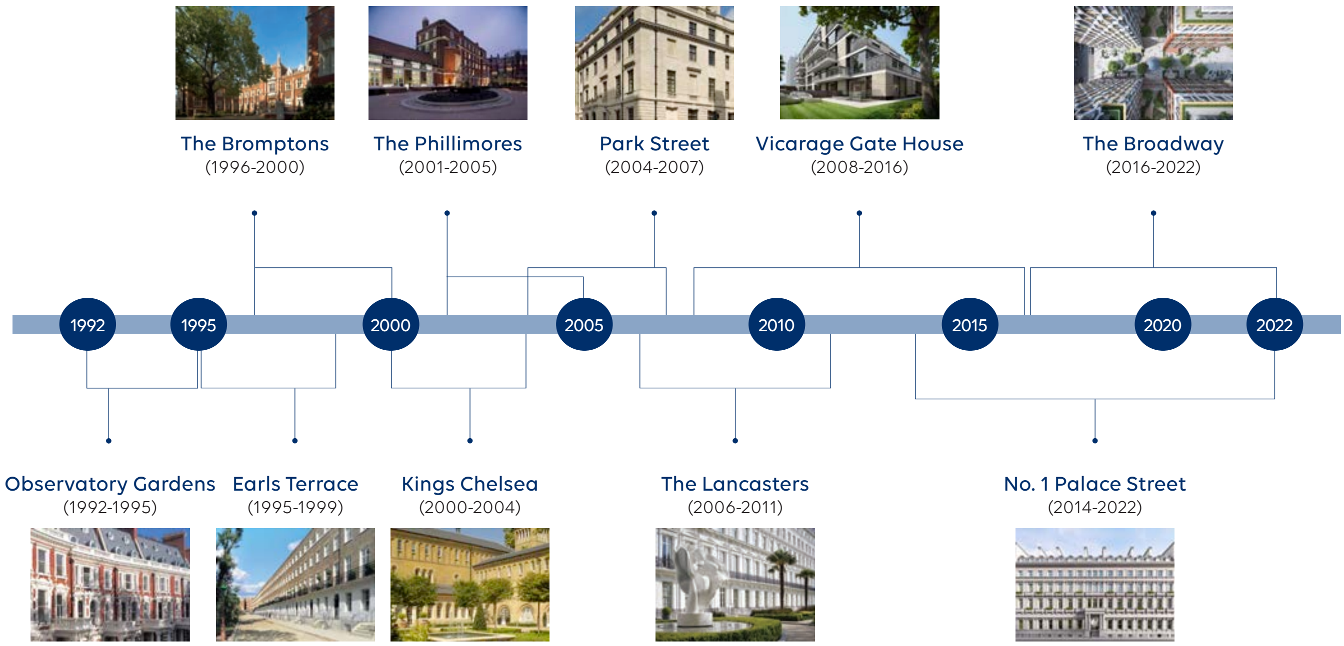
Real Estate Development

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.

10+ Prime Central London Developments	**30-Year +** Track Record	**£1.3 billion +** Gross Development Value Completed	**~£2 billion** Gross Development Value Current Projects	**1,000 +** Apartments & Houses Created

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.)
No. 1 Palace Street	2014-2022	£550m	153,000	£3,594	Under Construction
The Broadway	2016-2022	£1,400m	493,000	£2,839	Under Construction

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

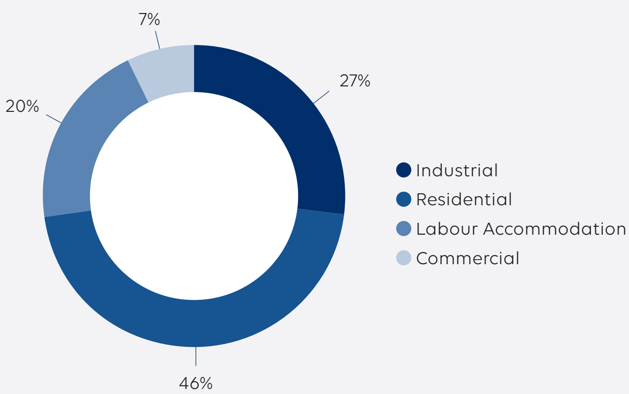
Terra Real Estate, Middle East

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 436,665 square metres (4.7 million square feet).

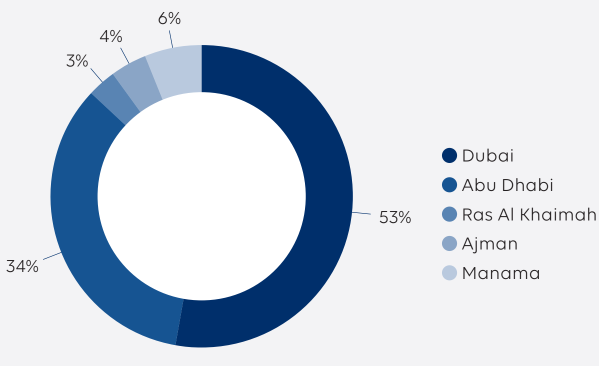
In 2019, Terra acquired a majority stake in Harbour Row Residences, a prime residential development located in the heart of the prestigious Bahrain Financial Harbour. Terra continues to seek similar high-quality assets, both regionally and internationally, to further enhance the portfolio.

Property Type Diversification



[based on GAV]

Geographical Diversification



[based on GAV]

~USD 655m	~4.7m sq. ft.	~90%	5.8%
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.

Multi-Billion Pound
Portfolio

Prime Central London
Geographic Focus

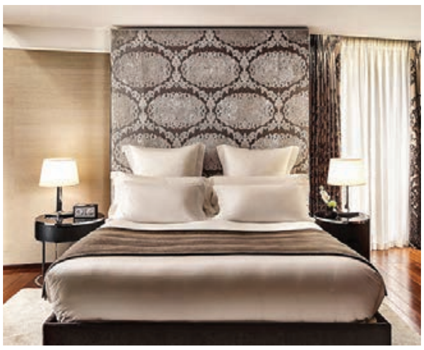
Portfolio Concentration
Geographic Zones[1]

Long-Term
Investment Approach

Active Asset Management
Strategic Approach

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.



[1] Excluding Astrea Asset Management

Real Estate Fund Management

No. 1 Palace Street, London SW1

No. 1 Palace Street, due for completion mid 2022, 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
No. 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
Q2 2022






The Broadway, London SW1

Set for completion at the end of Q2 2022, 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 (3 floors in 2 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

Q2 2022

SHUAA Capital Saudi Arabia (SCSA) manages four regional real estate funds with a total AUM of more than SAR 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

SHUAA

SHUAA Saudi Hospitality Fund I

Hospitality Fund
Regulated by the CMA

SAR 429,927,972

Fund Manager, Developer & Fund Administrator

SHUAA

Jeddah Centro Fund I

Hospitality Fund
Regulated by the CMA

SAR 95,072,172

Fund Manager, Developer & Fund Administrator

SHUAA

Dammam Rayhaan Fund I

Hospitality Fund Regulated by the CMA

SAR 228,399,313

Fund Manager, Developer & Fund Administrator

Geographical Presence

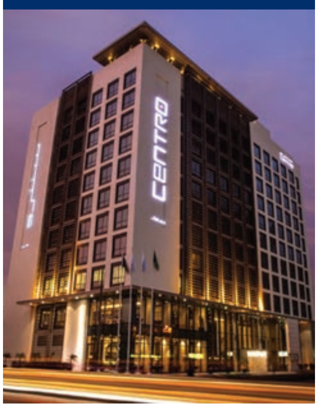
● Primary Market

Select Projects Currently Managed by SCSA

Centro Waha - KSA

Operational
(September 2017)

Centro Shaheen - KSA



Operational
(September 2016)

Dana Rayhaan - KSA

Ready for launching
(September 2022)

Wadi Al-Hada - KSA

Expected Completion
(December 2022)

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 548 units. The compound will be an elegant and highly amenitized 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

Number of Units

548

- Villas 60
- Apartments 488

Net Leasable Area

85,646 sqm

- Apartments 64,960 sqm
- Villas & Townhouses 17,299 sqm
- VVIP Villas 2,335 sqm
- Commercial 1,052 sqm

SHUAA Saudi Hospitality Fund I | Jeddah Centro Fund I | Dammam Rayhaan Fund I

SCSA is the fund manager of these CMA-regulated hospitality funds. The primary investment objective of the funds 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 funds has developed three hotels - Centro Waha Riyadh, Centro Shaheen Jeddah and Dana Rayhaan Dammam.

SHUAA Saudi Hospitality Fund I - Centro Waha Riyadh

Income Generating

The property has been operating with positive EBITDA margins averaging c. 25% per annum 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

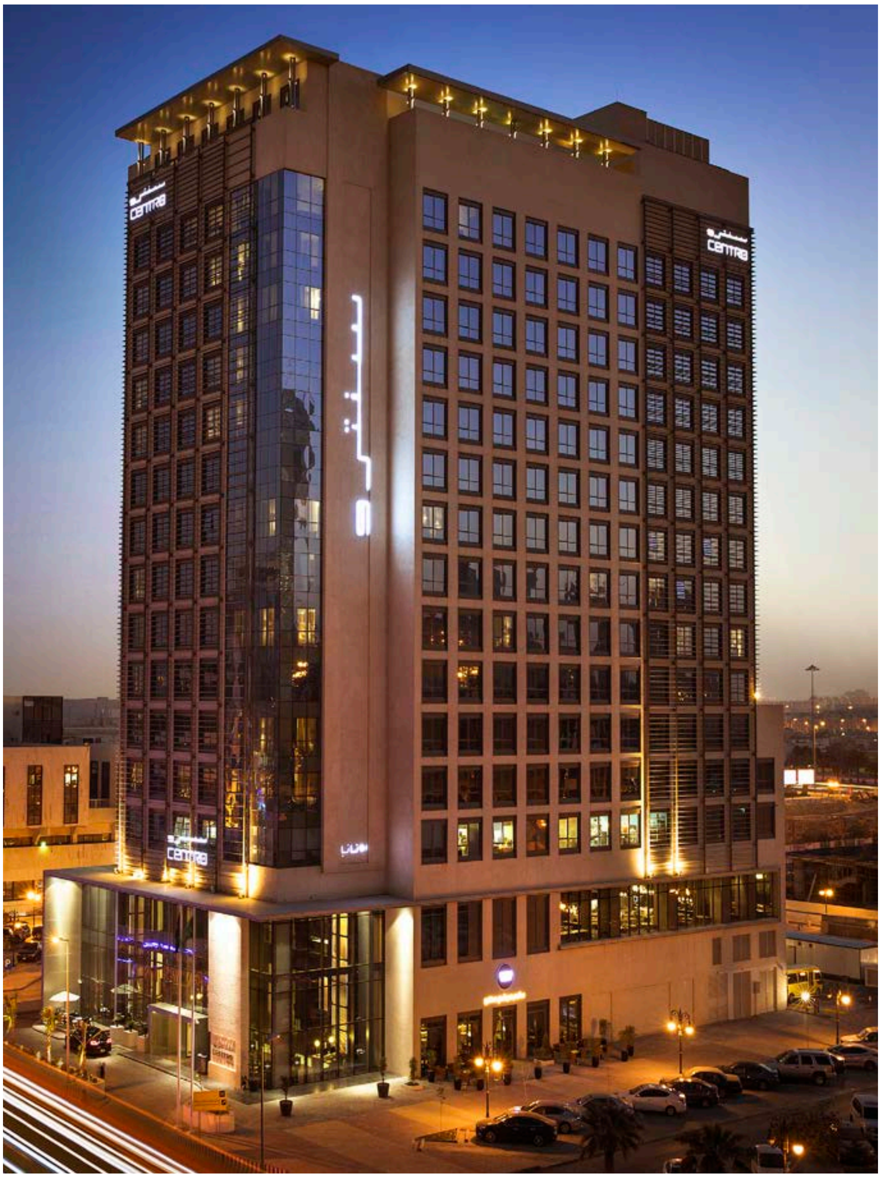
Net Leasable Area

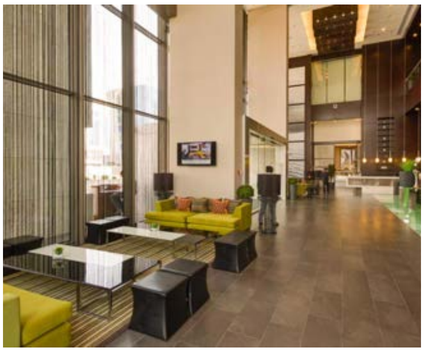
8,368 sqm

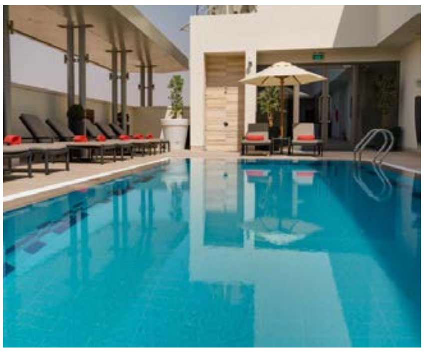
- Rooms 7,539 sqm
- Facilities 829 sqm

Number of Units

290







Jeddah Centro Fund - Centro Shaheen Jeddah

Income Generating

The property has been operating with positive EBITDA margins averaging c. 25% per annum 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

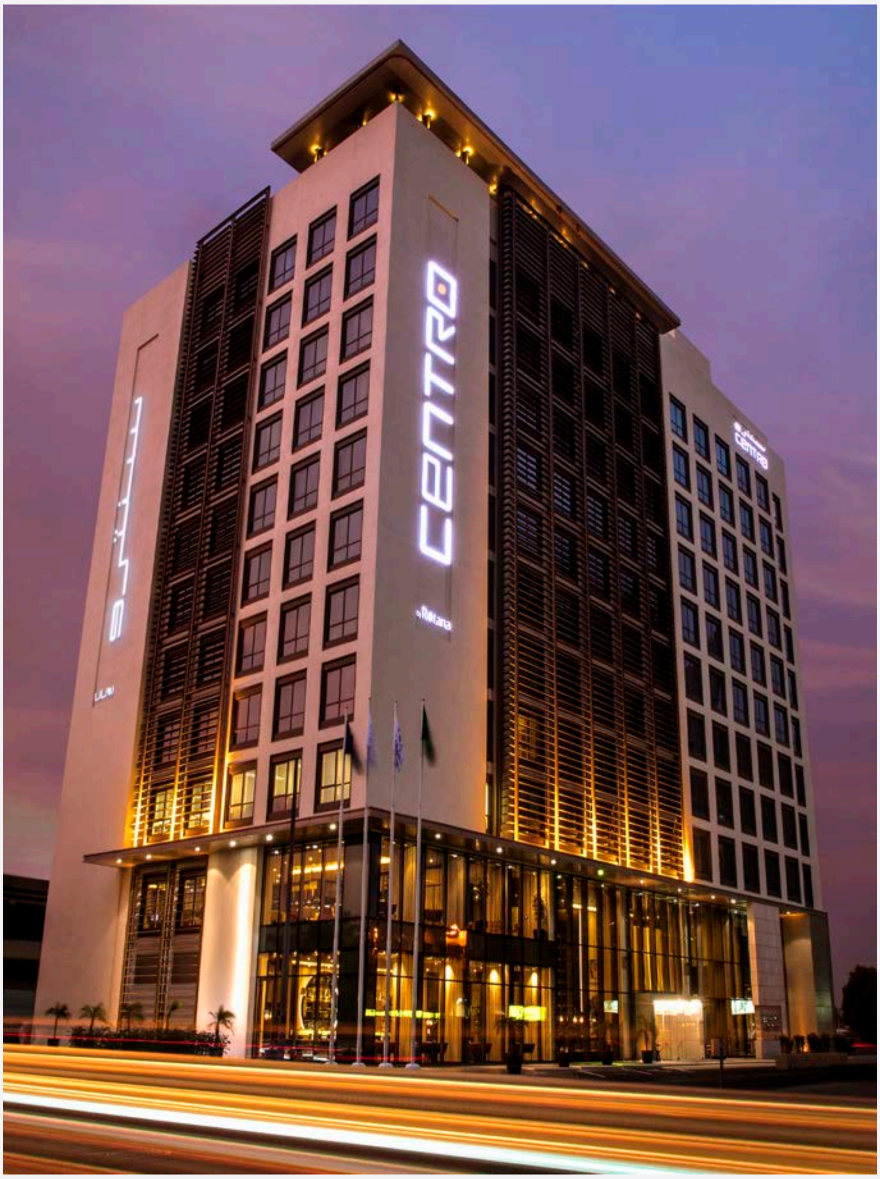
Net Leasable Area

7,126 sqm

- Rooms 6,343 sqm
- Commercial 783 sqm

Number of Units

252



Dammam Rayhaan Fund I - Dana Rayhaan Dammam

Prime Location

Dana Rayhaan is located in the 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 fulfil today's evolution in customer needs.

Project Summary

Land Area

4,338 sqm

Built-up Area

42,140 sqm

Gross Floor Area

21,871 sqm

Net Leasable Area

12,700 sqm

- Rooms 10,680 sqm
- Facilities 2,020 sqm

Number of Units

285

DEBT

Introduction

2021 was a transformational year for the Debt Platform

Following the successful launch and performance of SHUAA Financing Opportunities Fund in 2020, the debt platform has expanded its investment strategy into three principal verticals:

Real estate and asset backed lending	• Deep industry expertise underpins our real estate financing business which provides capital solutions for performing and distressed real estate companies, for both under construction and completed projects
	• We invest across the capital structure (Senior and Mezzanine) and provide flexible solutions which address the borrower's requirements
	• Other asset backed financing includes providing companies with term loans that use accounts receivable, inventory, machinery, equipment as collateral
Venture Debt	• We provide non-dilutive capital, tailor-made for founders looking to drive growth
	• This allows founders to scale up and maintain 100% ownership and control
	• Our average tickets are between USD 10 million - USD 25 million for ventures in the GCC
Alternative Strategies	• We partner with financial institutions in the GCC to acquire or assist with non-performing loan portfolios, focusing on extracting value through our recovery and debt servicing team
	• The portfolios consist of a diverse spectrum of loans including SME and other corporate loans, real estate and other asset financing
	• Our strategy also supports distressed companies to solve existing capital structure difficulties through offering capital solutions

2021 MENA Venture Debt Sentiment Report

In 2021, over $2.0 billion was invested in the GCC start-up ecosystem, $267m of which was in the form of venture debt, a 3.2x year on year increase. Venture debt has started to emerge as a funding alternative and complementary source of capital for these high-growth technology enabled companies which used to rely solely on equity as a source to fund their businesses.

At SHUAA we are committed to be at the forefront of the latest market trends and engineer cutting-edge investment solutions for our clients and stakeholders. As part of our leading Private Debt practice in the region, we have collaborated with MAGNiTT to present some insights on regional venture debt.

https://bit.ly/shuaa-vd-21

Select Case Study – Pure Harvest

SHUAA Capital successfully led and invested in the USD 50 million sukuk issued by Pure Harvest Smart Farms, as a flagship transaction in its venture debt strategy.

Pure Harvest

Pure Harvest ("PH") was founded in 2016 in the UAE as a high-tech agriculture start-up, focused on the year-round production of healthy, tasty & sustainable fresh fruits and vegetables sold at lower cost to imports

The primary activities of the Company are design, development, construction, operation and distribution / sales directly to businesses and retailers

Its first proof of concept growing system in the UAE was completed in August 2018, and has been generating revenue since November 2018 through direct sales into retailers and wholesalers.

Pure Harvest

Pure HARVEST SMART FARMS

Sukuk offering of senior secured notes

USD 50,000,000

Lead Arranger

March 2021

Transaction Overview

The USD 50 million was to fully fund the completion of two full-scale projects in the UAE and KSA supported by strong strategic partners

SHUAA's Role

- Off-market transaction directly **originated** through SHUAA's network
- **Negotiated** attractive minimum returns and upside sharing through embedded warrants
- Using in-house expertise **structured** Sukuk Ijara / Murabaha secured against the real assets of the Company
- **First transaction** in the Middle East where an early-stage business has been able to secure venture debt funding from capital markets
- **Ongoing interactio**n with Pure Harvest in key strategic developments through board representation

INVESTMENT BANKING

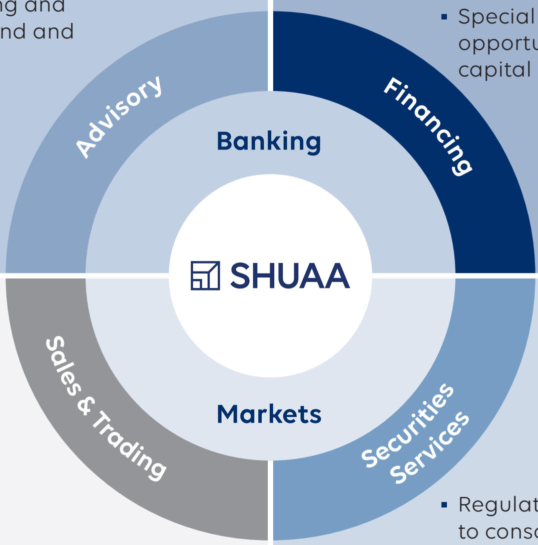
Introduction

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; provides advice on mergers, acquisitions and disposals; and underwrites equity and debt capital market transactions. This is complemented by our sales and trading platform, 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.

Over the last 3 years our team has delivered in excess of USD 3billion in transactions across a full spectrum of capital raising and advisory deals

- 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)

- Originate investments across the capital structure, from senior bank debt, subordinated debt, opportunistic credit and equity co-investments
- Source and provide financing for leveraged buyouts, recapitalizations and acquisitions, for sponsors and corporates, across a broad range of industries
- Special situations and event driven opportunities requiring transitionary capital to a range of corporates



- Equities and fixed income trading
- 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

- Regulated platform allowing clients to consolidate all their regional and international investments and trading under one account to trade seamlessly across multiple markets and asset classes
- 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

Investment Banking 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.

Investment Banking

Advisory

Stanford Marine Group	Undisclosed	Anghami	Dubai Parks and Resorts PJSC	PAL Cooling Holding LLC
on its acquisition of Allianz Middle East Shipping	on its PIPE Investment for the merger between alvotech OAKTREE	on its merger with VISTAS MEDIA ACQUISITION COMPANY	Debt buyout offer from MERAAS	on its merger with International Holdings Company
Undisclosed Value	**USD 154,000,000**	**USD 220,000,000**	**USD 1,170,000,000**	**USD 700,000,000**
Buyside Advisor	Advisor PIPE Financing	Advisor PIPE Financing	Financial Advisor	Sole Financial Advisor
January 2022	December 2021	March 2021	January 2021	February 2019

Financing

Pure Harvest	SHUAA Capital psc	GFH Financial Group	The First Group	Jabal Omar Development Company
Sukuk offering of senior secured notes	Bond offering of senior secured notes	Sukuk offering of senior secured notes	Sukuk offering of senior secured notes	Sukuk offering unsecured notes
USD 50,000,000	**USD 150,000,000**	**USD 300,000,000**	**USD 135,000,000**	**USD 135,000,000**
Lead Arranger	Joint Lead Manager	Joint Lead Manager	Lead Manager	Lead Arranger
March 2021	October 2020	January 2020	August 2019	November 2018

SHUAA's investment banking segment remains highly active delivering transactions across DCM and ECM including the first ever listing of an Arab technology company on Nasdaq in the US (Anghami).

Corporate restructuring solutions, as well as providing free advisory services and financial packages to small and medium enterprises (SMEs).

The year ahead will see SHUAA continuing to focus on similar activities. We recently advised on an acquisition in the offshore marine services industry and are working towards launching special purpose acquisition vehicles targeting tech-enabled companies in the MENA region

SHUAA also acted as lead arranger for Pure Harvest's USD 50 million Sukuk in March 2021.

Given 2022's continued economic challenges and changing market dynamics, our ambition is to be the leading provider of structuring and financing solutions to our clients.

Note: The above showcases our most recent mandates and transactions

Select Case Study – Anghami

SHUAA Capital acted as Sole Financial Advisor to Anghami on its merger with Vistas Media Acquisition Company on the Nasdaq New York.

About Anghami

Anghami is the leading digital music entertainment technology platform in the Middle East and North Africa, with the largest catalogue comprising of more than 57 million songs available for more than 70 million users.

Launched in 2012, Anghami was the first music-streaming platform in MENA. In digitizing the region's music, it has become the best-known and best-loved brand in music streaming in MENA. Anghami features music from the major International labels such as Universal, Sony, Warner and is continuously licensing new content.

Headquartered in Abu Dhabi, it has offices in Beirut, Dubai, Cairo and Riyadh and operates in 16 countries across MENA. It is the only service available in English, Arabic and French, and remains close to its customer base, not only thanks to its pan-regional presence but also via the 56 million user data points it generates every day.

Anghami

Sole Financial Advisor and Global Underwriter to the Shareholders of

anghami

on its merger with

Vistas Media Acquisition Company Inc

VISTAS MEDIA ACQUISITION COMPANY

USD 220,000,000

Advisor PIPE Financing

SHUAA

March 2021

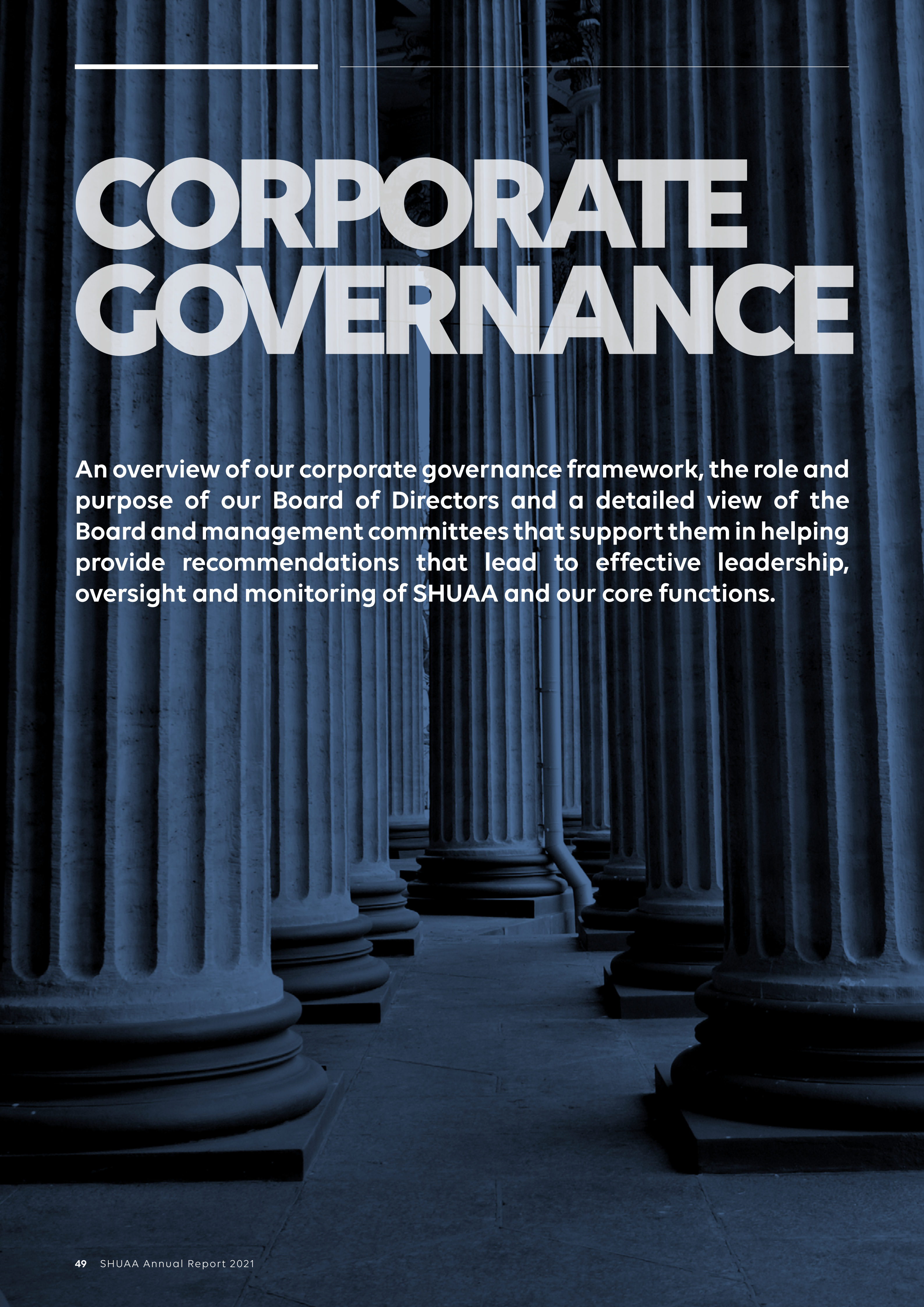
Transaction Overview

Anghami became one of the first Arab technology companies to list on NASDAQ New York via a merger with Vistas Media Acquisition Company Inc. (NASDAQ: VMAC), a publicly traded special purpose acquisition company that raised $100 million in its August 2020 initial public offering.

The transaction implies an initial pro-forma enterprise valuation of approximately $220 million, or 2.5x 2022 estimated revenues.

SHUAA's Role

- Took lead advisory role in coordinating the overall process and managed the transaction timeline.
- Acted as interface between management/shareholders and other advisors (legal, due diligence providers, valuation, etc.).
- Led discussions with regulators and guided the company through regulatory requirements.
- Assisted in negotiations on transaction documents and advised on financial commercial terms.
- SHUAA also gathered commitments of a combined $40 million ($30 million from SHUAA and $10 million from Vistas Media Capital) in PIPE financing.
- SHUAA previously led a funding round for Anghami prior to the merger.



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 instil 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 while 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 while 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 securities and commodities' listing regulations. Additionally, article 36 of the Securities and Commodities Authority ("SCA") 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 both for themselves, their spouses and children.

The below table demonstrates the shares owned by current members of the Board of Directors, their spouses and children, and any trading on SHUAA shares during 2021:

Name	Position/Kinship	Shares Held as of 31/12/2021	Total Selling	Total Buying
Fadhel Al Ali	Chairman	nil	-	-
Ahmed Binbraik	Vice Chairman	29,822	-	-
	Son	33,000	-	-
Christopher Ward	Board Member	nil	-	-

Murshed Alredaini	Board Member	nil	-	-
Badr Al-Olama	Board Member (Elected on 22/04/2021)	nil	-	-
Lamis Al Hashimy	Board Member (Elected on 22/04/2021)	nil	-	-
Maha AlQattan	Board Member (Elected on 22/04/2021)	700,000	-	700,000 on 29/08/2021

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 of the Board

The Board is responsible for ensuring leadership through effective oversight and monitoring while 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, while 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 while realizing 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 recognizes the importance of its role in setting the tone of the Company's culture while embedding it throughout the Group. The Board is committed to instil 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 while 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.

Board of Director Composition

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

Name of Director	Position	Nature of Membership	Period for occupying a seat on the board
Current Board Members			
Fadhel Al Ali	Chairman	Non-Executive, Independent	Appointed: 10.06.2019 as Director Elected: 11.07.2019 as Chairman Re-elected 29.04.2021 as Chairman
Ahmed Bin Braik	Vice Chairman	Non-Executive, Independent	Appointed: 19.12.2016 Re-elected 07.03.2018 as Vice Chairman Re-elected 29.04.2021 as Vice Chairman
Christopher Ward	Director	Non-Executive, Independent	Appointed 27.04.2020 Re-elected on 22.04.2021
Murshed Alredaini	Director	Non-Executive, Independent	Appointed 09.11.2020 Re-elected on 22.04.2021
Badr Al-Olama	Director	Non-Executive, Independent	Elected on 22.04.2021

Badr Al-Olama	Director	Non-Executive, Independent	Elected on 22.04.2021
Lamis Al Hashimy	Director	Non-Executive, Independent	Elected on 22.04.2021
Maha AlQattan	Director	Non-Executive, Independent	Elected on 22.04.2021
Resigned Directors			
HE Abubaker Al Khoori	Director	Non-Executive, Independent	15.01.2020 to 01.02.2021
Masood Mahmood	Director	Non-Executive, Independent	08.08.2019 to 06.03.2021
H.E. Hafsa Al Ulama	Director	Non-Executive, Independent	04.11.2019 to 06.03.2021

*Board of Directors' experience, qualifications and membership in other shareholding companies is highlighted in the below sections.

Membership of Board Directors in other shareholding companies and supervisory, governmental or significant commercial positions

Name of Director	Company name	Position
Fadhel Alali	Dubai Financial Services Authority	Chairman
	Abu Dhabi Developmental Holding Co.	Board Member
Ahmed Bin Braik	-	-
Christopher Ward	Qannas Investment Ltd	Chairman
Murshed Alredaini	-	-
Badr Al-Olama	Emirates Post Group	Chairman
	YAS Holding	Board Member
	Oumolat Security Printing	Board Member
	Al Yah Satellite Communications Company	Board Member
Lamis Al Hashimy	N.A.	N.A.
Maha AlQattan	Anghami Inc	Board Member

Female representation in the Board of Directors for the year 2021

Ms. Lamis Al Hashimy and Ms. Maha AlQattan were elected by the shareholders at the Company's Assembly General Meeting on 22 April 2021 as Non-Executive Board Members for the period ending 21 April 2024.

Board Remuneration

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 2021 and recommended to be paid in 2022, are as follows:

Remuneration	AED
Remuneration for 2020 (paid in 2021)	AED 4,457,260
Remuneration proposed for 2021 (to be paid in 2022 after the shareholders' approval at the AGM)	AED 4,500,000

Members of the Board of Directors did not receive any allowances, salaries or fees apart from their annual remunerations.

Allowances for attending the meetings of Board committees during 2021 are as follows:

Name of member	Allowances for attending the BOD Committees		
	Name of Committee	Number of Meetings Attended	Allowance Amount
Ahmed Bin Braik	Audit and Risk	5	Nil
	Nomination & Remuneration	2	Nil
Christopher Ward	Audit & Compliance	5	Nil
	Risk	4	Nil
	Investment	4	Nil
Murshed Alredaini	Risk	3	Nil
	Investment	4	Nil
Lamis Al Hashimy	Audit & Compliance	3	Nil
	Risk	3	Nil
	Investment	3	Nil
Badr Al-Olama	Risk	3	Nil
	Investment	3	Nil
	Nomination & Remuneration	1	Nil
Maha AlQattan	Audit & Compliance	3	Nil
	Nomination & Remuneration	1	Nil
Resigned Directors			
HE Hafsa Al Ulama	Nomination & Remuneration	1	Nil
Masood Mahmood	Nomination & Remuneration	1	Nil
	Investment	1	Nil
H.E. Abubaker Al Khoori	Audit & Compliance	0	Nil
	Risk	0	Nil

Meetings of the Board of Directors during 2021:

	Date of the Meeting	Number of Attendees	Number of Attendances by Proxy	Names of Absent Members
1	14 February 2021	5/7	1	1 vacancy
2	10 March 2021	6/7	0	1 vacancy
3	9 May 2021	7/7	0	-
4	11 August 2021	7/7	0	-
5	10 November 2021	7/7	0	-

Number of Board resolutions taken by circulation during 2021:

	Dates	Number of Resolutions by Circulation
1	11 January	2
2	4 March	3
3	31 March	1
4	20 April	1
5	29 April	3
6	29 June	2
7	26 July	1
8	6 September	1
9	30 September	1
10	18 November	1
11	30 December	5

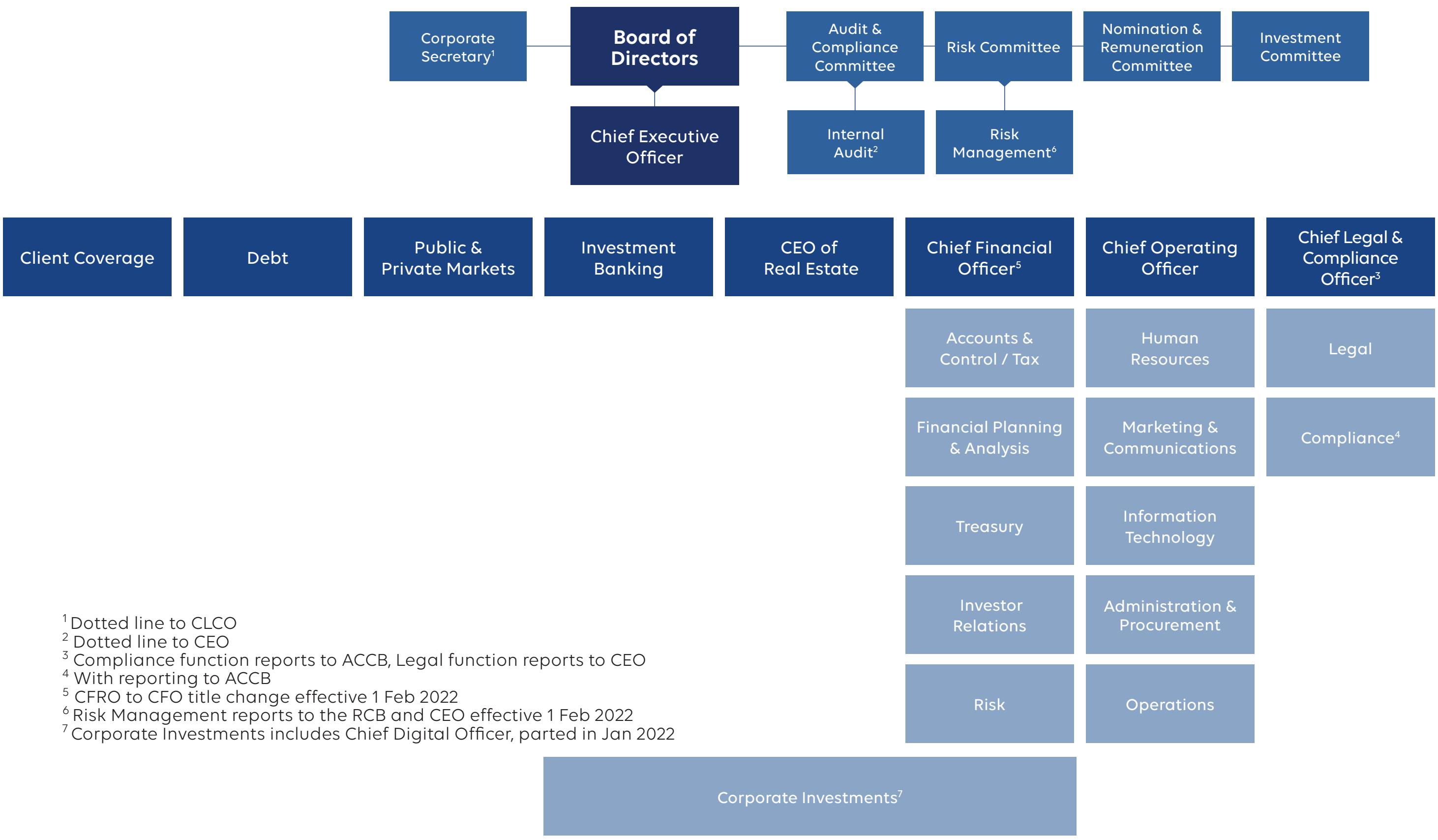
Duties and Functions Assigned to Executive Management

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	***Jassim Alseddiqi***	Delegation of authority to run the day-to-day business of the Company and Subsidiaries and to represent them before necessary regulators, authorities and other entities.	The POA is renewed every three years, and will be valid for that time unless revoked by the Board after which it will cease to have any legal effect.

HQ Organization Structure



[1] Dotted line to CLCO
[2] Dotted line to CEO
[3] Compliance function reports to ACCB, Legal function reports to CEO
[4] With reporting to ACCB
[5] CFRO to CFO title change effective 1 Feb 2022
[6] Risk Management reports to the RCB and CEO effective 1 Feb 2022
[7] Corporate Investments includes Chief Digital Officer, parted in Jan 2022

Executive Management Salaries and Payouts

	Position	Joining date *	Aggregate Salaries and allowances paid for 2021 (AED in Million)	Aggregate Bonuses paid for 2021** (AED in Million)	Any other Bonuses (cash/ in kind) due in future
1	Chief Executive Officer	09/01/2011	4.1	4.4	N.A.
2	Chief Operating Officer	12/04/2015	1.7	0.9	N.A.
3	Chief Financial & Risk Officer	03/01/2018	1.9	0.9	N.A.
4	Chief Legal & Compliance Officer	13/07/2014	1.5	0.9	N.A.
5	CEO Real Estate	14/02/2021	1.5	0.9	N.A.

* Date of joining ADFG. The mentioned executives were appointed under SHUAA post-merger with ADFG as per SHUAA market disclosure on October 7th, 2019.
**Will be paid in April 2022

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 2021.

4. Auditors

External Auditor

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 organizations and individuals create the value they're looking for, by delivering quality in assurance, tax and advisory services.

Name of Audit Firm	PricewaterhouseCoopers
Number of years served as an external audit firm for the Company	2 years 9 months (since July 2019)
Name of the Audit Partner	Rami Sarhan
Number of years served as Audit Partner for the Company	2 years 9 months (since July 2019)
Total fees for auditing the financial statements of 2021	AED 1,490,231
The fees and costs of the special services other than the auditing of the financial statements in 2021	AED 661,005
The details and nature of other services provided by the Company's Audit Firm	Due Diligence Services and Tax advisory services
Other services performed by audit firms other than the Company's auditors in 2021	Deloitte & Touche (ME) – Accounting Advisory and Support Services Grant Thornton - VAT Advisory Services Ernst & Young Middle East – Accounting Advisory and Support Services Mazars – Accounting Support Services

PWC reviewed interim consolidated financial information for the quarters ended 31 March 2021, 30 June 2021, 30 September 2021 and audited annual consolidated financial statements for financial year ended 31 December 2021 and did not make any Qualified Opinion.

The scope of the audit for the 2021 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 2021 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 of the Board

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.

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	5/5
Christopher Ward	Member	Non-Executive, Independent	Appointed on 27.04.2020	5/5
Lamis Al Hashimy	Member	Non-Executive, Independent	Appointed on 22.04.2021	3/5*
Maha AlQattan	Member	Non-Executive, Independent	Appointed on 22.04.2021	3/5*
Resigned Members				
H.E. Abubaker Al Khoori	Member	Non-Executive, Independent	Appointed on 13.02.2020 Resigned on 01.02.2021	0/5*

* equaling the number of meetings held during their tenure in 2021

ACCB meetings

The meetings held during 2021 are as follows:
- 14 February
- 10 March
- 9 May
- 11 August
- 10 November

6. Nomination & Remuneration Committee of the Board

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 while 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.

Ms. Maha AlQattan 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
Maha AlQattan	Chairperson	Non-Executive, Independent	Appointed on 22.04.2021	2
Ahmed Bin Braik	Member	Non-Executive, Independent	Appointed on 02.01.2017	2
Badr Al-Olama	Member	Non-Executive, Independent	Appointed on 22.04.2021	2
Resigned Members				
H.E. Hafsa Al Ulama	Chairperson	Non-Executive, Independent	Appointed on 14.11.2019 Term ended on 06.03.2021	1/2*
Masood Mahmood	Member	Non-Executive, Independent	Appointed on 14.11.2019 Term ended on 06.03.2021	1/2*

* equalling the number of meetings held during their tenure in 2021

NRCB meetings

The NRCB meetings held during 2021 are as follows:

- 9 March
- 8 November

7. Other Board Committees

The other Board committee are as follows:

Risk Committee of the Board

The main duties of the Risk Committee of the Board (RCB) are to:

a) Define the corporate risk appetite within the corporate strategy across market, credit and liquidity risk and recommend limits and rules to the Board;

b) Review the Company's current exposure to the market, credit and liquidity risk and recommend actions to the Board;

c) Assess non-operational risks such as reputational risk and strategic risk and raise any concerns to the Board and make recommendations as required;

d) Oversee the Company's processes and policies for managing risk and the balance sheet and make recommendations to the Board as required.

e) Review operational risk and internal control weaknesses accepted by management and make recommendations to management or the Board as required;

f) Review the effectiveness of the Company's operational risk management and internal control frameworks; and

g) Review the operational risks identified by management as high risk and determine whether additional action is required over and above that agreed by management;

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

RCB structure and composition:

Name of Member	Designation	Nature of Membership	Appointment/ Resignation date	Meeting Attendance
Christopher Ward	Chairman	Non-Executive, Independent	Appointed on 15.01.2020	6

Murshed Alredaini	Member	Non-Executive, Independent	Appointed on 11.11.2020	3/4
Badr Al-Olama	Member	Non-Executive, Independent	Appointed on 22.04.2021	3/4*
Lamis Al Hashimy	Member	Non-Executive, Independent	Appointed on 22.04.2021	3/4*
Resigned Members				
H.E. Abubaker Al Khoori	Member	Non-Executive, Independent	Appointed on 13.05.2020 Resigned on 01.02.2021	0/4*

* equalling the number of meetings held during their tenure in 2021

RCB meetings

The RCB meetings held during 2021 are as follows:
- 9 March
- 5 May
- 4 August
- 3 November

Investment Committee of the Board

The main duties of the Investment Committee of the Board (ICB) are to:

a) Oversee, direct and review the management of the Company's investment portfolio in accordance with the investment strategy and guidelines proposed by this Committee, and reviewed and approved by the Board, and within approved Risk Limits;

b) Review and approve as authorized by the Board proprietary investment opportunities and related decisions (either entry or exit) proposed by Investment Management Committee (within approved limits), providing a forum to discuss and debate the merits and risks of a particular investment;

c) Review transactions with the Company that appear to have a related-party nature, managing conflict of interest and submitting recommendations concerning such transactions to the Board before proceeding in engaging in these related transactions following recommendations from ACCB and RCB;

d) As part of the regular investment monitoring, valuations and exit strategies should be discussed and formally recommended for approval to the Board;

e) The Committee will recommend changes to the investment strategy and guidelines as appropriate and recommend for approval to the Board; and;

f) The Committee will review and oversee the Company's investment policies and guidelines, at least annually;

Mr. Badr Al-Olama is the Chairman of the ICB and he acknowledges his responsibility for the committee affairs, review of its mechanism and ensuring its effectiveness.

ICB structure and composition:

Name of Member	Designation	Nature of Membership	Appointment / Resignation date	Meeting Attendance
Badr Al-Olama	Chairman	Non-Executive, Independent	Appointed on 22.04.2021	3/4*
Christopher Ward	Member	Non-Executive, Independent	Appointed on 13.05.2020	4/4
Murshed Alredaini	Member	Non-Executive, Independent	Appointed on 09.11.2020	4/4
Lamis Al Hashimy	Member	Non-Executive, Independent	Appointed on 22.04.2021	3/4*
Resigned Members				
Masood Mahmood	Chairman	Non-Executive, Independent	Appointed on 14.11.2019 Term ended on 06.03.2021	2

* equalling the number of meetings held during their tenure in 2021.

ICB meetings

The ICB meetings held during 2021 are as follows:

- 7 March
- 4 May
- 2 August
- 2 November

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.

Bachir Nawar is the Chief Compliance Officer and he acknowledges his responsibility for the Compliance department's affairs, review of its mechanism and ensuring its effectiveness.

Members of the Compliance department are:

- Bachir Nawar Chief Legal & Compliance Officer
- Islam Mahrous – VP Compliance & MLRO
- Jatin Shah - Compliance Manager & MLRO
- Khaled Fenoon – Compliance Associate

The Compliance department has performed, among other things, the following duties during 2021:

- 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 while adhering to appropriate and proper governance standards. The committees are the Assets & Liabilities Committee (ALCO), 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.

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	• Bechara Raad (Chairman) • Bachir Nawar • Joachim Mueller • Ziad Mansour • Adrian Merchant (Secretary) (removed June 2021) • Mohammed Bishara (Secretary) (added June 2021)	1. 18 January (4/4) 2. 17 March (4/4) 3. 21 April (4/4) 4. 19 May (4/4) 5. 16 June (3/4) 6. 15 September (4/4) 7. 27 October (4/4) 8. 15 December (4/4)
Assets & Liabilities Committee (ALCO)	To optimize the return on corporate capital and control the balance sheet based on requirements approved by the Board	• Joachim Mueller (Chairman) • Fawad Tariq Khan (Member) • TC Yu (Member and Secretary) • Adil Mustafa (non-voting member) (removed July 2021	1. 21 February (4/4) 2. 5 May (3/4) 3. 2 August (3/3) 4. 1 November (3/3)
Investment Management Committee (IMC)	To discuss and review the practice of the investment management activity	• Jassim Alseddiqi (Chairman) • Bachir Nawar • Fawad Tariq Khan • Joachim Mueller • Ajit Joshi • Natasha Hannoun • Walid El Hindi (added June 2021) • Rehan Pathan (added Sep 2021) • Neeraj Singhania (Secretary)	1. 26 January (6/6) 2. 28 March (5/6) 3. 27 September (6/7) 4. 3 October (6/8)

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 recognizes 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 of Authority's Board of Directors' Decision no. (3 of 2020) concerning Approval of Joint Stock Companies Governance Guide, and that no material irregularity has occurred during the course of 2021. In all cases, the Internal Control system deals with any issues facing the company while 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.

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

Compliance, Risk and Internal Audit departments reports on a quarterly basis to the Board of Directors through the ACCB/RCB.

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. With 20 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, Bachir specializes in implementing portfolio turn-around strategies. Bachir holds an LLB from Saint Joseph University, Beirut, Lebanon.

Compliance Officer

Islam Mahrous is the Vice President for the Compliance and AML department. He has over 14 years of experience in the financial services sector and compliance advisory across the UAE and Egypt.

Islam 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. Islam holds a BSc (Hons) in Auditing and Accounting from Cairo University, 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. Olivier was also the Head of Internal Audit for State Street Banque France, a function he established in 2008. Prior to State Street, Olivier was at Deloitte Luxembourg, where he led various audit assurance projects for large investment funds and private banks. Olivier 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).

Chief Risk Officer

Joachim Mueller is the Chief Financial Officer responsible for driving operational excellence across the Group's Finance, Treasury, Tax, and Investor Relations functions as well as for providing budgeting, decision-making and reporting support to the Group's portfolio companies. In his capacity as interim Chief Risk Officer, he is responsible for identifying, analysing and mitigating company risk as well as developing and improving the Group's risk management framework.

Joachim has more than 20 years of international experience across Investment Banking and Finance. Prior to joining the Group, Joachim held several senior positions at Deutsche Bank in Frankfurt and London, including CFO for EMEA and Group Head of Investor Relations. Earlier, Joachim was a top ranked sell-side equity research analyst at JP Morgan, HSBC and Credit Agricole Cheuvreux in London and Frankfurt.

Joachim holds an MSc in Investment Management from Cass Business School London, and Bachelor degrees in European Business Studies 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.

Joachim held the position of Chief Risk Officer from May 2020 until January 2022.

Head of Risk Management

Shabana Osmani is the Head of Risk Management, responsible for developing and maintaining the enterprise-wide risk management framework for the Group, increasing transparency and visibility on risk profiles and incorporating risk intelligence into business decision making.

Shabana has over 18 years of experience in the Financial Services industry. Prior to joining the Group, Shabana held several positions at Morgan Stanley in London over a 12-year tenor within Operations and Risk Management, including Operations Director in Equity Derivatives, Global Lead for Risk Process Validation, PMO for Global RCSA programme, and COO of EMEA Stress Testing, Portfolio Risk and Capital. Shabana also spent four years at ING Investment Management in Dubai within Operations and Risk Management.

Shabana holds a BSc (Hons) in Mathematics from Queen Mary University of London in the U.K., and a certification in International Risk Management.

11. Irregularities in 2021

The Company has committed no violations during 2021.

12. Corporate Social Responsibility (CSR)

We are committed to continuously strengthening SHUAA Capital's position as a company that stands for and contributes to the good of its community and environment, and hence every year we renew our commitment towards past initiatives and explore new avenues and partnerships for further impactful and long-standing contributions.

In 2022, we are planning to establish a function to coordinate our ESG efforts covering what we do as a company to have the right governance in place to meet the increased need of our many stakeholders and regulators in making the right decisions from an ESG perspective and being transparent about what we do.

Diversity & Inclusion

Our nationality representation has grown to 24 countries, and our female gender representation has grown to 28%. We continue our commitment towards making SHUAA Capital reflective of the diversity of its country of founding and headquarters, the United Arab Emirates, through inclusive hiring standards and processes.

Zero Plastic; Near-Zero Paper

The company continues its stride towards a zero plastic and near-zero paper environment across its premises, through policies and initiatives such as end-to-end digitization across our internal workflows and the use of recyclable/reusable bottles.

Reduced Office Space

In 2021 as we returned to the office on a full-time basis following the Covid-19 global pandemic, we reduced our Abu Dhabi office space by ~33%, creating a more collaborative environment for our employees and reducing our carbon footprint.

Summer Internship Program for Emiratis

Last year, 55% of our internship intake were Emirati students from reputed local and international universities. We continue our efforts to introduce even more Emirati students to the exciting opportunities that our industry and firm have to offer for their future career paths, and to become their employer of choice after graduation.

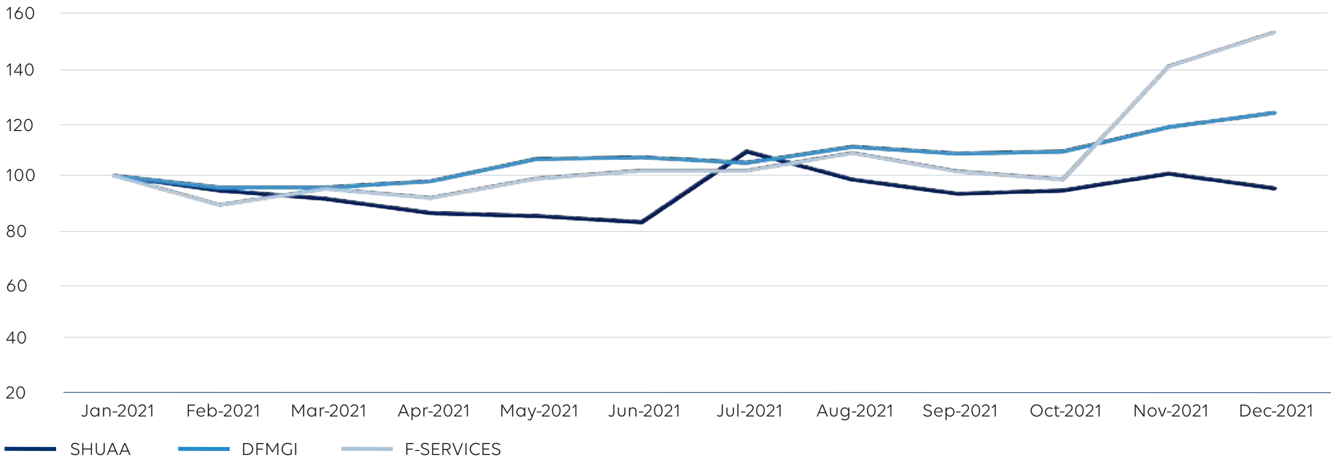
13. General Information

Share Trading Information

The table below sets out the price of the stock (closing, highest, lowest) during each month in 2021:

Month	Closing Price	High	Low
Jan	0.714	0.769	0.668
Feb	0.68	0.740	0.665
Mar	0.66	0.714	0.621
Apr	0.627	0.668	0.610
May	0.62	0.645	0.603
Jun	0.606	0.640	0.600
Jul	0.77	0.790	0.593
Aug	0.705	0.800	0.690
Sep	0.672	0.726	0.658
Oct	0.68	0.690	0.656
Nov	0.719	0.828	0.671
Dec	0.685	0.756	0.656

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



Note: Chart rebased to 100 from the beginning of 2021
Source: DFM

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

Shareholder Category	Percentage of Shares Held		
	Individual	Companies / Governments	Total
Local (UAE)	46.77%	43.56%	90.32%
GCC	2.43%	0.88%	3.31%
Arab	3.26%	0.23%	3.49%
Foreign	1.34%	1.55%	2.88%
Total	**53.79%**	**46.21%**	**100%**

As of 31/12/2021, the following shareholders were holding more than 5% of the share capital of the Company:

Name	Qty	% Qty
Jassim Mohamedrafi Alseddiqi Alansaari	760,461,825	29.99
Direct Access Investment LLC	692,134,584	27.30
Al Baher Real Estate Development LLC	211,350,000	8.33

Shareholders distribution by the size of equity as of 31/12/2021:

Share(s) Owned	Number of Shareholders	Number of Share Held	% of the Shares Held of the Capital
Less than 50,000	8,247	39,398,513	1.554
From 50,000 to less than 500,000	699	109,619,716	4.323
From 500,000 to less than 5,000,000	187	236,504,955	9.327
More than 5,000,000	33	2,150,196,816	84.796

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, investors and all key stakeholders to enhance understanding of the business as well as to explain the associated 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. This is showcased by our periodic earnings calls that are conducted on a quarterly basis after the disclosure of our financial results. These calls are open to all shareholders and financial analysts and the call is conducted in an open manner where we encourage participants to ask questions directly to senior management.

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 our key stakeholders which includes all of our financial results presentations, annual reports and contact information. Our registrars (First Abu Dhabi Bank) also have a team dedicated to answering shareholder queries in relation to technical aspects of their holdings such as dividend payments (paid or unpaid). 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

Omar Abu Khadra has been the Senior Investor Relations Manager from January 2019 until January 2022.

Omar has over 10 years of professional experience, starting his career as a member of the Graduate Program 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. Prior to joining ADFG (pre-merger with SHUAA), Omar spent 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.

Contact details:

E-mail: investorrelations@shuaa.com
Phone: +971 2 610 8200
SHUAA's website: www.shuaa.com/investor-relations

14. General Assemblies – Special Resolutions

SHUAA conducted 1 General Assemblies during 2021 as stated below:

- **22 April 2021 (Annual General Assembly) where the following special resolution was passed:**

  Approval of the amendment and restatement of articles number 15, 17, 27, 30, 33, 37, 42, 46, 47, 49, 50, 63 of the Company's Articles of Association to comply with the provisions of Federal Decree Law No. 26 of 2020 concerning amendments to the commercial companies Federal Law No. 2 of 2015.

15. Corporate Secretary

- Nazish Esmail has been a member of SHUAA's legal department since May 2007 and has held the role of Board/Corporate Secretary since May 2020. She is a certified board secretary from Dubai Financial Market/Hawkamah Institute for Corporate Governance.

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 organized 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 organizing 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 finalized;

h. Informing the Company's executive management about the resolutions of the Board and its committees while 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 while 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 Emiratization percentage for the Group's UAE-based employees was 5% as of 31st December 2021, 1% as of 31st December 2020, and 2% as of 31st December 2019.

Material Events and Respective Disclosures

- Resignation of Deputy CEO Mr. Mustafa Kheriba
- SHUAA invests in Anghami – MENA's leading technology streaming service
- SHUAA led consortium successfully buys out AED1.13 billion debt of Dubai based Stanford Marine Group
- SHUAA managed Nujoom funds announce first dividend
- SHUAA well placed to support companies seeking local listing under new decree
- Resignation of board member Mr. Abubaker Al Khoori
- SHUAA secures two awards on back of strong 2020
- SHUAA successfully led the private placement transaction of Anghami
- SHUAA reported audited FY2020 net profit of AED125 million and EBITDA of AED349 million
- SHUAA Capital leads USD 50 million Sukuk funding round for Pure Harvest Smart Farms
- Appointment of CEO Real Estate Mr. Walid El-Hindi
- Approval of cash dividends for the year 2020 of 3 fils per share totalling AED 76.07 million
- SHUAA sells 20% stake in Mirfa International Power and Water Company
- Q1 2021 profits hit 10-year high with net profit attributable to shareholders of AED 25 million
- SHUAA sold its 3.8% stake in Khaleeji Commercial Bank
- Subsidiary Stanford Marine Group secures US$45 million bank financing
- Q2 2021 net profit attributable to shareholders of AED 29 million
- SHUAA plans to complete and deliver £2 billion worth of property projects in London through its wholly-owned subsidiary Northacre
- SHUAA recognized as 'Best Integrated Financial Services Company' in 2021
- SHUAA invests in Swiss pharma supply chain company SkyCell
- SHUAA managed Goldilocks Fund achieves 35% return in nine months and 158% return since inception
- SHUAA's insurance assets under management grow to USD 136 million
- Q3 2021 net profit attributable to shareholders of AED 35 million.

Innovative Projects and initiatives

Successful implementation and adoption of the ERP (Enterprise Resource Planning) system across the Group, leading to synergies particularly between HR, Procurement, IT and Finance functions, and to an enhanced control over financial reporting processes.

Decision taken to introduce a board portal software to further enhance digitization and security within the Company.

RISK MANAGEMENT

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

RISK MANAGEMENT

Introduction

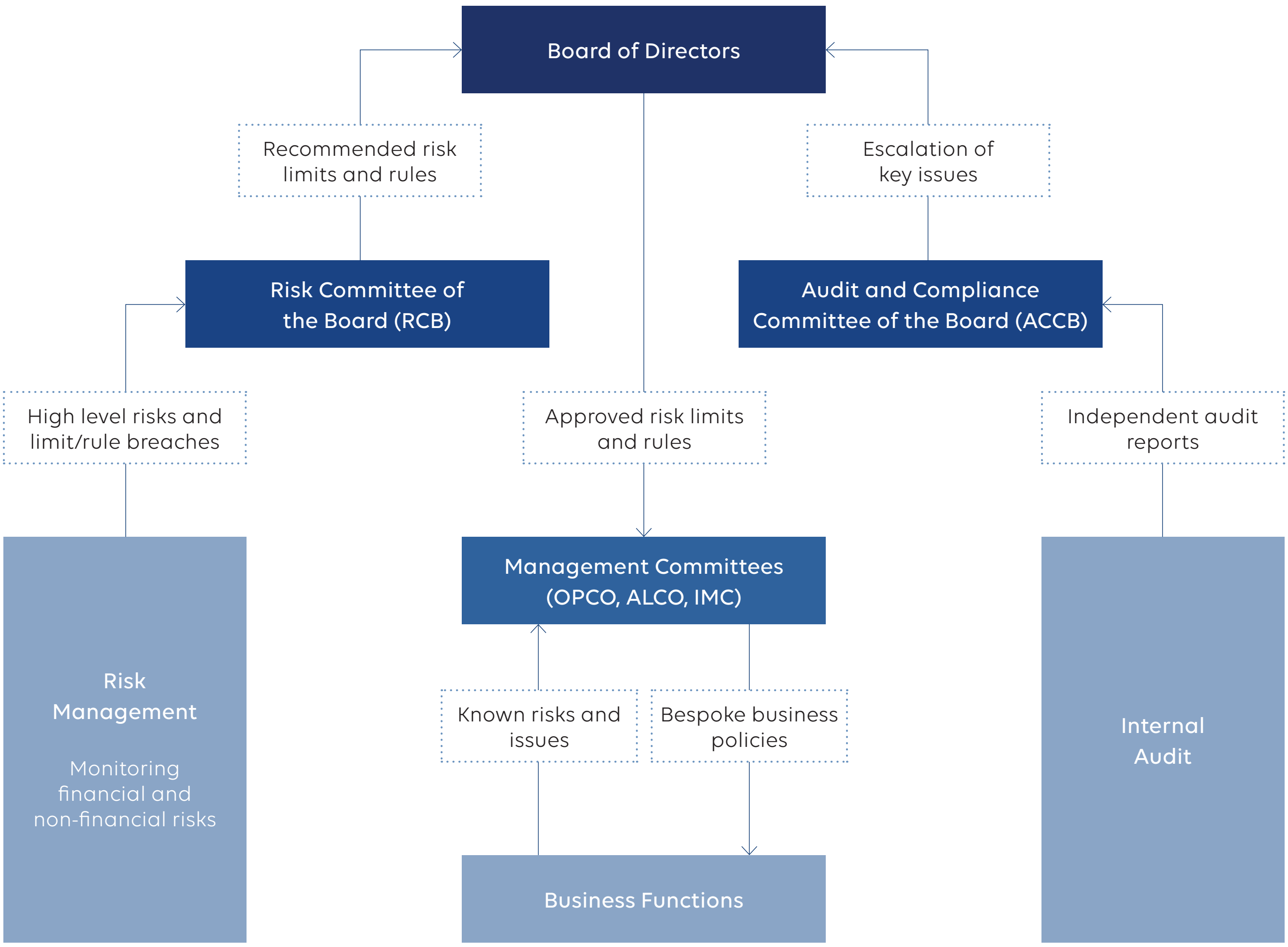
Due to the nature of our business, SHUAA will be exposed to some form of credit, liquidity, market, counterparty and operational risk. Consequently, it is essential for there to be an ongoing process of identification, measurement, monitoring and reporting of these risks to protect the interests of clients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

Risk Management Structure and Framework

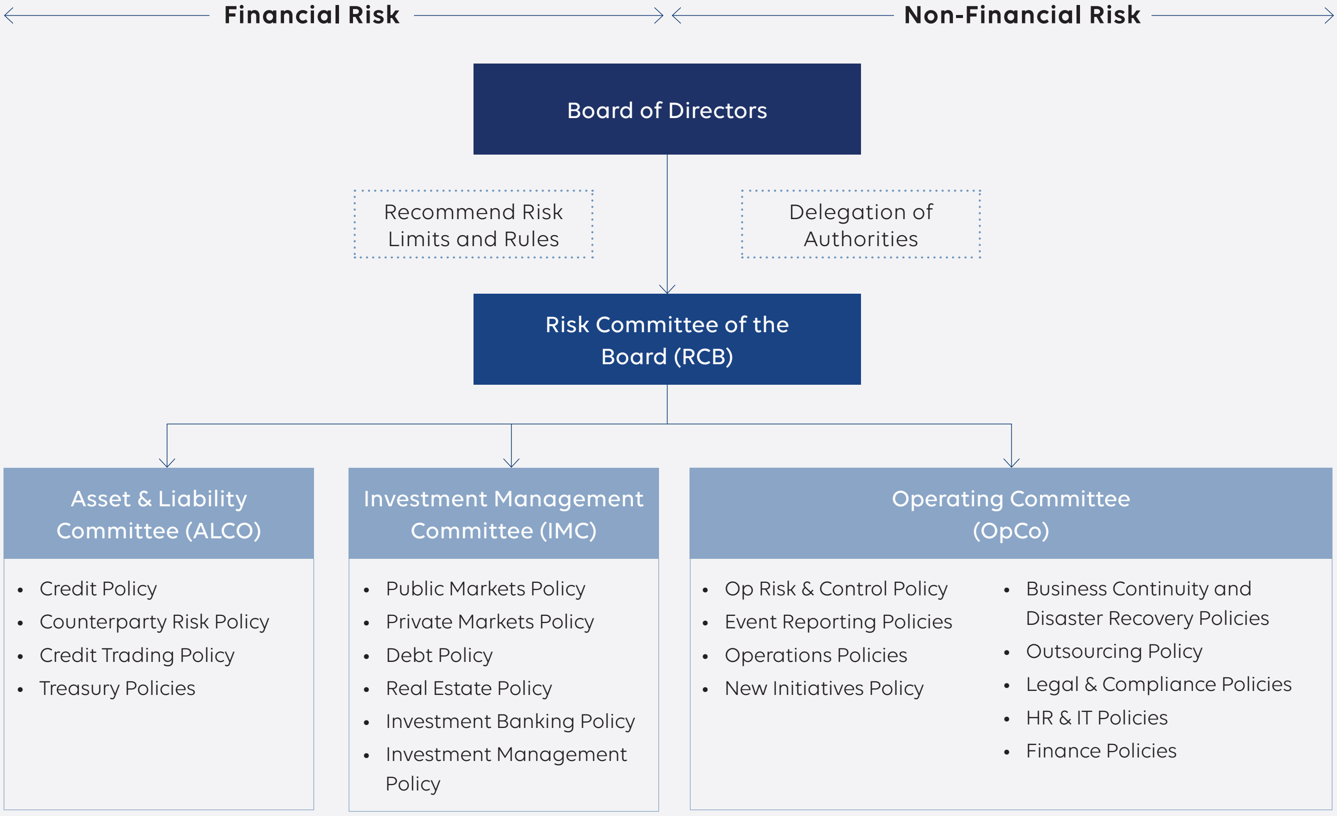
The Board of Directors recognizes the importance of managing risk and is ultimately responsible for defining the risk appetite of the Company. The Board of Directors set Company-wide limits and rules to define risk appetite around credit, liquidity, market, counterparty and operational risk based on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

Policies

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

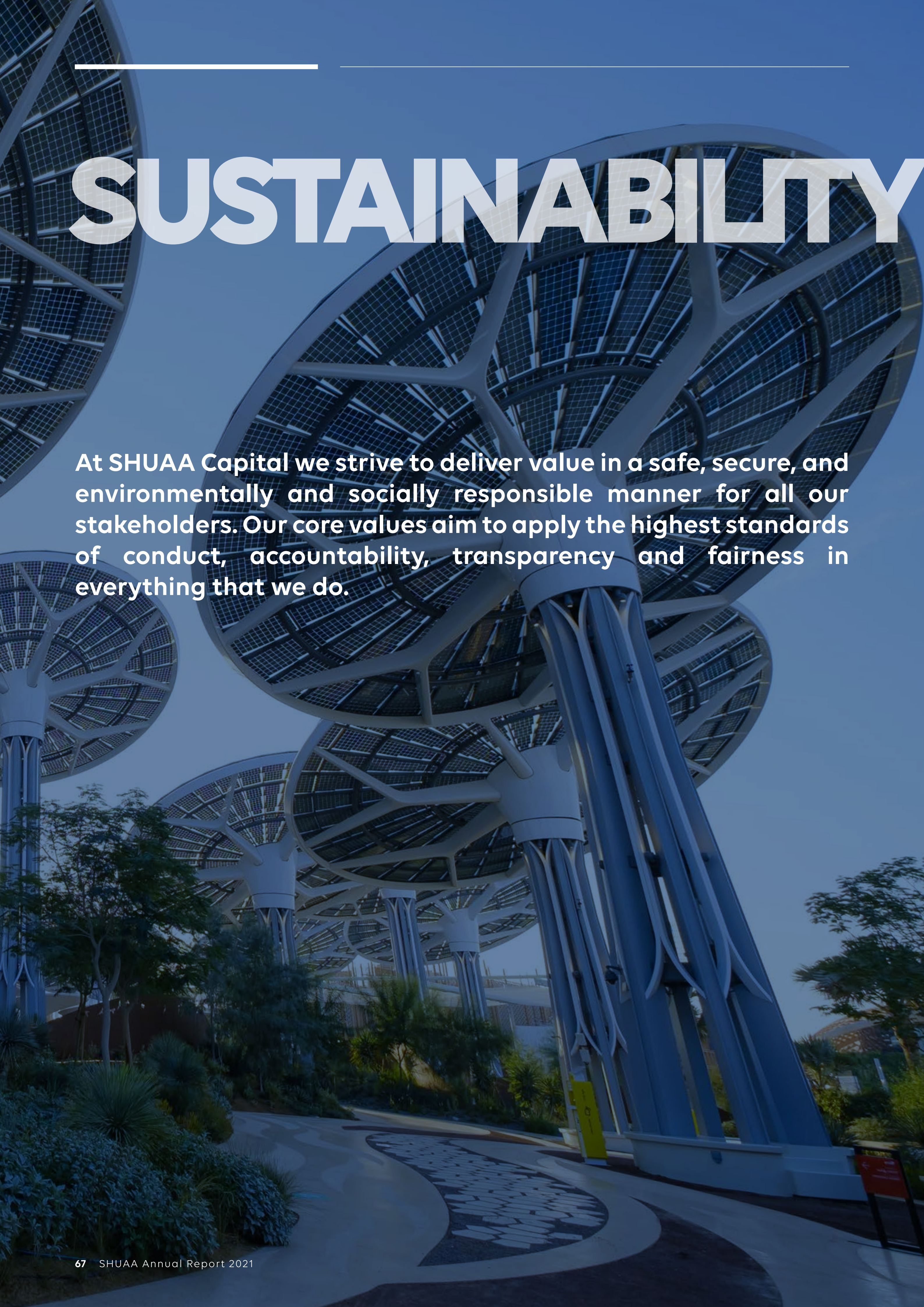
RCSA Process

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



SUSTAINABILITY

At SHUAA Capital we strive to deliver value in a safe, secure, and environmentally and socially responsible manner for all our stakeholders. Our core values aim to apply the highest standards of conduct, accountability, transparency and fairness in everything that we do.

SUSTAINABILITY

Introduction

At SHUAA Capital psc ("SHUAA" or the "Company") we strive to deliver value in a safe, secure, and environmentally and socially responsible manner for all our stakeholders. Our core values aim to apply the highest standards of conduct, accountability, transparency and fairness in everything that we do. This approach is built on an integrated corporate governance framework with clear accountability channels, transparency requirements and independence thresholds.

As a leading regional asset management and investment banking platform we have an important part to play in shaping the future for all our stakeholders. Our focus on doing the right thing for our clients, our people and wider society lies at the heart of our culture; we are committed to delivering sustainable value for our clients. Our purpose is to provide excellent investment performance and sustainable value through active management and innovative investment solutions.

The way in which we invest our clients' capital not only shapes the financial returns we achieve for them, but also the type of impact that their investment portfolio may have. We are beginning to see a fundamental shift in how companies are viewed and valued as a result of the change in relationship between financial and non-financial factors.

We have emerged stronger from the COVID-19 pandemic. As a Company and as a steward of our clients' capital where we continued to integrate sound practices and investments into our operations and seizing opportunities presented to us during the pandemic.

SHUAA and its employees have always sought to be a responsible financial institution. Post-merger with Abu Dhabi Financial Group in 2019, our focus now is on the transformation phase of our Company which will allow us to implement a framework around developing a robust sustainability and ESG strategy.

Environmental, Social, and Governance (ESG) and Sustainability

ESG helps investors better assess and understand potential risks and opportunities with respect to a company's long-term sustainability.

At SHUAA, we see ESG consideration playing an ever more vital role in the region as the ESG landscape continues to evolve, primarily being driven by investors, COP28 being hosted in the UAE in 2023, and a recent surge in interest by policy makers, regulators, and others.

We recognize the growing demand for greater transparency and disclosure in relation to ESG and we are planning to establish a dedicated function to develop an ESG strategy and roadmap, and to drive our ESG initiatives. In order to have the desired impact and effect, it is clear that we need to align the views of all stakeholders, set the path for ESG within SHUAA, and transparently report to our shareholders and clients. We see our roadmap to integrate ESG into the fabric of the company involving the below:

Strategy, Objectives & Plans

- Establish a foundation and gain board/senior management buy-in
- Complete a materiality assessment
- Review current ESG state.
- Review mandatory disclosure requirements and direction of future regulations.

Design, Validation & Implementation

- Establish ESG alignment and "good" state.
- Define ESG roadmap/framework
- Integrate ESG into company policies and processes.
- Integrate ESG into portfolio and investment approach

Reporting, Monitoring & Evaluation

- Reporting and monitoring ESG activities
- Evaluation

Advantages of ESG adoption for SHUAA Capital

We see ESG in three unique domains within SHUAA: -

a) What should we do as a publicly listed company to embrace ESG and integrate ESG reporting and practices into our company?

b) What should we do as a socially responsible investor to screen investments and adjust our portfolio to support ESG initiatives?

c) What should we offer our clients so they can benefit and invest in ESG aligned companies and sectors?

Sustainability considerations present an opportunity for SHUAA on numerous levels – some of the key advantages and opportunities are noted below:

1	Attract capital flows and ride global sustainable finance trends
2	Promote innovation and develop sustainable products
3	Attract talent and build human capital
4	Promote a broader sense of corporate purpose and a long-term mindset
5	Better connect with investors, employees, and other stakeholders
6	Raise awareness of sustainability in the region
7	Become a leading regional platform in the space and lead by example
8	Leverage SHUAA's history of value-based investing

Stakeholder Engagement and Management

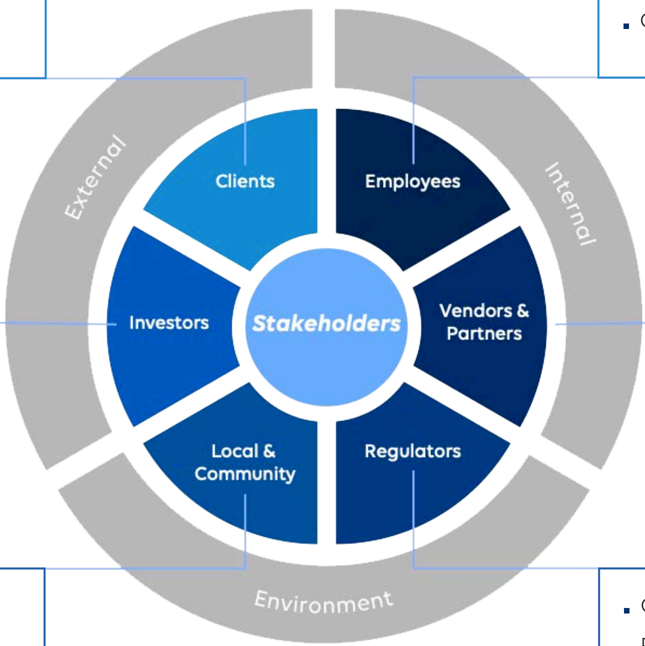
At SHUAA, we have always recognized that we have a responsibility to show our stakeholders that we are committed to taking action. With the growth in prominence of ESG and sustainability as a key theme and topic, we remain committed to integrating these considerations across our firm over the coming years. We engage frequently with our stakeholders to:

- Identify all those affected by or interested in the project to ensure their inclusion in the engagement process
- Understand the view of key stakeholders and ensure stakeholders understand the impacts of our activities.
- Inform the public and our partners about our activities, being timely, transparent, and open
- Build relationship and trust through open dialogue and engagement
- Manage expectations and concerns by providing a method for stakeholders to engage with us about their concerns and expectations
- Comply with local and national government regulations and international best practices as defined by recognized standards and associations

We always seek feedback so we can address the topics raised as a priority, whether they relate to ESG and sustainability or otherwise. This feedback mechanism will be integral in helping us to shape and form our ESG and sustainability strategy and materiality assessment as a company going forward. The main methods in which we interact with our stakeholders are noted below:

- Emails and investor reporting
- Press releases
- Social media
- Face to face meetings
- Relationship management
- Client perception surveys

- Periodic team meetings
- Performance assessments
- Recognition and rewards
- Internal communication
- Group-wide townhalls



- Quarterly financial results
- Analysts and investors meeting
- Annual report
- Press releases
- AGM
- Perception survey
- IR section on our website

- Vendor relations
- Tendering process
- Tailored communications and plans with critical partners and vendors

- Partnerships with local organizations
- Cultural and social events
- Sponsorships
- Local internship and full-time program to harbour UAE talent

- Compliance with regulations
- Press releases
- Public reports
- Company website

COVID-19 Impact & Measures

We are firm believers that ESG and sustainability programs can be key components of long-term value and business resilience, and this is ever more important in the COVID-19 environment. COVID-19 is testing health, social, and economic systems in extreme ways, unlike other crises witnessed previously with respect to its pervasiveness and the speed at which it has affected people and businesses globally.

As people and organizations face extreme circumstances and need to make immediate decisions, the present is, understandably, often prioritized over the future. When possible, it is important to balance responding to the crisis in the short term with maintaining resiliency to other risks facing business and society in the long term.

We strongly believe that long-term human capital management leads to better value creation. Employee relations as part of a high-performance workplace has been a strategic imperative for the long-term sustainability of SHUAA. As COVID-19 now enters its third year we have maintained true to our values and ensured employees and their families are supported during this crisis. As we started the transition back to the office, we have supported those employees with medical conditions and those needing to supervise their children with remote work flexibility, without affecting our highly functional and collaborative environment.

Despite the current COVID-19 environment, ESG and sustainability considerations are more important than ever as they may help buffer the impacts of the current crisis, hasten recovery, spur innovation needed to navigate a 'new normal', and reduce risks to additional crises in the future.

The pandemic has also revealed the importance of other non-financial factors that impact business outcomes and are of importance to investors, such as disaster preparedness, continuity planning and employee benefits. In 2020, when the pandemic emerged, we implemented several steps to strengthen our balance sheet, retain our liquidity position, digitalized our business, enhanced our business continuity resilience program and recalibrated our strategy so we can continue to offer the best value to our shareholders and clients.

Business Continuity

The current environment has also revealed the importance of operational resilience and being able to continue operations regardless of the crisis scenario and to that end we have a mature disaster preparedness and continuity planning program, which includes annual exercises to validate its functioning. During 2021 and the various COVID-19 peaks, we swiftly and seamlessly shifted our workforce from office to remote to contain spreads and continued to service our investors and clients.

Remote working also increases our cyber operational risk, therefore we have embarked on a new cyber strategy to ensure we can provide a secure and productive remote environment.

Responsible Investing

SHUAA prides itself on its ability to execute complex transactions that can satisfy all stakeholder needs and requirements. We also have a long-standing reputation of engineering innovative investment products and solutions for our clients in order to deliver value. We pride ourselves on this ability and as ESG becomes more commonplace, particularly in the region, we expect to expand this outlook to 'greener' and ESG-specific products both to fit our ESG strategy and to satisfy investor demand and appetite going forward.

Pure Harvest Smart Farms

A prime example of this is one of our recent transaction's where SHUAA led a $50 million structured Sukuk for Pure Harvest Smart Farms, the world-leading sustainable technology-enabled agribusiness based in the UAE.

This was the first time in the region that an early-stage business has been able to secure venture debt funding from capital markets, highlighting our unique capabilities to structure instruments which meet the objectives of the business as well as the strong investor demand for products such as for Islamic investments and ESG (green sukuks).

People

SHUAA's success is dependent on building and sustaining a human capital position of high calibre and diverse representation, across all functions and levels. Hence, we are firmly committed towards developing and strengthening:

- A high calibre human capital position of diverse representation across all functions and levels.
- A merit-driven culture that actively recognizes and rewards for contribution, achievement, and performance
- An equal and fair opportunity framework for recruitment, remuneration, development, and promotion regardless of differences
- A safe and respectful environment that upholds the well-being and dignity of everyone through all our dealings, systems, and policies (including Code of Conduct and Whistleblowing policies)

Engaging Our People

We encourage open dialogue within the firm, in order to ensure that opinions are shared, and ideas are heard, from everyone. Among our engagement platforms is our periodic Staff Town Hall, wherein senior management share our operational and financial results, provide updates on changes and progress related to the business and industry. In 2021, we have also introduced in-person Ask Me Anything ("AMA") sessions with members of our senior management to provide our new employees with an opportunity to engage with and relay their questions to our senior management directly.

Enabling Our People

At SHUAA, we are committed to sustaining an organizational environment which enables our people to reach their full potential. We are committed to developing and promoting talent from within and investing in them at every step of their careers.

Employment Support & Benefits

We strive to provide employment benefits that support our people's wellbeing and livelihoods. From comprehensive medical insurance coverage, to our children educational assistance scheme to all employees, our benefits are designed to offer added comfort and ease for our employees and their families.

Financial Support

Children Education Assistance:

- Launched in 2020, the initiative provides employees financial support for school fees

Employee Offers

- Offered in the form of discounts as a result of partnerships and investments we make

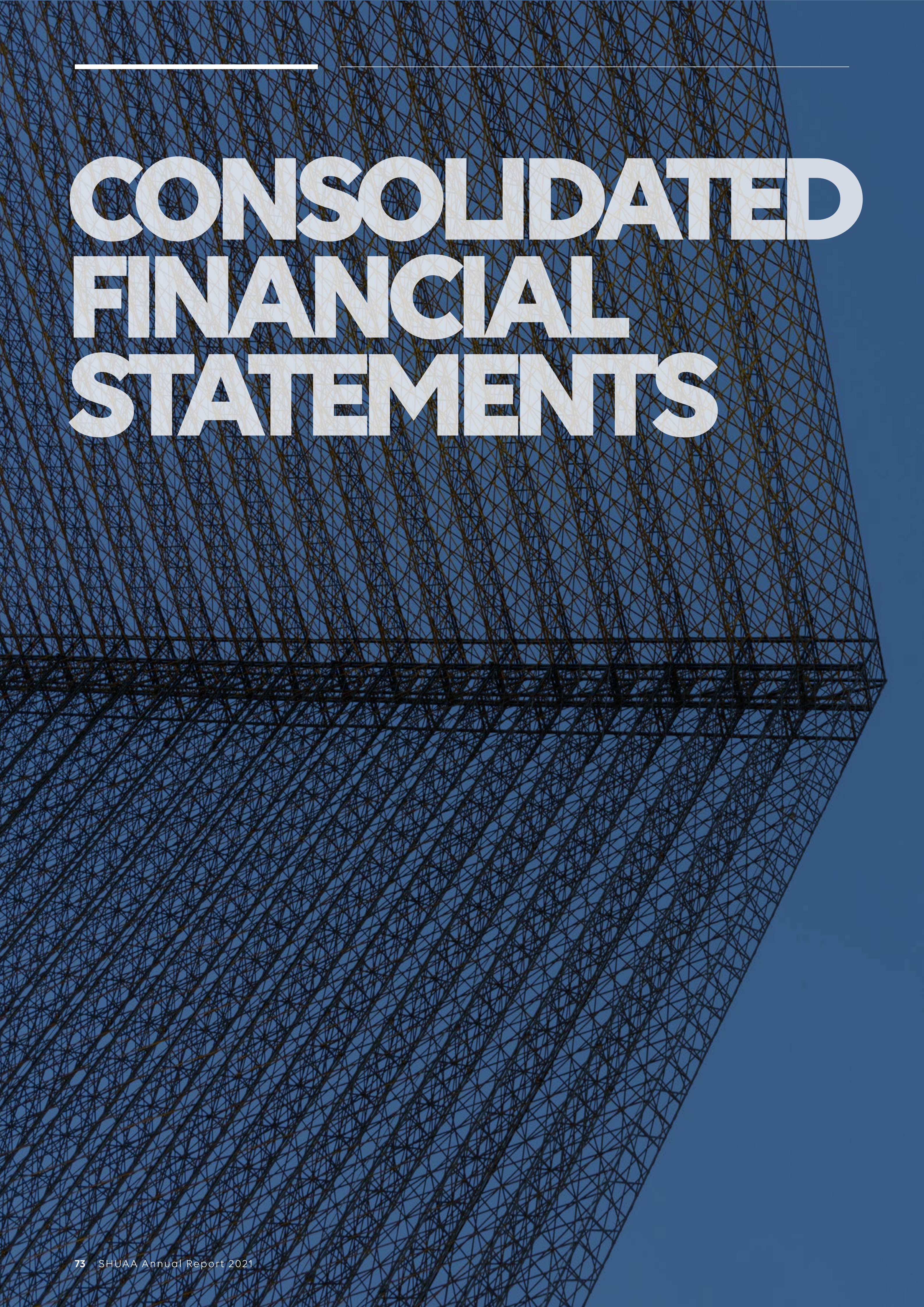
Benefits

- Comprehensive medical insurance
- Life insurance

Training & Development

We are committed to providing all our people, across all levels and functions, access to training and development opportunities throughout their careers with SHUAA. Through our Personal Development policy, we encourage colleagues to take charge of their personal development journeys. We expect that colleagues partake in at least one personal development course or program per year and support them in their pursuit of professional qualifications related to their areas of expertise.

CONSOLIDATED FINANCIAL STATEMENTS



Consolidated Financial Statements for the year ended 31 December 2021

Contents **Pages**

BOARD OF DIRECTORS' REPORT

SHUAA Capital psc ("SHUAA" or the "Company") and its subsidiaries, collectively (the "Group"), made continued progress on developing and broadening its business offering while moving towards the finalization of balance sheet restructuring post the merger with Abu Dhabi Financial Group in 2019.

The Group's net profit of AED 24m was down 81% from 2020, with the result affected by the decision to accelerate the restructuring of a legacy, illiquid investment portfolio. Similarly, EBITDA declined from AED 349 million in FY 2020 to AED 218 million in 2021. Our core revenues continue to show progress towards the high-quality revenues targeted within our strategy, with net fee and commission income up by 21% year on year to AED 265 million in the year, while controlling expenses with operating expenses up 6% year on year, with targeted strategic hiring across the business. Due to the impact of impairments in the year, the Company's board of directors (the "Board of Directors") are not recommending a dividend payment to the Company's shareholders at the forthcoming annual general meeting (2020: 3 fils per share, a total of AED 76 million).

During the year, the Group focused on strengthening its balance sheet alongside developing and expanding its capabilities and client offering. The Group further worked on the disposal of the assets within the non-core unit set up after the merger with Abu Dhabi Financial Group and closed its non-core unit towards the end of the year. In addition, the Group proactively restructured an illiquid, legacy portfolio and absorbed the effects in the year. Our capabilities and client offering were expanded through targeted hiring of key, senior hires within the real estate investment team and the client coverage team.

Segment Review

Asset Management

The asset management segment, which manages real estate funds and projects, investment portfolios and funds in the regional equities, fixed income and credit markets and provides investment solutions to clients, reported full-year profits of AED 71 million and revenues of AED 211 million.

The Group's asset management activities delivered a strong performance, building on the progress made in 2020. The appointment of a new CEO of real estate will further expand our ability to broaden our offering across different geographies. The Group's flagship Goldilocks fund continued to be active in public markets, identifying investment opportunities focused on high intrinsic value and company-specific turnarounds. Within private markets, the 2020 transaction that saw the Thalassa fund acquire Stanford Marine Group had its first full year with strong performance in the underlying business creating value for the shareholders in the fund. Within Debt, launched as a vertical in 2020, the team successfully structured and invested in the USD 50 million sukuk issuance of Pure Harvest, the first Islamic venture financing debt capital market deal in the GCC.

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 a full-year profit of AED 4 million and revenues of AED 29 million for the full year, as it advised on a number of marquee transactions, achieving profitability and setting the foundations for growth.

The segment continues to be highly active, advising clients on a range of capital raising mandates, including investments in SPACs, highlighting SHUAA's capabilities in structuring financing solutions that meet both business objectives and growing investor demand. The February 2022 listing of Anghami on the NASDAQ New York via a merger with Vista Media Acquisition Company Inc. saw SHUAA act as lead advisor, as well as gathering commitments and leading a funding round prior to the merger.

BOARD OF DIRECTORS' REPORT (continued)

We are focused on executing an investment banking strategy that leverages the synergies between our banking and markets franchises and operating as a nimble boutique able to respond to changing market dynamics

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 51 million with revenues of AED 154 million.

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, the Group continued to further manage down the assets held within its non-core unit. Since inception this unit has generated AED 188 million of cash proceeds for the Group. Following the progress in disposing of these assets, the non-core unit was closed in Q4 2021 and the residual assets transferred to principal investments, where they can be managed consistently with the Group's other investments.

2021 Review and 2022 Outlook

During 2021 the Group continued on its aim of driving increased higher quality revenues while investing in a controlled manner in the business platform. The closure of the non-core unit and the restructuring of an illiquid portion of the balance sheet help the Group to concentrate on the path to future growth. The benefits of the transformational activity which took place in prior years are being realized, with a broader product offering and client capability. While the Group continues to operate against a backdrop of global geopolitical uncertainty and heightened market volatility, the continued progress within the core of the business since the merger of SHUAA Capital and Abu Dhabi Financial Group in 2019 allows management to remain confident about the Group's ability to build on its market-leading position and deliver significant value creation for its investors and its shareholders.

The Board 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

Fadhel Al Ali	(Chairman)
Ahmed Bin Braik	(Vice Chairman)
Murshed Alredaini	(Director)
Christopher Ward	(Director)
Badr Al-Olama (elected 22.04.2021)	(Director)
Lamis Al Hashimy (elected 22.04.2021)	(Director)
Maha AlQattan (elected 22.04.2021)	(Director)
H.E. Abubaker Al Khoori (resigned 02.02.2021)	(Director)
H.E. Hafsa Abdullah Mohamed Sharif Al Ulama (resigned 06.03.2021)	(Director)
Masood Mahmood (resigned 06.03.2021)	(Director)

Auditors

PricewaterhouseCoopers were appointed as external auditors and conducted an audit of the annual financial statements for the year ended 31 December 2021. The Board of Directors has recommended PricewaterhouseCoopers as the auditors for 2022 for approval by the shareholders at the forthcoming annual general meeting.

On behalf of the Board

Fadhel Alali
Chairman
28 March 2022

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 2021, 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 2021;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of 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 significant accounting policies and other explanatory information.

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 Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for 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.

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Jacques Fakhoury, Douglas O'Mahony, Murad Alnsour and Rami Sarhan 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	• Impairment of goodwill and indefinite-life intangible assets • Measurement of Expected Credit Losses ("ECL") • Valuation of financial instruments (Level 3) • Impairment of investments in associates • 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 judgement, 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

Impairment of goodwill and indefinite-life intangible assets
 	
As part of the purchase price allocation performed in 2019 upon the merger of SHUAA and Abu Dhabi Financial Group ("ADFG"), significant goodwill and indefinite-life intangible assets have been identified and recorded in the Group's consolidated statement of financial position as at 31 December 2021.
 	
As per IAS 36, management is required at least on an annual basis to assess whether there is any indication that an asset may be impaired and if so, perform an assessment to determine any impairment using the higher of fair value less costs to sell and value in use.
	Our approach to addressing this key audit matter included the following procedures:
	
	• Comparing the budgeted cash flows for the year 2021 to the actual performance.
	
	• Reviewing the methodology and significant cash flow discount and growth rate inputs used by management in the value in use ("ViU") calculation and performing the following procedures to obtain an understanding of the cash flows projections related to each cash generating unit ("CGU"):
	  ○ Inquiry with management on business plans;
	  ○ Review of supporting business plans, management budgets and forecasts; and
	  ○ Reviewing minutes of meetings in relation to future plans.

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

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Impairment of goodwill and indefinite-life intangible assets (continued) During 2021, an improvement in the economy of the region was observed as countries vaccinated a significant percentage of their population, however, unpredictability and business disruption caused by COVID-19 and rising inflation worldwide were considered impairment indicators. We determined that the impairment of goodwill and indefinite life intangible assets is significant to the audit of the current year's consolidated financial statements due to materiality of the amounts involved and significant judgement exercised by management in: • the determination of the expected cash flows related to each CGU; • the determination of the discount rates used by management in the value in use calculations; and • the determination of the growth rates used by management in the expected cash flows in Note 16.	• Reviewing and comparing the appropriateness of discount rates used by management in the value in use calculations to industry benchmarks and economic forecasts; • Reviewing management's assumptions for expected cash flows in accordance with the requirements of IAS 36, impairment of Assets. • Assessing the appropriateness of disclosures made in the consolidated financial statements in relation to goodwill and indefinite-life intangible assets presented in Note 16 and note 31.
Measurement of ECL The Group applies ECL on all its financial assets 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: • Understanding key controls including the overall governance and reporting structure over the ECL model and key assumptions used; • Testing the completeness and accuracy of the data used in the calculation of ECL; • Verifying the appropriateness of the Group's application of the staging criteria for a sample of exposures; • For a sample of exposures, we assessed the appropriateness of determining Exposure at Default (EAD), including the consideration of repayments and collateral; • Assessing the conceptual framework used for developing the Group's impairment policy in the context of its compliance with the requirements of IFRS 9;

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

Key audit matters (continued)

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td>
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 judgement required by management in the staging criteria applied to the financial assets 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.
Further details on credit risk management are disclosed in Note 25.
</td><td>
• Assessing the reasonableness of Loss Given Default ("LGD") and exposure at default ("EAD") for the Group's classes of financial assets.
• Involvement of auditor's experts to assess the following areas:
○ ECL modelling methodology and calculations used to compute the Probability of default ("PD"). The appropriateness of methodology was assessed giving specific consideration to management overlays.
○ Reasonableness of the assumptions made in developing the modelling framework including assumptions used for estimating forward looking scenarios and significant increase in credit risk.
○ The appropriateness of the ECL calculation and its interrelated inputs, methodology and assumptions.
• For the Stage 3 exposures, the appropriateness of provisioning assumptions were 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 exposures and counterparty information available; and
• Assessing the disclosures made in the consolidated financial statements to ensure compliance with IFRS 7 and IFRS 9.
</td></tr>
<tr><td>
Valuation of financial instruments (Level 3)
The Group's investment securities portfolio includes certain level 3 securities for which the Group determines the fair value using discounted cash flow models, residual value and third-party net asset valuations (NAVs) that use significant unobservable inputs.
- Unobservable inputs require the use of significant judgement. The key unobservable inputs used in the models of such unquoted securities includes discount rates, growth rates, future cashflows and adjusted book values.
</td><td>
Our approach to addressing this key audit matter included the following procedures:
• Evaluation by our experts of the methodologies and significant inputs used by the Group in the valuation models; and
</td></tr>
</table>

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

Key audit matters (continued)

<table>
<tr><th>Key audit matter</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td>Valuation of financial instruments (Level 3) (continued)

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 24.</td><td>Testing, with involvement of our experts, the fair values of a sample of unquoted securities. Depending on the nature of the security, key unobservable inputs including future cash flows were compared to relevant information or independent estimates of fair value were developed and compared to the fair values determined by the Group.
Assessing the disclosures made in the consolidated financial statements to ensure compliance with IFRS 7, IFRS 9 and IFRS 13.</td></tr>
<tr><td>Impairment of investments in associates

As per IAS 10 - Events after the reporting period, the transaction between Qannas Investments Limited ("QIL"), an associate of the Group, and a third party on 17 January 2022 resulting in a net loss is considered an indicator of impairment of the Group's investment in QIL.

We determined that the impairment of the investment in QIL is significant to the audit of the current year's consolidated financial statements due to materiality of the amounts involved and significant judgement exercised by management in:
the determination of the fair value of the Group's investment in the associate subsequent to the transaction;
the determination of the discount rates used by management in determining the fair value of consideration received; and
the classification and valuation of the assets received IFRS 9 - Financial Instruments.
Further details of impairment in investment in associate are disclosed in Note 14 and 31.</td><td>Our approach to addressing this key audit matter included the following procedures:
Obtaining an understanding of the transaction entered into by the associate by:
Reviewing the QIL board materials and resolutions for the transaction approvals;
Reviewing the transaction agreements, conditions and contingencies.
Testing the completeness and accuracy of the assets and liabilities included in the transaction by reviewing asset swap agreements and title transfer documents.
Testing, with involvement of our experts, the appropriateness of the Group's assessment and application of the IAS 10, IAS 36 and IFRS 13 standards in the recognition of impairment of the investment in associate.
Reviewing and comparing the appropriateness of classification under IFRS 9 and discount rates used by management in the fair value calculations of consideration received to industry benchmarks; and
Assessing the appropriateness of disclosures made in relation to the subsequent event and the impairment in the investment in associate in Note 31.</td></tr>
</table>

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

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Consolidation – control assessment A key criteria for consolidation under IFRS 10 requires control through ownership of a majority of the voting power of an investee and exposure or rights to variable returns. Control assessments can be judgemental and involve complex analysis which need to be carefully reviewed. Considering the Group's nature of business, 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 the existence of power over specified assets. 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 are disclosed in Note 1 and 4.	Our approach to addressing this key audit matter included the following procedures: • Assessing the potential voting power through inspection of ownership and related documents. • Assessing the Group's exposure or rights to variable returns from the investee by inspecting underlying agreements. • 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. • Assessing the appropriateness of disclosures made in the consolidated financial statements in accordance with IFRS 10.

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 as amended, 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 judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

- 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.

Report on other legal and regulatory requirements

Further, as required by the UAE Federal Law No. (2) of 2015 as amended, we report that for the year ended 31 December 2021:

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 as amended;

iii) the Group has maintained proper books of account;

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

v) as disclosed in note 24.1 to the consolidated financial statements the Group has purchased or invested in shares during the year ended 31 December 2021;

vi) note 23 to the consolidated financial statements discloses material related party transactions and the terms under which they were conducted;

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

Report on other legal and regulatory requirements (continued)

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 2021 any of the applicable provisions of the UAE Federal Law No. (2) of 2015 as amended or in respect of the Group, its Articles of Association which would materially affect its activities or its financial position as at 31 December 2021; and

viii) note 7 to the consolidated financial statements discloses the social contributions made during the year ended 31 December 2021.

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
28 March 2022

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

SHUAA CAPITAL PSC

Consolidated statement of profit or loss for the year ended 31 December 2021

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

	Notes	***31 December 2021 Audited***	*31 December 2020 Audited*
Operating income	6	**387,284**	523,637
Interest income		**13,134**	18,646
Interest expense		**(5,936)**	(3,766)
Net operating revenue		**394,482**	538,517
Staff costs		**(165,985)**	(140,825)
General and administrative expenses	7	**(75,946)**	(72,367)
Depreciation and amortisation	15,16	**(46,014)**	(52,140)
Provision for impairment losses on financial instruments	8	**(17,780)**	(4,825)
Other operating expenses	9	**(9,620)**	(26,772)
Total operating expenses		**(315,345)**	(296,929)
Net operating income		**79,137**	241,588
Change in fair value gains/(losses) from financial assets at fair value through profit or loss (FVTPL)	24.1	**654,922**	(255,198)
Gain/(loss) on derivative financial liability		**2,590**	(3,505)
Share of net (loss)/profit of investments in associates accounted for using the equity method	14	**(157,062)**	80,182
Finance cost	19.3	**(147,362)**	(172,082)
Finance credit relating to unit holders		**(407,274)**	114,124
Other income	10	**37,733**	152,969
Profit from continuing operations		**62,684**	158,078
Profit/(loss) from discontinued operations	29	**8,250**	(2,728)
Profit for the year		**70,934**	155,350
Attributable to:			
Owners of the Parent		**24,238**	125,263
Non-controlling interests		**46,696**	30,087
		70,934	155,350
Earnings per share attributable to Owners from continuing operations (in AED)	22	**0.01**	0.05
Earnings per share attributable to Owners (in AED)	22	**0.01**	0.05

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

SHUAA CAPITAL PSC

Consolidated statement of comprehensive income for the year ended 31 December 2021

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

	Notes	***31 December 2021 Audited***	*31 December 2020 Audited*
Profit for the year		**70,934**	155,350
Other comprehensive income			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations	21	**(15,612)**	18,724
Net loss on cash flow hedges			
- Share of other comprehensive income/(loss) from investment in associates (classified as held for sale)		**53,368**	(47,569)
- Others		**(21)**	3,467
Items that will not be reclassified to profit or loss			
Changes in the fair value of equity investments at fair value through other comprehensive loss (FVOCI)		**(35,134)**	(16,963)
Other comprehensive income/(loss) for the year		**2,601**	(42,341)
Total comprehensive income for the year		**73,535**	113,009
Attributable to:			
Owners of the Parent		**38,932**	73,486
Non-controlling interests		**34,603**	39,523
		73,535	113,009

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

SHUAA CAPITAL PSC

Consolidated statement of financial position as at 31 December 2021

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

	Notes	***31 December 2021 Audited***	*31 December 2020 Audited*
Assets			
Cash and deposits with banks	11	**460,648**	416,975
Receivables and other debit balances	12	**351,040**	214,292
Loans, advances and finance leases	13	**236,266**	346,232
Financial assets at fair value	24.3	**3,113,590**	2,428,999
Investments in associates	14	**354,036**	434,312
Property and equipment	15	**34,362**	42,762
Goodwill and other intangible assets	16	**1,212,014**	1,241,797
Assets held for sale	29	**5,930**	922,943
Total assets		**5,767,886**	6,048,312
Liabilities			
Payables and other credit balances	17	**802,092**	511,160
Other financial liabilities	18	**148,267**	149,983
Borrowings	19	**1,985,419**	2,395,701
Payables to unit holders		**986,046**	578,757
Liabilities of disposal groups classified as held for sale	29	**-**	386,534
Total liabilities		**3,921,824**	4,022,135
Equity			
Share capital	20	**2,535,720**	2,535,720
Share premium		**52,579**	52,579
Statutory reserve		**49,631**	47,207
Other reserves	21	**(1,424,452)**	(1,439,146)
Retained earnings		**240,479**	293,727
Equity attributable to Owners		**1,453,957**	1,490,087
Non-controlling interests (NCI)	28	**392,105**	536,090
Net equity		**1,846,062**	2,026,177
Total equity and liabilities		**5,767,886**	6,048,312

The consolidated financial statements were approved by the Board of Directors and authorized for issue on 28 March 2022.

Fadhel Alali
Chairman

Jassim Alseddiqi
Group Chief Executive Officer

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

SHUAA CAPITAL PSC

Consolidated statement of changes in equity

(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 2020	2,535,720	52,579	34,681	(1,387,369)	229,471	1,465,082	404,262	1,869,344
Profit for the year	-	-	-	-	125,263	125,263	30,087	155,350
Other comprehensive(loss)/ income for the year	-	-	-	(51,777)	-	(51,777)	9,436	(42,341)
Total comprehensive(loss)/ income for the year	-	-	-	(51,777)	125,263	73,486	39,523	113,009
Transactions with the owners in their capacity as owners								
Payment of dividend	-	-	-	-	-	-	(21,363)	(21,363)
Transactions with unit holders	-	-	-	-	(254)	(254)	-	(254)
Transactions with owners (Notes 1,29)	-	-	-	-	(48,227)	(48,227)	130,870	82,643
NCI on exit of a subsidiary	-	-	-	-	-	-	(17,202)	(17,202)
Transfer to statutory reserve	-	-	12,526	-	(12,526)	-	-	-
Balance at 31 December 2020 (Audited)	2,535,720	52,579	47,207	(1,439,146)	293,727	1,490,087	536,090	2,026,177
Profit for the year	-	-	-	-	24,238	24,238	46,696	70,934
Other comprehensive income/(loss) for the year	-	-	-	14,694	-	14,694	(12,093)	2,601
Total comprehensive income for the year	-	-	-	14,694	24,238	38,392	34,603	73,535
Transactions with the owners in their capacity as owners								
Payment of dividend	-	-	-	-	(76,071)	(76,071)	(65,851)	(141,922)
Transactions with owners	-	-	-	-	(18,626)	(18,626)	76,871	58,245
Disposal of Treasury shares	-	-	-	-	19,635	19,635	-	19,635
NCI on exit of a subsidiary	-	-	-	-	-	-	(189,608)	(189,608)
Transfer to statutory reserve	-	-	2,424	-	(2,424)	-	-	-
Balance at 31 December 2021	2,535,720	52,579	49,631	(1,424,452)	240,479	1,453,957	392,105	1,846,062

(*) In accordance with the UAE Federal Law No. (2) of 2015 as amended concerning Commercial Companies and SHUAA Capital PSC's (SHUAA'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 these consolidated financial statements.

SHUAA CAPITAL PSC

Consolidated statement of cash flows
for the year ended 31 December 2021

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

	Notes	***31 December 2021 Audited***	*31 December 2020 Audited*
Cash flows from operating activities			
Profit for the year		**70,934**	155,350
Adjustments for (non-cash items):			
Finance credit relating to unit holders		**407,274**	(114,124)
Bargain purchase gain	6.1	**-**	(182,653)
Foreign exchange loss	9	**(5,900)**	6,270
Carried interest recognised – net		**10,426**	-
Finance cost		**147,362**	172,082
Net interest income		**(7,198)**	(14,880)
One-time transaction claw back	10	**-**	(112,882)
Borrowing deferment income	10	**-**	(4,401)
Finance lease modification charge	10	**4,320**	15,328
Non-cash distributions from associates	14	**26,741**	61,152
Fair value (gain)/ loss on financial assets at FVTPL		**(654,922)**	255,198
Share of profit from investments in associates	14	**157,062**	(80,182)
Dividend income		**(96,044)**	(68,286)
(Gain)/loss on revaluation of derivative financial liabilities		**(2,590)**	3,505
Employees' end of service benefit charge		**5,621**	5,988
Provisions and allowances for impairment - net	8	**17,780**	4,825
Goodwill and intangible impairment	16	**-**	9,533
Depreciation and amortization	15,16	**46,014**	52,140
Operating cash flows before movements in working capital		**126,880**	163,963
Decrease in inventories		**-**	23,786
Increase in receivables and other debit balances		**(147,982)**	(65,985)
Decrease in loans and advances		**98,910**	12,960
Increase/(decrease) in payables and other credit balances		**158,931**	(167,993)
Decrease in other financial liabilities		**(1,716)**	(2,172)
Cash flows from operating activities of discontinued operations		**(8,016)**	8,243
Net cash generated from / (used in) operations		**227.007**	(27,198)
Employees' end of service benefit paid		**(6,276)**	(3,836)
Dividend income		**96,044**	68,286
Net cash generated from operating activities		**316,775**	37,252
Cash flows from investing activities *			
Payments for the purchase of investments		**(476,050)**	(155,822)
Proceeds from disposal of investments		**565,302**	188,898
Dividends from associates	14	**1,818**	55,800
Net acquisition of property and equipment		**(22,055)**	(406)
Net interest received		**7,198**	14,880
Cash flow from investing activities of discontinued operations		**309,138**	(224)
Net cash generated from investing activities		**385,351**	103,126

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

SHUAA CAPITAL PSC

Consolidated statement of cash flows
for the year ended 31 December 2021 (continued)

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

	Notes	***31 December 2021 Audited***	*31 December 2020 Audited*
Cash flows from financing activities			
Proceeds from borrowings	19.3	**195,590**	418,642
Repayment of borrowings	19.3	**(590,843)**	(278,169)
Lease rentals paid		**(6,848)**	(4,930)
Redemption to unit holders		**-**	(18,651)
Issue to unit holders		**-**	17,886
Dividends paid		**(141,920)**	(22,057)
Proceeds from sale of treasury shares		**19,635**	-
Cash outflow on disposal of a subsidiary		**-**	(16,508)
Finance cost paid		**(162,391)**	(163,720)
Cash flow from financing activities of discontinued operations		**-**	(7,710)
Net cash used in financing activities		**(686,777)**	(75,217)
Net increase in cash and cash equivalents		**15,349**	65,161
Cash and cash equivalents at beginning of the year	11	**377,266**	360,193
Foreign currency translation		**-**	(329)
Cash and cash equivalent from discontinued operations		**28,324**	(28,324)
Cash and cash equivalents acquired in business combination		**-**	20,274
Restricted cash	11	**32,581**	(39,709)
Cash and cash equivalents at end of the year	11	**453,520**	377,266

* Cash flows from investing activities exclude AED 20,927 non-cash items

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 are actively involved in public and private capital markets in the region.

Business combination in 2020

In 2020, SHUAA acquired the business of Stanford Marine Group ("SMG") through Thalassa Investments LP, effective 31 December 2020. 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.

For the purchase consideration paid, SHUAA acquired tangible assets with attributable fair values of 699,479 (comprising of deposits with bank, receivables, inventories and property, plant and equipment), and liabilities with attributable fair value of 315,375 (comprising of borrowings and payables), resulting in bargain purchase gain (Note 6.1). The asset acquired and liabilities assumed are based on provisional valuations.

Given that the business combination was effective on 31 December 2020, there is no contribution of revenue and profit for the year ended 31 December 2020.

As at the year end, the Group sold 33.8% stake in Thalassa Investments LP which resulted in the Group losing control in SMG. Consequently, the Group deconsolidated the assets and liabilities of SMG as at year end and recognized the remaining stake as an associate. The loss on disposal and other financial information is presented in note 30.

No contingent liabilities were recognized based on the provisional purchase price allocation exercise.

1. LEGAL STATUS AND ACTIVITIES (continued)

Group structure

The principal activities of Abu Dhabi Financial Group ("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 2021	Effective ownership interest % 31 December 2020
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%	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%
SHUAA Capital Saudi Arabia CJSC	Saudi Arabia	Financial services	100.0%	100.0%
SHUAA Securities Egypt SAE***	Egypt	Brokerage	-	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	34.4%	34.4%
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)

Group structure (continued)

Name of the entity	Place of incorporation	Principal activity	Effective ownership interest % 31 December 2021	Effective ownership interest % 31 December 2020
Eagle T2	Cayman Islands	Investment holding	100.0%	100.0%
Thalassa Investment LP	Cayman Islands	Investment holding	-	57.4%
Material Associates				
City Engineering LLC	UAE	Contracting	40.0%	40.0%
Qannas Investments Limited ("QIL")	Cayman Islands	Investment holding	35.5%	35.5%
SHUAA Hospitality Fund I L.P. (iii)	Cayman Islands	Investment holding	33.1%	27.0%
SHUAA Saudi Hospitality Fund I (iii)	Saudi Arabia	Investment holding	33.2%	26.3%
Mirfa Power Holding Company PJSC***	UAE	Investment holding	-	25.0%
ADCORP Limited *	UAE	Islamic financial institution	24.8%	19.8%
Khaleeji Commercial Bank B.S.C. (vi) ***	Bahrain	Islamic retail bank	-	3.9%
Thalassa Investment LP ****	Cayman Islands	Investment holding	25.9%	-

* These subsidiaries and associates are under liquidation.
** Liquidated in 2021
*** Disposed in 2021
**** Loss of control and accounted for as an associate.

(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. In addition, the Group has determined that it has control and therefore consolidates the Fund, as it is exposed to its variable returns and has the key decision-making powers necessary to affect the amount of those returns in its capacity as investment manager. Accordingly, the above-mentioned entities have been consolidated in these financial statements.

(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.

(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 2021, 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.

Title	Key requirements	Effective Date
Covid-19-related Rent Concessions – Amendments to IFRS 16	As a result of the COVID-19 pandemic, rent concessions have been granted to lessees. Such concessions might take a variety of forms, including payment holidays and deferral of lease payments. In May 2020, the IASB made an amendment to IFRS 16 Leases which provides lessees with an option to treat qualifying rent concessions in the same way as they would if they were not lease modifications. In many cases, this will result in accounting for the concessions as variable lease payments in the period in which they are granted. Entities applying the practical expedients must disclose this fact, whether the expedient has been applied to all qualifying rent concessions or, if not, information about the nature of the contracts to which it has been applied, as well as the amount recognised in profit or loss arising from the rent concessions. * The relief was originally limited to reduction in lease payments that were due on or before 30 June 2021. However, the IASB subsequently extended this date to 30 June 2022. If a lessee already applied the original practical expedient, it is required to continue to apply it consistently, to all lease contracts with similar characteristics and in similar circumstances, using the subsequent amendment. If a lessee did not apply the original practical expedient to eligible lease concessions, it is prohibited from applying the expedient in the 2021 amendment. However, if a lessee has not yet established an accounting policy on applying (or not) the practical expedient to eligible lease concessions, it can still decide to do so.	1 June 2020/ 1 April 2021*
Interest Rate Benchmark Reform Phase 2 – Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	In August 2020, the IASB made amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 to address the issues that arise during the reform of an interest rate benchmark rate, including the replacement of one benchmark with an alternative one. The Phase 2 amendments provide the following reliefs: • When changing the basis for determining contractual cash flows for financial assets and liabilities (including lease liabilities), the reliefs have the effect that the changes, that are necessary as a direct consequence of IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in the income statement. • The hedge accounting reliefs will allow most IAS 39 or IFRS 9 hedge relationships that are directly affected by IBOR reform to continue. However, additional ineffectiveness might need to be recorded. Affected entities need to disclose information about the nature and extent of risks arising from IBOR reform to which the entity is exposed, how the entity manages those risks, and the entity's progress in completing the transition to alternative benchmark rates and how it is managing that transition. Given the pervasive nature of IBOR-based contracts, the reliefs could affect companies in all industries.	1 January 2021

The Group has assessed the impact of these amendments and no material impacts are expected as at the year ended 31 December 2021

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

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

New and revised IFRS	Key requirements	Effective Date
Classification of Liabilities as Current or Non-current – Amendments to IAS 1	The 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 (e.g. the receipt of a waver or a breach of covenant). The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity. They must be applied retrospectively in accordance with the normal requirements in IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. In May 2020, the IASB issued an Exposure Draft proposing to defer the effective date of the amendments to 1 January 2023.	1 January 2022 [possibly deferred to 1 January 2023]
Property, Plant and Equipment: Proceeds before intended use – Amendments to IAS 16	The amendment to IAS 16 *Property, Plant and Equipment* (PP&E) prohibits an entity from deducting from the cost of an item of PP&E any proceeds received from selling items produced while the entity is preparing the asset for its intended use. It also clarifies that an entity is 'testing whether the asset is functioning properly' when it assesses the technical and physical performance of the asset. The financial performance of the asset is not relevant to this assessment. Entities must disclose separately the amounts of proceeds and costs relating to items produced that are not an output of the entity's ordinary activities.	1 January 2022
Reference to the Conceptual Framework – Amendments to IFRS 3	Minor amendments were made to IFRS 3 *Business Combinations* to update the references to the *Conceptual Framework for Financial Reporting* and add an exception for the recognition of liabilities and contingent liabilities within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and Interpretation 21 *Levies*. The amendments also confirm that contingent assets should not be recognised at the acquisition date.	1 January 2022
Onerous Contracts – Cost of Fulfilling a Contract Amendments to IAS 37	The amendment to IAS 37 clarifies that the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling contracts. Before recognising a separate provision for an onerous contract, the entity recognises any impairment loss that has occurred on assets used in fulfilling the contract.	1 January 2022
Annual Improvements to IFRS Standards 2018–2020	The following improvements were finalised in May 2020: • IFRS 9 Financial Instruments – clarifies which fees should be included in the 10% test for derecognition of financial liabilities. • IFRS 16 Leases – amendment of illustrative example 13 to remove the illustration of payments from the lessor relating to leasehold improvements, to remove any confusion about the treatment of lease incentives. • IFRS 1 First-time Adoption of International Financial Reporting Standards – allows entities that have measured their assets and liabilities at carrying amounts recorded in their parent's books to also measure any cumulative translation differences using the amounts reported by the parent. This amendment will also apply to associates and joint ventures that have taken the same IFRS 1 exemption. • IAS 41 Agriculture – removal of the requirement for entities to exclude cash flows for taxation when measuring fair value under IAS 41. This amendment is intended to align with the requirement in the standard to discount cash flows on a post-tax basis.	1 January 2022

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

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

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

New and revised IFRS	Key requirements	Effective Date
Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2	The IASB amended IAS 1 to require entities to disclose their material rather than their significant accounting policies. The amendments define what is 'material accounting policy information' and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information. To support this amendment, the IASB also amended IFRS Practice Statement 2 Making Materiality Judgements to provide guidance on how to apply the concept of materiality to accounting policy disclosures.	1 January 2023
Definition of Accounting Estimates – Amendments to IAS 8	The amendment to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.	1 January 2023
Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12	The amendments to IAS 12 Income Taxes require companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities. The amendment should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that it is probable that they can be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with: • right-of-use assets and lease liabilities, and • decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets. The cumulative effect of recognising these adjustments is recognised in retained earnings, or another component of equity, as appropriate. IAS 12 did not previously address how to account for the tax effects of on-balance sheet leases and similar transactions and various approaches were considered acceptable. Some entities may have already accounted for such transactions consistent with the new requirements. These entities will not be affected by the amendments.	1 January 2023

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

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

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

Sale or contribution of assets between an investor and its associate or joint venture – Amendments to IFRS 10 and IAS 28	The IASB has made limited scope amendments to IFRS 10 *Consolidated financial statements* and IAS 28 *Investments in associates and joint ventures*. The amendments clarify the accounting treatment for sales or contribution of assets between an investor and its associates or joint ventures. They confirm that the accounting treatment depends on whether the non-monetary assets sold or contributed to an associate or joint venture constitute a 'business' (as defined in IFRS 3 Business Combinations). Where the non-monetary assets constitute a business, the investor will recognise the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognised by the investor only to the extent of the other investor's interests in the associate or joint venture. The amendments apply prospectively. ** In December 2015 the IASB decided to defer the application date of this amendment until such time as the IASB has finalised its research project on the equity method.	n/a **

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. There are no other relevant applicable new standards and amendments to published standards or IFRIC interpretations that have been issued but are not effective for the first time for the Group's financial year beginning on 1 January 2022 that would be expected to have a material impact on the consolidated financial statements of the Group.

(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 the United Arab Emirates. The consolidated financial statements are presented in thousands of United Arab Emirates Dirhams since that is the currency of the country in which the parent (ADFG), is domiciled and the majority of the Group's business is transacted.

Federal Decree Law No. 26 of 2020 which amends certain provisions of Federal Law No. 2 of 2015 as amended on Commercial Companies was issued on 27 September 2020 and the amendments came into effect on 2 January 2021. The Company has reviewed the new provisions and applied the requirements during the period.

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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Basis of consolidation (continued)

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.

The principal accounting policies are set out below. These policies have been consistently applied to each of the years presented, unless otherwise stated.

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.

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Impairment of non-financial assets (continued)

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.

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 is 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

Net fee and commission income
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.

Advisory income
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.

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

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Revenue recognition (continued)

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 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.

Income from finance lease
Interest income is calculated by applying the effective interest rate to the gross carrying amount of financial assets, except for:

a) Purchased or originated credit-impaired (POCI) financial assets, for which the original credit-adjusted effective interest rate is applied to the amortized cost of the financial asset.

b) Financial assets that are not 'POCI' but have subsequently become credit-impaired (or 'stage 3'), for which interest revenue is calculated by applying the effective interest rate to their amortized cost (i.e., net of the expected credit loss)

Processing fee
Processing fees and other operating income represent administration fees which include leases initiation and customer risk assessment. Processing fee income is recognized over the period of the lease using the effective rate method, which results in a constant periodic rate of return on the net investment outstanding.

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

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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

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 Fair value through profit and loss (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 Fair value through other comprehensive income (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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

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 24.1).

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.

<u>Classification- financial assets</u>

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.

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Classification- financial assets (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.

Subsequent measurement – financial assets

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.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Subsequent measurement – financial assets (continued)

- 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.

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.

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Impairment - financial assets (continued)

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.

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.

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

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. The contractual terms of a lease receivable are mainly modified at the request of the customer. An existing lease receivable whose terms have been modified may be derecognized and the renegotiated lease receivable recognized as a new investment in Islamic financing at fair value.

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.

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 25.

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.

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Derivative financial instruments and hedge accounting (continued)

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).

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.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Financial instruments (continued)

Derivative financial instruments and hedge accounting (continued)

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.

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 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

Ijara receivables

Ijara finance is an agreement wherein gross amounts due under originated Ijara (finance) includes the total of future payments on Ijara finance, plus estimated residual amounts receivable (by an option to purchase the asset at the end of the respective financing term through an independent sale contract). The difference between the ijara contracts receivable and the cost of the ijara assets is recorded as unearned Ijara finance income and for presentation purposes, is deducted from the gross amounts due under Ijara finance.

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 basis 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 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 SHUAA.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

The estimates and underlying assumptions are reviewed on an 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 days past due (DPD) (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.

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

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

Accounting acquirer (continued)

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.

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(iv) 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.

(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 variable (oil price). The macro-economic variable (oil price) was selected on the basis of business intuition and statistical analysis performed. 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.

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.

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

4.2 Key sources of estimation uncertainty (continued)

Fair value measurement of financial assets at FVTPL and FVTOCI

Fair values for the Group's financial assets at FVTPL and FVTOCI (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 in 2021, 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 24.1 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. 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 assessment on investment using equity accounting

The Group assesses the impairment of investments accounted for using the equity method whenever triggering events or changes in circumstances indicate that an investment may be impaired and carrying value may not be recoverable. The Group measures the impairment based on a projected future cash flow of the investees, including the underlying assumptions provided by such investees' internal management team. The Group also takes into account market conditions and the relevant industry trends to ensure the reasonableness of such assumptions.

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 taking into account all conditions existing as at the end of reporting period and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Assets and liabilities held for sale

With regard to assets held for sale, it must be determined if they can be sold in their current condition and if the sale of such is highly probable. If both conditions apply, the assets and any related liabilities must be reported and measured as “Assets held for sale” or “Liabilities held for sale”, respectively.

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

5 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.

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

5. SEGMENTAL INFORMATION (continued)

	31 December 2021			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Net fee and commission income	**210,753**	**4,478**	**49,476**	**264,707**
Advisory income	**-**	**16,401**	**(3,300)**	**13,101**
Net interest income	**-**	**-**	**7,198**	**7,198**
Trading income	**-**	**8,429**	**(2,514)**	**5,915**
Carried interest income	**-**	**-**	**-**	**-**
Other operating income	**181**	**-**	**103,380**	**103,561**
Total revenues	**210,934**	**29,308**	**154,240**	**394,482**
Staff costs	**(77,322)**	**(10,134)**	**(78,529)**	**(165,985)**
General and administrative expenses	**(19,552)**	**(7,013)**	**(49,381)**	**(75,946)**
Depreciation and amortization	**(31,751)**	**(6,568)**	**(7,695)**	**(46,014)**
Provision for impairment losses on financial instruments	**-**	**-**	**(17,780)**	**(17,780)**
Other operating expenses	**(5,698)**	**(347)**	**(3,575)**	**(9,620)**
Total expenses	**(134,323)**	**(24,062)**	**(156,960)**	**(315,345)**
Profit/(loss) before other income and finance cost	**76,611**	**5,246**	**(2,720)**	**79,137**
Fair value (losses) /gains from investments	**-**	**(684)**	**655,606**	**654,922**
Gain from derivative financial liability	**-**	**-**	**2,590**	**2,590**
Share of loss from investment in associates	**-**	**-**	**(157,062)**	**(157,062)**
Finance cost	**(6,201)**	**(2,262)**	**(138,899)**	**(147,362)**
Finance cost relating to unit holders	**-**	**-**	**(407,274)**	**(407,274)**
Other income	**5,670**	**1,847**	**30,216**	**37,733**
Profit/(loss) for the year from continuing operations	**76,080**	**4,147**	**(17,543)**	**62,684**
Profit for the year from discontinued operations	**-**	**-**	**8,250**	**8,250**
Profit for the year attributable to NCI	**(5,035)**	**-**	**(41,661)**	**(46,696)**
Profit/(loss) for the year attributable to Owners	**71,045**	**4,147**	**(50,954)**	**24,238**
Revenue generated from external customer (fee & commission)	**210,753**	**4,478**	**49,476**	**264,707**
Revenue generated from within the group (fee & commission)	**37,281**	**-**	**-**	**37,281**
	248,034	**4,478**	**49,476**	**301,988**

	31 December 2021			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Assets	1,096,045	356,152	4,315,689	5,767,886
Liabilities	208,715	100,227	3,612,882	3,921,824

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.

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

Notes to consolidated financial statements for the year ended 31 December 2021 (continued)

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

5. SEGMENTAL INFORMATION (continued)

	31 December 2020			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Net fee and commission income	116,678	5,391	97,042	219,111
Advisory income	13,184	15,972	385	29,541
Net interest income	-	-	14,880	14,880
Trading income	378	4,174	(457)	4,095
Carried interest income	-	-	-	-
Other operating income	18,137	-	252,753	270,890
Total revenues	148,377	25,537	364,603	538,517
Staff costs	(64,030)	(13,811)	(62,984)	(140,825)
Employee carried interest	-	-	-	-
General and administrative expenses	(28,651)	(7,135)	(36,581)	(72,367)
Depreciation and amortization	(31,284)	(7,945)	(12,911)	(52,140)
Provision for impairment losses on financial instruments	(2,621)	269	(2,473)	(4,825)
Other operating expenses	919	686	(28,377)	(26,772)
Total expenses	(125,667)	(27,936)	(143,326)	(296,929)
Profit/(loss) before other income and finance cost	22,710	(2,399)	221,277	241,588
Fair value losses from investments	474	(1,107)	(254,565)	(255,198)
Loss from derivative financial liability	-	-	(3,505)	(3,505)
Share of profit from investment in associates	-	-	80,182	80,182
Finance cost	(4,996)	(2,120)	(164,966)	(172,082)
Finance credit relating to unit holders	-	-	114,124	114,124
Other income	32,343	1,909	118,717	152,969
Profit/(loss) for the year from continuing operations	50,531	(3,717)	111,264	158,078
Loss for the year from discontinued operations	-	-	(2,728)	(2,728)
Profit for the year attributable to NCI	(482)	-	(29,605)	(30,087)
Profit/(loss) for the year attributable to Owners	50,049	(3,717)	78,931	125,263
Revenue generated from external customer (fee & commission)	108,875	5,391	97,042	211,308
Revenue generated from within the group (fee & commission)	7,803	-	-	7,803
	116,678	5,391	97,042	219,111

	31 December 2020			
	Asset Management	*Investmen t Banking*	*Corporate*	*Total*
Assets	1,158,050	361,791	4,528,471	6,048,312
Liabilities	218,579	126,009	3,677,547	4,022,135

Notes to consolidated financial statements for the year ended 31 December 2021 (continued)

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

6. OPERATING INCOME

	31 December 2021	*31 December 2020*
Fees and commission income	289,922	231,848
Advisory income	13,101	29,541
Trading income	5,915	4,095
Other operating income (**Note 6.1**)	103,561	270,890
Revenue	412,499	536,374
Fee and commission expense	(25,215)	(12,737)
Operating income	387,284	523,637

6.1 OTHER OPERATING INCOME

	31 December 2021	*31 December 2020*
Other income	6,292	12,693
Board representation fees	1,225	7,258
Bargain purchase gain	-	182,653
Dividend income	96,044	68,286
	103,561	270,890

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

7. GENERAL AND ADMINISTRATIVE EXPENSES

	31 December 2021	*31 December 2020*
Professional fees	(24,012)	(32,508)
Administration, technology and communication	(21,678)	(19,035)
Office costs	(9,229)	(6,256)
Corporate marketing and branding costs	(8,720)	(7,117)
Business travel expenses	(768)	(433)
Others	(11,539)	(7,018)
	(75,946)	(72,367)

There is no payment for social contribution in 2021 and 2020.

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

8. PROVISION FOR IMPAIRMENT LOSSES ON FINANCIAL INSTRUMENTS

	31 December 2021	31 December 2020
Charge on Loans, advances and finance leases	(10,935)	(7,271)
(Charge)/release of provision of impairment for doubtful receivables and other assets	(6,845)	2,446
	(17,780)	(4,825)

9. OTHER OPERATING EXPENSES

	31 December 2021	31 December 2020
Directors fee	(6,040)	(3,324)
Net foreign exchange gain/(loss)	5,900	(6,270)
Others	(9,480)	(17,178)
	(9,620)	(26,772)

10. OTHER INCOME/(EXPENSES)

	31 December 2021	31 December 2020
One-time transaction claw back (**Note 10.1**)	-	112,882
Reversal of rebate payable	-	15,509
Government grant income	8,585	-
Borrowing deferment income	-	4,401
Finance lease modification charge	(4,320)	(15,328)
Gain on sale of financial asset carried at amortised cost	-	16,724
Others	33,468	18,781
	37,733	152,969

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

11. CASH AND DEPOSITS WITH BANKS

	31 December 2021	31 December 2020
Cash on hand	106	47
Balances held with banks	460,542	416,928
Cash and deposits with banks	460,648	416,975
Less: Restricted deposits	(7,128)	(39,709)
Cash and cash equivalents	453,520	377,266

The rate of interest on the deposits held during the year ended 31 December 2021 ranged from 1.4% to 6.25% (31 December 2020: 1.4% to 6.25%) per annum.
Cash and deposits with banks include deposits of 7,128 (31 December 2020: 39,709) 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.

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

12. RECEIVABLES AND OTHER DEBIT BALANCES

	31 December 2021	*31 December 2020*
Trade receivables – net of loss allowance (**Note 12.1**)	66,310	46,336
Receivables from managed funds	24,131	61,220
Receivable against unsettled trades	-	26,479
Advances and deposits	5,155	4,995
Prepayments	9,850	12,014
Carried interest	-	2,256
Accrued income	64,737	42,242
Others	180,857	18,750
	351,040	214,292
Trade receivables and managed funds – net of loss allowance		
Trade receivables and managed funds	98,148	127,481
Loss allowance	(7,707)	(19,925)
	90,441	107,556
Movement in loss allowance:		
Opening balance	(19,925)	(22,371)
(Charge)/reversal for the year	(6,845)	2,446
Written off	19,063	-
Closing balance	(7,707)	(19,925)

12.1 Included in trade receivables is an amount of 14,363 (31 December 2020: 15,860) due from related parties (Note 23).

13. LOANS, ADVANCES AND FINANCE LEASES

	31 December 2021	*31 December 2020*
Loans and advances - net of provision for impairment (a)	32,923	88,783
Finance leases – net of provision of impairment (b)	167,018	183,303
Margin lending - net of provision for impairment (c)	36,325	74,146
	236,266	346,232

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

13 LOANS, ADVANCES AND FINANCE LEASES (continued)

(a) Loans and advances

	31 December 2021	*31 December 2020*
Total loans and advances	44,155	88,783
Provision for impairment	(11,232)	-
	32,923	88,783
Movement in cumulative provision for impairment:		
Opening balance	-	(4,323)
Charge for the year	(11,232)	(642)
Reversal for the year	-	4,965
Closing balance	(11,232)	-

As at 31 December 2021, the underlying collateral for loans and advances were valued at 39,911 (31 December 2020:111,158). Provisions are made for the uncovered portion of the impaired loans and advances.

(b) Finance leases

	31 December 2021	*31 December 2020*
Current finance lease receivables (Note 13 (b).1)	95,209	86,410
Non-current finance lease receivables (Note 13 (b).1)	82,944	108,826
Provision for impairment	(11,135)	(11,933)
	167,018	183,303
Movement in provision for impairment:		
Opening balance	(11,933)	(765)
Charge for the year	(6,728)	(11,168)
Reversals during the year	7,526	-
Closing balance	(11,135)	(11,933)

13 (b).1 Included in finance lease are investment in Islamic financing (Ijara) by a subsidiary amounting to 157,873 (31 December 2020: 171,210).

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.

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

13. LOANS, ADVANCES AND FINANCE LEASES (continued)

(b) Finance leases (continued)

	Minimum lease payments		*Present value of minimum lease payments*	
	31 December 2021	*31 December 2020*	***31 December 2021***	*31 December 2020*
Not later than one year	112,115	106,282	95,209	86,410
Later than one year and not later than five years	95,535	126,716	82,944	108,826
	207,650	232,998	178,153	195,236
Less: unearned finance income	(29,497)	(37,762)	-	-
Present value of minimum lease payments receivab	178,153	195,236	178,153	195,236
Allowances for uncollectible lease payments	(11,135)	(11,933)	(11,135)	(11,933)
	167,018	183,303	167,018	183,303

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 2021, the underlying collateral for finance leases was valued at 158,471 (31 December 2020: 250,011). Provisions are made for the impaired portion of the lease, net of collateral

(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 2021	*31 December 2020*
Total margin lending	37,455	74,774
Cumulative provision for impairment	(1,130)	(628)
	36,325	74,146
Movement in cumulative provision for impairment:		
Opening balance	(628)	(202)
Charge for the year	(502)	(426)
Closing balance	(1,130)	(628)

As at 31 December 2021, the underlying securities were valued at 105,904 (31 December 2020:422,971). Provisions are made for the impaired portion of margins.

Some of the underlying securities in an amount of Nil (31 December 2020: 69,915) are pledged under repurchase agreements with financial institutions.

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

13. LOANS, ADVANCES AND FINANCE LEASES (continued)

(c) Margin lending (continued)

The effect of collateral on assets is as follows :

31 December 2021

	Over collateralized		Under collateralized	
	Carrying value of the assets	**Value of collateral**	**Carrying value of the assets**	**Value of collateral**
Loans and advances	1,197	39,911	-	-
Finance leases	77,326	122,988	80,547	35,483
Margin lending	7,184	105,904	29,141	-
	85,707	268,803	109,688	35,483

31 December 2020

	Over collateralized		Under collateralized	
	Carrying value of the assets	Value of collateral	Carrying value of the assets	Value of collateral
Loans and advances	54,665	111,158	34,118	-
Finance leases	117,037	203,137	66,266	46,874
Margin lending	74,146	422,971	-	-
	245,848	737,266	100,384	46,874

14. INVESTMENTS IN ASSOCIATES

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

	31 December 2021						
	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 2021	379,780	-	-	-	39,312	15,220	434,312
Additions	-	-	-	-	17,857	-	17,857
Associate arising from loss of control	-	-	-	-	-	50,275	50,275
Share of profit of associates	234,366	-	-	-	13,684	4,330	252,380
Impairments	(403,753)	-	-	-	(5,689)	-	(409,442)
Classified as fair value through P&L	-	-	-	-		(12,991)	(12,991)
Dividends and distributions	-	-	-	-	(28,559)	-	(28,559)
Reclassified from Held for sale	-	36,844	13,360	-	-	-	50,204
As at 31 December 2021	210,393	36,844	13,360	-	36,605	56,834	354,036

14. INVESTMENTS IN ASSOCIATES (continued)

The table below shows the movement in associates during 2020

	31 December 2020						
	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 2020	284,963	51,033	19,936	237,160	78,019	22,539	693,650
Additions	33,595	-	-	-	-	-	33,595
Share of profit/(loss) of associates	61,222	(8,862)	(2,121)	75,654	(8,392)	(1,133)	116,368
Share of other comprehensive (loss) of associates	-	-	-	(47,569)	-	-	(47,569)
Impairments	-	(21,092)	(8,908)	-	-	(6,186)	(36,186)
Dividends and distributions	-	-	-	(86,636)	(30,315)	-	(116,951)
Held for sale	-	(21,079)	(8,907)	(178,609)	-	-	(208,595)
As at 31 December 2020	379,780	-	-	-	39,312	15,220	434,312

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 2021						
	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	260,034	294	265,662	-	421,923	54,153	1,002,066
- Non-current	1,783,278	137,073	40,379	-	-	232,977	2,193,707
Total assets	2,043,312	137,367	306,041	-	421,923	287,130	3,195,773
Liabilities							
- Current	82,551	779	125,656	-	10,757	66,625	286,368
- Non-current	228,827	-	-	-	-	512	229,339
Total liabilities	311,378	779	125,656	-	10,757	67,137	515,707
Net Assets	1,731,934	136,588	140,006	-	411,166	219,993	2,639,687
Summarised statement of comprehensive income							
Revenue	819,511	2,185	34,498	-	74,146	120,129	1,050,469
Profit for the year	659,572	2,185	9,829	-	73,840	38,677	784,103
Other comprehensive loss for the year	-	-	-	-	-	-	-
Total comprehensive income for the year	659,572	2,185	9,829	-	73,840	38,677	784,103

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

14. INVESTMENTS IN ASSOCIATES (continued)

	31 December 2020						
	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	1,197,500	294	16,378	516,654	311,224	7,499,124	9,541,174
- Non-current	118,012	129,212	306,381	4,864,983	-	2,432,266	7,850,854
Total assets	1,315,512	129,506	322,759	5,381,637	311,224	9,931,390	17,392,028
Liabilities							
- Current	169,722	782	18,981	662,401	6,534	7,553,038	8,411,458
- Non-current	4,875	-	120,087	4,415,073		990,779	5,530,814
Total liabilities	174,597	782	139,068	5,077,474	6,534	8,543,817	13,942,272
Net Assets	1,140,915	128,724	183,691	304,163	304,690	1,387,573	3,449,756
Summarised statement of comprehensive income							
Revenue	5,307	(65,227)	(56,783)	786,279	(7,323)	471,446	1,133,699
Profit/(loss) for the year	164,925	(65,227)	(92,982)	297,635	(10,878)	(23,951)	269,522
Other comprehensive loss for the year	-	-	-	(237,847)	-	-	(237,847)
Total comprehensive income/(loss) for the year	164,925	(65,227)	(92,982)	59,788	(10,878)	(23,951)	31,675

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

15. PROPERTY AND EQUIPMENT

	31 December 2021							
	Leasehold Improvements	*Office equipment*	*Motor vehicles*	*Furniture and fixture*	*Land & buildings*	*Artworks and painting*	*Right-of-use assets*	*Total*
Cost								
Balance at beginning of the year	20,900	8,277	857	5,841	2,551	1,357	47,170	86,953
Additions	1,070	4,112	487	367	-	-	16,019	22,055
Transfers	(428)	3,484	-	(3,056)	-		-	-
Disposals	(7,222)	(167)	(286)	(69)	-	(1)	(8,415)	(16,160)
Balance at end of the year	14,320	15,706	1,058	3,083	2,551	1,356	54,774	92,848
Accumulated depreciation								
Balance at beginning of the year	7,828	7,856	505	4,914	224	-	22,864	44,191
Charge for the year	3,815	1,808	219	569	77	3	15,625	22,116
Transfers	(363)	4,570	-	(4,207)	-	-	-	-
Disposals	(3,010)	(156)	(141)	(16)	-	-	(4,498)	(7,821)
Balance at end of the year	8,270	14,079	583	1,260	301	3	33,991	58,486
Net book value								
Balance at end of the year	6,050	1,627	475	1,823	2,250	1,353	20,783	34,362

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

15. PROPERTY AND EQUIPMENT (continued)

	31 December 2020							
	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	20,014	6,435	771	5,841	10,380	1,357	48,071	92,869
Additions	1,480	2,387	190	-	-	-	1,377	5,434
Transfers	-	-	-	-	-	-	(154)	(154)
Disposals	(318)	(346)	(1)	-	-	-	(2,124)	(2,789)
Transfer to held for sale	(280)	(199)	(103)	-	(4,088)	-	-	(4,670)
Impairment	-	-	-	-	(3,741)	-	-	(3,741)
Exchange rate translation	4	-	-	-	-	-	-	4
Balance at end of the year	20,900	8,277	857	5,841	2,551	1,357	47,170	86,953
Accumulated depreciation								
Balance at beginning of the year	2,243	3,394	287	2,853	193	-	10,207	19,177
Charge for the year	5,980	4,666	214	2,061	31	-	13,952	26,904
Disposals	(395)	(204)	4	-	-	-	(1,295)	(1,890)
Balance at end of the year	7,828	7,856	505	4,914	224	-	22,864	44,191
Net book value								
Balance at end of the year	13,072	421	352	927	2,327	1,357	24,306	42,762

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

15. PROPERTY AND EQUIPMENT (continued)

15.1 The recognised right-of-use assets relate to the following types of assets:

	31 December 2021	*31 December 2020*
Buildings (*)	54,776	47,170
Office equipment	-	-
Total right-of-use assets at cost (Note 15)	54,776	47,170

(*) 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 15).

15.2 The depreciation charge for right-of-use assets pertains mainly to office premises (Note 15).

	31 December 2021	*31 December 2020*
Buildings	15,625	13,952
Office equipment	-	-
	15,625	13,952

16. GOODWILL AND OTHER INTANGIBLE ASSETS

	31 December 2021				
	Goodwill	***Trademark / Brand***	***Customer Relationships***	***Trade Licenses***	***Total***
Cost					
Balance at beginning of the year	1,030,562	15,573	215,249	18,807	1,280,191
Impact of foreign currency translation	(5,886)	-	-	-	(5,886)
Balance at end of the year	1,024,676	15,573	215,249	18,807	1,274,305
Accumulated amortization					
Balance at beginning of the year	-	1,161	37,226	7	38,394
Charge for the year	-	903	22,994	-	23,897
Balance at end of the year	-	2,064	60,220	7	62,291
Net book value					
Net book value as at 31 December 2021	1,024,676	13,509	155,029	18,800	1,212,014

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

16. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)

	31 December 2020				
	Goodwill	*Trademark/ Brand*	*Customer Relationships*	*Trade Licenses*	*Total*
Cost					
Balance at beginning of the year	1,016,217	16,760	215,500	23,277	1,271,754
Impairment	(3,876)	(1,187)	-	(4,470)	(9,533)
Impact of foreign currency translation	18,221	-	-	-	18,221
Disposals	-	-	(251)	-	(251)
Balance at end of the year	1,030,562	15,573	215,249	18,807	1,280,191
Accumulated amortization					
Balance at beginning of the year	-	257	12,910	7	13,174
Charge for the year	-	904	24,332	-	25,236
Disposals	-	-	(16)	-	(16)
Balance at end of the year	-	1,161	37,226	7	38,394
Net book value					
Net book value as at 31 December 2020	1,030,562	14,412	178,023	18,800	1,241,797

This includes goodwill and other intangibles arisen upon cessation of investment entity and acquisition of subsidiaries as part of the business combination 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.

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 four-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 impairments of its goodwill and intangible assets in 2021 (31 December 2020: nil).

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

16. GOODWILL AND OTHER INTANGIBLE ASSETS (continued)

The carrying amount of Goodwill, Trade licenses and Customer relationships as at 31 December 2021 allocated to each CGU along with the key inputs used for VIU calculations and sensitivity analysis are summarized as follows:

31 December 2021

CGU	Goodwill	Customer relationship	Trademarks /Brand	Trade licenses	Discount rate	Growth rate	Change in Discount rate of +1%	Change in Growth rate of -1%
Asset Management – Astrea	254,607	99,111	-	-	4.5%	1.5%	(171,567)	(157,415)
Asset Management – Northacre	242,814	-	3,077	-	4.5%	-	(53,462)	-
Asset Management – Real Estate	197,470	24,283	4,378	5,300	15.0%	2.0%	(40,147)	(28,786)
Investment Banking	162,215	-	2,347	4,000	16.0%	2.0%	(29,769)	(20,873)
NCM	81,155	19,316	2,181	9,200	15.5%	2.5%	(15,777)	(11,060)
Fixed Income Trading	58,244	12,318	1,526	-	15.5%	2.0%	(14,883)	(10,560)
Investment Solutions	28,171	-	-	300	15.5%	2.0%	(37,085)	(26,633)
	1,024,676	155,028	13,509	18,800				

31 December 2020

CGU	Goodwill	Customer relationship	Trademarks /Brand	Trade licenses	Discount rate	Growth rate	+1% change in Discount rate	-1% change in Growth rate
Asset Management – Astrea	257,846	104,444	3,208	-	5.5%	1.5%	(84,846)	(80,331)
Asset Management – Northacre	245,067	4,261	-	-	6.0%	-	6,435	-
Asset Management – Real Estate	197,468	33,683	4,627	5,300	15.0%	2.0%	(81,828)	(51,649)
Investment Banking	162,215	-	2,481	4,000	16. 0%	2.0%	(13,582)	(7,797)
NCM	81,313	22,083	2,354	9,200	15.5%	2.5%	(15,350)	(9,576)
Fixed Income Trading	58,746	13,552	1,742	-	15.5%	2.0%	(7,800)	(4,758)
Investment Solutions	27,907	-	-	300	15.5%	2.0%	(31,282)	(20,685)
	1,030,562	178,023	14,412	18,800				

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

17. PAYABLES AND OTHER CREDIT BALANCES

Payables and other credit balances comprise the following:

	31 December 2021	*31 December 2020*
Payable to clients	9,701	11,554
Customer deposits	20,501	37,658
Accruals	84,096	79,203
Lease liabilities (**Note 17.1**)	40,399	40,014
Repurchase agreements (**Note 17.2**)	41,562	63,825
Payables against acquisitions	226,893	122,985
Unclaimed dividends payable	33,457	33,470
FVTPL liabilities	1,610	1,859
Realised carried interest payable to employees	1,340	9,415
End of service benefits	18,493	19,147
Provisions (**Note 17.3**)	9,844	3,539
Derivative financial liability	2,117	4,519
Deferred revenue	7,053	7,722
Other payables	305,026	76,250
	802,092	511,160

17.1 Lease liabilities

	31 December 2021	31 *December 2020*
Current	10,734	13,945
Non-current	29,665	26,069
	40,399	40,014

This represents liability recognised on application of IFRS 16 in relation to renting of office space for the Group.

17.2 Repurchase agreements

Represents liabilities arising out of repurchase agreements entered with financial institutions. Securities sold subject to repurchase agreements are disclosed as pledged assets. The amounts received from the counterparty is included as a liability.

17.3 Movement in provisions

	31 December 2021	31 *December 2020*
As at 1 January	3,539	16,606
Charged/(release) to profit or loss	6,305	(13,067)
As at 31 December	9,844	3,539

17.4 All other balances above, except as disclosed in note 25, are expected to be settled within 12 months after the end of the reporting period.

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

18. OTHER FINANCIAL LIABILITIES

	31 December 2021	*31 December 2020*
Repayable within twelve months	81,707	92,395
Repayable after twelve months	66,560	57,588
	148,267	149,983

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

19. BORROWINGS

Borrowings at the end of the reporting period are as follows:

	31 December 2021	*31 December 2020*
Secured		
Due to banks	1,122,623	1,519,267
Due to other financial institutions (**Note 19.1**)	45,579	61,572
Others	33,007	77,079
	1,201,209	1,657,918
Unsecured		
Due to banks	75,226	86,559
Due to other financial institutions	15,062	30,247
Bonds payable (**Note 19.1**)	543,944	499,317
Others (**Note 19.1 and 19.2**)	149,978	121,660
	784,210	737,783
	1,985,419	2,395,701

19.1 These include borrowings amounting to 45,540 (31 December 2020: 157,430) due to related parties with an interest rate of 7.3% to 9.5% p.a. (2020: 7.3% to 9.5% p.a.).

19.2 This includes 112,401 (31 December 2020: 57,565) related to funding received by a subsidiary from its regulator to finance and support Small and Medium-Sized Entities (SME) lending activity of the subsidiary.

19.3 Finance cost includes interest of 41,895 (31 December 2020: 18,787) on the Bonds payable.

Maturity profile of borrowings at the end of the year are as follows:

	31 December 2021	*31 December 2020*
Secured		
Repayable within twelve months	803,754	895,471
Repayable after twelve months	397,455	762,447
	1,201,209	1,657,918
Unsecured		
Repayable within twelve months	82,011	98,722
Repayable after twelve months	702,199	639,061
	784,210	737,783
	1,985,419	2,395,701

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

19. BORROWINGS (continued)

19.4 Summary of borrowing arrangements:

		31 December 2021		
Facility type	Facility Amount	Original Tenor	Effective interest/profit rate	Collateral
Term Loan	622,164	Between 0 to 7 years	1.5% - 9.5%	1,133,859
Bond	543,944	Between 2 to 3 years	7.50%	-
Murabaha facility	752,913	Between 0 to 5 years	3% - 9%	1,564,705
Revolving Facility	66,398	within 1 year	4% - 5%	84,987
	1,985,419			2,783,551

		31 December 2020		
Facility type	Facility Amount	Original Tenor	Effective interest/profit rate	Collateral
Term Loan	941,323	Between 0 to 7 years	1.5% - 9.5%	1,107,101
Bond	499,317	Between 2 to 3 years	7.50%	-
Murabaha facility	924,771	Between 0 to 5 years	3% - 9%	986,105
Revolving Facility	30,290	within 1 year	4% - 5%	15,516
	2,395,701			2,108,722

Collaterals mainly include cash, liquid securities, land and private equity holdings.

19.5 **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 2021	***Acquisitions on business combination***	***Financing cash flows (i)***	***Other charges (ii)***	***Foreign currency exchange difference***	***At 31 December 2021***
Due to banks	1,605,826	-	(393,760)	(14,217)	-	1,197,849
Due to other financial institutions	91,819	-	(31,659)	481	-	60,641
Bonds payable	499,317	-	47,584	(2,957)	-	543,944
Others	198,739	-	(17,417)	1,663	-	182,985
	2,395,701	-	(395,252)	(15,030)	-	1,985,419

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

19. BORROWINGS (continued)

19.5 Reconciliation of liabilities arising from financing activities (continued)

					Non-cash changes		
	At 1 January 2020	*Acquisitions on business combination*	*Financing cash flows (i)*	*Other charges (ii)*	*Foreign currency exchange difference*	*Transfer to Held for sale*	*At 31 December 2020*
Due to banks	1,718,797	64,427	(111,911)	2,537	-	(68,024)	1,605,826
Due to other financial institutions	98,302	-	(6,410)	(73)	-	-	91,819
Bonds payable	332,378	-	163,617	3,322	-	-	499,317
Others	100,592	51,422	95,177	2,970		(51,422)	198,739
	2,250,069	115,849	140,473	8,756	-	(119,446)	2,395,701

(i) Net cash flows from proceeds and repayment of borrowings
(ii) Other charges include interest accruals and repayments

20. SHARE CAPITAL

	Number of shares	***Value***
31 December 2021	**2,535,720**	**2,535,720**
31 December 2020	2,535,720	2,535,720

Authorised, issued and fully paid share capital comprises 2,535,720,000 shares (31 December 2020: 2,535,720,000 shares) of AED 1 per share (31 December 2020: AED 1 per share). Each share carries one vote and the right to receive dividends.

At 31 December 2021, the Company had Nil (31 December 2020: 28,107,748) treasury shares outstanding. During year, the Company sold 28,107,748 treasury shares for total proceeds of 19,635 (2020: nil). The cost of these shares was 31,130.

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

21. OTHER RESERVES

	Merger reserve (21.1)	*Investment revaluation reserve*	*Cash flow hedge reserve (21.2)*	*Translatio n reserve*	*Total*
As at 1 January 2021	(1,410,720)	(20,781)	(50,031)	42,386	(1,439,146)
Remeasurement of equity investments carried at FVOCI	-	(35,134)	-	-	(35,134)
Cash flow hedge	-	-	53,347	-	53,347
Translation of operations of foreign subsidiaries	-	-	-	(15,612)	(15,612)
NCI share	-	6,287	-	5,806	12,093
Other comprehensive (loss)/income	-	(28,847)	53,347	(9,806)	14,694
As at 31 December 2021	(1,410,720)	(49,628)	3,316	32,580	(1,424,452)
As at 31 December 2020	(1,410,720)	(20,781)	(50,031)	42,386	(1,439,146)

21.1 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).

21.2 This includes a share of the cash flow hedge reserve of an associate which was disposed in second quarter of 2021.

22. EARNINGS PER SHARE

Basic earnings per share has been computed by dividing the net profit attributable to the Owners with the weighted average number of ordinary shares outstanding

	31 December 2021	*31 December 2020*
Profit attributable to the Owners from continuing operations	35,398	127,991
Profit attributable to the Owners	24,238	125,263
Weighted average number of ordinary shares	2,535,720	2,535,720
Earnings per share attributable to Owners from continuing operations	0.01	0.05
Earnings per share attributable to Owners	0.01	0.05

Diluted earnings per share as of 31 December 2021 and 31 December 2020 are equivalent to basic earnings per share.

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

23. 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 2021	*31 December 2020*
Loan, advances and finance leases		
Associates	42,453	92,173
Key management personnel	-	879
Shareholders	-	3,712
	42,453	96,764
Receivables and other debit balances		
Associates	14,363	15,860
Borrowings		
Associates	45,540	88,954
Shareholders	-	68,476
	45,540	157,430

Significant transactions with related parties included in these consolidated financial statements are as follows:

	31 *December 2021*	*31 December 2020*
Directors remuneration	2,807	3,900
Key management compensation:		
Salaries, bonuses and other benefits	12,989	12,032
Post-employment benefits	336	334
	13,325	12,366
Revenue earned from related parties		
Other related parties	20,805	20,043
Associates	-	-
Finance cost on the borrowings		
Associates	2,392	2,601
Shareholders	909	4,978
	3,301	7,579
Interest paid on borrowings		
Associates	1,793	2,390
Shareholders	909	4,964
	2,702	7,354

Finance lease repayments received from associates was AED 646 (31 December 2020: AED 822).

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

24. FINANCIAL INSTRUMENTS

24.1 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 2021			
	Level 1	***Level 2***	***Level 3***	***Total***
Financial Assets				
FVTPL				
-Equity investments	2,335,017	-	2,236	2,337,253
-Fixed income investments	90,842	6,296	-	97,138
-Fund investments	-	84,352	571,481	655,833
FVOCI				
-Equity investments	-	-	-	-
-Fund investments	-	-	23,366	23,366
	2,425,859	90,648	597,083	3,113,590
Financial Liabilities				
FVTPL	1,610	2,117	-	3,727
Payable to unit holders	-	986,046	-	986,046
Lease liability	-	-	40,399	40,399
	1,610	988,163	40,399	1,030,172

During the year, the Group recognized fair value gains amounting to 654,922 (31 December 2020: losses of (255,198)), on investments carried at FVTPL. The Group purchased investments of 476,050 (2020: 155,822) during the financial year ended 31 December 2021.

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 amounting to (35,134) recognised during the year (31 December 2020: (16,963)).

FVTPL and FVOCI investments include securities with market value of 870,791 (31 December 2020: 1,324,815) which are pledged against borrowings (Note 19).

During the year, the Group sold equity investment held at FVOCI as part of management's policy for disposal of non-core units. The fair value at the time of disposal was 13,734. No gain or loss was realized on disposal as it was sold at fair value.

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

24. FINANCIAL INSTRUMENTS (continued)

24.1 Fair value of financial instruments (continued)

	31 December 2020			
	Level 1	*Level 2*	*Level 3*	*Total*
Financial Assets				
FVTPL				
-Equity investments	1,722,623	154	2,299	1,725,076
-Fixed income investments	53,093	8,627	1,133	62,853
-Fund investments	-	97,079	414,919	511,998
FVOCI				
-Equity investments	78,365	-	-	78,365
-Fund investments	-	-	50,707	50,707
	1,854,081	105,860	469,058	2,428,999
Financial Liabilities				
FVTPL	1,859	4,519	-	6,378
Payable to unit holders	-	578,757	-	578,757
Lease liability	-	-	40,014	40,014
	1,859	583,276	40,014	625,149

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 and financial liabilities 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. Investments classified as FVTPL falling under level 2 category have been valued using the Net Asset Value.

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

24. FINANCIAL INSTRUMENTS (continued)

24.1 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, 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 following table shows the impact on the fair value of level 3 instruments reflecting change in underlying assumptions used in the valuation by class of instrument.

Financial assets	Fair value as at 31/12/21	Fair value as at 31/12/20	Fair value hierarchy	Valuation technique(s) and Key input(s)	Significant unobservable input(s)	Effect of changes in underlying assumptions 2021	Effect of changes in underlying assumptions 2020	Sensitivity analysis	Relationship of unobservable inputs to fair value
FVTPL									
Equity investments	2,236	2,299	3	NAV[2]	Net asset value	+/- 112	+/- 115	± 5% change in NAV, impacts fair value	The higher the discount rate, the lower the fair value
Fixed Income	-	1,133	3	Discounted cash flow[1]	Discount rate	-	+/- 11	± 1% change in discount rate, impacts fair value	The higher the discount rate, the lower the fair value
Fund investments	571,481	414,919	3	Discounted cash flow[1] and NAV[2]	Net asset value adjusted with market risk	+/- 28,574	+/- 20,836	± 5% change in NAV and 1% change in discount rate, impacts fair value	The higher the market risk, the lower the fair value and the higher the discount rate, the lower the fair value
FVOCI									
Fund investments	23,366	50,707	3	NAV[2]	Net asset value	+/- 1,168	+/- 2,535	± 5% change in NAV, impacts fair value	The higher the market risk, the lower the fair value

Significant unobservable inputs in Level 3 instruments valuations

[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. The extent of the adjustment varied according to the characteristics of each investment.

[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.

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

24. FINANCIAL INSTRUMENTS (continued)

24.1 Fair value of financial instruments (continued)

Movements in level 3 financial assets measured at fair value

During the period, there were no transfers between levels.
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 2021							
	Balance at 1 January 2021	***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 2021***
FVTPL								
Equity Investments	2,299	-	-		(63)		-	2,236
Fixed Income	1,133	-	-		(1,133)		-	-
Fund Investment	414,919	-	137,992		18,570		-	571,481
FVOCI								
Fund Investment	50,707	-	-	-	-	(27,341)	-	23,366
	469,058	-	137,992	-	17,374	(27,341)	-	597,083

	31 December 2020							
	Balance at 1 January 2020	*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 2020*
FVTPL								
Equity Investment	20,969	-	-	-	(18,670)	-	-	2,299
Fixed Income	1,129	-	-	-	4	-	-	1,133
Fund Investment	314,157	-	185,104	-	(84,342)	-	-	414,919
FVOCI								
Fund Investment	51,656	-	-	-	-	(949)	-	50,707
	387,911	-	185,104	-	(103,008)	(949)	-	469,058

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 2021	*31 December 2020*
Realised and unrealised gains/(losses)	17,374	(103,008)

25. 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.

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.

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.

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.

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.

25. FINANCIAL RISK MANAGEMENT (continued)

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)

25. 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 2021	*Gross maximum exposure 31 December 2020*
Cash and deposits with banks	460,648	416,975
Receivables and other debit balances	358,747	234,217
Loans, advances and finance leases	259,763	358,793
Total credit risk exposure	1,079,158	1,009,985

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. The Group does not have any exposure to Russian and/or Ukranian markets. The geographical concentration of the Group's financial assets at 31 December 2021 and 2020 is set out below:

31 December 2021

Assets	*UAE*	*GCC**	*MENA***	*North America*	*Europe*	*Asia*	*Total*
Cash and deposits with banks	198,573	223,015	8,794	-	30,266	-	460,648
Receivables and other debit balances	268,876	15,055	17,549	390	49,170	-	351,040
Loans, advances and finance leases	43,214	167,598	-	-	25,454	-	236,266
	510,662	405,668	26,343	390	104,890	-	1,047,954

31 December 2020

Assets	*UAE*	*GCC**	*MENA***	*North America*	*Europe*	*Asia*	*Total*
Cash and deposits with banks	214,046	130,901	5,529	1,185	61,276	4,038	416,975
Receivables and other debit balances	93,135	42,639	18,080	-	48,420	4	202,278
Loans, advances and finance leases	118,102	171,927	54,794	6	1,403	-	346,232
	425,283	345,467	78,403	1,191	111,099	4,042	965,485

* *GCC region excluding UAE*
** *MENA region excluding GCC and UAE*

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.

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

25. FINANCIAL RISK MANAGEMENT (continued)

Credit quality analysis and measurement of ECL (continued)

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.

	31 December 2021				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Loans and advances					
Performing	44,155	-	-	-	44,155
Non-performing	-	-	-	-	-
Gross loans and advances	44,155	-	-	-	44,155
Allowance for impairment	(11,232)	-	-	-	(11,232)
Carrying amount	32,923	-	-	-	32,923

	31 December 2020				
	Stage 1	Stage 2	Stage 3	POCI	Total
Loans and advances					
Performing	88,783	-	-	-	88,783
Non-performing	-	-	-	-	-
Gross loans and advances	88,783	-	-	-	88,783
Allowance for impairment	-	-	-	-	-
Carrying amount	88,783	-	-	-	88,783

Finance leases	**31 December 2021**				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Performing	111,604	22,193	-	-	133,797
Non-performing	-	-	-	44,356	44,356
Finance leases	111,604	22,193	-	44,356	178,153
Allowance for impairment	(65)	(521)	-	(10,549)	(11,135)
Carrying amount	111,539	21,672	-	33,807	167,018

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

25. FINANCIAL RISK MANAGEMENT (continued)

Finance leases

	31 December 2020				
	Stage 1	Stage 2	Stage 3	POCI	Total
Performing	167,739	10,652	-	-	178,391
Non-performing	-	-	-	16,845	16,845
Finance leases	167,739	10,652	-	16,845	195,236
Allowance for impairment	(2,049)	(25)	-	(9,859)	(11,933)
Carrying amount	165,690	10,627	-	6,986	183,303

Margin Lending

	31 December 2021				
	Stage 1	**Stage 2**	**Stage 3**	**POCI**	**Total**
Performing	37,097	-	-	-	37,097
Non-performing	-	-	-	358	358
Margin Lending	37,097	-	-	358	37,455
Allowance for impairment	(772)	-	-	(358)	(1,130)
Carrying amount	36,325	-	-	-	36,325

Margin Lending

	31 December 2020				
	Stage 1	Stage 2	Stage 3	POCI	Total
Performing	74,847	-	-	-	74,847
Non-performing	-	-	-	(73)	(73)
Margin Lending	74,847	-	-	(73)	74,774
Allowance for impairment	-	-	-	(628)	(628)
Carrying amount	74,847	-	-	(701)	74,146

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

25. FINANCIAL RISK MANAGEMENT (continued)

Loans and advances provision movement

	31 December 2021					31 December 2020
	Stage 1 12 months ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	POCI	Total	Total
Loans and advances						
Balance at 1 January	-	-	-	-	-	(4,323)
Allowance for impairment – Charge for the year	(11,232)	-	-	-	(11,232)	-
Reversal of allowance	-	-	-	-	-	4,323
Changes in allowance for impairment						
- Transfer to Stage 1	-	-	-	-	-	-
- Transfer to Stage 2	-	-	-	-	-	-
- Transfer to Stage 3	-	-	-	-	-	-
Closing balance at 31 December	(11,232)	-	-	-	(11,232)	-

Finance leases provision movement

	31 December 2021					31 December 2020
	Stage 1 12 months ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	POCI	Total	Total
Finance leases						
Balance at 1 January	(2,049)	(24)	-	(9,860)	(11,933)	(765)
Allowance for impairment – Charge for the year	-	(497)	-	(6,231)	(6,728)	(11,168)
Reversal of allowance	1,984	-	-	5,542	7,526	-
Changes in allowance for impairment						
- Transfer to Stage 1	-	-	-	-	-	-
- Transfer to Stage 2	-	-	-	-	-	-
- Transfer to Stage 3	-	-	-	-	-	-
Closing balance at 31 December	(65)	(521)	-	(10,549)	(11,135)	(11,933)

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

25. FINANCIAL RISK MANAGEMENT (continued)

Margin lending provision movement

	31 December 2021					31 December 2020
	Stage 1 12 months ECL	**Stage 2 Lifetime ECL**	**Stage 3 Lifetime ECL**	**POCI**	**Total**	Total
Margin lending						
Balance at 1 January	-	-	-	(628)	(628)	(202)
Allowance for impairment – Charge for the year	-	-	-	(502)	(502)	(426)
Write off	-	-	-	-	-	-
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	-	-	-	(1,130)	(1,130)	(628)

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

25. FINANCIAL RISK MANAGEMENT (continued)

Collateral and other credit enhancements

The table below details the fair value of the collateral which is updated regularly:

	Loans, advances and finance leases	
	31 December 2021	31 December 2020
Against individually impaired:		
Properties	131,231	11,853
Fixed income and equities	34,003	522,276
Others	139,052	250,011
Closing balance at 31 December	304,286	784,140

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.

	0-30 days	**31-180 days**	**>180 days**	**Total 31 December 2021**	Total 31 December 2020
Trade receivables and managed funds					
Gross carrying amount	18,452	60,015	19,681	98,148	127,481
ECL	-	-	(7,707)	(7,707)	(19,925)
	18,452	60,015	11,974	90,441	107,556

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 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.

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 Risk Committee of the Board ("RCB") and Asset Liabilities Committee ("ALCO") set minimum liquidity ratios and cash balance requirements which are then approved by the Board. 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.

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

25. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk management (continued)

The various liquidity monitoring metrics are monitored by both the RCB and ALCO against internally set limits which have been approved by the Board. The primary measures of liquidity used by the Group are stock of liquid assets, liquidity coverage ratio and net funding requirement. The oversight of the liquidity risk by the Board, RCB and ALCO also includes the monitoring of the Group's compliance with the debt covenants.

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.

31 December 2021	*Less than 12 Months*	*1-5 Years*	*More than 5 years*	*Grand total*
Cash and deposits with banks	447,865	9,748	3,035	460,648
Receivables and other debit balances	289,131	61,909		351,040
Loans, advances and finance leases	164,457	71,809	-	236,266
Financial assets at fair value through profit or loss (FVTPL)*	2,289,691	800,533	-	3,090,224
Financial assets at fair value through other comprehensive income (FVOCI)*	-	23,366	-	23,366
Investments in associates*	297,485	56,551	-	354,036
Assets of disposal groups classified as held for sale*	5,929	-	-	5,929
Total Assets	3,494,558	1,023,916	3,035	4,521,539
Payables and other credit balances	738,406	49,373	14,313	802,092
Other financial liabilities	81,707	66,560	-	148,267
Borrowings	885,765	1,027,173	72,481	1,985,419
Payables to unit holders*	-	-	986,046	986,046
Liabilities included in disposal groups classified as held for sale*	-	-	-	-
Total Liabilities and Equity	1,705,878	1,143,106	1,072,840	3,921,824
Net liquidity gap	1,788,680	(119,190)	(1,069,805)	599,715
Cumulative liquidity gap – 31 December 2021	1,788,680	1,669,490	599,715	-

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

25. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk management (continued)

31 December 2020	Less than 12 Months	1-5 Years	More than 5 years	Grand Total
Cash and deposits with banks	409,723	7,252	-	416,975
Receivables and other debit balances	209,640	4,652	-	214,292
Loans, advances and finance leases	190,330	155,902	-	346,232
Financial assets at fair value through profit or loss (FVTPL)*	1,883,949	415,978	-	2,299,927
Financial assets at fair value through other comprehensive income (FVOCI)*	128,515	557	-	129,072
Investments in associates*	54,533	379,779	-	434,312
Assets of disposal groups classified as held for sale*	922,943	-	-	922,943
Total Assets	3,799,633	964,120	-	4,763,753
Payables and other credit balances	382,325	126,080	2,755	511,160
Other financial liabilities	92,348	-	57,545	149,893
Borrowings	994,214	1,156,415	245,092	2,395,721
Payables to unit holders*	-	-	578,757	578,757
Liabilities included in disposal groups classified as held for sale*	386,534	-	-	386,534
Total Liabilities and Equity	1,855,491	1,282,495	884,149	4,022,065
Net liquidity gap	1,944,142	(318,375)	(884,149)	741,688
Cumulative liquidity gap – 31 December 2020	1,944,142	1,625,767	741,688	-

The Group's contractual undiscounted repayment obligations on interest bearing financial liabilities are as follows:

	31 December 2021			
	Less than 12 Months	***1 - 5 years***	***More than 5 years***	***Total***
Borrowings	942,783	1,007,975	203,528	2,154,286
Payables and other credit balances	738,406	49,373	14,313	802,092
Other financial liabilities	79,945	77,223	-	157,168

	31 December 2020			
	Less than 12 Months	*1 - 5 years*	*More than 5 years*	*Total*
Borrowings	1,000,560	1,313,263	311,553	2,625,376
Payables and other credit balances	382,325	126,080	2,755	511,160
Other financial liabilities	88,688	69,817	-	158,505

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

25. FINANCIAL RISK MANAGEMENT (continued)

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 Group has significant exposure through one of its subsidiaries and one of its associates to a listed equity investment for which the book value of equity is lower than the listed price. In accordance with IFRS 13, the investment is fair valued at its listed price. As a listed equity, the price is subject to market fluctuations and is monitored in line with the Group's risk management guidelines.

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 2021		
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	1,985,419	(14,891)	14,891	-	-

			31 December 2020		
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	2,395,701	(17,743)	17,743	-	-

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 2021. 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 2021. 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 2021, with all other variables held constant.

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

25. FINANCIAL RISK MANAGEMENT (continued)

Foreign exchange risk (continued)

		31 December 2021			
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	419,259	211,731	207,528	10,376	(10,376)
Singapore Dollar					
Egyptian Pound	1,508	185	1,323	66	(66)
Kuwait Dinar	37	8,290	(8,253)	(413)	413
Euro	1,896	284	1,612	81	(81)
	422,700	220,490	202,209	10,110	(10,110)

		31 December 2020			
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	277,304	75,261	202,043	10,102	(10,102)
Singapore Dollar	-	-	-	-	-
Egyptian Pound	76	185	(109)	(5)	5
Kuwait Dinar	1,004	7,538	(6,534)	(327)	327
Euro	1,183	285	898	45	(45)
	279,567	83,269	196,298	9,815	(9,815)

Price risk

Price risk is the risk that the fair values of securities decrease as the result of changes in market values. The effect of price risk on the Group with all other variables held constant is as follows:

		31 December 2021			
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	2,337,253	116,863	(116,863)	-	-
Fixed Income	97,138	4,856	(4,856)	-	-
Fund Investment	655,833	32,792	(32,792)	-	-
FVOCI					
Fund Investment	23,366	-	-	1,168	(1,168)
	3,113,590	154,511	(154,511)	1,168	(1,168)

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

25. FINANCIAL RISK MANAGEMENT (continued)

Price risk (continued)

		31 December 2020			
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	1,722,777	86,139	(86,139)	-	-
Fixed Income	61,720	3,086	(3,086)	-	-
Fund Investment	97,079	4,854	(4,854)	-	-
FVOCI					
Equity Investment	78,365	-	-	3,918	(3,918)
	1,959,941	94,079	(94,079)	3,918	(3,918)

Below table highlights the geographical allocation of investments:

			31 December 2021				
Assets	***UAE***	***GCC***	***MENA***	***North America***	***Europe***	***Asia***	***Total***
FVTPL							
Equity Investment	2,335,017	2,236	-		-	-	2,337,253
Fixed Income	94,810	1,616	-		598	-	97,024
Fund Investment	159,388	17,088	-		479,471	-	655,947
FVOCI							
Fund Investment	-	-	-		23,366	-	23,366
	2,589,215	20,940	-		503,435	-	3,113,590

			31 December 2020				
Assets	*UAE*	*GCC*	*MENA*	*North America*	*Europe*	*Asia*	*Total*
FVTPL							
Equity Investment	1,722,777	2,299	-	-	-	-	1,725,076
Fixed Income	52,640	7,759	1,133	-	917	404	62,853
Fund Investment	158,260	17,034	-	31,618	305,086	-	511,998
FVOCI							
Equity Investment	78,365	-	-	-	-	-	78,365
Fund Investment	-	-	-	-	50,707	-	50,707
	2,012,042	27,092	1,133	31,618	356,710	404	2,428,999

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

25. 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 Group considers its share capital, retained earnings and reserves as its capital and monitors the capital structure via the leverage ratio. The leverage ratio is monitored by both RCB and ALCO against internally set limits which have been approved by the Board

The capital structure of the Group in terms of the gearing ratio is as shown below:

	31 December 2021	*31 December 2020*
Borrowings	1,985,419	2,395,701
Payable to client	9,701	11,554
Customer deposits	20,501	37,658
Lease liabilities	40,399	40,014
Repurchase agreements	41,562	63,825
Payable against acquisition	226,893	122,985
FVTPL liabilities	1,610	1,859
Other financial liabilities	148,267	149,983
Total debt	2,474,352	2,823,579
Total equity	1,846,062	2,026,177
Debt to equity ratio	1.34	1.39

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

26. COMMITMENTS AND CONTINGENT LIABILITIES

	31 December 2021	*31 December 2020*
Contingent liabilities	10,375	44,967

As at 31 December 2021, the Group has capital commitments of 141,201 (2020: 137,883) with respect to the project development.

27. 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 2021, clients' assets amounting to 7.8 billion (31 December 2020: 7.3 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.

28. INTEREST IN MATERIAL SUBSIDIAIRES

Summarized financial information of material subsidiaries with NCI is as follows:

	SHUAA Capital Group	**Spadille Group**	**Squadron Group**
Summarized statement of financial position			
Assets	3,141,665	310,306	418,524
Liabilities	(1,972,930)	(7,279)	(40,094)
Net assets	1,168,735	303,027	378,430
Summarized statement of comprehensive income			
Revenue	196,439	13,876	39,532
Profit/(loss) for the year	51,699	(4,431)	2,893
Other comprehensive (loss) for the year	(13,107)	-	-
Total comprehensive income/(loss) for the year	38,592	(4,431)	2,893
NCI - 1 January 2021	107,542	47,630	250,047
NCI movement in 2021	(11,005)	(5,611)	3,502
NCI - 31 December 2021	96,537	42,019	253,549
Summarised cash flows			
Cash flows generated from / (used in) from operating activities	287,349	(4,174)	10,393
Cash flows generated from / (used in) investing activities	660,407	(41)	(1,000)
Cash flows used in financing activities	(933,693)	(783)	(3,108)
Net increase / (decrease) in cash and cash equivalents	14,062	(4,997)	6,285

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

29. DISCONTINUED OPERATIONS

29.1 Assets of a disposal group classified as held for sale	***31 December 2021***	*31 December 2020*
Assets held for sale (*)	5,930	214,911
Assets of a disposal group classified as held for sale	-	708,032
	5,930	922,943

29.2 Liabilities of a disposal group classified as held for sale	-	386,534

As at 31 December 2020, the Group exited 42.6% of its stake in Thalassa Investment LP without loss of control and resulting impact was recognized in equity.

Details of financial results and the cash flows of the discontinued operations are provided below:

29.3 Profit from discontinued operations	***31 December 2021***	*31 December 2020*
Total operating income	162,853	3,256
Total operating expenses	(154,603)	(5,984)
Profit/(loss) for the period from discontinued operations	8,250	(2,728)

29.4 Cash flows from discontinued operations		
Cash flows generated from operating activities	(8,016)	8,243
Cash flows used in investing activities	309,138	(224)
Cash flows used in financing activities	-	(7,710)
Net cash flow generated from discontinued operations	301,122	309

* Includes value of a plot of land received as distribution in kind from an associate amounting to Nil (31 December 2020: 2,229), investment in associates of Nil and land amounting to 5,930 (31 December 2020: investment in associates of 208,594 and land amounting to 4,088). The Group intends to sell the assets in the near term.

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

30. LOSS OF CONTROL IN SUBSIDIARIES

Details of assets, liabilities, financial performance and cash flows of subsidiaries over which control was lost during 2021 are as follows:

	Thalassa
Assets	765,226
Net assets	274,251
Gain on disposal of subsidiary	
Consideration received	122,295
Net assets disposed of	142,888
Loss on disposal	(20,593)
Net cash flows on disposal of subsidiary	
Consideration received in cash and cash equivalents	51,076
Less: Cash and cash equivalent balances disposed	(28,366)
Net cash inflow	22,710

31. SUBSEQUENT EVENTS

Subsequent to the year end, one of the Company's subsidiaries received notice of a significant contract termination. This is expected to lead to an impairment of the carrying value of acquired Intangibles which will reduce the consolidated profit by around AED95m. Further, the associated Goodwill of AED 255m recognised by the Group against its investment in the subsidiary will be reviewed for potential impairment during the period ending 31 March 2022.

Subsequent to the year end, an associate of the Group entered into a transaction involving the exit of a historic portfolio of illiquid investments. The majority of the impact on exiting of these assets has been reflected in the Group's carrying amount of the investment in associate as well as impairment of certain loans during the year ended 31 December 2021 (notes 8 & 14) whereas the remaining impact is a loss of approximately AED 32m in the consolidated financial statements for the period ending 31 March 2022. This transaction will lead to an increase in the Group's shareholding in the associate thereby granting the Group control over the associate. This will result in the associate being recognised as a subsidiary without any recognition of goodwill or a bargain gain. The subsidiary will be consolidated in the Group's financial statements during the period ending 31 March 2022.

32. COMPARATIVES FIGURES

For the purpose of better presentation and understanding for the users, the Group represented fee and commission income (2020: 231,848), fee and commission expense (2020: (12,737)), advisory income (2020: 29,541), trading income (2020: 4,095) and other operating income (2020: 270,890) as a single line item under operating income on the face of the consolidated profit or loss statement.

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