



INTEGRATED
ANNUAL REPORT
2024



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The English version is a translation of the original in Arabic. In case of a discrepancy,
the Arabic original will prevail.



Commitment to Growth

Solidifying our position as a leader in the UAE's real-estate market through strategic expansions and commitment to growth.

About Our Report



Reporting period

This report provides material information relating to our strategy and business model, operating context, material risks, stakeholder interests, performance, prospects, and governance, covering the year 1 January 2024 to 31 December 2024.

Operating businesses

The report covers Deyaar's primary activities, business verticals, and key support areas.

Financial and non-financial reporting

The report extends beyond financial reporting and includes non-financial performance, opportunities, risks, and outcomes associated with Deyaar's key stakeholders, which have an impact on its ability to create sustainable value.

Deyaar's annual financial statements cover the company's activities, as well as all of its subsidiaries. Additionally, it includes our materiality matrix that encompasses Deyaar's framework and key stakeholder groups as a long-term focus for the organisation through which relevant ESG considerations are adapted according to the evolution of both internal business needs and the external environment.

Targeted readers

This report is primarily intended to address the information requirements of long-term investors. We also present information relevant to the way we create value for other key stakeholders, including our employees, clients, regulators, and society.

Forward-looking statements

This report may contain published financial information, or information obtained from sources believed to be reliable, forward-looking statements based on numbers or estimates or assumptions that are subject to change including statements regarding our intent, belief, or current expectations with respect to Deyaar's businesses and operations, market conditions, results of operation and financial condition, specific provisions, and risk management practices. Readers are cautioned not to place undue reliance on these forward-looking statements. Deyaar does not undertake any obligation to publicly release the result of any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events. While due care has been used in the preparation of forecast information, actual results may vary in a materially positive or negative manner. Forecasts and hypothetical examples are subject to uncertainty and contingencies outside Deyaar's control. Past performance is not a reliable indication of future performance.

2024:

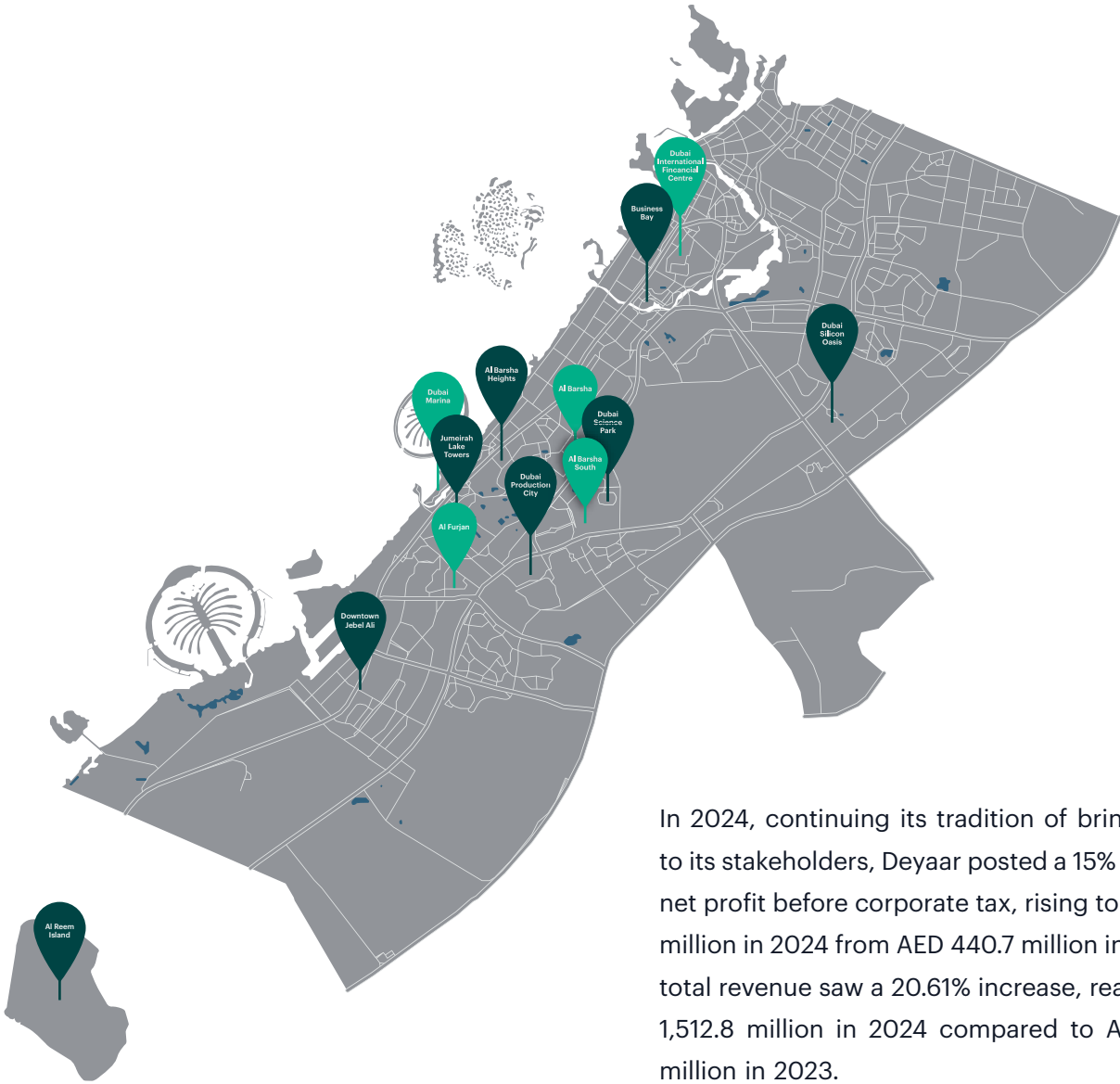
A Glance into Potential and Possibilities

Deyaar is known for adding value to the built environment through a business portfolio that covers important verticals: property development, property management, facilities management, community management, hospitality, and asset management. This breadth gives it the advantage of a more rounded perspective of the UAE’s real estate industry and also raises its stature in the industry.

In 22 years of its existence, Deyaar projects have come to be icons of luxury and comfort. The group’s footprint spans Business Bay, Dubai Marina,

Al Barsha, Dubai International Financial Centre (DIFC), Jumeirah Lake Towers, Dubai Production City, Dubai Silicon Oasis, Al Barsha South, Dubai Science Park, Al Barsha Heights, Downtown Jebel Ali and Al Furjan district.


In December 2024, Deyaar has launched Rivage, its first residential project on Abu Dhabi’s Al Reem Island, marking the company’s entry into the capital’s real estate market. With its strategic location and state-of-the-art amenities, Rivage has captured the interest of a wide demographic, ensuring a sustainable and thriving environment.



In 2024, continuing its tradition of bringing value to its stakeholders, Deyaar posted a 15% increase in net profit before corporate tax, rising to AED 505.4 million in 2024 from AED 440.7 million in 2023. The total revenue saw a 20.61% increase, reaching AED 1,512.8 million in 2024 compared to AED 1,254.3 million in 2023.


Net Profit before corporate tax in 2024

AED 505.4 million

 **Increase of 15%**
compared to the previous year.

Total Revenue in 2024

AED 1,512.8 million

 **Increase of 20.61%**
compared to the previous year.

The increase in revenue is attributable to a rise in Property Development revenue, which saw an increase of 25.6%, reaching AED 1,193.9 million in 2024 compared to AED 950.1 million in 2023.

The company also reported a 5% increase in revenue from other businesses in 2024 compared to 2023, and total assets grew by 5.8% in 2024 compared to 2023. Earnings per share increased by 8% to reach 10.83 fils in 2024, up from 10.07 fils in 2023.

Chairman's Message



“Our vision extends beyond the properties we develop; we are dedicated to investing in projects and amenities that foster remarkable living experiences.”

On behalf of the Board of Directors of Deyaar Development, I am pleased to present our Annual Integrated Report and the audited Financial Statements for the year ending 31 December 2024. This report reflects not only our financial performance but also our commitment to excellence in a rapidly evolving real estate landscape.

The year 2024 has been a transformative period for Deyaar Development. We have undertaken significant initiatives aimed at enhancing operational efficiency, fostering innovation, and advancing sustainability within our projects. As we continue to navigate the complexities of the market, our focus remains steadfast on delivering long-term value to our stakeholders and addressing the dynamic needs of our clients.

Throughout this report, you will find comprehensive insights into our financial results, key performance indicators, and strategic priorities. We have made substantial progress in various areas, including the development of new projects, the implementation of advanced technologies, and our commitment to sustainable practices that align with global standards.

Financial Performance

Deyaar's strong financial performance in 2024 is a testament to our business momentum and strategic endeavors. We have witnessed significant growth in revenues and net profit, with revenues reaching AED 1,512.8 million, an increase of 21% compared to the previous year. Our profit has also soared, with a remarkable increase of 15% to reach AED 505.4 million. These results reflect our commitment to reinvest resources back into the business and capitalize on the opportunities presented in the market.

Key Strategic Directions

A significant highlight of this year is our expansion into Abu Dhabi, exemplified by the launch of our exciting new project on Al Reem Island. This strategic move not only broadens our geographical footprint but also allows us to tap into the vibrant opportunities that Abu Dhabi offers, further solidifying our commitment to creating exceptional living environments.

Our vision extends beyond the properties we develop; we are dedicated to investing in projects and amenities that foster remarkable living experiences. This year, our growth has been propelled by a profound understanding of market dynamics, enabling us to seize opportunities effectively. Our commitment to delivering high-quality projects on time and within budget has established us as a trusted name, earning customer loyalty and trust.

Success is not a destination; it is an ongoing journey. It doesn't culminate in a single milestone but rather continues with ever-increasing standards. This is the path we are navigating at Deyaar, and we are eager to embark on the next phases. We are indeed well-positioned to advance our journey at an accelerated pace.

Acknowledgement

I would like to take this opportunity to express our gratitude to the leadership of the United Arab Emirates, our Shareholders for their trust in our company, as well as our regulators and all our partners.

Mr. Abdullah Ali Al Hamli
Chairman

CEO's Message



“Looking ahead, 2025 will be designated as the year of shaping the future. This period will be characterized by our commitment to embracing change, driving innovation, and fostering sustainable growth.”

Deyaar's impressive performance in 2024 has laid the groundwork for a new era of sustainable and transformative growth across our operations. At Deyaar, we are committed to fostering a brighter future for individuals, communities, the economy, and the environment.

If the past two years have showcased our organization's resilience and solid foundation, this year is focused on validation and new beginnings. With robust financial performance, Deyaar strengthens its status as a key player in the UAE's real estate market through strategic expansion and a dedicated approach to growth. Our recent venture into Abu Dhabi, marked by the launch of RIVAGE in partnership with Arady Properties, highlights our commitment to addressing the evolving needs of our customers while contributing to the UAE's broader economic and urban development vision.

The successful introduction of projects in Dubai, including ELEVE, Rosalia Residences, and Park Five, demonstrates our dedication to providing exceptional value while seamlessly integrating sustainability and wellness into our developments.

2025: The Year of Shaping the Future

Looking ahead, 2025 will be designated as the year of shaping the future. This period will be characterized by our commitment to embracing change, driving innovation, and fostering sustainable growth. Building on the successes and insights gained in 2024, we will leverage our momentum to create a transformative impact within the real estate sector. Our strategic priorities will include enhancing customer experiences, prioritizing sustainability initiatives, and nurturing a culture of continuous improvement across our organization.

We recognize our responsibility in shaping a better future for people, communities, the economy, and the environment. In collaboration with our partners, shareholders, and dedicated employees, we will harness our collective strengths to create flourishing communities and improve the quality of life for all stakeholders.

Acknowledgment

I would like to express my sincere gratitude to our dedicated employees, whose talent and commitment have been instrumental to our ongoing success. Additionally, I extend my appreciation to the Board of Directors for their invaluable guidance and strategic support. Their insights and leadership have been critical in navigating challenges and capitalizing on opportunities that have emerged.

Saeed Mohammed Al Qatami
Chief Executive Officer

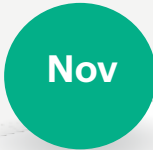
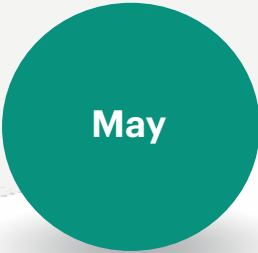
Milestones

- The Board of Directors of Deyaar Development PJSC announced the approval of dividend distribution for the first time in the company's history. This landmark decision marks a significant chapter for Deyaar and its shareholders while underscoring its commitment to delivering long-term value to the company's shareholders.
- Deyaar Facilities Management, a leading facility management (FM) solutions provider and subsidiary of Deyaar Development PJSC, has announced its rebranding as 'Ontegra' to embark on a progressive future towards integrated, technology-driven solutions in the FM industry. This strategic move aligns with the group's commitment to enhancing operational excellence and setting higher standards through innovation and sustainability.

Deyaar announced the official launch of Rosalia Residences, the company's third residential project in the Al Furjan community.

Deyaar reports 71% jump in profit before tax for H1 2024

Deyaar launched Park Five, a sustainable, innovation-driven community located in Dubai Production City.



2024

Deyaar launched ELEVE – a residential project in the heart of Downtown Jebel Ali where residents can indulge in luxurious living in a tranquil setting.

Deyaar posts AED 77.5 million Net Profit Before Tax, up 38% YOY in Q1 2024

- Deyaar launched RIVAGE — its first residential project on the prestigious Al Reem Island in Abu Dhabi emirate. The launch marks a key milestone in the strategic partnership between Deyaar and Arady Properties PSC.
- Deyaar posts AED 348.8 million profit (Before Tax) for YTD Sep'24, up 47% YOY

Awards and Recognition



INTERNATIONAL PROPERTY AWARDS - ARABIA 2024

Best Residential Development 20+ Units
Dubai – Mar Casa by Deyaar

INTERNATIONAL PROPERTY AWARDS - ARABIA 2024:

Best Residential High Rise Development
Dubai – Mar Casa by Deyaar

MEA BUSINESS ACHIEVEMENT AWARDS 2024:

Real Estate – Outstanding Leadership Award
(Saeed Mohammed Al Qatami,
CEO of Deyaar Development)



GOLD AWARD

Best Crisis Management and Safety
for Deyaar Community Management



ONTEGRA RANKED 21ST

Middle East's Top 50 FM Companies
by FM Middle East

SILVER AWARD

Best Property Management Company
for Deyaar Property Management

LUXURY LIFESTYLE AWARDS 2024

Best Luxury High Rise Living
for Mar Casa in Dubai, UAE

Our Business in Context

Deyaar: Where Opportunities Begin

Deyaar Development is committed to creating a better world, one sustainable community at a time. It is on a mission to create an urban environment that meets the high standards set by the nation’s leaders, with a diverse portfolio of quality real estate developments and differentiated services, a return on investment for stakeholders, and value for customers, while providing the tools to its employees to realise their potential.

Dedication to integrity and innovation sets Deyaar apart, elevating it to a company where success is measured not only in terms of financial gain but also the positive impact it leaves on communities. Through its endeavours, it not only shapes skylines but also cultivates a culture of inclusivity and progress.

Our Vision

To be known as a trusted, integrated real-estate partner, creating value for stakeholders, society, and the economy.

Our Mission

to create an urban environment that meets the high standards set by the nation’s leaders, with a diverse portfolio of quality real estate developments and differentiated services, a return on investment for stakeholders and value for customers, whilst providing the tools to our employees to realize their potential.

Our Core Values



Our Key Relationships



Deyaar’s stakeholders directly impact our ability to create value. Our growth and profitability are underpinned by the management of our relationships with customers, employees, investors, regulators, suppliers and the broader communities in which we operate. Our material stakeholders are groups or individuals with a significant level of influence on our business or those who may be heavily impacted by our presence. We engage with them regularly and our strategies and business planning are deeply influenced by understanding our stakeholders’ concerns and expectations. By establishing good lines of communication with our various stakeholders and maintaining constructive relationships, we are better equipped to identify opportunities and risks early on and address these timeously. Deyaar focuses on the issues that matter most to its stakeholders and places immense importance on delivering short, medium and long-term value to the following key stakeholder groups.

Material Stakeholders



Our Business Model



Transcending Time and Trends

We are devoted to designing and developing projects that harmoniously blend community and nature. We endeavor to craft spaces where people can live, work and thrive in total harmony while experiencing a deep sense of fulfillment. This focus is not just our business model, it is our philosophy.



Forging Meaningful Connections

We create living experiences that resonate deeply. We foster communities where nature and progress coexist in harmony, contributing to societal and national well-being and paving the way for growth across generations.



Embracing Life's Essentials

Air, water, nourishment, light, wellness, comfort, mind, and connections - life essentials that inspire creativity and guide our approach. This holistic thinking reflects our unwavering commitment to ensuring that every interaction with us leads to a richer, more fulfilling life.



Diversified Business Units

Our comprehensive service offering is diverse and integrated, spanning six pivotal business units comprising Property Development, Property Management, Facilities Management, Community Management, Hospitality and Asset Management. These businesses provide multipurpose property services and have accentuated our appeal and stature within the real-estate industry.



Creating Lasting Value in Dubai's Built Environment

Our tangible offerings encompass various domains of real estate, including residential and hospitality properties, with experiences that redefine luxury and comfort. These experiences are further leveraged by high-quality design and engineering, robust communities, superior management and exceptional facilities



Business Review

Making the Best Possible

Deyaar has grown consistently over the last decade to become one of the leading real estate development companies in the region, known as much for its integrated approach as for its commitment to ethics and excellence. Today, its business portfolio spans critical facets of real estate: property development, property management, facility management, community management, hospitality, and asset management. This integrated approach gives it the advantage of a more rounded and informed perspective of the real estate industry and adds to its ability to provide best to its stakeholders.

Property Development

Deyaar is well-known for its on design and quality. The group has established significant projects in various areas, including Business Bay, Dubai Marina, Al Barsha, DIFC, Jumeirah Lake Towers, Dubai Production City, Dubai Silicon Oasis, Al Barsha South, Dubai Science Park, and Al Barsha Heights.

Deyaar focuses on creating environments that integrate community and nature, fostering spaces that support individual growth. The group is dedicated to improving the Deyaar experience through effective management and high-quality facilities.

This commitment involves delivering projects on time by carefully planning and breaking down targets and construction milestones. Continuous monitoring helps identify potential issues early, allowing for proactive risk management.

Property Management

Deyaar Property Management specialises in providing professional property management services for residential, commercial, and mixed-use developments in all regions of the UAE. It seeks to provide transparent, proactive, and customer-centric property management solutions that enable property owners to achieve their investment goals while offering safe and comfortable homes to tenants.

Deyaar has the expertise, intent, and resources needed to offer comprehensive services to tenants and property owners in the UAE.

The group has a comprehensive set of property management services that include holistic landlord services, end-to-end facility management, rental and leasing property consultancy, and rent analysis and restructuring.

In 2024, it added 1804 units to its portfolio, taking the total to 13,237 units, spread across 508 buildings. The overall Tenant Portal usability increased to 76.63% in 2024 which included services like renewals, maintenance request and move outs. Tenants were also provided access to provide their feedback and raise their concerns through the portal. In 2024 we were able to retain 87% of our tenants.



Community Management Hospitality

Deyaar Community Management (DCM) is dedicated to deliver services, as stipulated by law, to its clients. This includes Owner association services, Technical, Health & safety, environmental, Collection, security, financial, administrative, and customer service supervision.

It has a diverse team equipped with deep industry knowledge and technical knowledge that understands the exacting standards of service and care necessary to both foster vibrant communities and elevate property value. The team's expertise is validated by the certificates it has earned Deyaar: ISO 9001 (2015) for quality, ISO 14001 (2015) for environment, ISO 45001 (2018) for occupational safety management and ISO 22301 (2019) for business continuity management system.

In 2024, Deyaar Community Management was able to considerably increase its portfolio, having been appointed by Oxford terrace. It now manages 54 buildings and more than 11,000 units within them. This totals up to 11,501,656.25 square feet of prime real estate.

Nationwide Utility Management

Utility Management is a recent addition to our portfolio in synch with our strategy of diversified real estate services. It was established to provide high-quality utility management solutions for residential communities and commercial buildings.

Nationwide LLC currently offers dynamic and innovative solutions, including automatic metre reading (AMR) technology that digitises the metre

In its dedication to enriching the Dubai landscape, Deyaar Development proudly leads in elevating business and tourism opportunities. Its cutting-edge commercial, retail, and residential developments consistently establish new standards across the Emirate, showcasing commitment to excellence and progress. With a meticulously curated collection of assets including hotels, serviced apartments, offices, and retail spaces, each managed with strategic precision to meet financial and operational goals, Deyaar diverse portfolio proudly features acclaimed hotels such as Millennium Al Barsha, Millennium Mont Rose at Dubai Science Park, and Millennium Atria at Business Bay.

reading process using smart bill technology, energy management and audit services, real estate management and consulting services, and equipment audit, coordination, and supervision services.

Within a short period, Nationwide has taken over several projects, and we have also successfully established an internal energy management department to better serve the group's energy consumption.

Deyaar Facilities Management : Ontegra

Deyaar Facilities Management has announced its rebranding as 'Ontegra' to embark on a progressive future towards integrated, technology-driven solutions in the FM industry. This strategic move aligns with the group's commitment to enhancing operational excellence and setting higher standards through innovation and sustainability.

In conjunction with its new brand identity, Ontegra has introduced new services, with stronger emphasis on utilising artificial intelligence to digitise the company's service delivery. With revolutionary products designed to set new standards in the Facilities Management space, Ontegra reiterates its commitment to fully digitising internal and help desk operations, and leading the industry in digital transformation.



Our Projects

In 2024, Deyaar strategically introduced remarkable projects aimed at enhancing our presence in the UAE's iconic urban landscape. These initiatives reflect our dedication to innovation and excellence, allowing us to seize the unique opportunities offered by this dynamic market. As we expand our footprint in this vibrant region, we are not only fostering our growth but also enriching the architectural and cultural richness that characterizes the UAE.

Projects Launched

2024 Project Launches: Shaping New Opportunities



Rosalia

Rosalia Residences, an exquisite tower of spacious apartments in the heart of Al Furjan that will further elevate the standard of living within the community.

Strategically located in one of Dubai's most vibrant and fast-growing communities, Rosalia Residences is Deyaar's third project in Al Furjan out of a total project portfolio worth AED 300 million. The first project, Amalia Residences, launched in 2022, is now completely sold out. The second, Millennium Talia Residences, a hotel serviced apartments operated by Millennium Hotels & Resorts, is also enjoying strong demand and sales performance.

Rosalia Residences offers a variety of spacious residential units suitable for families, consisting of one, two and three bedrooms nestled within the serene embrace of nature. Centrally located opposite to the Discovery Gardens 2 Metro Station, Rosalia grants seamless access to vibrant cityscapes. With golf clubs, trendy malls, gastronomic delights, luxurious hotels, convenience stores, and iconic entertainment venues just moments away, the upscale project is a treasure trove of contemporary experiences waiting to be discovered.



Eleve

Eleve is a residential project in the heart of Downtown Jebel Ali where residents can indulge in luxurious living in a tranquil setting.

Dubbed Downtown Jebel Ali's 'Portside Jewel', the project is strategically located on Sheikh Zayed Road and stands out for its vibrant lifestyle, proximity to transport networks and shopping malls, enhanced amenities in every apartment as well as the community, and sublime open views towards the Arabian Gulf. ELEVE by Deyaar boasts 33 floors of residential units ranging from studios to three bedrooms, and will be connected directly to Sheikh Zayed Road, thereby ensuring

easy access to the bustling industrial area of Jebel Ali, key residential areas of Furjan and Discovery Gardens, as well as Dubai South, Palm Jebel Ali, Jebel Ali Port, the Dubai World Central (DWC) International airport and Expo City Dubai.

Among the world-class infrastructure and amenities on offer at ELEVE are an elegant Residents Lounge and Club Room, a state-of-the-art gym along with a swimming pool, a jacuzzi and separate kids pool, a multipurpose hall, and beautifully landscaped outdoor seating and BBQ areas. The project also includes four floors of covered parking and service areas in the basement and podium floors, and a retail arcade on the ground floor.



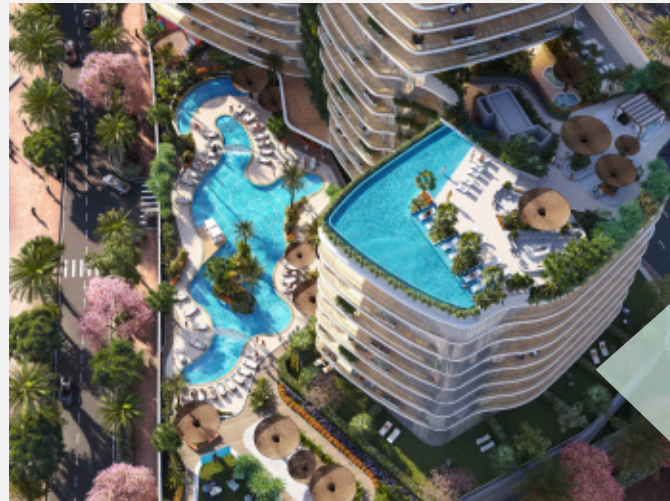
RIVAGE

RIVAGE—Deyaar’s first residential project on the prestigious Al Reem Island in Abu Dhabi emirate. The launch marks a key milestone in the strategic partnership between Deyaar and Arady Properties PSC.

The development offers the perfect blend of luxury living, breathtaking views, and world-class amenities while integrating sustainability within a master piece architectural design.

RIVAGE offers a range of residential options, providing flexibility for both investors and families, featuring 1, 2, and 3-bedroom luxury residences, opulent duplexes, a bespoke Sky Villas and the celestial Sky Palaces.

RIVAGE presents a prime investment opportunity, supported by Deyaar’s reputation and its strategic location being minutes away from Zayed International Airport and close to universities, malls, schools, healthcare facilities, parks, beaches, restaurants, hotels, and prayer facilities.



Park Five

Park Five is an exciting new addition to Deyaar’s portfolio of community developments and a significant landmark on the company’s ongoing journey of growth and transformation. Park Five has been developed in alignment with Dubai’s vision of creating sustainable and innovative urban spaces that enhance the quality of life for residents. This project reflects our commitment to delivering world-class, sustainable and value-driven developments, responding to the global investor interest in UAE real estate. The development incorporates thoughtfully designed spaces that prioritize holistic well-being. Winding through Park Five lush greenery and vibrant communal spaces are traditional sikkas, or Arabian-style pathways.

The sustainability-focused design integrates energy-efficient systems, maximizing natural light, and indoor-outdoor community areas to promote both environmental and personal wellness.

The towers feature premium amenities such as yoga lawns, outdoor co-working spaces, fitness centres, infinity-edge pools, and dedicated children’s play areas. Residents can unwind in tranquil settings such as a hammock garden, a rooftop Zen garden, and even a shaded outdoor cinema. Park Five supports active lifestyles with a plethora of facilities including multi-purpose sports courts, rooftop sand volleyball courts, resort-style lap pools with lounge areas as well as kids’ pools.

Projects in Progress

Building the Future: A Showcase of Remarkable Projects in Progress



Mars Casa

In March 2023, Deyaar launched its signature seafront project Mar Casa with a total value of AED 1.1 billion, redefining the region's urban life and reinventing the boundaries of conventional luxury.

A residential destination at Dubai Maritime City where heritage meets modernity, Mar Casa is perfectly connected to the old city as well as the financial centre of Dubai and the beautiful Jumeirah area. Dubai Downtown, with its landmarks Dubai Mall and Burj Khalifa, is only ten minutes' drive away.

Mar Casa presents iconic architecture that seamlessly blends the beauty of the sea with the cutting-edge design of a modern metropolis,

and features exceptional amenities, smart and sustainable infrastructure and world-class quality of construction. The unique sea wave-inspired façade of the project creates a harmonious connection between land and sea, positioning Mar Casa as a pioneer in emotional luxury development and a great place in which to live and invest.

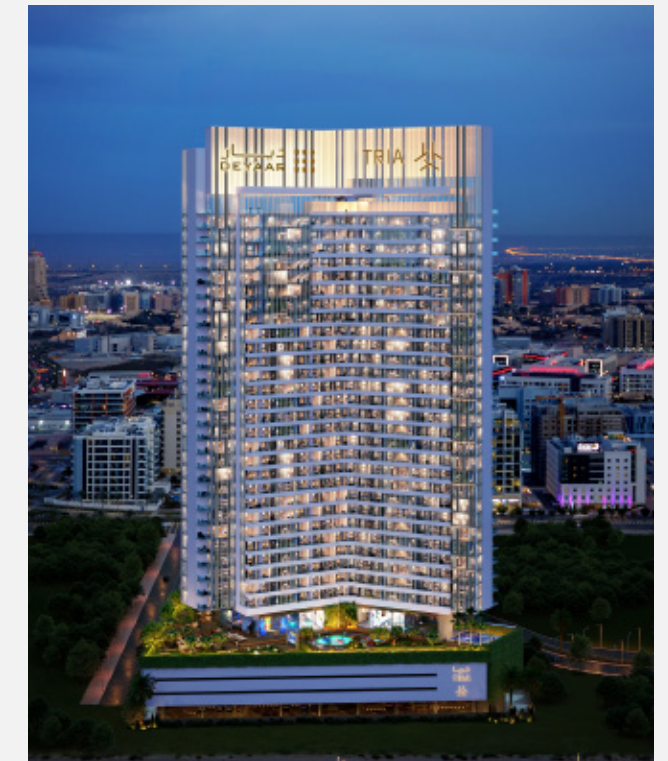
Comprising 1, 2, and 3-bedroom apartments and luxury penthouses which boast floor-to-ceiling windows and balconies offering panoramic views of both the ocean and skyline of Dubai to every residence, the 52-floor Mar Casa residential tower is slated to become a true landmark in Dubai Maritime City.



Regalia

In 2021, Deyaar announced the launch of Regalia, a AED 1bn luxury skyscraper in Business Bay offering a smart and high-end urban lifestyle embodied by royalty and distinction.

Regalia will be the tallest tower Deyaar has ever built. The 70-storey premium residential building will feature smart home-enabled apartments. It offers a wide range of recreational and wellness amenities, including an Olympic-size infinity pool with private cabanas and Jacuzzis, a state-of-the-art family gymnasium, a yoga pavilion, and an outdoor winter cinema. The project also features social amenities, such as a BBQ and private dining areas, residents' lounge and business centre, as well as indoor and outdoor children's play areas. The amenities are nested within a wealth of organic landscape and great lawns providing the perfect environment for residents and owners to relax, unwind and enjoy quality time with their families and friends.



Tria

In 2022, Deyaar launched Tria, Deyaar's first luxury residential tower in Dubai Silicon Oasis (DSO). The 32-storey upscale property nestled in a prime location, will be one of the largest residential developments in DSO. Suburban living will be taken to the next level with best-in-class wellness, fitness and resort-style amenities, including swimming pools, clubhouse, state-of-the-art gymnasium, yoga pavilion, steam and sauna rooms, squash and padel courts, outdoor cinema, and plenty of lush, landscaped greenery.

Tria is set to be an integrated residential project at the heart of DSO. The residential units will include the latest in eco-living solutions such smart-home automation, energy-efficient lights, branded built-in appliances, elegant interiors and much more. With a built-up area of over 1 million sq.ft, the project is served by excellent transport links that provide fast access to major highways, including Sheikh Mohammed bin Zayed Road and Al Ain Road.



Millennium Talia Residences

Strategically situated at a convenient location in Al Furjan, one of Dubai’s most popular and vibrant districts, Millennium Talia Residences is poised to set a new standard of hospitality living within the community. The project will be Deyaar’s second release in Al Furjan out of a total project portfolio worth AED 300 million, and their fourth property managed by Millennium Hotels & Resorts, after Millennium Atria Business Bay, Millennium Mont Rose at Dubai Science Park and Millennium Al Barsha.

It comprises a wide range of spacious and fully furnished hotel serviced apartments, offering one- and two-bedroom units. Featuring elegantly designed interiors, serene aesthetics, refined textures, integrated smart home solutions and a kitchen fitted with branded appliances, Talia Residences is designed to deliver a unique community living experience at the heart of a thriving neighborhood.



Jannat

The launch of Jannat, the final residential district of Deyaar’s flagship community project Midtown. The project elevates the overall Midtown community to new heights with its iconic design and state-of-the-art amenities.

Thoughtfully designed for elegant living, the district of Jannat, with a built-up area of 521,400 square feet (sq ft), comprises two impressive towers seamlessly connected by a bridge and is strategically located at the heart of Midtown in Dubai Production City, offering easy access to major highways, airports, transportation networks and major destinations within Dubai. Jannat marks the final residential phase of the highly successful Midtown community, with all previous phases already sold out.



Amalia Residences

Amalia Residences is Deyaar’s first project at Al Furjan, one of Dubai’s most popular and vibrant districts. It offers a variety of modern and spacious residential units consisting of one, two, and three bedrooms. The project will provide a wide range of amenities for residents, including a swimming pool, a children’s pool, a play area, and a gym. The project’s location between Sheikh Zayed Road and Sheikh Mohammed Bin Zayed Road offers convenient access to public transportation, Dubai’s business districts, and major tourist attractions. The project is expected to be completed by the first quarter of 2025.

Joint Ventures & Associates

JV Arady - Central Park

Arady - Central Park "Arady Developments LLC" is a limited liability company owned by Dubai Properties and Deyaar Development PJSC, where Deyaar owns 50% of this joint venture. The company is involved in real estate development services. Arady Developments LLC is responsible for developing the Central Park Project, which is an eminent multipurpose project composed of 48 floors in Dubai International Financial Centre. Each of the residential and commercial towers contains a ground floor with an area of 105840 square feet, and a commercial arcade that includes shops ranging from 1000 to 5000 square feet. The total area of the Central Park project is 1,57 million square feet, and is easily accessible from Sheikh Zayed Road and Al Khail Road, making its location perfect for residences, businesses and leisure thanks to its numerous features and distinguished facilities, including green spaces, pools, shopping options, new shops, and a variety of food and beverage options.

Al Zorah

Al Zorah Development Company P.S.C was founded as a free zone subject to Ajman local Laws. It is a joint venture between the Government of Ajman and Solidere International that aims to develop Al Zorah project as a distinct and modern tourist destination. Deyaar owns 22.72% of Solidere International to invest in Al Zorah assets. It is registered in the Cayman Islands. The associate company is a holding company that invests in companies working in the field of real estate development.

Rivage JV

RIVAGE Property Developments LLC is a limited liability company owned by ARADY Properties PSC (a private joint stock company incorporated in the Emirate of Abu Dhabi) and Deyaar Development PJSC, where Deyaar owns 52% of this Joint Venture. The company is responsible for developing a luxury residential project, Rivage, on Al Reem Island, Abu Dhabi.





ESG at Deyaar

Where Commitments Begin

As the UAE strives toward a sustainable future, our commitment to innovative urban development plays a vital role in this vision. We are in the process of developing a comprehensive sustainability strategy that will guide our efforts in integrating sustainable practices throughout our operations. This strategy will clearly outline our dedication to environmental responsibility, social impact, and effective governance, ensuring that we create not only exceptional architectural designs but also positive contributions to the communities we serve.

Our Sustainability Mission

At Deyaar, we are committed to promoting community well-being, protecting the environment, and delivering long-term value for all our stakeholders. By embedding environmental, social, and governance factors into our business practices, we aim to foster resilient communities that can prosper now and in the future.

Our Strategic Pillars

01.
Fostering Sustainable Environments

Our goals include integrating sustainability throughout our entire value chain. Through these initiatives, we aim to reduce our ecological impact and contribute to a healthier planet.

02.
Enhancing Well-Being

Our objective is to create societal value through our developments and investments. We focus on meeting the needs of our employees, customers, and communities by emphasizing on the overall quality of life and well-being for all stakeholders.

03.
Building a Responsible Future

We are dedicated to being a responsible business by following best practices in governance. we aim to establish a legacy of accountability and integrity that positively impacts our stakeholders and society as a whole.



Materiality in 2024

We undertook an extensive stakeholder engagement and materiality assessment during 2024 to deeply understand evolving stakeholder expectations and concerns. This yielded valuable insights, enabling us to bolster our business strategy and embed sustainability as a core element in our operations. Through active stakeholder involvement and the incorporation of their perspectives, we aligned our actions with their needs. Our refreshed material topics were categorised into three main pillars, which serve as the foundation of our ESG strategy.

Materiality Methodology

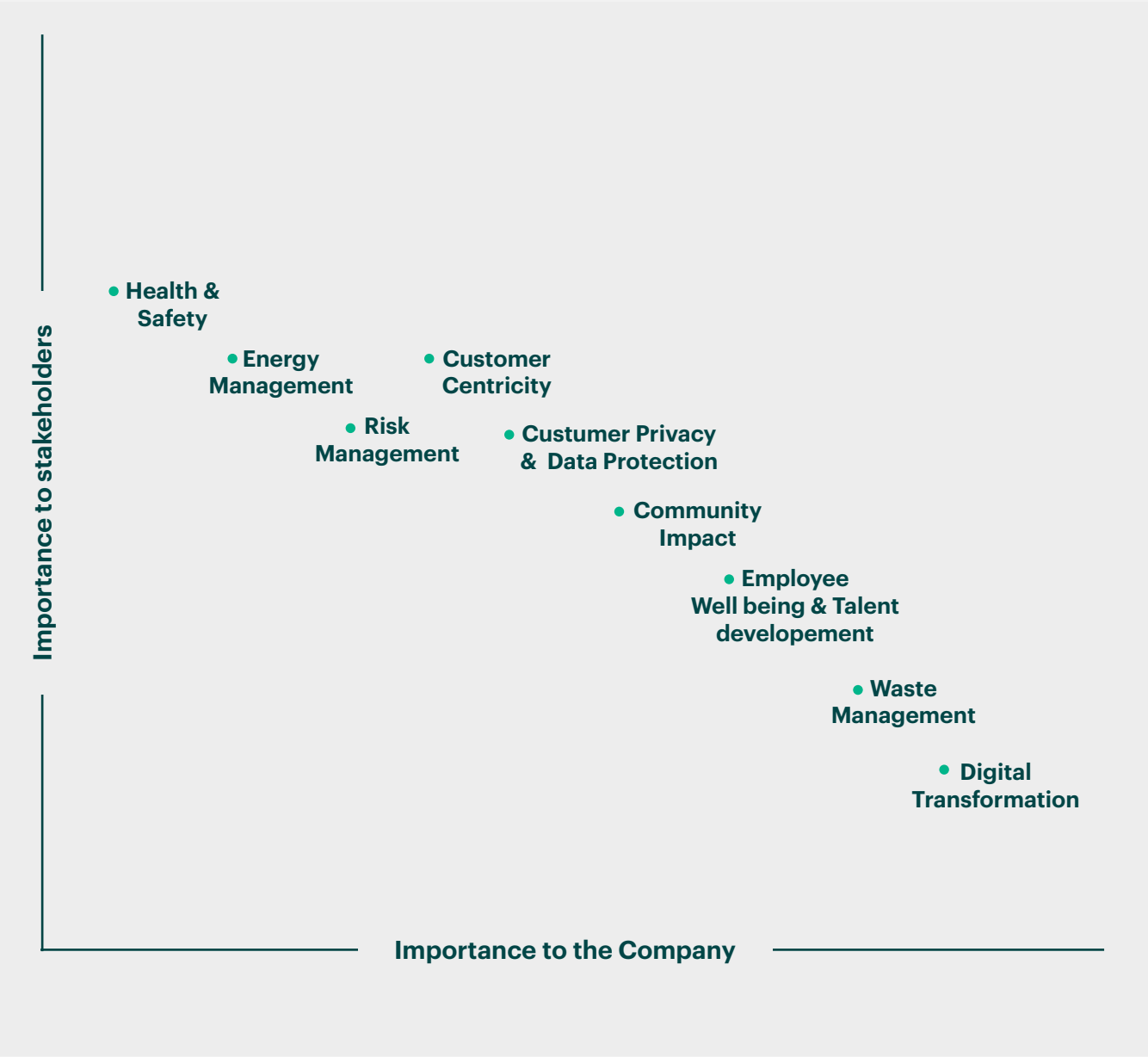
Our materiality assessment has been conducted in line with the GRI standards. The objective of this exercise is to determine which environmental, social, and governance (ESG) topics are most material for Deyaar to focus on and report. We consulted with internal and external stakeholders to determine the material ESG topics and conducted a comprehensive survey. External stakeholder insights from the survey enhance our understanding of Deyaar’s impact on environmental, social, and economic parameters, while the internal stakeholder perspective carries valuable implications from a business standpoint, ensuring we have a comprehensive view of stakeholder concerns that have and will inform our strategic decisions.

Collecting and Analysing Stakeholder Responses

A quantitative analysis was conducted with both internal and external stakeholders; for the survey, a scale of 1-5 was adopted for all the selected topics to assess the significance of each material topics.

Materiality Mapping

Following a thorough analysis of potential material areas, Deyaar has identified a detailed range of 10 ESG topics, evaluated based on their potential impacts and significance to our stakeholders. The assessment considered all business lines within Deyaar when compiling the list of issues.



Fostering Sustainable Environments

Our goals include integrating sustainability throughout our entire value chain. Through these initiatives, we aim to reduce our ecological impact and contribute to a healthier planet.

In response to recent global challenges and evolving market trends, DEYAAR has taken a proactive stance in leading the integration of sustainable criteria and cutting-edge technology across its diverse projects.



Innovative Technology Integration

This commitment is evident in the incorporation of advanced features such as wireless home automation systems and face recognition access technology. Through innovative design practices, DEYAAR has successfully optimized operating costs by selecting appropriate equipment and implementing effective mechanical, electrical, and plumbing (MEP) designs, which include the integration of solar system facades and the use of eco-friendly materials, all in alignment with DEYAAR's sustainability goals.



Project Management Optimization

One notable initiative is the digitalization of project management processes in the Mar Casa project, aimed at optimizing planning and engineering timelines. Additionally, in the Eleve project, state-of-the-art machinery is utilized by enabling works contractors to expedite shoring processes, further enhancing efficiency.



Sustainability in Design and Construction

DEYAAR's commitment to sustainability is demonstrated through various projects, where sustainable practices are embedded in design, technology selection, and adherence to green standards. For instance, Mar Casa project integrates a blend of contemporary and traditional techniques to create a complex that achieves both social and environmental sustainability. The building's orientation is strategically designed to maximize sunlight in habitable spaces, thereby enhancing energy efficiency. The use of environmentally friendly building materials contributes to reduced carbon emissions, reinforcing DEYAAR's sustainability objectives.



Best Sustainability Practices

Best practices in sustainability have been implemented to ensure high indoor air quality, energy conservation, water conservation, and the use of recycled and recyclable materials. Energy-efficient equipment and fixtures have also been prioritized, while global best practices have been adopted to create an efficient building envelope that minimizes heat gain and optimizes energy consumption.

Empowering Sustainability

Our Commitment to Environmental Responsibility and Energy Efficiency

We are committed to environmental responsibility, prioritizing the sourcing of hardware made from eco-friendly and recyclable materials. Our dedication goes beyond merely meeting sustainability standards; we aim to exceed them by selecting hardware that features low power consumption, significantly minimizing our energy usage. By implementing these practices, we contribute to global sustainability goals while adhering to stringent industry standards for environmental stewardship. This strategy not only reduces our ecological footprint but also aligns seamlessly with our corporate values of responsible business practices and operational efficiency.

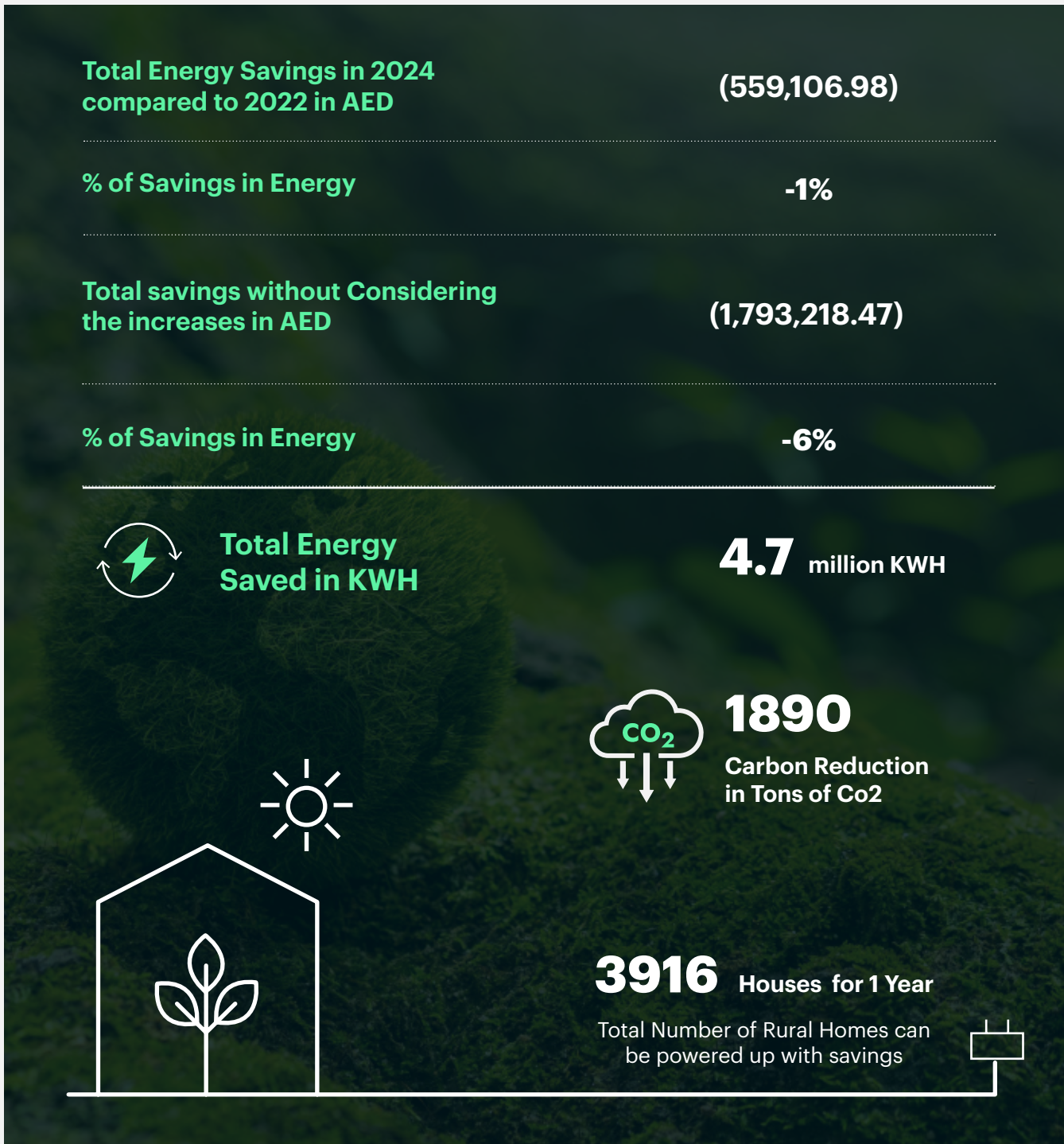
Our initiatives to lower electricity consumption have been further strengthened through strategic upgrades and changes:

- **Transition from Desktop PCs to Laptops:** By shifting from desktop PCs to energy-efficient laptops, we have substantially lowered our power usage. Laptops consume less electricity than desktops, which directly supports our energy conservation goals and aligns with our broader commitment to sustainability.
- **Adoption of Low Power Consumption Screens:** We have integrated low power consumption screens throughout our facilities.

These screens are designed to use significantly less energy, contributing to our overall reduction in electricity consumption and reinforcing our sustainability objectives.

- **Server Migration to Cloud-Based Solutions:** Moving our servers from on-site physical infrastructures to cloud-based services has also played a crucial role in decreasing our electricity consumption. Cloud servers typically operate more efficiently due to their advanced infrastructure and larger scale, which is optimized for energy efficiency.

Power Saving in Communities



Collectively, these measures enhance our efforts to minimize energy usage, reduce our environmental impact, and promote sustainability in our operational practices. By integrating these initiatives, we demonstrate our commitment to fostering a greener future while maintaining a focus on responsible business practices.

Health and Safety

Deyaar Community and Property Management has officially achieved the ISO 22301:2019 certification, a prestigious global benchmark for business preparedness in the face of disruption.

Achieving ISO 22301 not only showcases our operational excellence but also reinforces our dedication to sustainability. By implementing these rigorous standards, we enhance our ability to respond effectively to unforeseen events, ensuring that we can continue to serve households and key industrial and commercial establishments reliably. This certification is a significant step toward solidifying our sustainability efforts, as it allows us to maintain consistent service while minimizing potential impacts on our operations and the environment.





Waste Management Practices

A key aspect of DEYAAR's sustainability efforts includes effective waste management strategies during construction. These strategies focus on minimizing waste generation, promoting recycling, and ensuring proper disposal of construction materials. By prioritizing the use of recycled and recyclable materials, DEYAAR aims to reduce its environmental footprint and contribute to a circular economy.

Also, Ontegra has implemented several initiatives aimed at energy conservation and waste reduction, as well as promoting eco-friendliness and resilience to climate change.

Waste management efforts include recycling shredded paper and implementing waste separation practices in the office to facilitate recycling by waste collectors. Furthermore, we are committed to reducing water consumption by replacing existing water aerators with more efficient models and restricting water flow in toilet flush tanks. Our use of eco-friendly materials is evident through the incorporation of tissue paper that dissolves in water and the use of environmentally friendly cleaning detergents. To ensure our facilities are resilient to climate change and adverse weather conditions, we have established emergency response plans tailored to our projects, conducted emergency training for operations teams, scheduled readiness testing drills, and implemented advanced weather alert systems. These comprehensive measures reflect our dedication to sustainability and environmental responsibility.

Looking Ahead

Currently, DEYAAR is assessing various initiatives aimed at reviewing current practices and environmental footprints. This assessment will lead to the development of a comprehensive roadmap to advance sustainability goals. DEYAAR recognizes that this is an ongoing journey, one that will be further enhanced through vital partnerships with subject matter experts and sustainability consultants.

Digital Transformation

Deyaar is committed to embracing digital transformation across all divisions to enhance user experience, streamline operations, and improve customer engagement. Deyaar Super App is planned to integrate various services and functions under one platform, ensuring enhanced accessibility for users.

In progress is the Vendors Portal, which aims to streamline interactions, transactions, and communications with vendors, while the Online Payments with Network system is live, enabling secure and efficient online transactions linked to customer portals.

Our Marketing Cloud System, also live, leverages cloud technology to enhance marketing efforts and customer engagement.

The CRM and Customer Service Platform is operational, designed to manage customer relationships and improve service delivery across all touchpoints, fully integrated with all ERP systems.

Additionally, the Omni Channel Customer Communications system is partially live, facilitating seamless interaction with customers across various platforms.

A new Customer Portal is also in progress to enhance the online service experience, alongside the ongoing development of the Sales and Opportunities Management System using Salesforce technology.

Ontegra features a fully operational CRM that enhances customer interactions, along with a live CAFM and Maintenance Management system that ensures efficient management of facilities. Through these initiatives.



Deyaar demonstrates its dedication to leveraging technology for a more connected and efficient environment for customers, partners, and stakeholders.



Enhancing Wellbeing

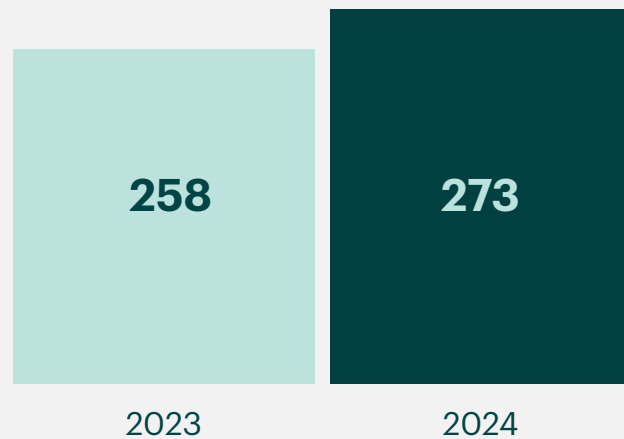
The trust and commitment of our employees, customers, suppliers, and communities have established Deyaar as a respected brand. We are focused on cultivating mutually beneficial partnerships and strategically prioritizing long-term value to enhance the success of all our stakeholders.

Our People

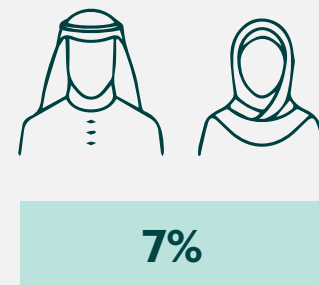
Our team is at the heart of everything we do. We prioritize the well-being and development of our employees, striving to create a safe, supportive, and inclusive work environment. Our commitment to employing highly skilled, dedicated, and motivated individuals enables us to maintain our position as an industry leader and a hub of innovation. Deyaar's people approach encompasses recognition, active learning and development, employee engagement, diversity and inclusion, health and safety, and the cultivation of a positive workplace culture.



Total number of employees



Emiratization percentage in 2024



Diversity & Inclusion

We believe that a diverse workforce fosters a wealth of ideas, which is vital for our growth as an organization. We celebrate the unique backgrounds, skills, perspectives, and talents of our employees, recognizing the value of learning from one another. Diversity and inclusion are integral to our hiring process, as we select candidates based on their abilities, qualifications, and values, irrespective of race, age, religion, gender, or national origin. We are committed to maintaining an inclusive workplace and encourage employees to voice any concerns regarding discrimination or harassment. Our policies and code of conduct are designed to protect the rights of all our employees.

Employees turnover rate in 2024



15%
Voluntary

1%
Non-voluntary

3%
Involuntary

19%
Overall

Employee Recognition

Tafawaq is Deyaar's dedicated employee recognition program, crafted to celebrate and reward those individuals who consistently exceed expectations and demonstrate exceptional commitment to their roles. This initiative recognizes employees who not only meet their responsibilities but also master the art of going above and beyond the call of duty.

To ensure that all employees are aware of the Tafawaq program, we utilize multiple communication channels. Employees receive information through the Colleague Communication emailer, the Company intranet, outreach sessions, and during the new joiner's induction program. These various platforms facilitate a comprehensive understanding of the program and its benefits.

Promotion of Tafawaq and encouragement for participation is integrated into the same channels used for informing employees, ensuring that the message reaches everyone effectively.

To foster continuous improvement of the Tafawaq program, we actively gather feedback from participants during outreach sessions and award ceremonies. This feedback is invaluable as it helps us understand the program's impact and identify areas for enhancement.

As Tafawaq was only introduced to employees in 2024, it is currently too early to determine specific plans for its expansion or enhancement. However, we remain committed to evaluating its effectiveness and exploring opportunities for growth as we move forward.

Percentage of male and female employees

66%
Male



34%
Female



Nationalities in Deyaar in 2024



36 Nationalities

Talents, Training & Development at Deyaar



Talent Acquisition and Retention

Deyaar has undertaken significant initiatives to address challenges and opportunities related to talent acquisition and retention. A major focus has been the comprehensive revision of the talent acquisition process, which now encompasses everything from manpower planning to the onboarding of new hires. This overhaul includes an enhanced induction and orientation program designed to provide new employees with a smooth and informative transition into the company, fostering a positive first impression and setting the stage for long-term engagement.

Additionally, Deyaar has emphasized career growth for internal talent by implementing internal job postings. This approach creates opportunities for employees to apply for and be considered for various roles within the organization, empowering them to take control of their career paths and helping to retain top talent by demonstrating a commitment to their professional development.

Performance Management Framework

To strengthen its talent management strategies, Deyaar has implemented a new Performance Management framework. This framework includes several key components, such as goal setting, mid-year reviews, year-end reviews, and talent reviews. By encouraging continuous performance discussions, Deyaar fosters a culture of feedback and accountability, ensuring that employees are aligned with the organization’s objectives and equipped to meet performance expectations.

People Management Capabilities

Recognizing the importance of enhancing people management skills, Deyaar has introduced a customized training program focused on performance management. This program emphasizes critical skills including emotional intelligence, coaching and mentoring, and conducting effective performance conversations. By equipping leaders and managers with these essential tools, Deyaar ensures they can support their teams effectively.

Talent Review Process

Another key strategy in Deyaar’s approach to talent management is the introduction of the Talent Review process, which utilizes the 9-box Matrix approach. This method allows for a comprehensive evaluation of employee performance and potential, enabling the identification of high-potential talent. Supporting these individuals through tailored Individual Development Plans ensures that the growth and development of Deyaar’s workforce remain a priority.

Training Programs for Employee Development

Deyaar is committed to empowering its employees to enhance both their technical and soft skills. The organization provides unlimited access to courses through the LinkedIn eLearning platform, allowing employees to pursue their interests and develop new competencies at their own pace. Additionally, tailored training programs are delivered specifically for leaders and managers, focusing on effective team performance management.

Furthermore, Deyaar recognizes the value of supporting high-potential and high-performing employees in their pursuit of professional certifications. By offering these opportunities, the company fosters skill development, engagement, and sustained performance, ultimately contributing to a more capable and motivated workforce.

Deyaar’s commitment to talent acquisition, management, and development reflects a holistic approach to fostering a skilled and engaged workforce. Through targeted initiatives, comprehensive training programs, and a focus on continuous improvement, the organization is well-positioned to meet the challenges of the evolving business landscape.

Tracking Training Effectiveness

To ensure the effectiveness of training programs, Deyaar conducts a Training Needs Analysis. This analysis aligns training initiatives with employee needs, ensuring that programs are designed to address specific performance gaps. A structured process has also been established to identify low-performing employees during the Talent Review, providing them with the necessary support through Performance Improvement Plans. This proactive approach enables the organization to nurture talent and continuously improve employee performance.

Type of Training	Hours
eLearning	550
External	410
Customized In-house	714
Internal	754
Total Training Hours	2428

Employee Engagement

In 2024, Deyaar has joined the Esaad program, in partnership with Dubai Police. This initiative represents a significant step towards fostering employee happiness and enhancing company culture. This collaboration not only underlines the commitment of both organizations to create a positive work environment but also emphasizes the importance of employee well-being.

By offering Esaad cardholders a variety of discounts, Deyaar is investing in the financial and emotional well-being of its employees.

This initiative aligns with a broader cultural shift towards prioritizing happiness and well-being

within organizations. A positive workplace culture is essential for attracting and retaining talent, and by participating in the Esaad program, Deyaar is demonstrating its dedication to creating a supportive and rewarding environment for its employees.

This partnership with Dubai Police is not just about discounts; it symbolizes a shared vision of promoting happiness and welfare in the community. Together, they are fostering a culture that values employees and encourages a sense of belonging, ultimately leading to enhanced productivity and job satisfaction.

Our Customers

At Deyaar, we prioritize our customers in every decision we make, ensuring their needs and satisfaction are at the forefront of our mission. Our mission is to deeply understand our customers’ needs and to craft products, services, and experiences that go beyond their expectations. The relationship between our customers and Deyaar is a lasting one, starting from the initial search for a home and continuing through their living experience. We strive to ensure that this entire journey is not only enjoyable but also enduring.



Our Communities

We are dedicated to driving positive change and creating a significant impact in the communities we serve. Our mission is to tackle social, environmental, and economic challenges while promoting sustainability awareness and fostering shared value within these communities.

Community Impacts

Our focus is on cultivating positive engagement and meaningful transformations within our communities. We organize social interactions and community-building events, enriching the experiences of our residents. Our Corporate Social Responsibility (CSR) initiatives aim to inspire positive development in the local areas, contributing to the overall wellbeing of society.

Community Engagement and Events

Our commitment to sustainable community living includes designing activities that cater to the diverse needs of our residents. In 2024, over 3000 individuals participated in 6 major events in Midtown, celebrating a variety of cultural festivities such as Ramdan, Halloween, UAE National Day, Fitness Event, Summer Water Activities and other celebrations.

Through these initiatives, we strive to enhance awareness and appreciation for our residents from various nationalities.



Driving Social Impact



At Deyaar, our commitment to corporate social responsibility (CSR) is rooted in our desire to foster positive change within our communities and protect the environment. We believe that our actions today can create a brighter, healthier future for generations to come.

In 2024, One of our prominent initiatives was the planting of mangroves in the Al Zorah Natural Reserve. This activity is in line with the UAE's strategic initiative to achieve Net Zero by 2050 and the National Carbon Sequestration Project aiming to plant 100 million mangroves by 2030, at the national level.

Mangroves are vital to the ecological health of our coastal regions, providing habitat for diverse wildlife and acting as natural barriers against coastal erosion. They also play a critical role in carbon sequestration, helping to mitigate the impacts of climate change. By planting mangroves, we are not only enhancing our natural landscape but also contributing to the UAE's broader environmental goals and commitments.

In addition to our environmental efforts, we prioritize health and wellness through our Healthfest program. This initiative features a series of health checkup activities designed to promote preventive care and raise awareness about various health issues. By offering these services, we empower our communities to take charge of their health, ensuring they have access to essential medical screenings and information that can lead to healthier lifestyles.

Our commitment to health awareness reached new heights in October with our "Hope Beyond Cancer" campaign. This initiative was a resounding success, engaging employees in meaningful discussions through awareness round tables and motivational talks. These sessions not only educated participants about cancer prevention and treatment options but also fostered a sense of community and support among colleagues, encouraging them to share their experiences and insights.



Moreover, our employees had the opportunity to visit Al Jalila Hospital, where they spent an enriching day interacting with young patients. This heartwarming experience allowed our volunteers to bring joy and companionship to the children, as they participated in games, arts and crafts, and storytelling sessions. These moments of connection are invaluable, as they not only uplift the spirits of the children but also highlight the importance of community engagement and compassion.

Through these diverse CSR activities, Deyaar reaffirms its continuous commitment to making a positive impact on society and the environment. We are proud of our efforts to support health, education, and ecological sustainability, and we will continue to build on these initiatives as we strive to create a better future for all.



A Company to Trust

At the heart of our corporate governance framework is a commitment to the highest standards of ethical conduct and responsible business practices. We believe that strong governance is essential for the long-term success and sustainability of our organization. Our governance framework is designed to ensure accountability, transparency, and integrity in all aspects of our operations.

Governance Report



In accordance with the resolution of Securities & Commodities Authority (“Authority”) Chairman No. (3/R.M) of 2020 concerning adopting the Corporate Governance Guide for Public Joint Stock Companies and pursuant to the provision of Article No. (77) of this Resolution, Deyaar Development PJSC (“the Company”) is submitting this Governance report for the fiscal year ended on 31 December 2024, through which it affirms its commitment to developing its supervisory and control system, and upgrading it to match the best international standards and practices, in order to develop and regulate the securities sector in the United Arab Emirates, taking into account the requirements related to environmental considerations and social responsibility.

This report was prepared in accordance with 2024 governance report template approved by the Authority which was issued on 6 January 2025. This report will be available to all shareholders prior to holding the General Assembly with sufficient time via the internet through the website of the Authority, Dubai Financial Market and the Company’s website (www.deyaar.com).

1. Procedures taken to complete the corporate governance system during 2024 and its method of implementation

The Board of Directors (“the Board”) believes in the importance of applying the highest standards of governance to enhance the Company’s performance, protect shareholders’ rights and achieve sustainable growth in financial markets, as the Board and the Executive Management established an internal control system which is deemed as a conclusive element of the Company’s governance structure. The Governance framework in the Company acts in accordance with the principles and standards identified and applied by each of the Authority, Dubai Financial Market and the provisions set forth within the Federal Law No. (2) of 2015 and its amendments as per Federal Law no. (26) of 2020 on Commercial Companies regarding the determination of governance requirements.

In 2024, the Management has effectively applied governance rules in a transparent manner based on the responsibility of the Board towards the shareholders to protect and promote their rights through the following:

- Development of the governance manual in line with the legislation and resolutions of the Authority;
- The Board held four meetings during the year and notified Dubai Financial Market with dates and results of these meetings as per procedures applicable in Dubai Financial Market. Additionally, four meetings of the Audit

Committee, three meetings of the Nomination & Remuneration Committee and five meetings of the Executive Committee were held;

- The commitment of the independent Directors to disclose any change affecting their independence and to ensure it on an ongoing basis by the Nomination and Remuneration Committee.
- Confirmation of the Committees’ composition; practicing all powers and responsibilities needed to perform their work as well as any other additional duties assigned by the Board to these Committees. The Board monitors and receives reports from these Committees in line with the rules and regulations of the Authority;
- Establishment of the Internal Audit Department reporting to Audit Committee. The Internal Audit Department submits reports to the Audit Committee and practice all powers and authorities assigned thereto pursuant to the internal control system and powers approved by the Board;
- Confirmation of the authorities vested to the Management, any other additional tasks assigned by the Board and identifying duration necessary to practice these authorities;
- Disclosure of the quarterly and annual financial statements reviewed by the External Auditors and approved by the Board and submitting thereof to the Dubai Financial Market and the Authority;

- The Board through the Audit Committee developed a framework and strategy to manage the risks and measured the acceptable levels of risks available to the Executive Management to be followed and complied with;
- Activating the participation of a female candidate in the Company's Board of Directors;
- Review of the internal control system; update and approve some of the Company's policies and procedures such as procedures which govern Board members and employees' trading activities, whistle-blowing policy, policy on annual remuneration and code of conduct.



2. Ownership and transactions of Board of Directors, their spouses and children in the Company's securities during 2024

The Board Members confirm to the policy defined in the Company's governance manual concerning trading of securities issued by the Company. Further, the Board Members adhered to the period of trading prohibition stated in the system of trading, setoff, settlement, transfer and holding of securities issued by the Authority. They also disclose their own and their first-degree relatives' trading on an annual basis using the form prepared for this purpose.

No	Name	Position/Kinship	Owned shares as on 31/12/2024	Total Sale	Total Purchase
1	Mr. Abdullah Al Hamli	Chairman	-	-	-
2	H.E. Hamad Buamim	Vice-Chairman	-	1,514,654	-
3	Mr. Rashid Hasan Al Dabboos	Board member	22,105	-	-
4	Mr. Mohamed Al Sharif	Board member	-	-	-
5	Mr. Mohammed Al Nahdi	Board member	-	-	-
6	Dr. Adnan Chilwan	Board member	-	-	-
7	Mr. Obaid Nasser Lootah	Board member	234,432	-	-
8	Mr. Yasser Bin Zayed	Board member	-	-	-
9	Ms. Maryam Mohammed Bin Fares	Board member	-	-	-

According to letter received from the Dubai Financial Market sent to the Company on 3 January 2025 under Ref. No.00027/2025, there are no transactions made by the Board Members of the Company other than the transactions mentioned in the above table.

3. Board of Directors' Formation

The Board devotes all efforts and utilizes its expertise to improve the Company's performance as per the shareholders objectives. Such objectives are converted into actions and decisions which are closely monitored by the Board along with the Executive Management in a manner that ensures sustainability, value realization and profitability to all stakeholders.

The Board has set a specific governance framework to ensure the effectiveness of the Board members in fulfilling their duties toward the main objectives and facilitate their positive contribution. The Board has delegated some tasks and responsibilities to the Committees where each committee submits reports and recommendations to the Board in a responsible and transparent manner.

A. Statement of the current Board formation:

According to Federal Law No. (2) of 2015 on the Commercial Companies and Article No. (15) of the Company’s Articles of Association, the Board was elected by the General Assembly for a subsequent term of three years on 27 April 2022.

The Board consists of nine Non-Executive Board members. The Board members are classified as Non-Executive (Non-Independent) or Non-Executive (Independent) according to the definition of each category by the Authority. Noting that the Chairman of the Board and the majority of the Directors are citizens of United Arab Emirates.



Experiences, qualifications, memberships and positions of the Board members in other joint stock companies and/or governmental companies are listed below:



Mr. Abdullah Al Hamli
Chairman

- Non-Executive / Non-Independent**
- Banking, real estate, finance, Investments and information technology
 - Bachelor of Science with majors in Economics and Mathematics from Al Ain University, United Arab Emirates
 - Appointed since 2008 (17 years)
 - Chief Advisor to the Board of Directors of Dubai Islamic Bank PJSC
 - Chairman of Emirates REIT and Chairman of Al Tanmyah Services LLC.



H.E. Hamad Buamim
Vice Chairman

- Non-Executive / Non-Independent**
- Finance, banking and investments
 - Bachelor of Electrical Engineering from University of Southern California; Master of Science in Finance and Banking from University of Missouri, Kansas City United States of America, Doctorate in Business Administration from Warwick Business School-UK.
 - Appointed in 2022
 - Chairman of National General
 - Insurance (NGI) PJSC; Board Member of Dubai Islamic Bank PJSC
 - Chairman of Dubai Multi Commodities Centre Authority (DMCC); Vice Chairman of Awqaf, Dubai



Mr. Rashid Al Dabboos
Board Member

- Non-Executive / Independent**
- Investments, Real Estate and brokerage
 - Diploma in Commerce and Economics from Dubai Higher College of Technology
 - Appointed in 2022
 - Chief Executive Officer of Al Sharif & Al Daboos Trading Co. LLC and Deira Capital LLC; Member of the Executive Committee of the Company. Chairman of Ontegra.



Mr. Mohamed Al Sharif
Board Member

Non-Executive / Non-Independent

- Real estate, trading, banking, accounting and finance
- Master of Science in Accounting from Catholic University of America; accredited CPA from Virginia State of Council of Accountants
- Appointed since 2009 (16 years)
- Chief of International Business & Real Estate Investments at Dubai Islamic Bank PJSC
- Vice Chairman in Tamweel and Member of the Audit Committee of the Company.



Mr. Obaid Nasser Lootah
Board Member

Non-Executive / Non-Independent

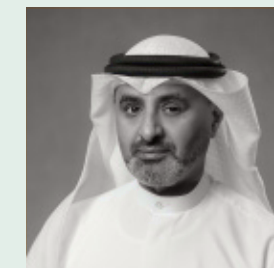
- Real estate and banking
- Bachelor of Business Administration from the University of United Arab Emirates
- Appointed since 2010 (15 years)
- Member of the NRC and Executive Committee of the Company.



Mr. Mohammed Al Nahdi
Board Member

Non-Executive / Non-Independent

- Real estate, banking, information technology and finance
- Bachelor of Science in Accounting Management from Mustansiriyah University in Baghdad
- Appointed since 2009 (16 years)
- Board Member in Tanmyah LLC; Member of the NRC, Audit Committee of the Company.



Mr. Yasser Bin Zayed Al Falasi
Board Member

Non-Executive / Independent

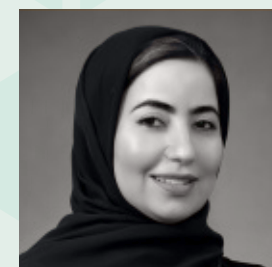
- Real estate, financing and operations
- Bachelor of Business Administration from California State University, United States of America
- Appointed since 2016 (9 years)
- General Manager at Dubai Office; Board member in Falcon Holding Ltd.; Chairman of the NRC and Member of the Audit Committee of the Company.



Dr. Adnan Chilwan
Board Member

Non-Executive / Non-Independent

- Banking, marketing, real estate, financing and investments
- Doctorate and master's in marketing and Bachelor in Islamic Banking and Insurance at American University of London; and Certified Islamic Banker (CeIB)
- Appointed since 2009 (16 years)
- Group Chief Executive Officer of Dubai Islamic Bank PJSC
- Member of the Board of Tamweel; Associate Fellow Member in Islamic Finance Professionals Board; and Member of the Executive Committee of the Company.



Ms. Maryam Bin Fares
Board Member

Non-Executive / Independent

- Banking and Corporate Treasury Management
- Master's degree in international business at Wollongong University Dubai, United Arab Emirates
- Appointed in 2019 (6 years)
- Director of Treasury- Ministry of Finance; Chairman of the Audit Committee and Member of the NRC of the Company.

B. Statement of the percentage of female representation in the Board for 2024:

In line with the vision of the United Arab Emirates to make women an essential partner in leading the process of sustainable development, and with the aim of taking into account gender diversity, the Company has allocated a space for the female candidate in its Board of Directors. One female Board Member has been elected on 27 April 2022 for the next term.

C. Statement of Board members' remunerations and allowances to attend the meetings of the Committees:

1. Total remunerations paid to the Board members for 2023:

1.03% of the net profit for the financial year ended in 2023 (after deducting depreciations and reserve) was given as a remuneration to the Board members, which represents the amount of AED 4.55 million after obtaining approval of the General Assembly which was held on 18 April 2024.

2. Total remunerations of the Board members proposed for 2024 to be presented in the annual General Assembly meeting for approval:

It is proposed to pay AED 5.45 million from the net profit of the financial year ended on 31 December 2024 (After deducting depreciation and reserves) as a remuneration to the Board members, after obtaining the approval of the General Assembly.

(We will make the necessary update if the proposed remuneration is changed in the upcoming General Assembly meeting).

3. Allowance paid to the Board members for attending meetings of the Board Committees for 2024:

The Board received allowance for attending the meetings of the Board Committees as follows:

Allowance paid to the Board members for attending meetings of the Board Committees

No	Name	Committee Name	Allowance per Meeting	No. of Attended Meetings	Total allowance of 2024
1	H.E. Hamad Buamim	Executive Committee	5,000	5	25,000
2	Dr. Adnan Chilwan	Executive Committee	5,000	5	25,000
3	Mr. Mohamed Al Sharif	Audit Committee	5,000	4	20,000
4	Mr. Mohammed Al Nahdi	Nomination and Remuneration Committee	5,000	3	35,000
		Audit Committee	5,000	4	
5	Mr. Obaid Nasser Lootah	Nomination and Remuneration Committee	5,000	3	40,000
		Executive Committee	5,000	5	
6	Mr. Yasser Bin Zayed Al Falasi	Nomination and Remuneration Committee	5,000	3	35,000
		Audit Committee	5,000	4	
7	Ms. Maryam Bin Fares	Nomination and Remuneration Committee	5,000	3	35,000
		Audit Committee	5,000	4	
8	Mr. Rashid Al Dabboos	Executive Committee	5,000	5	25,000



4. Details and reasons of additional allowances, salaries or fees paid to the Board members for 2024 other than the attendance allowance:

Allowances paid to a Board Member other than the allowances paid for attending the committees

No	Name	Reason	Total allowance of 2024
1	Mr. Rashid Al Dabboos	For attending the meetings of the Board of Directors of a subsidiary company (Ontegra) in his capacity as a Chairman of the Board.	15,000

D. Board of Directors meetings for the fiscal year 2024

The Board held four (4) meetings during 2024, as follows:

No	Name	Meeting Dates			
		5 Mar 2024	24 Jun 2024	6 Nov 2024	24 Dec 2024
1	Mr. Abdullah Al Hamli	✓	T	T	T
2	H.E. Hamad Buamim	✓	T	T	T
3	Mr. Rashid Hasan Al Dabboos	✓	T	T	T
4	Mr. Mohamed Al Sharif	✓	T	T	T
5	Mr. Mohammed Al Nahdi	✓	T	T	T
6	Dr. Adnan Chilwan	✓	T	T	T
7	Mr. Obaid Nasser Lootah	✓	T	T	T
8	Mr. Yasser Bin Zayed Al Falasi	✓	T	T	T
9	Ms. Maryam Bin Fares	✓	T	T	T



Attended the meeting

T

Attended through modern technology

E. Number of Board's decisions issued by circulation during the fiscal year 2024

One decision was issued by circulation on 8 January 2024 approving the purchase of plots in Dubai Production City.

F. Duties and responsibilities assigned by the Board to the Executive Management:

The Board authorized the CEO, Mr. Saeed Al Qatami to carry out the daily tasks of the Company's business as per the authority delegation matrix approved by the Board on 29 July 2018 and the amendments therein dated 29 December 2019. The Board also granted the CEO a set of authorities determined under a valid and indefinite - term power of attorney issued on 10 September 2015. The Board approved the extension of these authorities delegated to the CEO during the meeting held on 10 May 2022, summarized as follows:

- Executing all tasks and necessary matters to manage and operate the Company to achieve its objectives and conduct its business on all financial and administrative aspects, representing the Company in its dealings with third parties and signing all contracts of all types.
- Filing and registering lawsuits, claims and demands and defending Company's interests as a plaintiff or defendant, claimant or respondent in legal proceedings, lawsuits or complaints before any court, committee, arbitration/ judicial/ administrative court and appointing & authorizing attorneys and legal consultants.
- Signing cheques and commercial documents under the terms and conditions and powers determined by the Board represented by the Chairman of the Board. In addition, signing all kinds of contracts and assigning of its ownership before government authorities provided that these actions are within the

limits of the plans and strategies approved by the Board represented by the Chairman of the Board

- Forming and registering branches, representative offices, subsidiary companies, joint ventures, associates, or strategic alliances with other parties in the United Arab Emirates as approved by the Board.

The Board approved additional authorization to the CEO in the resolution passed by circulation dated 20 September 2022 as follows:

- To open and close bank account/s, deposit, endorse or withdraw funds to or from any of the Company's bank accounts or safe deposit box.
- To execute, sign and deliver to banks on behalf of the Company and its subsidiaries any forms, mandates to add signatories to operate the accounts, agreements, deeds and any account opening and servicing documentation and do all acts, things and matters whatsoever necessary for the opening, maintenance and operation of the account/s and to avail all cash management, credit cards or any electronic / online banking services with roles.

The Board also approved of making the necessary changes to the POA given to the General Counsel in the Board Meeting held on 10 May 2022 and summarized as follows:

- Representing the Company in all legal affairs before all official authorities and courts.
- Amending the Memorandum of Association of Company's subsidiaries according to the new commercial law.
- Representing the Company and its subsidiaries before the Notary Public, Department of Economic Development, free zone authorities and all the competent authorities in making all necessary amendments to the Companies' Articles of Association.

These powers have been extended during the Board meeting held on 10 May 2022.

The board determined the duration of the authorities/POAs delegated mentioned above to the CEO and General Counsel until the end of the current serving period of the Board during its meeting held on 13 February 2023.

G. Statement of the details of transactions made with related parties (stakeholders) during 2024

The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in IAS 24 Related Party Disclosures.

Related parties comprise entities under common ownership and/or common management and control and key management personnel.

Balances and transactions with related parties

Apart from those mentioned in the Clause No. (11) of the notes included in the financial statements of the Company for the year 2024, there are no transactions with related parties (stakeholders) or any other parties during 2024. The transaction details are as follow:

a) Related party transactions

During the year, the Group entered into the following significant transactions with related parties in the normal course of business and at prices and terms agreed by the Group's management.

	2024 AED' 000	2023 AED' 000
Ultimate majority shareholder		
Other operating income/finance income	17,369	18,408
Finance cost	23,960	41,760
Borrowings drawdown	300	100
Borrowings repayments	60,000	317,450
Joint venture		
Other operating income	457	2,811
Dividend income	55,266	50,000
Repayment of capital contribution	92,234	-

b) Remuneration of key management personnel

	2024 AED' 000	2023 AED' 000
Salaries and other short term employee benefits	13,869	15,156
Termination and post-employment benefits	476	382
Board of Directors' sitting fees*	400	365
Board of Directors' remuneration**	5,550	4,100
	20,295	20,003

* During the year, no additional sitting fees for the Board of Directors was recognised pertaining to the previous year (2023: AED 0.09 million).

** During the year, an additional payment for the Board of Directors' remuneration amounting to AED 1 million (2023: AED 0.55 million) was recognised based on the final approval of the shareholders in the Annual General Meeting dated 18 April 2024.

c) Due from related parties comprises:

	2024 AED' 000	2023 AED' 000
Current		
Due from a joint venture	2,673	3,466
Due from other related parties	2,756	257,184
	5,429	260,650
Less: provision for impairment	(1,384)	(1,394)
	4,045	259,256

Certain properties were under dispute with UAE based developer ("a related party") against which in 2019, the Group received a favourable judgment by the Court of Cassation which upheld a ruling made by the Court of Appeal confirming Dubai Court of First Instance's judgement to terminate all sale and purchase agreements of lands under dispute and had also ordered counterparty to return all amounts paid, to the tune of AED 412 million plus pay a compensation of AED 61 million as well as 9% legal interest accruing from the date of filing the case.

3. Due to related parties comprises:

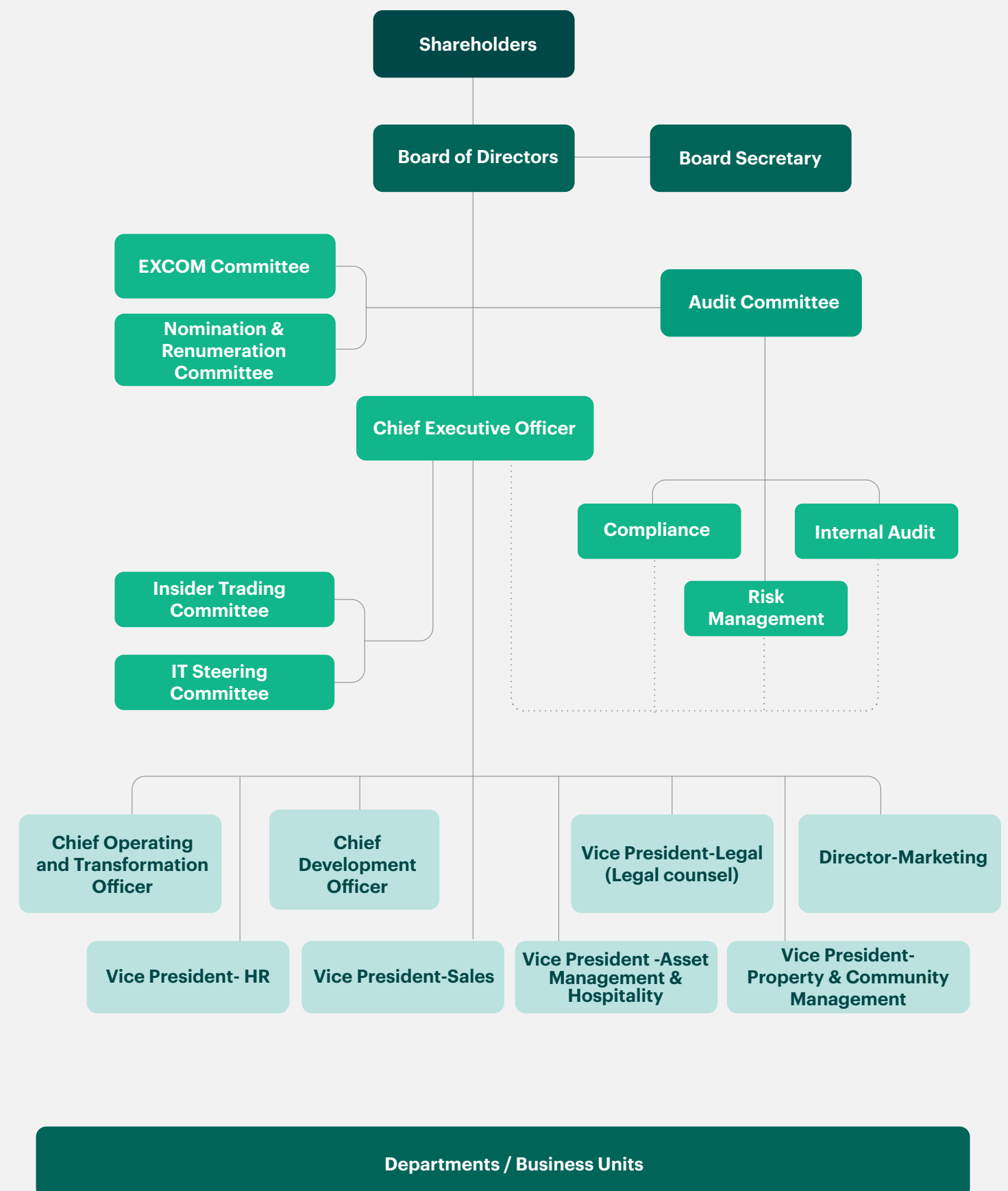
	2024 AED' 000	2023 AED' 000
Current		
Due to a significant shareholder	196	320
Due to other related parties	101	100
	297	420

In 2022, the Group signed a Conditional Settlement Agreement (“the Agreement”) with the related party for an amount of AED 500 million. The Group received AED 200 million upon execution of the Agreement and the remaining amount of AED 300 million is to be received within 18 months from date of the signed Agreement. In 2023, management reversed the impairment provision amounting to AED 32.2 million and also recognized income of AED 11.8 million based on discussions with the related party. During the current year, the Group has received the remaining amount of AED 300 million and accordingly, recognized other income of AED 44 million.

Cash and bank balances include amounts held with the ultimate majority shareholder of the Group, bank account balances of AED 156.8 million (2023: AED 164.9 million) and fixed deposits of AED 565 million (2023: AED 437 million), at market prevailing profit rates.

Impairment provision

To determine the provision for impairment, management applied certain key assumptions and judgments in accordance with IFRS 9 - Financial Instruments in order to determine the expected credit loss which includes the use of various forward-looking information that could impact the timing and/or amount of recoveries.



I. Statement of Senior Executives staff, their positions and date of appointment, total salaries and bonuses paid thereto as on 31 December 2024:

No.	Position	Appointment date	Total salaries and allowances paid for 2024 (Including Sales Incentives) (AED)	Total Bonuses paid for 2024 (AED)*	Any other cash /in-kind bonuses for 2024 or due in the future
1	Chief Executive Officer	01-Jun-07	2,723,871	2,000,000.00	NA
2	Chief Operating & Transformation Officer	02-Aug-15	1,804,626	529,433.02	NA
3	Vice President - Asset Management & Hospitality	24-Nov-16	1,009,057	188,368.43	NA
4	General Counsel	07-Feb-17	1,235,473	335,953.81	NA
5	Vice President - Sales**	08-Jan-06	2,320,973	-	NA
6	Vice President - Marketing	01-Aug-08	812,416	-	NA
7	Vice President - Human Resources	30-May-22	792,296	185,364.78	NA
8	Vice President - Property & Community Management	06-Dec-22	1,046,387	190,724.18	NA
9	Senior Vice President – Development***	26-Apr-22	562,717	-	NA
10	Chief Development Officer	05-Dec-24	97,999	-	NA

**Served until 08 November 2024.

*** Served until 30 March 2024.

J. Board of Directors Evaluation

This year's annual assessment of the Board of Directors was carried out externally by the Hawkamah Institute for Corporate Governance. The board evaluation was conducted via a confidential survey and this was supplemented with one-on-one interviews with individual board members. The assessment was carried out in compliance with SCA Chairman of Authority's Board of Directors' Decision no. (3/Chairman) of 2020 concerning Approval of Joint Stock Companies Governance Guide. The main purpose of this evaluation was to examine the effectiveness of existing board practices and to pinpoint areas where enhancements can be made.

The evaluation concluded that Deyaar Board maintains high standards and continues to contribute significant value to the organization. The Board reviewed the findings of the assessment, resulting in the creation of an action plan scheduled for implementation in 2025. This reflects Deyaar's proactive approach to maintaining high Corporate Governance standards, ensuring transparency and promoting accountability. These initiatives are focused on providing sustainable value to our shareholders and broader stakeholder community.

4. External Auditor

A. Ernst & Young Middle East (EY) was appointed as external auditor for the year 2023 at the General Assembly meeting on 22 March 2023 and with the approval of majority shareholders. EY is one of the four world's largest accounting and auditing companies.

The company provides auditing, taxation and consulting services in various sectors.

B. Statement of the fees and costs of the audit or the services provided by the External Auditor:

Name of Audit Office	Ernst & Young (Middle East)
Name of Partner Auditor	Wardah Ebrahim
Number of years served as the Company's external auditor	Started audit from April 2023
Number of years the Partner Auditor spent auditing the Company's accounts	Started audit from April 2023
Total audit fees for 2024 (in AED)	AED 799,000
Fees and costs of special services other than auditing the financial statements for 2024 (in AED), if any, and in case of absence of any other fees, this shall be expressly stated	Nil
Details and nature of other services (if any). If there are no other services, this shall be expressly stated.	Nil

The table below shows a statement of other services provided by an external auditor other than the Company's auditor in 2024:

Auditor	Partner Auditor	Type of services	Amount (AED)
KPMG Lower Gulf Limited	Siddharth Behal	Consulting services	207,714
Price Waterhouse Coopers	Asad Ahmed	Consulting services	170,000

C. There are no reservations made by the External Auditor of the Company in the interim and annual financial statements for the year 2024.

5. Audit Committee

The Company's Audit Committee reviews financial and accounting policies and procedures, monitors the independence of the External Auditor, reviews financial control systems, internal control and risk management, and performs a wide range of tasks related to following up on the work of the External Auditor.

A. Ms. Maryam Bin Fares, Audit Committee Chairman, acknowledges her responsibility for the committee charter in the Company, to review its work mechanism and ensure its effectiveness.

B. Names of members of the Audit Committee:

No.	Name	Title
1	Ms. Maryam Bin Fares	Chairman
2	Mr. Mohammed Al Sharif	Member
3	Mr. Yasser Bin Zayed Al Falasi	Member
4	Mr. Mohammed Al Nahdi	Member

The roles and duties assigned thereto:

1. Reviewing the Company's financial policies and accounting procedures;
2. Developing and implementing the policy of contracting with the External Auditor and submitting reports to the Board specifying the important issues that require actions with recommendation on the steps to be taken;
3. Monitoring the independence and objectivity of the External Auditor, discussing the nature and scope of the audit process and its effectiveness according to the approved audit standards, ensuring the External Auditor's fulfillment of the terms and conditions stipulated in the applicable laws, regulations and resolutions and the Company's Articles of Association;

4. Monitoring the integrity of the Company's financial statements and its (annual and quarterly) reports and reviewing them as part of its duty during the year and after closing of the books after each quarter. It shall particularly focus on the following: Any changes in accounting policies and practices; highlighting the areas subject to Management's discretion; material modifications resulting from the audit; assumption of continuity of the Company; compliance with the accounting standards established by the Authority; compliance with the rules of listing, disclosure and other legal requirements regarding the preparation of the financial reports;

5. Coordinating with the Board, the Executive Management, Chief Operational and Transformation Officer (COTO) or whoever carry out the same responsibilities in the Company to perform its duties;

6. Meeting with the External Auditors of the Company at least once a year without the presence of the Senior Executive Management or any of its representative and discussing the nature and scope of auditing and its effectiveness in accordance with the approved auditing standards;

7. Examining any significant and unusual terms that are stated or must be stated in those reports and accounts and shall give due consideration to any matters issued by the COTO or whoever carries out the same responsibilities, the Compliance Officer or the External Auditors;

8. Providing recommendation to the Board regarding the selection, resignation or dismissal of the External Auditor;

9. Reviewing the Company's financial control, internal control and risk management systems;

10. Discussing the internal control system with the Board and ensuring the latter's establishment of an effective internal control system;

11. Examining the results of primary investigations in internal control matters as assigned to the Committee by the Board or initiated by the Committee with Board approval on such initiative;

12. Reviewing the auditor's assessment of the internal control procedures and ensuring the coordination between the Company's internal and external auditors;

13. Ensuring availability of resources required for the Internal Audit Department and monitoring the effectiveness of such department;

14. Discussing all matters that are relevant to the External Auditor duties, work plan and correspondence with the Company, observations, reservations and any essential questions raised by the External Auditor to the Executive Management regarding the accounting records, financial accounts or control systems and following up on their response and monitor the responsiveness of the Management and necessary facilities provided to the External Auditors to carry out their work;

15. Ensuring timely response of the Board to inquiries and substantial matters mentioned in the letter of the External Auditor;

16. Developing the rules that enable employees of the Company to confidentially report any potential violations of financial reports, internal control or any other issues, and procedures necessary for conducting independent & fair investigations concerning such violations and monitoring the extent to which the Company complies with the code of conduct;

17. Reviewing the related parties' transactions of the Company and ensuring that no conflict of interest exists and submitting recommendations concerning such transactions to the Board before concluding contracts;

18. Ensuring implementation of the work rules of its duties and authorities entrusted by the Board;

19. Submitting reports and recommendations to the Board for above mentioned issues, and considering any other issues determined by the Board.

The Board of Directors unanimously resolved to approve the merger of the Audit Committee and the Risk Committee during its 1st meeting held on 5 March 2024.

C. Statement of number and dates of the Audit Committee meetings held during 2024 to discuss issues related to the financial statements and any other matters, indicating the number of times of personal attendance of all members of the Committee

The Committee held four (4) meetings during the fiscal year as follows:

No.	Name	Meeting Dates			
		15 Feb 2024	9 May 2024	24 Jul 2024	28 Oct 2024
1	Ms. Maryam Bin Fares	✓	✓	✓	✓
2	Mr. Mohamed Al Sharif	✓	✓	✓	✓
3	Mr. Yasser Bin Zayed Al Falasi	✓	✓	✓	✓
4	Mr. Mohammed Al Nahdi	✓	✓	✓	✓

✓ Attended the meeting

D. Annual Audit Committee Report

1. Financial Statements Related Matters

The Audit Committee reviewed the Quarterly Financial Statements as on 31 March 2024, 30 June 2024 and 30 September 2024 and Annual Financial Statement as on 31 December 2023 along with important matters presented by external auditors during each quarterly meeting and the same was addressed by Audit Committee.

2. External Audit Related Matters

Independence and Effectiveness of External Audit

The Committee monitors the independence and objectivity of external auditors and examines all matters related to its work, correspondences with Deyaar, its observations, suggestions, reservations and any substantial queries raised by the auditor to the Executive Management regarding the accounting records, financial accounts or internal control systems. External Auditors also present and discuss declaration on integrity, independence and objectivity on quarterly basis. Current external auditors were appointed since 2023.

Meeting with the external auditor without the presence of the Executive Management or any of its representative and discussing the nature and scope of auditing and its effectiveness in accordance with the approved auditing standards.

An annual evaluation of external audit work and services is performed by the Audit Committee in order to assess the effectiveness of the external audit services provided to Deyaar during the year.

Appointment of External Auditor

In line with Article 70 of Resolution no. 3 RM of 2020, Article 245 of Commercial Law no. 32 of 2021 and Corporate Governance manual, the Audit Committee evaluated the performance of EY and based on quality of audit services provided during year 2023, sufficiency of audit resources, improved audit efficiency, effectiveness, reporting & communication and independence, objectivity & professionalism, recommended to the Board of Directors their re-appointment as the external auditor of Deyaar and its subsidiaries for the year 2024. Accordingly, the appointment of EY was approved by the General assembly during its meeting on 18 April 2024.

Ensuring Independence of External Auditor for Non-Audit Services

The Committee has implemented various measures to ensure the independence of the external auditor when providing services other than auditing the Company's accounts. These measures are outlined in the Company's Governance manual specifying the external auditor's scope of activities and restrictions related to their tasks.

During 2024, EY did not provide any non-audit services to the Company.

3. Addressing Deficiencies or Weaknesses in Internal Control System and Risk Management

Internal Control Systems

Based on organisational-wide risk assessment conducted, a detailed internal audit and internal control plan was developed and approved by the Committee. Audit and internal control assessment were performed accordingly wherein deficiencies and weakness in internal control were communicated to management with agreed action plan & timeline.

The Committee through the Internal Audit Department (IAD) monitored compliance and implementation to the applicable laws and regulations such as ESCA, DFM, AML. The IAD conducted periodic exercise to follow up on the implementation status of the recommendations made in line with approved protocol for implementation of corrective actions.

During the Committee meetings, following were discussed:

- Key findings and gaps identified;
- Investigation results;
- Status of implementation of management agreed action;
- Status of approved internal audit plan / progress report; and
- Escalation procedures in case of delay in implementation from management.

Risk Management

The Company adopted a risk management framework that is based on qualitative and quantitative assessment of the risks faced by the Company that may affect the achievement of the Company's strategic, operational and financial objectives.

Risk management function within Deyaar was established which coordinates with respective departments/business units/risk owners in

developing and/or updating departmental risk registers. Through the risk management function's efforts, level of risks was reduced and appropriate risk treatment plans, responses and controls were recommended to the Management and the Board.

Following the Board resolution dated 5 Mar 2024, Risk Committee was merged with Audit Committee. There were no separate Risk Committee meetings as all risk management activities were discussed during the Audit Committee meetings.

4. Review of Internal Audit Reports

The IAD shares the internal audit reports of each assignment with Audit Committee and each issue is classified based on the approved risk rating criteria. The results of audit assignments are presented on quarterly basis and whenever required to Audit Committee. During the meetings, summary of key issues along with root cause and corrective actions are discussed.

5. Corrective Treatment Plan for Fundamental Deficiencies

Corrective treatment plan for identified fundamental deficiencies in internal control systems and risk management are discussed and agreed with management with action plan

coordinator and timeline. These deficiencies are prioritized based on its severity, its impact and compliance requirements. Follow up exercise is conducted in line with agreed protocol for implementation of corrective action and in case of no action, the same is escalated accordingly. In case of special assignments/investigations, the corrective treatment is also discussed with management / other relevant departments wherever required depending on criticality of the issues. For long pending issues, support of Audit Committee is obtained for appropriate action.

6. Review of Transactions with Related Parties

During the quarterly meetings, the related party transactions as reflected in the financial statements are discussed with Audit Committee and the same are noted by the Committee. Related party transactions are also discussed during board meetings and ensure that there is no conflict of interest which includes some transactions which are part of normal business. Further, Management ensures adherence to relevant rules and regulations for related party transactions through the compliance function.

6. Nomination and Remuneration Committee

The Nomination and Remuneration Committee continuously ensures the independence of the independent members, prepares the policy for granting remunerations, benefits and incentives, determines the Company's needs for competencies at the level of senior executive management and employees, as well as determines the basis for their selection and prepares the policy for human resources and training in the Company.

A. Mr. Yasser Bin Zayed Al Falasi, Nomination and Remuneration Committee Chairman, acknowledges the responsibility for the committee charter in the Company to review its work mechanism and ensure its effectiveness.

B. Names of members of the Nomination and Remuneration Committee:

No.	Name	Title
1	Mr. Yasser Bin Zayed Al Falasi	Chairman
2	Ms. Maryam Bin Fares	Member
3	Mr. Obaid Lootah	Member
4	Mr. Mohammed Al Nahdi	Member

The roles and duties assigned thereto:

1. Constantly verifying independence of the independent Board members;
2. Developing a policy on which basis of bonuses, benefits, incentives and salaries shall be granted to the Company's Board members & staff and ascertaining that the remuneration and benefits granted to Executive Management are reasonable and in line with the Company's performance;
3. Determining Company's requirements of competencies of the Executive Management and employees' level and selection criteria of these requirements;
4. Preparing human resources and training policy, monitoring its implementation and reviewing thereof on annual basis;
5. Organizing and following up the Board nomination procedures according to the

- applicable laws, regulations and its provisions;
6. Reviewing annually the appropriate skills required for Board membership and preparing of capabilities and qualifications for Board membership including the time a member shall need to allocate to fulfill their duties;
7. Reviewing the Board's structure and submitting recommendations related to the changes that may be made;
8. Developing a board membership policy with the aim of gender diversification within the formation and encouraging women nominees through offering of incentive and training benefits and programs;
9. Consider any other matters determined by the Board.

C. Statement of number and dates of Nomination and Remuneration Committee meeting held during 2024, indicating the number of times of personal attendance of all members of the Committee:

The Committee held three (3) meetings as follows:

No.	Name	Meeting Dates		
		12 Feb 2024	7 Mar 2024	20 Nov 2024
1	Ms. Maryam Bin Fares	✓	✓	✓
2	Mr. Mohamed Al Sharif	✓	✓	✓
3	Mr. Yasser Bin Zayed Al Falasi	✓	✓	✓
4	Mr. Mohammed Al Nahdi	✓	✓	✓

✓ Attended the meeting

7. Insiders’ Trading Committee

The Insiders’ Trading Committee prepares a register of all insiders in the company, in addition to the persons likely to have temporary access to internal information and prepares the systems and laws for the trading of board members and employees in the Company’s shares, its subsidiaries, or related companies. It is also responsible for approving these systems and laws by the Board, and for taking all necessary measures to maintain the confidentiality of the Company’s data.

A. Mr. Hani Fansa, Insiders’ Trading Committee Chairman, acknowledges his responsibility for the insiders’ trading charter in the Company to review its work mechanism and ensure its effectiveness.

B. Names of the members of Insiders’ Trading Committee:

No.	Name	Title	Position
1	Mr. Hani Fansa	Chairman	Chief Operating and Transformation Officer
2	Ms. Amel Al Hosani	Member	Vice President-Human Resources
3	Ms. Inass Msaidi	Member	Manager - PR & Communications

The roles and duties assigned thereto:

1. Preparing a register of all insiders in the Company in addition to the persons who may have temporary access to internal information;

2. Preparing policies and procedures related to Board and employees trading in the Company’s shares or its parent company, affiliates or associated companies’ shares and submit such policies and procedures to the Board for review and approval;

3. Take all necessary measures for maintaining confidentiality of the Company’s key information;

4. Take the necessary procedures to ensure related parties who have access to internal information including information of the Company maintain confidentiality and prevent this information from abuse or transferring to other parties; and
5. Ensuring that all insiders sign a declaration form confirming their awareness of their status as insiders and have access to the internal information about the Company & its customers and assume all legal consequences in case of disclosing the information or giving recommendations based on their access by virtue of their positions and informing the Company about any trading of shares of the Company or its affiliates before and after trading.

C. Summary of the Committee’s activities in 2024

1. Updating register of insiders of the Company.
2. Sending the updated register of insiders to Dubai Financial Market and the Authority as per the template provided.

8. Executive Committee

The Executive Committee monitors and evaluates the achievement of the Company’s strategic objectives, reviews the financial budget, feasibility studies and plans for developing new projects, approves and reviews new investments, approves new loans and ensures that the necessary terms and conditions for loans and financing are met.

A. H.E. Hamad Buamim, Executive Committee Chairman, acknowledges his responsibility for the committee charter in the Company to review its work mechanism and ensure its effectiveness.

B. Names of members of the Executive Committee:

No.	Name	Title
1	H.E. Hamad Buamim	Chairman
2	Dr. Adnan Chilwan	Member
3	Mr. Rashid Hasan Al Dabboos	Member
4	Mr. Obaid Lootah	Member

The Executive Committee shall assist the Board in implementing its missions. In order to do that, the Executive Committee was authorized directly by the Board and granted all powers to take the necessary decisions in order to conduct Company's works in periods between the Board meetings.

The roles and tasks assigned thereto:

- 1. Monitor and evaluate the progress of achieving Company's strategic goals and initiatives along with providing the necessary directions to the CEO in this matter;
- 2. Review the Company budget and provide recommendation to the Board;
- 3. Review and approve the feasibility studies with total cost up to AED 200 million;
- 4. Review the feasibility studies for projects that exceed AED 200 million and provide recommendations to the Board;

- 5. Review and approve new project development plans with total costs of up to AED 400 million;
- 6. Review new project development plans that exceed AED 400 million and provide recommendations to the Board;
- 7. Approve new or additional investments up to AED 100 million;
- 8. Review new or additional investments that exceed AED 100 million and provide recommendations to the Board;
- 9. Approve new or additional loans up to AED 100 million to existing subsidiaries, joint ventures, associates and others;
- 10. Ensure appropriate terms and conditions of loan/financing arrangements and approve loan of up to AED 50 million.

C. Statement of number and dates of Executive Committee meetings held during 2024, indicating the number of times of personal attendance of all members of the Committee

The Committee held five (5) meetings as follows:

No.	Name	Meeting Dates				
		13 Feb 2024	13 Jun 2024	14 Aug 2024	17 Oct 2024	10 Dec 2024
1	H.E. Hamad Buamim	✓	✓	✓	✓	✓
2	Mr. Rashid Al Dabboos	✓	✓	✓	✓	✓
3	Dr. Adnan Chilwan	✓	✓	✓	✓	✓
4	Mr. Obaid Lootah	✓	✓	✓	✓	✓

✓ Attended the meeting

9. Internal Control System

A. Acknowledgment by the Board of its responsibility for the Company's internal control system

The Board has overall responsibility for ensuring the effectiveness of the internal control system of the Company. This system aims to assess effectiveness and efficiency of operations, accuracy of financial reporting and compliance with applicable laws and regulations and Company policies and procedures throughout the following assurance functions:

Internal Audit

The Company's Internal Audit Department is an independent, objective assurance and consulting activity established to enhance and add value to the Company's operations. It carries out its responsibilities according to corporate governance requirements and international standards issued by Institute of Internal Auditors and its approved guidelines. Its activities are conducted in a manner based on a continuous evaluation of perceived business risks and has full and unrestricted access to all activities, documents, records, properties and staff. This includes verifying the compliance of the Company and its employees with the provisions of applicable laws, regulations, policies and procedures and following up on the mechanism of risk management.

The Internal Audit Department is reporting to the Audit Committee so that the Department and its staff are independent to perform the duties and responsibilities entrusted to them.

It ensures the internal control system's efficiency and effectiveness in accordance with its risk based annual plan approved by the Audit Committee authorised by the Board and submits reports including observations and recommendations

related to systems' improvement to the Management and the Audit Committee.

Follow up on implementation of internal audit recommendations:

As a result of continuous follow-up and meetings with management during the year, a significant number of open issues where implemented/ resolved. Around 75% of the issues are implemented/resolved for reports issued until year 2024.

Risk Management

The Company adopted a risk management framework that is based on qualitative and quantitative assessment of the risks faced by the Company that may affect the achievement of the Company's strategic, operational and financial objectives. The Board's Audit Committee is responsible for overseeing risk monitoring and management across all risk types. Collaborating with management, the committee defines the risk appetite and strategy tailored to specific business units. Additionally, it periodically reviews and monitors compliance with the company's overall risk appetite.

Compliance

The Compliance function performs continuous and ongoing monitoring of compliance and implementation of laws and regulations applicable to the Company. It also monitors the extent to which the Company abides by code of conduct rules, review the setup of Fraud Hotline through Internal Audit Department to enhance awareness regarding the prevention and detection of any fraudulent or irregular activity.

B. Name and qualifications of the Head of Internal AuditDepartment

Bassam El Ghawi is the Head of Internal Audit Department (Chief Audit Executive, CAE) since August 2014; he is a specialist in control and has an extensive experience (around 29 years) in internal and external auditing, risk management, corporate governance, compliance and fraud investigation.

He has a Bachelor’s degree in Accounting and Economics, Diploma in Risk Management from the American Academy of Financial Management and he has also the following professional certificates: Certified Internal Auditor (CIA) – IIA; Certified Information Technology Auditor (CISA) - ISACA; Certified Fraud Examiner (CFE) - ACFE; Certified Risk Management Auditor (CRMA) - IIA; Certified Compliance Officer (CCO) Arab Certified Public Accountant ACPA - ASCA; Certified Risk Management Information Control Systems Auditor (CRISC) - ISACA.

C. Name and qualifications of the Compliance Officer

Abhilash Margassery has been serving as the Compliance Officer since May 2023. He holds a bachelor’s degree in finance with a specialization in Income Tax along with a Postgraduate Diploma in Financial Risk Management from Westford University, Dubai.

With over 8 years of extensive experience in Banking, Risk Management and Compliance, he holds professional certificates: International Compliance Association (ICA) Certification in Sanctions Management and Anti Money Laundering; Certified Risk and Compliance Management Professional (CRCMP).

D. The Internal Audit Department method in handling any significant issues in the Company

The Internal Audit Department reviews the significant issues in the Company, if any, in detail by identifying its nature and classifying in terms of degree of risk and by determining the size of the issue and evaluating the extent of the negative consequences that may affect the Company.

To avoid further aggravating its occurrences, the Department submits its reports on observations resulting from the review and provides recommendations to the Executive Management and Audit Committee. It ensures that recommendations are implemented. In addition, the Department issues periodic reports to the Audit Committee summarizing the results of its activities as follows:

- On quarterly basis: Information on the status and results of the annual audit plan, activities of internal audit staff, status of action taken by each department on the recommendations of the previous audits and adequacy of Department’s resources.
- On annual basis: It is by assessing the appropriateness and effectiveness of the internal control system. The assessment covers all key controls of the Company, including financial and operational controls and risk management system. The implementation of these recommendations is also monitored periodically through issuance of a written report as required.

As per the approved annual audit plan, the Internal Audit Department has not encountered any significant issues within the Company which required to be disclosed in the 2024 annual financial statements.

E. Number of reports issued by the Internal Audit Department to the Board of Directors

The Internal Audit Department reports to the Audit Committee and issued reports during 2024 to the Committee according to the approved audit plan. The number of reports issued is shown below:

Report type	Internal Control	Internal Audit	Compliance
Quantity	24	19	-

10. Details of violations committed during 2024, its reasons, how to be addressed and how to avoid their recurrence in the future

The Company fully abides by the applicable laws and regulations issued by the Securities and Commodities Authority and any legal authority related to financial markets. Therefore, it did

not incur any fines and there were no cases of violations to the applicable laws for the fiscal year 2024.

11. Cash and in-kind contributions made by the Company during 2024 for local community development and environmental conservation

In 2024, our social framework is designed to strengthen our Environmental, Social, and Governance (ESG) pillars, emphasizing that our commitment extends beyond mere financial contributions. We are dedicated to demonstrating our social responsibility and genuinely caring for the communities we serve.

Our efforts focus on fostering meaningful connections and partnerships that address pressing social issues and promote sustainability, reflecting our belief that active engagement and support are vital to creating a positive impact. Through our initiatives, we aim to embody the values of compassion and social consciousness, ensuring that our contributions translate into lasting benefits for the communities and environments we impact.

In our ongoing commitment to social responsibility, we are pleased to share our recent contributions to various causes. Our support includes:

- Islamic Affairs & Charitable Departments: Contributed AED 250K to support various charitable programs aimed at aiding those in need.
- UNHCR - Dubai Marathon: Contribution of AED 36,728 aimed to support refugees through the marathon event.
- Al Jalila Foundation - Majles Al Amal: Donation of AED 10K to assist cancer patients and their families.
- Sara Center for the Rehabilitation Department: Provided AED 7K to help enhance rehabilitation services for individuals in need of support.
- Goumbook: Donation of AED 6,825 to promote environmental sustainability through tree planting initiatives.

12. General Information

A. Statement of the Company's share price in the market (closing price, highest and lowest price) at the end of each month during 2024:

Month	Highest price	Lowest price	Closing price
January	0.75	0.68	0.71
February	0.74	0.68	0.72
March	0.83	0.72	0.81
April	0.84	0.72	0.75
May	0.76	0.67	0.70
June	0.72	0.69	0.72
July	0.73	0.69	0.71
August	0.72	0.64	0.70
September	0.71	0.67	0.68
October	0.72	0.65	0.71
November	0.99	0.70	0.98
December	1.03	0.90	0.93

B. Statement of the comparative performance of the Company's shares with general market index and sector index to which the Company belongs during 2024



C. Statement of shareholders' ownership distribution as on 31 December 2024 (individual, companies, governments, others) classified as follows: Local, Gulf, Arab and Foreign:

Shareholders classification	Percentage of shares held						Total
	Individual	Companies	Government	Banks	Institution	Others	
Local	33.895%	3.717%	0.006%	45.292%	0.061%	0.019%	82.826%
Gulf	1.911%	4.052%	-	0.214%	0.005%		6.182%
Arab	3.098%	0.126%	-	0.003%	-		3.224%
Foreign	0.909%	6.841%	-	-	-	0.018%	7.768%
Total	39.810%	14.735%	0.006%	45.343%	0.065%	0.037%	100%

D. Statement of the shareholders owning 5% or more of the Company's capital as on 31 December 2024 E.

Name	Number of owned shares	Percentage of owned shares of the Company's capital
Dubai Islamic Bank (PJSC)	1,968,368,538	44.983%

Statement of the method of shareholders distribution according to the volume of shares an of 31 December 2024

No.	Shares ownership	Number of shareholders	Number of owned shares	Percentage of owned shares of the Company's capital
1	Less than 50,000	26,560	266,529,207	6.091%
2	From 50,000 to less than 500,000	2,619	400,080,962	9.143%
3	From 500,000 to less than 5,000,000	556	770,413,698	17.606%
4	More than 5,000,000	75	2,938,813,778	67.167%
Total		29,810	4,375,837,645	100%

F. Statement of the procedures taken in respect of Investor Relations

The Company seeks to enhance continuous communication with investors. It also seeks to be responsive to all shareholders’ inquiries and directed the inquiries required therefrom to relevant departments of the Company.

In order to reach a deeper level of communication, the Company updated the investor relations section in the website by feeding it with all the

financial statements and the annual report, in addition to designing an investor relations presentation that provides information about the company’s strategy, its most important financial statements and its current projects.

The page of the Company in the Dubai Financial Market has also been updated complying with the disclosures on time.

Name of Investor Relations Officer and the Communication data:

Name of Officer	Ms. Batool Chreidi
Communication Data	
Phone Number	04/3840909
Email	IR@deyaar.ae

Electronic link of the Investors Relations Page on the Company website:

Arabic page	http://www.deyaar.ae/ar/investor-relations
English Page	http://www.deyaar.ae/en/investor-relations

G. Statement of special resolutions presented in the General Assembly held in 2024 and procedures taken with respect thereto:

There are no special resolutions presented during the General Assembly held on 18 April 2024.

H. Name and date of appointment of Board Secretary

Name of Board Secretary	Hadef and Partners
Date of appointment	29 October 2024

I. Statement of significant events and important disclosures occurred during 2024

- Deyaar launches Rosalia Residences, its third project in Dubai’s Al Furjan community.
- Deyaar posts AED 440.7 million net profit up 206% YOY in preliminary unaudited results for YTD Dec 2023.
- Deyaar Launches ELEVE in Downtown Jebel Ali.
- Deyaar Board distributed dividends.
- Deyaar makes Abu Dhabi debut with RIVAGE, a resort-style waterfront residence on Al Reem Island.
- Deyaar posts AED 348.8 million profit (before tax) for YTD Sep 2024, up 47% YOY.
- Deyaar unveils Park Five in Dubai Production City, a project valued at AED 1.5 billion.ss

J. Statement of transactions made with related parties during 2024 that are equal to or more than 5% of the Company’s capital:

There are no transactions made with related parties during 2024 that are equal to or more than 5% of the Company’s capital.

K. Statement of Emiratization percentage in the Company at the end of years 2022, 2023 and 2024

The Company provides UAE nationals with a suitable work environment and attractive incentives to encourage them for creativity and development. Whereas the UAE nationals have priority of employment as appropriate to the applicable legislations and laws in the country. The Company is keen to provide suitable job opportunities for UAE nationals to sharpen their skills and develop their work experiences. The Company encourages its UAE national employees to complete their study and continue their career

development thorough providing suitable training.

The percentage of UAE national employees in the Company in 2022, 2023 and 2024 is 8%, 9% and 7% respectively. We aim to increase this percentage in the upcoming years by creating new job opportunities in line with the overall strategy of the Company.

L. Innovative projects and initiatives carried out by the Company or are under development during 2024

In 2024, Deyaar continued its journey of transformation, delivering impactful IT projects that enhanced operational efficiency, customer engagement, and system performance.

Key achievements included the launch of the Lead Management Portal, consolidating leads, automating agent assignments, and improving responsiveness with features like SLA escalations. The C360 project advanced customer relationship management by providing enriched analytics and personalized insights, while Fusion Projects enhanced pre-sales and post-sales workflows, driving efficiency.

Technological advancements included the RPA for utilities payments reducing manual effort and the Vendor Portal & Contracting project which streamlines vendor registration, compliance, invoicing and contract management. Also, the implementation of credit card fees collection enhances financial accuracy and transparency, supporting Deyaar’s broader financial goals. The upcoming DCM Mobile App will enhance user experience by simplifying community management interactions and service requests, while integrating DPM/DCM with the CAFM system will optimize inspections and service requests.

Ongoing initiatives focus on developing a unified, user-friendly platform for tenants and landlords on web and mobile apps, integrating back-end processes for the Deyaar team, managing multi-channel leads using Maestro Blocks and streamlining tenant-landlord communication. Additionally, the ongoing internal process automation projects, including HR onboarding,

DCM Buildings guideline document management portal and office memo enhancements aim to streamline administrative tasks, improve operational efficiency, and reduce manual effort.

These initiatives demonstrate Deyaar’s strategic commitment to innovation, customer-centricity and continuous improvement.

Yours Sincerely,

Abdulla Al Hamli
Chairman of Deyaar
Development PJSC

Yasser Bin Zayed Al Falasi
Chairman of Nomination
& Remuneration Committee

Maryam Bin Fares
Chairman of Audit Committee

Bassam El Ghawi
Chief Audit Executive





Deyaar Development PJSC

Consolidated financial statements for the year ended 31 December 2024

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Director's Report

The Directors submit their report together with the audited consolidated financial statements of Deyaar Development PJSC (“the Company”) and its subsidiaries (collectively referred to as “the Group”) for the year ended 31 December 2024.

Principal Activities

The principal activities of the Company and its subsidiaries (together, “the Group”) are property investment and development, leasing, facility, property management services and hospitality related activities.

Financial Results

Revenue of the Group for the year ended 31 December 2024 is AED 1,513 million (2023: AED 1254 million) and profit before tax for the year amounted to AED 505 million (2023: AED 441 million).

The Group aims to provide comprehensive, long-term solutions that enhances the value of property investments. Total assets of the Group have increased by AED 382 million from AED 6,565 million in the previous year to AED 6,947 million in the current year.

Directors

The Board of Directors comprised of:

Mr. Abdulla Ali Obaid Al Hamli	Chairman
Mr. Hamad Buamim	Vice Chairman
Mr. Rashid Hasan Al Dabboos	Director
Mr. Mohamed Saeed Ahmed A. Al Sharif	Director
Dr. Adnan Abdus Shakoor Chilwan	Director
Mr. Obaid Nasser Ahmad Lootah	Director
Mr. Mohamed Abdulla Amer Al Nahdi	Director
Mr. Yasser Abdulrahman Bin Zayed Al Falasi	Director
Ms. Maryam Mohammad Abdulla Abdulrahman Bin Faris	Director

Auditors

The consolidated financial statements for the year ended 31 December 2024 have been audited by Ernst & Young (Middle East), who were appointed as auditors of the Company at the Annual General Meeting held on 18 April 2024.

On behalf of the Board

Abdulla Ali Obaid Al Hamli
Chairman

Independent auditor's Report

To the shareholders of Deyaar Development PJSC

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Deyaar Development PJSC ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) (the "IESBA Code") together with the ethical requirements that are relevant to our audit of the consolidated financial statements in United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements for the year ended 31 December 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these

matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Valuation of properties held for development and sale	
<p>The Group holds properties for development and sale of AED 956 million, which comprises completed residential and commercial properties (AED 145 million), land held for mixed-use development and sale (AED 549 million) and properties under development (AED 262 million) (Note 8).</p> <p>Properties held for development and sale are stated at the lower of their costs and their net realisable values.</p> <p>The Group applies significant estimates in determining the recoverable amount of properties held for development and sale. Changes in these estimates could have a significant impact on the determination of the recoverable amount of these assets. Key inputs used by management in their valuation exercise include future projected cash flows and comparable property transactions, which are influenced by prevailing market conditions and the specific characteristics of each property in the portfolio.</p>	<p>To address this, we performed the following procedures:</p> <ul style="list-style-type: none">• We assessed the design and implementation of controls in this area over the process involved in the determination of the valuation of properties held for development and sale;• We considered if there were any properties which had not been considered for an assessment of the recoverable amount by management;• Obtained the valuation assessment prepared by the external valuers;• Evaluated the external valuers qualifications, experience and expertise and considered their objectivity, independence and scope of work;• With the assistance of our internal valuation specialist, we considered and assessed the reasonableness of valuation methodologies and assumptions used, such as estimated selling prices, in the valuation for selected properties;• Assessed the reasonableness of the Group's estimated selling prices, by comparing them to recently transacted prices and prices of comparable properties;• On sample basis, we tested the inputs, provided to the external valuers by management;• We performed sensitivity analyses on the significant assumptions to evaluate the extent of their impact on the determination of the recoverable amount.• On sample basis, tested the net realisable value by comparing property cost to the estimated selling prices and assessed the appropriateness of the carrying value of such properties and any resultant write-down; and• We assessed the disclosures made in the consolidated financial statements in accordance with the requirements of IFRSs.

Key audit matter	How our audit addressed the key audit matter
Valuation of investment properties	
<p>The Group’s investment properties portfolio is carried at AED 883 million (2023: AED 871 million) in the consolidated statement of financial position. Net fair value gain recorded in the consolidated statement of profit or loss amounted to nil (2023: AED 96 million) (Note 6)</p> <p>The determination of the fair value of these investment properties is based on internal and external valuations using discounted cash flows over the Group’s estimated holding period, income capitalisation method and the sales comparable approach for the respective assets.</p> <p>The valuation process involves significant judgements in determining and estimating the underlying assumptions to be applied, The valuations are highly sensitive to key assumptions applied in deriving at the significant unobservable inputs and a small change in the assumptions can have a significant impact to the valuation.</p>	<p>To address this, we performed the following procedures:</p> <ul style="list-style-type: none">• We assessed the design and implementation of controls in this area over the process involved in the determination of the valuation of investment properties;• We considered if there were any properties which had not been considered for fair valuation by management;• Obtained the valuation assessment prepared by the external valuers;• Evaluated the external valuers qualifications, experience and expertise and considered their objectivity, independence and scope of work;• With the assistance of our internal valuation specialist, we considered and assessed the reasonableness of valuation methodologies and assumptions used, such as estimated selling prices, in the valuation for selected properties;• We performed sensitivity analyses on the significant assumptions to evaluate the extent of their impact on the determination of fair values.• On sample basis, we tested the inputs, provided to the external valuers by management; and• We assessed the disclosures made in the consolidated financial statements in accordance with the requirements of IFRSs.

Key audit matter	How our audit addressed the key audit matter
Valuation of hotel properties classified under property and equipment	
<p>The Group has a portfolio of hotels, partly which are owner occupied and are therefore classified as property and equipment. The carrying value of the portfolio of hotels, amounting to AED 515.5 million, is included in the total carrying value of the Group’s property and equipment.</p> <p>The Group determines whether each hotel exhibits indicators of impairment and if so, compares the recoverable amount of these hotels to their carrying amount.</p> <p>The Group applies significant estimates in determining the recoverable amount of its three hotel properties. Changes in these estimates could have a significant impact on the determination of the recoverable amount of these assets.</p> <p>Key inputs used by management in their valuation exercise include future projected cash flows derived from future average daily room rate, occupancy and revenue per available room and comparable property transactions, which are influenced by prevailing market conditions and the specific characteristics of each hotel in the portfolio.</p>	<p>To address this, we performed the following procedures:</p> <ul style="list-style-type: none">• We assessed the design and implementation of controls in this area over the process involved in the determination of the valuation of hotel properties classified under property and equipment;• We considered if there were any hotel properties which had not been considered for fair valuation by management;• We assessed the valuer’s competence and capabilities and read their terms of engagement with the Group to determine that the scope of their work was sufficient;• We tested the data provided to the valuer by the Group, on a sample basis;• With the assistance of our internal valuation specialist, we considered and assessed the reasonableness of valuation methodologies and assumptions used, was performed in accordance with the requirements of IFRSs relating to valuation and impairment;• We performed sensitivity analyses on the significant assumptions to evaluate the extent of their impact on the determination of the recoverable amount; and• We assessed the disclosures made in the consolidated financial statements in accordance with the requirements of IFRSs.

Key audit matter	How our audit addressed the key audit matter
Revenue recognition from sale of properties	
<p>Revenue recognition from sale of properties require significant judgments to be applied and estimates to be made.</p> <p>The Group assesses for each of its contracts with customers, whether to recognise revenue over a period of time or at a point in time based on the consideration of whether the Group has created an asset with no alternative use and whether the Group has an enforceable right for payment related to the satisfaction of performance obligations during the term of the contract.</p> <p>Where revenue is recognised over time, the Group estimates total development and infrastructure costs required to satisfy the performance obligations under the contract and recognises proportionate revenue to the extent of satisfaction of performance obligations as at the end of each reporting period.</p> <p>Revenue recognition on sale of properties was assessed as a key audit matter due to the significance of the assessment of satisfaction of performance obligations and judgements made in assessing the timing of revenue recognition.</p>	<p>To address this, we performed the following procedures:</p> <ul style="list-style-type: none">• We obtained a detailed understanding of the process implemented by the Group for revenue recognition and measurement in respect of sale of properties;• We have performed test of design and implementation of relevant controls;• We inspected a sample of contracts with customers for sale of properties and assessed management’s identification of performance obligations and their determination of whether revenue should be recognised over a period of time or at a point in time in accordance with the requirements of the IFRS 15 Revenue from Contracts with Customers by making reference to the terms and conditions specified in the contracts.• For the projects where it was determined by the Group’s management to recognise revenue over a period of time, we assessed the contractual arrangements with the customers and the reasonableness of the costs estimated to complete the underlying project development;• On a sample basis, tested the net realisable value by comparing property cost to the estimated selling prices and assessed the appropriateness of the carrying value of such properties and any resultant write-down; and• We assessed the disclosures made in the consolidated financial statements in accordance with the requirements of IFRSs.

Other Information

The other information comprises the Directors Report and does not include the consolidated financial statements and our auditor’s report thereon. The Board of Directors are responsible for the other information.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information 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 other information obtained prior to the date of the auditor’s report, we conclude that there is a material misstatement of this other information. We have nothing to report in this regard.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action in accordance with ISAs.

Responsibilities of Management and the Board of Directors for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and in compliance with the applicable provisions of the Company’s Articles of Association and UAE Federal Law No. 32 of 2021, 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.

Auditors’ 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 skepticism 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 auditors’ 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 auditors’ report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors, 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 the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguard applied.

From the matters communicated with the Board of Directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors’ 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 Decree Law No. (32) of 2021, we report that:

- I. The Group has maintained proper books of account;
- II. We have obtained all the information we considered necessary for the purposes of our audit;
- III. The consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the Company’s Articles and the UAE Federal Decree Law No. (32) of 2021;
- IV. The financial information included in the Board of Director’s report is consistent with the books of account of the Group;
- V. Investments in shares and stocks during the year ended 31 December 2024 are disclosed in note 34 to the consolidated financial statements;
- VI. Note 10 reflects material related party transactions and the terms under which they were conducted;
- VII. Based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Group has contravened during the financial year ended 31 December 2024, any of the applicable provisions of the UAE Federal Decree Law No. (32) of 2021 or of its Articles which would have a material impact on its activities or its consolidated financial position as at 31 December 2024; and
- VIII. Note 24 reflects the social contributions made during the year.

For Ernst & Young

Signed by:
Wardah Ebrahim
Partner
Registration No.: 1258

20 February 2025
Dubai, United Arab Emirates

Consolidated statement of financial position

As at 31 December 2024

	Notes	2024 AED'000	2023 AED'000
ASSETS			
Non-current assets			
Property and equipment	5	553,808	565,232
Right of use assets		1,708	-
Investment properties	6	883,393	871,367
Investments in a joint venture and an associate	7	1,378,864	1,368,476
Trade, contract and other receivables	9	153,171	286,173
Equity instrument at fair value through other comprehensive income	12	9,978	4,040
		2,980,922	3,095,288
Current assets			
Properties held for development and sale	8	956,082	1,018,736
Inventories		4,473	5,910
Trade, contract and other receivables	9	1,052,712	853,041
Deferred tax asset	35	609	-
Advance for purchase of property		90,000	-
Due from related parties	10(c)	4,045	259,256
Cash and bank balances	11	1,858,643	1,332,638
		3,966,564	3,469,581
Total assets		6,947,486	6,564,869
EQUITY			
Share capital	13	4,375,838	4,375,838
Legal reserve	15	105,897	58,495
Equity instruments fair valuation reserve		(9,357)	(15,295)
Retained earnings		765,243	519,207
		5,237,621	4,938,245
Non controlling interest	14	27,376	-
Total equity		5,264,997	4,938,245
LIABILITIES			
Non-current liabilities			
Borrowings	16	415,296	551,093
Trade and other payables	18	3,169	4,754
Retentions payable	19	28,019	17,572
Lease liabilities		523	-
Provision for employees' end of service benefits	20	17,522	15,603
		464,529	589,022
Current liabilities			
Borrowings	16	60,000	93,224
Advances from customers	17	427,865	374,594
Trade and other payables	18	654,997	546,590
Income tax payable	35	32,107	-
Retentions payable	19	33,407	18,434
Lease liabilities		5,151	-
Provision for claims	26	4,136	4,340
Due to related parties	10(d)	297	420
		1,217,960	1,037,602
Total liabilities		1,682,489	1,626,624
TOTAL EQUITY AND LIABILITIES		6,947,486	6,564,869

To the best of our knowledge, and in accordance with IFRS, the consolidated financial statements present fairly in all material respects the consolidated financial position, financial performance and cash flows of the Group.

The consolidated financial statements were approved by the Board of Directors on 20th February 2025 and were signed on its behalf by:

Abdulla Ali Obaid Al Hamli
Chairman

Saeed Al Qatami
Chief Executive Officer

Consolidated statement of profit or loss

For the year ended 31 December 2024

	Notes	2024 AED'000	2023 AED'000
Revenue	21	1,512,794	1,254,288
Direct costs	22	(1,007,357)	(861,667)
General administrative and selling expenses	24	(254,249)	(225,434)
Other operating income	23	100,754	90,925
Finance cost	27	(42,976)	(59,812)
Provision/expense against claims	26	-	(411)
Finance income	27	36,534	20,167
Share of results from a joint venture and an associate	7	159,916	63,210
Profit before fair value adjustments & impairment losses		505,416	281,266
Impairment for properties held for development and sale	8	-	(6,460)
Reversal of impairment on property and equipment	5(c)	-	69,860
Gain from fair valuation on investment properties	6	-	96,048
Profit for the year before tax		505,416	440,714
Income tax expense	35	(31,498)	-
Profit for the year after tax		473,918	440,714
Profit attributable to:			
Owners of the Company		474,022	440,714
Non controlling interest	14	(104)	-
		473,918	440,714
Earnings per share attributable to the owners of the Company during the year - basic and diluted	28	Fils 10.83	Fils 10.07

Consolidated statement of comprehensive income

For the year ended 31 December 2024

	Notes	2024 AED'000	2023 AED'000
Profit for the year		473,918	440,714
Other comprehensive income			
<i>Item that will not be subsequently reclassified to profit or loss:</i>			
Equity instrument at fair value through other comprehensive loss - net change in fair value	12	5,938	(854)
Other comprehensive income for the year		5,938	(854)
Total comprehensive income for the year		479,856	439,860
Attributable to:			
Owners of the Company		479,960	439,860
Non controlling interest	14	(104)	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		479,856	439,860

Consolidated statement of changes in equity

For the year ended 31 December 2024

	Share capital	Legal reserve	Equity instruments fair valuation reserve	Retained earnings/ (accumulated losses)	Attributable to equity holders of the parent	Non controlling interest	Total equity
	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000	AED'000
Balance at 1 January 2023	4,375,838	14,424	(14,441)	126,664	4,502,485	-	4,502,485
Total comprehensive income for the year							
Profit for the year	-	-	-	440,714	440,714	-	440,714
Other comprehensive income for the year	-	-	(854)	-	(854)	-	(854)
Total comprehensive income for the year	-	-	(854)	440,714	439,860	-	439,860
Transfer to legal reserve	-	44,071	-	(44,071)	-	-	-
Board of Directors' remuneration [(Note 10(b))]	-	-	-	(4,100)	(4,100)	-	(4,100)
Balance at 31 December 2023	4,375,838	58,495	(15,295)	519,207	4,938,245	-	4,938,245
Total comprehensive income for the year							
Profit for the year	-	-	-	474,022	474,022	(104)	473,918
Other comprehensive income for the year	-	-	5,938	-	5,938	-	5,938
Total comprehensive income for the year	-	-	5,938	474,022	479,960	(104)	479,856
Capital contribution during the year	-	-	-	-	-	27,480	27,480
Transfer to legal reserve	-	47,402	-	(47,402)	-	-	-
Board of Directors' remuneration [(Note 10(b))]	-	-	-	(5,550)	(5,550)	-	(5,550)
Dividend payment to shareholders (Note 13)	-	-	-	(175,034)	(175,034)	-	(175,034)
Balance at 31 December 2024	4,375,838	105,897	(9,357)	765,243	5,237,621	27,376	5,264,997

Consolidated statement of cash flows

For the year ended 31 December 2024

	Notes	2024 AED'000	2023 AED'000
Profit for the year before tax		505,416	440,714
Adjustments for:			
Depreciation on property and equipment	5(d)	18,877	17,109
Depreciation on right of use assets	22 (ii)	1,983	-
Depreciation on investment property	24	1,129	-
Provision for employees' end of service benefits	20	3,686	3,296
Reversal of impairment of properties held for development and sale, net	22(i)	(6,204)	(9,468)
Impairment against trade receivables, contract and other financial assets and related parties	24	6,511	3,543
Impairment for properties under construction and held for sale	8	-	6,460
Reversal of impairment against property & equipment	5	-	(69,860)
Provision/expense against claims		-	411
Finance income	27	(36,534)	(20,167)
Finance cost	27	42,976	59,812
Other income recognised on related party receivable		-	(11,758)
Reversal of impairment on related party receivable		-	(32,242)
Share of results from an associate and a joint venture	7	(157,888)	(61,805)
Gain on fair valuation of investment properties	6	-	(96,048)
Operating cash flows before payment of employees' end of service benefits and changes in working capital		379,952	229,997
Payment of employees' end of service benefits	20	(1,767)	(3,763)
Changes in working capital:			
Properties held for development and sale (net of project cost accruals)		123,153	426,486
Retention payable - non-current	19	10,447	4,163
Retention payable - current	19	14,973	(25,974)
Trade, contract and other receivables		(161,945)	(239,521)
Advances from customers		53,271	176,424
Inventories		1,437	(2,868)
Due from related parties		255,221	(2,382)
Trade and other payables		(95,045)	126,006
Due to related parties		(123)	39
Net cash generated from operating activities		579,574	688,607
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to property and equipment - net		(9,058)	(7,530)
Additions to right of use assets - net		(3,691)	-
Additions to investment properties - net		(8,595)	(719)
Repayment from joint venture	7	92,234	50,000
Dividend from joint venture and associates	7	55,266	-
Net movement in term deposits with an original maturity after three months		169,000	(105,000)
Income from deposits		34,871	17,845
Net cash generated/(used in) investing activities		330,027	(45,404)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of borrowings		(172,317)	(397,703)
Drawdown of borrowings		3,296	104,512
Finance cost paid		(45,384)	(62,176)
Net cash used in financing activities		(214,405)	(355,367)
NET INCREASE IN CASH AND CASH EQUIVALENTS		695,196	287,836
Cash and cash equivalents, beginning of the year		982,827	694,991
CASH AND CASH EQUIVALENTS, END OF THE YEAR	11	1,678,023	982,827

Notes to the consolidated financial statements

For the year ended 31 December 2024

1. Legal status and activities:

Deyaar Development PJSC ("the Company") was incorporated and registered as a Public Joint Stock Company in the Emirate of Dubai, UAE on 10 July 2007. The registered address of the Company is P. O. Box 30833, Dubai, United Arab Emirates ("UAE"). The Company is listed on Dubai Financial market, Dubai, UAE.

The ultimate majority shareholder of the Group is Dubai Islamic Bank ("the Ultimate Controlling Party").

Federal Decree Law No 47 of 2022 was issued on 9

December 2022 relating to taxation of Corporations and Businesses in the United Arab Emirates and is effective for tax periods commencing on or after 1 June 2023. Management has reviewed the Decree Law and has ensured compliance with the requirements of the law from the effective period applicable to the Company. Refer to Note 35.

The principal activities of the Company and its subsidiaries (together, "the Group") are property investment and development, leasing, facilities, property management services and hospitality related activities.

2. Application of new and revised International Financial Reporting Standards (IFRSs)

(a) New and revised IFRSs and interpretations that are effective for the current year

The following new and revised IFRSs, which became effective for annual periods beginning on or after 1 January 2024, have been adopted in these consolidated financial statements.

Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements but may affect the accounting for future transactions or arrangements.

- Amendments to IFRS 16 - Lease Liability in a Sale and Leaseback;
- Classification of Liabilities as Current or Non-current – Amendments to IAS 1; and
- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7.

(b) New and revised IFRSs in issue but not yet effective and not early adopted

The Group has not early adopted the following new and revised standards that have been issued but are not yet effective, as at 31 December 2024 are disclosed below:

New and revised IFRSs	Effective for annual periods beginning on or after
Amendments to IAS 21 relating to Lack of Exchangeability	1 January 2025
IFRS 18 Presentation and Disclosures in Finance Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to IFRS 10 and IAS 28 relating to treatment of sale or contribution of assets from investors	Effective date deferred indefinitely.

The Group anticipates that these new standards, interpretations and amendments will be adopted in the Group's consolidated financial statements as and when they are applicable and adoption of these new standards, interpretations and amendments may have no material impact on the Group's consolidated financial statements.

3. Material accounting policies

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) and applicable requirements of the laws of the UAE.

The principal accounting policies adopted in the preparation of the Group consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Basis of preparation

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.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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. In estimating the fair value of an asset or a liability, the Group takes into account characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted market prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The consolidated financial statements of the Group are presented in thousands of United Arab Emirates Dirhams ("AED'000") which is the Group's functional and presentation currency.

The principal accounting policies are set out below:

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its powers to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;

- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total profit or loss and other comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Basis of consolidation (continued)

The consolidated financial statements include the assets, liabilities and results from the operations of the Group's subsidiaries:

Name of entities subsidiaries	Country of incorporation	Effective ownership		Principle activities
		2024	2023	
Deyaar Facilities Management LLC	UAE	100%	100%	Facility Management services
Nationwide Realtors LLC *	UAE	100%	100%	Brokerage and other related services
Deyaar Hospitality LLC	UAE	100%	100%	Property Investment and Development
Deyaar International LLC *	UAE	100%	100%	Real Estate Company
Deyaar Ventures LLC *	UAE	100%	100%	Property Investment and Development
Flamingo Creek LLC **	UAE	100%	100%	Property Investment and Development
Beirut Bay Sal **	Lebanon	100%	100%	Property Investment and Development
Deyaar West Asia Cooperatief U.A. **	Netherlands	100%	100%	Investment Holding Company
Deyaar AL Tawassol Lil Tatweer Aleqare Co.**	KSA	100%	100%	Property Investment and Development
Deyaar Community Management LLC	UAE	100%	100%	Owners Association Management
Deyaar Property Management LLC	UAE	100%	100%	Property Management
Montrose L.L.C *	UAE	100%	100%	Buying, Selling and Real Estate Development
The Atria L.L.C	UAE	100%	100%	Hotel Management
Deyaar One Person Holding LLC*	UAE	100%	100%	Investment in Commercial/Industrial Enterprise & Management
Bella Rose Real Estate Development L.L.C	UAE	100%	100%	Buying, Selling and Real Estate Development
Nationwide Management Services LLC	UAE	100%	100%	District cooling services
Al Barsha LLC	UAE	100%	100%	Hotel & Hotel Apartments Rental
Mont Rose FZ-LLC (also holds registration as Millenium Montrose Hotel apartments LLC issued by Dubai economic Department)	UAE	100%	100%	Hotels & Leisure services
Deyaar Bay Real Estate Development	UAE	100%	100%	Buying, Selling and Real Estate Development
Rivage Property Development LLC	UAE	52%	-	Buying, Selling and Real Estate Development
Joint Venture				
Arady Developments LLC	UAE	50%	50%	Property Investment and Development
Associate				
SI Al Zorah Equity Investments Inc.	Cayman Islands	22.72%	22.72%	Property Investment and Development

* These entities did not carry out any commercial activities during the period.

** These entities are under liquidation and did not carry out any commercial activities during the period.

3. Material accounting policies (continued)

Investments in a joint venture and an associate

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

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

The results and assets and liabilities of the associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations. Under the equity method, an investment in an associate or a joint venture 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 or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), 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 or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate and joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee 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 and liabilities over the cost of the investment, after reassessment, is recognised immediately in consolidated statement of profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 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 of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that 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.

When a Group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

IFRS 9 Financial instruments

IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

a) Classification and measurement of financial assets and financial liabilities

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income ("FVOCI") – debt investment; FVOCI – equity investment; or fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

Financial assets that meet the following conditions are subsequently measured at amortised cost less impairment loss and deferred income, if any (except for those assets that are designated as at fair value through other comprehensive income on initial recognition):

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

All other financial assets are subsequently measured at fair value.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income ("OCI"). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses (see (b) below). Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

b) Impairment

The financial assets at amortised cost consist of trade and other receivables, contract assets, due from related parties, cash at banks, and fixed deposits.

Under IFRS 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured as 12-month ECLs:

- bank balances, long term fixed deposits and certain related parties for which credit risk (i.e., the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables, contract assets and due from a related party are always measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Significant increase in credit risk

ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor;
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group). Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write off policy

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, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. 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 consolidated profit or loss.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured 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). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities 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 that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event (see definition of default above)
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganization.

Presentation of impairment

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities carried at FVOCI, the loss allowance is recognised in OCI, instead of reducing the carrying amount of the asset.

c) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction

in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its consolidated statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL. The Group's financial liabilities includes bank borrowings, trade and other payables, retention payable.

Financial liabilities at FVTPL

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on changes in fair value recognised in the consolidated statement of profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in the consolidated statement profit or loss incorporates any interest paid on the financial liability.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in statement of comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch statement of in profit or loss. The remaining amount of change in the fair value of liability is recognised in statement of

profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in statement of comprehensive income are not subsequently reclassified to statement of profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Gains or losses on financial guarantee contracts issued by the Group that are designated by the Group as at FVTPL are recognised in profit or loss.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not designated as FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points 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 financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in United Arab Emirates Dirham ("AED"), which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of profit or loss within "finance income or cost". All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss within "other operating income or expense".

Group entities

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency 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 date of the statement of financial position;
- II. Income and expenses for each statement of profit or loss are translated at average exchange rates; and
- III. All resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings are taken to equity.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

Property and equipment

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. The cost of property and equipment is its purchase cost together with any incidental costs of acquisition. 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 costs are charged to the consolidated statement of profit or loss during the financial year in which they are incurred

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method, at rates calculated to reduce the cost of assets to their estimated residual value over their expected useful lives, as follows:

Type of assets	Years
Buildings	50
Leasehold improvements	6
Furniture, fixtures and equipment	5 - 15
Motor vehicles	6

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the asset's carrying amount. These are recognised within "other income or expense" in the consolidated statement of profit or loss.

Capital work-in-progress is stated at cost and includes property that is being developed for future use. When commissioned, capital work-in-progress is transferred to the respective category and depreciated in accordance with the Group's policy.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Subsequent to initial recognition, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-us assets are depreciated on a straight-line basis as follows:

Right- of use assets	Years
Vehicles	3 years
Building	2-3 years

Investment properties

Recognition

Land and buildings owned by the Group for the purposes of generating rental income or capital appreciation or both are classified as investment properties. Properties that are being constructed or developed for future use as investment properties are also classified as investment properties.

When the Group begins to redevelop an existing investment property for continued future use as an investment property, the property remains as an investment property, which is measured based on fair value model and is not reclassified as development property during the redevelopment.

Measurement

Investment properties are initially measured at cost, including related transaction costs. Subsequent to initial recognition, investment properties are accounted for using the fair value model under International Accounting Standard No. 40 "Investment Property". Any gain or loss arising from a change in fair value is recognised in consolidated statement of profit or loss.

Where the fair value of an investment property under development is not reliably determinable, such property is measured at cost until the earlier of the date construction is completed and the date at which fair value becomes reliably measurable.

Transfer from investment properties to owner-occupied property

If an investment property becomes owner-occupied property, it is reclassified as property and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes.

Transfer from investment properties to properties held for sale

Properties are transferred from investment properties to properties held for development and sale when there is a change in use of the property. Such transfers are made at the fair value of the properties at the date of transfer and gain arising on transfer is recognised in consolidated statement of profit or loss. Fair value at the date of reclassification becomes the cost of properties transferred for subsequent accounting purposes. Subsequent to the transfer, such properties are valued at cost in accordance with the measurement policy for properties held for development and sale.

Transfer from owner-occupied property to investment properties

When the use of a property changes from owner-occupied to investment property, the property is remeasured to fair value and reclassified accordingly. Any gain arising on this remeasurement is recognised in profit or loss to the extent that it reverses a previous impairment loss on the specific property, with any remaining gain recognised in other comprehensive income and presented in the revaluation reserve. Any loss is recognised in consolidated statement of profit or loss.

Sale of investment properties

Certain investment properties are sold in the ordinary course of business. No revenue and direct costs are recognised for sale of investment properties. Any gain or loss on disposal of sale of investment properties (calculated as the difference between the net proceeds from disposal and carrying amount) is recognised in the consolidated statement of profit or loss.

Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets, other than investment property, to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

A cash generating unit (CGU) is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognised in consolidated profit or loss.

Properties held for development and sale

Land and buildings identified as held for sale, including buildings under construction, are classified as such and are stated at the lower of

cost and estimated net realisable value. The cost of work-in-progress comprises construction costs and other related direct costs. Net realisable value is the estimated selling price in the ordinary course of business, less cost of completion and selling expenses.

The amount of any write down of properties under development for sale is recognised as an expense in the period the write down or loss occurs. The amount of any reversal of any write down arising from an increase in net realisable value is recognised in consolidated statement of profit or loss in the period in which the increase occurs but only to the extent that the carrying value does not exceed the actual cost.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand and at bank and deposits held at call with banks with original maturities of three months or less, net of bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

Advances from customers

Instalments received from buyers, for properties sold or services performed, prior to meeting the revenue recognition criteria, are recognised as advances from customers. If their settlement, through revenue recognition or refund, is expected in one year or less, they are classified as current liabilities. If not, they are presented as non-current liabilities.

Employee benefits

(a) End of service benefits to non-UAE nationals

The provision for staff terminal benefits is based on the liability that would arise if the employment of all staff were terminated at the reporting date and is calculated in accordance with the provisions of UAE Federal Labour Law and the relevant local laws applicable to overseas subsidiaries. Management considers these as long-term obligations and accordingly they are classified as long-term liabilities.

(b) Pension and social security policy within the U.A.E

The Group is a member of the pension scheme operated by the Federal Pension General and Social Security Authority. Contributions for eligible UAE National employees are made and charged to the consolidated statement of profit or loss, in accordance with the provisions of Federal Law No. 7 of 1999 relating to Pension and Social Security Law.

Borrowings costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the

present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate, as applicable, at the lease commencement date since the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of equipment that are considered of low value. Payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associate, and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary

differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

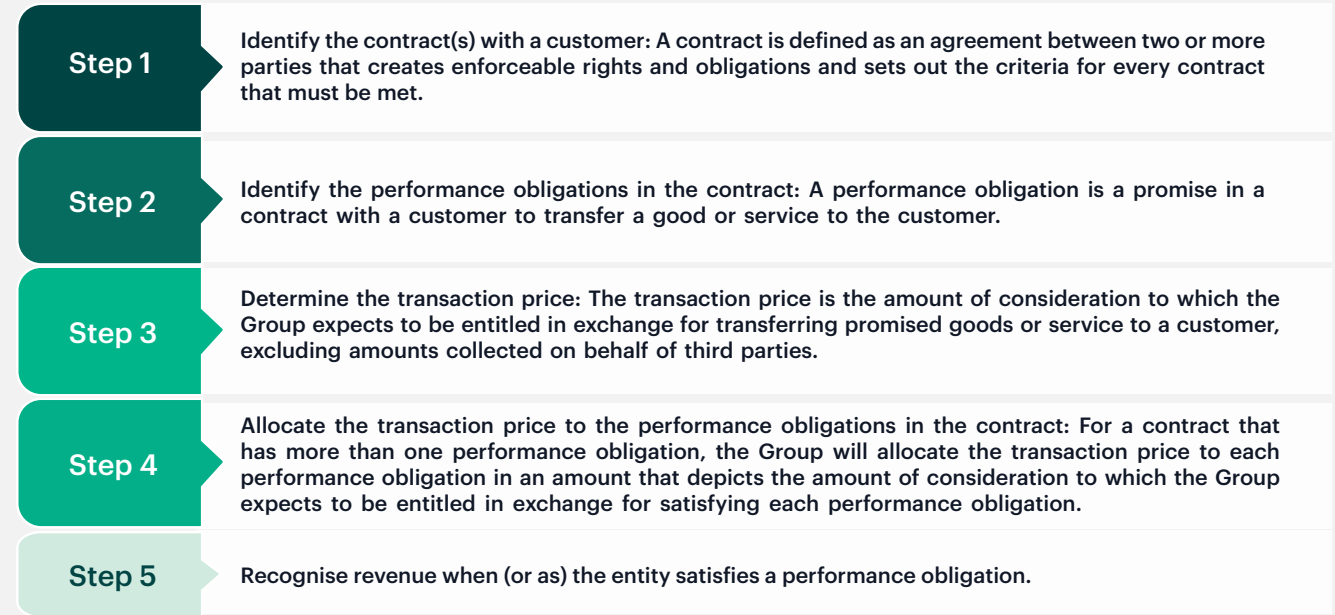
Deferred tax (continued)

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. Revenue is recognised when the Group transfers control over a product or service to a customer.



Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a rate that reflects current market assessments of the time value of money and risks specific to the obligation. Increases in provisions due to the passage of time are recognised as interest expense.

3. Material accounting policies (continued)

Revenue recognition (continued)

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs; or
2. The Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which performance obligation is satisfied.

The Group allocates the transaction price to the performance obligations in a contract based on the input method which requires revenue recognition on the basis of the Group’s efforts or inputs to the satisfaction of the performance obligations. The Group estimates the total costs to complete the projects in order to determine the amount of revenue to be recognised.

When the Group satisfies a performance obligation by delivering the promised goods and services, it creates a contract asset based on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised, this gives rise to a contract liability.

Revenue is measured at the fair value of consideration received or receivable, taking into account the contractually agreed terms of payment excluding taxes and duties. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or an agent and has concluded that it is acting as a principal in all of its revenue arrangements.

Revenue is recognised in the consolidated statement of profit or loss to the extent that it is probable that the economic benefits will flow to the Group and the revenue and costs, if and when applicable, can be measured reliably.

Forfeiture income

Forfeiture income is recognised in the consolidated statement of profit or loss when, in the case of properties sold and not yet recognised as revenue, a customer does not fulfil the contractual payment terms. This is deemed to take place when, despite rigorous follow-up with the defaulted customer, as per the procedures set out by the Dubai Real Estate Regulatory Authority, the customer continues to default on the contractual terms.

Service revenue

Revenue from services such as property management and facilities management related activities is recognised in the accounting period in which the services are rendered.

Leasing income

Leasing income from operating leases is recognised on a straight-line basis over the lease term. When the Group provides operating lease incentives to its customers, the aggregate cost of incentives are recognised as a reduction of rental income over the lease term on a straight-line basis.

Food and beverage

Food and beverage revenue (net of discounts and municipality fees where applicable) is recognised when orders are sold or served.

Other operating revenue

Revenue from other operating departments which are service revenue such as telephone, transportation, laundry, etc. is recognised upon rendering of service or as contracted.

Finance income

Finance income is recognised in the consolidated statement of profit or loss on a time-proportion basis using the effective yield method.

Dividend income

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

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the profit or loss on a straight-line basis over the period of the lease.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Directors' remuneration

Pursuant to Article 171 of the UAE Federal Law No. (32) of 2021 and in accordance with article of association of the Company, the Directors shall be entitled for remuneration, which shall not exceed 10% of the profit after deducting depreciation and the reserves.

Trade payable and accruals

Liabilities are recognised for amounts to be paid in the future for goods, assets or services received, whether billed by the supplier or not. The financial liabilities are subsequently measured at amortised cost using the (Effective Interest Rate) EIR method.

Events after reporting date

The consolidated financial statements are adjusted to reflect events that occurred between the reporting date and the date when the consolidated financial statements are authorised for issue, provided they give evidence of conditions that existed at the reporting date. Any post year-end events that are non-adjusting are discussed on the consolidated financial statements when material.

Current and non-current classification

The Group presents assets and liabilities based on current/non-current classification.

An asset is current when:

- It is expected to be realised or intended to sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting period (or receivable on demand); or
- It is cash or a cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period (or payable on demand); or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets and liabilities are classified as non-current.

4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Valuation of investment properties

The Group follows the fair value model under IAS 40 where investment property owned for the purpose of generating rental income or capital appreciation, or both, are fair valued based on valuation carried out by an independent registered valuer or the internal valuation performed by the Group's finance department.

The fair values have been determined by taking into consideration market comparable and/or the discounted cash flows where the Group has on-going lease arrangements and operations. In this regard, the Group's current lease arrangements, which are entered into on an arm's length basis and which are comparable to those for similar properties in the same location, have been taken into account.

4. Critical accounting estimates and judgements (Continued)

In case where the Group does not have any on-going lease arrangements, fair values have been determined, where relevant, having regard to recent market transactions for similar properties in the same location as the Group's investment properties. These values are adjusted for differences in key attributes such as property size.

The key assumptions on which management has based its cash flow projections when determining the fair value of the assets are as follows:

- Discount rate based on the Group's weighted average cost of capital with a risk premium reflecting the relative risks in the markets in which the businesses operate.
- Growth rate based on long-term rate of growth.

Management of the Group has reviewed the assumption and methodology used by the independent registered valuer and Group's finance department and in their opinion these assumptions and methodology seems reasonable as at the reporting date considering the current economic and real estate outlook in UAE.

(b) Recoverability of investment in a joint venture and an associate ("equity accounted investees")

Recoverability of investment in equity accounted investees is an area involving significant management judgement, and requires an assessment as to whether the carrying value of the investment in equity accounted investees can be supported by the carrying value of the assets held by equity accounted investees.

For property portfolio held by equity accounted investees, management performs an internal valuation to determine the fair value using a

valuation technique based on a discounted cash flow model and, when deemed necessary, also engages professionally qualified external valuers to determine the fair value of property portfolio of equity accounted investees.

In calculating the net present value of the future cash flows of properties portfolio of equity accounted investees, certain assumptions are required to be made in respect of the impairment reviews. The key assumptions on which management has based its cash flow projections when determining the recoverable amount of the assets are as follows:

- Discount rate based on the equity accounted investee's weighted average cost of capital with a risk premium reflecting the relative risks in the markets in which the businesses operate.
- Growth rate based on long-term rate of growth.

Management assesses the impairment for property portfolio held by equity accounted investees whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that are considered important, which could trigger an impairment review include evidence that no profits or cash flows will be generated from the related asset.

(c) IFRS 15 Revenue from contracts with customers

The application of revenue recognition policy in accordance with IFRS 15 requires management to make the following judgements:

Satisfaction of performance obligation

The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue.

The Group has assessed that based on the sale and purchase agreements entered into with customers and the provisions of relevant laws and regulations, where contracts are entered into to provide real estate assets to customer, the Group does not create an asset with an alternative use to the Group and usually has an enforceable right to payment for performance completed to date. In these circumstances the Group recognises revenue over time and in other cases, revenue is recognised at a point in time.

Determination of transaction prices

The Group is required to determine the transaction prices in respect of each of its contracts with customers. In making such judgement the Group assesses the impact of any variable consideration in the contract, due to discounts or penalties, the existence of any significant financing component in the contract and any non-cash consideration in the contract.

Transfer of control in contracts with customers

In cases where the Group determines that performance obligations are satisfied at a point in time, revenue is recognised when control over the asset that is subject of the contract is transferred to the customer. In the case of contracts to sell real estate assets this is generally when the unit has been handed over to the customer.

Allocation of transaction price to performance obligation in contracts with customers

The Group has elected to apply the input method in allocating the transaction price to performance obligations where revenue is recognised over time. The Group considers that the use of input method which requires revenue recognition on the basis of the Group's efforts to the satisfaction

of the performance obligation provides the best reference of revenue actually earned. In applying the input method, the Group estimates the cost to complete the projects in order to determine the amount of revenue to be recognised.

(d) Cost to complete the projects

The Group estimates the cost to complete the projects in order to determine the cost attributable to revenue being recognised. These estimates include the cost of design and consultancy, construction, potential claims by contractors as evaluated by the project consultant and the cost of meeting other contractual obligations to the customers.

(e) Valuation of properties held for development and sale

The Group reviews the properties held for development and sale to assess write down, if there is an indication of write down. The Group uses valuations carried out by an internal valuation based on the market sales data to ascertain the recoverable amount.

(f) Useful lives of property and equipment

The costs of items of property and equipment are depreciated on a systematic basis over the estimated useful lives of the assets. During the year, management has revisited the estimated useful lives of each asset and/ or category of assets based on the following factors:

- Expected usage of the assets,
- Expected physical wear and tear, which depends on operational and environmental factors; and
- Legal or similar limits on the use of the assets.

4. Critical accounting estimates and judgements (continued)

The change in useful lives of the asset class (building) has resulted in a reduced depreciation charge during the year which has immaterial impact.

Management has not made estimates of residual values for any items of property and equipment at the end of their useful lives.

(g) Impairment of property and equipment

The Group determines whether there any indicators of impairment for property and equipment at each reporting date. Property and equipment are tested for impairment when there are indicators that the carrying amount may not be recoverable. The recoverable amount is higher of property and equipment fair value less cost of disposal and its value in use. When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows.

(h) Classification of properties

In the process of classifying the properties, management has made various judgements. Judgement is required in determining whether a property qualifies as an investment property, property and equipment or development property. The Group develops criteria so that it can exercise the judgement consistently in accordance with the definitions of investment property, property and equipment or development property. In making its judgement, management considered detail criteria and related guidance for the classification of properties as set out in IAS 2, IAS 16 and IAS 40, in particular, the intended use of property as determined by the management.

(i) Impairment of all financial assets

The Group reviews all its financial assets to assess adequacy of the impairment provisions at least on a quarterly basis. In determining whether the impairment provisions should be recognised in the statement of consolidated profit or loss, the Group uses an allowance matrix to measure the ECLs of due from a related party and trade, contract and other receivables from individual customers, which comprise a very large number of small balances. Loss rates are based on historical actual credit loss experience. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. Scalar factors are based on actual and forecast Brent oil price.

5. Property and equipment

	Land and buildings AED'000	Leasehold improvements AED'000	Furniture, fixtures and equipment AED'000	Motor vehicles AED'000	Capital work in progress AED'000	Total AED'000
Cost						
As at 1 January 2023	576,785	4,796	121,394	623	79	703,677
Additions	34	13	3,035	-	4,448	7,530
Adjustments	(14,235)	-	(2,277)	-	-	(16,512)
As at 31 December 2023	562,584	4,809	122,152	623	4,527	694,695
Additions	-	108	6,032	-	3,316	9,456
Disposal	-	-	-	(211)	(398)	(609)
Transfer to properties held for development and sale (Note 8)	(1,644)	-	(143)	-	-	(1,787)
Transfers	1,846	-	640	-	(2,486)	-
As at 31 December 2024	562,786	4,917	128,681	412	4,959	701,755
Accumulated depreciation and impairment loss						
As at 1 January 2023	117,180	4,222	60,488	324	-	182,214
Charge for the year [Note 5 (d)]	6,919	210	9,901	79	-	17,109
Reversal of impairment [Note 5 (c)]	(69,860)	-	-	-	-	(69,860)
As at 31 December 2023	54,239	4,432	70,389	403	-	129,463
Charge for the year [Note 5 (d)]	7,568	151	11,084	74	-	18,877
Disposal	-	-	-	(211)	-	(211)
Transfer to properties held for development and sale (Note 8)	(167)	-	(15)	-	-	(182)
As at 31 December 2024	61,640	4,583	81,458	266	-	147,947
Carrying amount						
As at 31 December 2023	508,345	377	51,763	220	4,527	565,232
As at 31 December 2024	501,146	334	47,223	146	4,959	553,808

5. Property and equipment (continued)

- a. Land and Buildings with a carrying value of AED 468.7 million (2023: AED 498.6 million) are mortgaged under Islamic finance obligations (Note 16).
- b.)During the year, the Company has reclassified AED 1.6 million to property held for development & sale based on change in use of the unit (Note 8).
- c. The Group has a portfolio of hospitality assets included in property and equipment amounting to AED 515.5 million (2023:AED 527.7 million) against which no impairment loss has been recognised during the year (2023: reversal of impairment loss AED 69.9 million). The recoverable amount of hotel assets has been determined using the indicative fair values of the property as at 31 December as valued by the management. The team has used income approach to determine the fair values of these hotels.
- Management has concluded the recoverable value is equivalent to its value in use. In determining the value in use, management has estimated expected future cash flows and determined a suitable discount rate in order to calculate the present value of those cash flows. The estimate of value in use was determined using a discount rate of 9.75% (2023: 10%) and a terminal value growth rate of 3% (2023: 3%).
- d. The depreciation charge has been allocated in the consolidated statement of profit or loss and other comprehensive income as follows:

	2024 AED'000	2023 AED'000
Direct costs [Note 22 (ii) & (iii)]	16,602	14,555
General administrative and selling expenses (Note 24)	2,275	2,554
	18,877	17,109

6. Investment properties

	UAE Parking spaces AED'000	UAE Stores units AED'000	UAE Retail units AED'000	UAE Service Apartments AED'000	UAE Others * AED'000	2024 Total AED'000	2023 Total AED'000
Fair value hierarchy	3	3	3	3	3		
As at 1 January	74,198	13,898	289,396	309,595	184,280	871,367	762,776
Additions/Adjustments	-	-	194	-	7,272	7,466	(8,503)
Transfer to/from properties held for sale - net (Note 8)	-	-	-	-	4,560	4,560	21,046
Net gain from fair value adjustments on investment properties	-	-	-	-	-	-	96,048
As at 31 December	74,198	13,898	289,590	309,595	196,112	883,393	871,367

Investment properties are recognised at fair value and categorised within the level of the fair value hierarchy based on the lowest level input that is significant to fair value measurement in their entirety. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

Investment properties with carrying value of AED 487.8 million (2023: AED 487.8 million) are mortgaged against bank borrowings (Note 16).

During the year, the Company has reclassified certain units amounting to AED 4.6 million from properties held for development and sale based on change in use of these units (2023: AED 24.5 million). These units were reclassified to investment properties at their fair value and management believes that carrying amount of the units transferred is equivalent to the fair value on the date of transfer. The Company has not reclassified any units during the year to properties held for development and sale (2023: AED 3.4 million) (Note 8).

6. Investment properties (continued)

Valuation processes

Retail units, parking spaces and store units included in the Group’s investment properties are valued by independent professionally qualified valuers who hold a recognised relevant professional qualification and have experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use. Valuation of UAE mix use office building and service apartments buildings are valued by the Groups’ finance department. The Group’s finance department includes a team that also reviews the valuations performed by the independent valuers

for financial reporting purposes. Discussion of valuation processes and results are held between management and the independent valuers on a regular basis.

At each financial year end, the finance department:

- verifies all major inputs to the independent valuation report;
- assesses property valuation movements when compared to the prior year valuation report; and
- holds discussions with the independent valuers.

Country	Segment	Valuation	Estimate	Range of inputs	Sensitivity of management estimates	
					Impact lower AED'000	Impact higher AED'000
UAE	Mix use building	Income capitalisation Sales comparable method	Yield rate	8%	16,700	(14,090)
			Estimated market value	AED 1,316 to AED 2,280 per sqft	(1,194)	1,194
UAE	Parking spaces		Estimated market value	AED 33K to AED 55K per parking space	(748)	748
UAE	Store units	Sales comparable method	Estimated market value	AED 144 to AED 294 per sqft	(139)	139
UAE	Retail units		Estimated market value	AED 944 to AED 2,935 per sqft	(2,792)	2,792
UAE	One service apartment building	Discounted Cash Flow	Discount rate	9.75%	6,157	(5,694)
UAE	Two service apartments	Sales comparable method	Estimated market value	AED 1,176 to AED 1,985 per sqft	(2,454)	2,454

Valuation techniques underlying management’s estimation of fair value

For office building, the valuation was determined using the income capitalisation method based on following significant unobservable inputs:

Estimated rental value (per sqft p.a.)

Based on the actual location, type and quality of the properties and supported by the terms of any existing lease, other contracts or external evidence such as current market rents for similar properties.

Cash flow discount rate

Reflecting current market assessments of the uncertainty in the amount and timing of cash flows.

For retail units, parking spaces and store units, the valuation was determined using the indicative

fair values of these investment properties as at 31 December 2024 provided by an independent professionally qualified valuer. The valuer has used the sales comparison method to determine the fair values of these assets.

For service apartment buildings, the valuation was determined using the income capitalisation method based on following significant unobservable inputs:

Estimated earnings (per annum)

Based on the actual location, type and quality of the property and supported by the terms of any existing lease, other contracts or external evidence such as current earnings of similar properties in the market.

Cash flow discount rate

Reflecting current market assessments of the uncertainty in the amount and timing of cash flows.

7. Investments in joint venture and an associate

	Joint Venture		Associate		Total	
	2024 AED'000	2023 AED'000	2024 AED'000	2023 AED'000	2024 AED'000	2023 AED'000
At 1 January	973,064	965,929	395,412	390,742	1,368,476	1,356,671
Share of profit						
(refer note (i) below)	137,179	57,135	20,709	4,670	157,888	61,805
Repayment of capital contribution	(92,234)	(50,000)	-	-	(92,234)	(50,000)
Dividend	(55,266)	-	-	-	(55,266)	-
At 31 December	962,743	973,064	416,121	395,412	1,378,864	1,368,476

7. Investments in joint venture and an associate (continued)

I. Reconciliation for share of profit

	Joint Venture		Associate		Total	
	2024 AED'000	2023 AED'000	2024 AED'000	2023 AED'000	2024 AED'000	2023 AED'000
Share of profit	139,207	58,540	20,709	4,670	159,916	63,210
Intercompany adjustment	(2,028)	(1,405)	-	-	(2,028)	(1,405)
At 31 December	137,179	57,135	20,709	4,670	157,888	61,805

Investment in an associate

The Group has a 22.72% interest in Solidere International Al Zorah Equity Investments Inc (“Al Zorah”), a company registered in the Cayman Islands. The associate is a holding company investing in companies engaged in property development.

The table below reconciles the summarised financial information relating to the carrying amount of the Group’s interest in the associate:

Percentage ownership interest	2024 AED'000	2023 AED'000
	22.72%	22.72%
Non current assets	940,193	940,193
Current assets	-	4
Current liabilities	(1,146)	(1,058)
Net assets (100%)	939,047	939,139
Group’s share of net assets (22.72%)	213,351	213,372
Adjustments (refer note (i) below)	202,770	182,040
Carrying amount of interest in an associate	416,121	395,412
Profit and total comprehensive income (100%)	(184)	(184)
Profit and total comprehensive income (22.72%)	(42)	(42)
Adjustment relating to accounting policy (refer note (i) below)	20,751	4,712
Group share of total profit and comprehensive income	20,709	4,670

- I. This includes premium paid by the group at the time of its original investment and adjustments relating to alignment of associate’s accounting policies to the Group’s accounting policies.

Investment in a joint venture

The Group has a 50% interest in Arady Developments LLC, a Company registered in United Arab Emirates. The joint venture is engaged in property development and leasing activities. The following amounts represent assets, liabilities, revenue and results of the joint venture.

The table reconciles the summarised financial information relating to the carrying amount of the Group’s interest in the joint venture is as follows:

Percentage ownership interest	2024 AED'000	2023 AED'000
	50%	50%
Non Current Assets	1,177,882	1,188,377
Current Assets	84,686	198,027
Non Current Liabilities	-	-
Current Liabilities	(70,792)	(56,036)
Net assets (100%)	1,191,776	1,330,368
Group’s share of net assets (50%)	595,888	665,184
Adjustments (refer note (i) below)	366,855	307,880
Carrying amount of interest in a joint venture	962,743	973,064

	2024 AED'000	2023 AED'000
Revenue	209,522	234,186
Interest income	2,327	3,625
Depreciation and amortisation	27,970	26,290
Profit and total comprehensive income (100%)	129,455	95,046
Profit and total comprehensive income (50%)	64,727	47,523
Adjustments relating to accounting policies (refer note (i) below)	77,269	12,809
Other adjustments	(2,789)	(1,792)
Group share of total profit and comprehensive income	139,207	58,540

- I. This includes premium paid by the group at the time of its original investment and adjustments relating to alignment of joint venture’s accounting policies to the Group’s accounting policies.

8. Properties held for development and sale

	Properties held for sale AED'000	Properties under development AED'000	Land held for future development and sale AED'000	Total AED'000
As at 1 January 2023	300,534	469,132	693,593	1,463,259
Additions	636	296,217	1,041	297,894
Transfers	242,690	(25,559)	(217,131)	-
Transfer to investment property (Note 6)	(21,046)	-	-	(21,046)
Impairment	-	-	(6,460)	(6,460)
Sale of properties (Note 22)	(278,228)	(436,683)	-	(714,911)
As at 31 December 2023	244,586	303,107	471,043	1,018,736
As at 1 January 2024	244,586	303,107	471,043	1,018,736
Additions	16,889	603,118	173,163	793,170
Transfers	-	95,368	(95,368)	-
Transfer to investment property (Note 6)	(4,560)	-	-	(4,560)
Transfer from property & equipment (Note 5)	1,605	-	-	1,605
Sale of properties (Note 22)	(112,975)	(739,894)	-	(852,869)
As at 31 December 2024	145,545	261,699	548,838	956,082

Net realisable value has been determined on the basis of committed sale price if the remaining receivable amount is lower than the current market value of the units booked by customers. For units not yet booked by customers, net realisable value takes into consideration the expected market prices.

During the year, the Company has reclassified a unit amounting to AED 1.6 million from properties, plant & equipment based on change in use of the unit (2023: AED Nil) (Note 5).

During the year, the Company has reclassified certain units amounting to AED 4.5 million to investment properties (2023: AED 24.5 million). The Company has not reclassified any unit during the year from properties held for development and sale (2023: AED 3.4 million) (Note 6).

Plots of land including under development project with total carrying value of AED 444 million (2023: AED 641 million) and completed properties with total carrying value of AED 35.2 million (31 December 2023: AED 65.6 million) are mortgaged under Islamic finance obligations (Note 16).

In the current year, the Group has recognised an amount of AED 852.9 million (2023: AED 714.9 million) included in the consolidated statement of profit or loss under "direct costs" against revenue

recognised of AED 1,193.9 million (2023: AED 950.1 million) (Note 21 and Note 22).

For plots of land held for future development and use amounting to AED 548.8 million as at the reporting date (31 December 2023: AED 471 million), management is currently evaluating feasibility of the projects and considering alternative viable profitable options as well as various offers from potential buyers.

9. Trade, contract and other receivables

	2024 AED'000	2023 AED'000
Trade and unbilled receivables (refer (i) below)	812,093	792,666
Other receivables (refer (ii) below)	393,790	346,548
	1,205,883	1,139,214
Current	1,052,712	853,041
Non-current	153,171	286,173
Total	1,205,883	1,139,214
i. Trade and unbilled receivables	2024 AED'000	2023 AED'000
Trade receivables		
Trade receivables within 12 months	164,402	247,655
Contract assets		
Unbilled receivables within 12 months	494,520	258,838
Unbilled receivables after 12 months	153,171	286,173
Total trade and unbilled receivables	812,093	792,666

The above trade receivables are net of provision for impairment amounting to AED 125.7 million (2023: AED 121.5 million) relating to trade receivables which are past due. All other trade receivables are considered recoverable.

As at 31 December 2024, trade receivables of AED 703.8 million (2023: AED 690.2 million) were receivable from sale of properties, and trade receivables of AED 108.2 million (2023: AED 102.5 million) were receivable from other streams of revenue.

9. Trade, contract and other receivables (continued)

I. Trade and unbilled receivables (continued)

The ageing analysis of these trade and unbilled receivables is as follows:

31-December-2024	Gross receivables AED'000	Provision for impairment AED'000	Net receivables AED'000	Expected credit loss rate
Contract assets	649,462	(1,771)	647,691	0.27%
Upto 3 months	76,097	(6,411)	69,686	8.42%
Over 3 months	100,986	(6,270)	94,716	6.21%
Fully provided	111,233	(111,233)	-	100%
	937,778	(125,685)	812,093	
31-December-2023				
Contract assets	547,510	(2,499)	545,011	0.46%
Upto 3 months	136,966	(3,608)	133,358	2.63%
Over 3 months	120,741	(6,444)	114,297	5.34%
Fully provided	108,939	(108,939)	-	100%
	914,156	(121,490)	792,666	

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable. The Group holds title deeds of the assets sold or post-dated cheques as security.

II. Other receivables

	2024 AED'000	2023 AED'000
Advances to contractors	132,399	83,626
Advances to suppliers	12,432	5,220
Prepayments	160,465	183,432
Others	97,540	82,259
	402,836	354,537
Less: provision for impairment	(9,046)	(7,989)
	393,790	346,548

10. Related party transactions and balances

The Group enters into transactions with companies and entities that fall within the definition of a related party as contained in IAS 24 Related Party Disclosures. Related parties comprise entities under common ownership and/or common management and control, and key management personnel.

a. Related party transactions

During the year, the Group entered into the following significant transactions with related parties in the normal course of business and at prices and terms agreed by the Group's management.

	2024 AED'000	2023 AED'000
Ultimate majority shareholder		
Other operating income/finance income	17,369	18,408
Finance cost	23,960	41,760
Borrowings drawdown	3,296	100
Borrowings repayments	60,000	317,450

	2024 AED'000	2023 AED'000
Joint venture		
Other operating income	4,57	2,811
Dividend income	55,266	50,000
Repayment of capital contribution	92,234	-

b. Remuneration of key management personnel

	2024 AED'000	2023 AED'000
Salaries and other short term employee benefits	13,869	15,156
Termination and post-employment benefits	476	382
Board of Directors' sitting fees *	400	365
Board of Directors' remuneration **	5,550	4,100
	20,295	20,003

* During the year, no additional sitting fees for the Board of Directors' was recognised pertaining to the previous year (2023: AED 0.09 million).

** During the year, an additional payment for the Board of Directors' remuneration amounting to AED 1 million (2023: AED 0.55 million) was recognised based on the final approval of the shareholders in the Annual General Meeting dated 18 April 2024.

10. Related party transactions and balances (continued)

c. Due from related parties comprises:

	2024 AED'000	2023 AED'000
Current		
Due from a joint venture	2,673	3,466
Due from other related parties	2,756	257,184
	5,429	260,650
Less: provision for impairment	(1,384)	(1,394)
	4,045	259,256

Certain properties were under dispute with UAE based developer (“a related party”) against which in 2019, the Group received a favourable judgment by the Court of Cassation which upheld a ruling made by the Court of Appeal confirming Dubai Court of First Instance’s judgement to terminate all sale and purchase agreements of lands under dispute and had also ordered counterparty to return all amounts paid, to the tune of AED 412 million plus pay a compensation of AED 61 million as well as 9% legal interest accruing from the date of filing the case.

In 2022, the Group signed a Conditional Settlement Agreement (“the Agreement”) with the related party for an amount of AED 500 million. The Group received AED 200 million upon execution of the Agreement and the remaining amount of AED 300 million is to be received within 18 months from date of the signed Agreement. In 2023, management reversed the impairment provision amounting to AED 32.2 million and also recognized income of AED 11.8 million based on discussions with the related party. During the current year, the Group has received the remaining amount of AED 300 million and accordingly, recognized other operating income of AED 44.2 million.

Cash and bank balances include amounts held with the ultimate majority shareholder of the Group, bank account balances of AED 159.5 million (2023: AED 164.9 million) and fixed deposits of AED 565 million (2023: AED 437 million), at market prevailing profit rates.

Impairment provision

To determine the provision for impairment, management applied certain key assumptions and judgments in accordance with IFRS 9 - Financial Instruments in order to determine the expected credit loss which includes the use of various forward-looking information that could impact the timing and/or amount of recoveries.

d. Due to related parties comprises:

	2024 AED'000	2023 AED'000
Current		
Due to ultimate majority shareholder	196	320
Due to other related parties	101	100
	297	420

At 31 December 2024, the Group had bank borrowings from the ultimate majority shareholder of AED 424.8 million (2023: AED 481.5 million) at market prevailing profit rates (Note 16).

11. Cash and bank balances

	2024 AED'000	2023 AED'000
Cash and bank balances including call deposits	1,053,835	726,416
Fixed deposits	805,881	607,000
Cash in hand	493	479
	1,860,209	1,333,895
Less: provision for impairment	(1,566)	(1,257)
Cash and bank balances	1,858,643	1,332,638
Less: deposits with original maturity more than three months	(180,620)	(349,811)
Cash and cash equivalents	1,678,023	982,827

Bank balances include balance of AED 844.4 million (31 December 2023: AED 540.2 million) and fixed deposits include a balance of AED 278 million (31 December 2023: AED 168 million) at market prevailing profit rates held in escrow accounts.

These Escrow accounts include project Escrow accounts where amounts are collected against sale of properties and are available for payments relating to construction of development properties. These Escrow accounts also include Community Management Escrow accounts of various properties where service charges are collected from owners and are available for payments for management and maintenance of the properties.

Bank accounts balance include balance of AED 114.6 million (2023:AED 103.9 million), held in a fiduciary capacity in escrow accounts on behalf and for the beneficial interest of third parties, which are recorded in these consolidated financial statements.

12. Equity instrument at fair value through other comprehensive income

Investment in a real estate investment trust (REIT)	2024 AED'000	2023 AED'000
1 January	4,040	4,894
Change in fair value	5,938	(854)
31 December	9,978	4,040

13. Share capital

At 31 December 2024 share capital comprised of 4,375,837,645 shares (31 December 2023: 4,375,837,645 shares) of AED 1 each. All shares are authorised, issued and fully paid up.

The shareholders have approved in the Annual General Meeting dated 18 April 2024 dividends on ordinary shares amounting to AED 175.04 million (AED 4 fils per share) and the same has been paid during the period.

14. Non controlling Interest

Non controlling interest represents the minority shareholder's proportionate share in aggregate value of the net assets of the subsidiary and the results of the subsidiary operations.

Proportion of equity interest held by non-controlling interests:	Country of Incorporation	2024	2023
Rivage property development LLC	UAE	48%	-

	2024	2023
Accumulated balance	27,376	-
Loss allocated	(104)	-

Summarised statement of profit or loss	Notes	2024 AED'000	2023 AED'000
General administrative and selling expenses		(586)	-
Other operating income		14	-
Finance cost		(253)	-
Loss for the year before tax		(825)	-
Income tax benefit	35	609	-
Loss for the year after tax		(216)	-
Total comprehensive income		(216)	-
Loss attributable to non controlling interest		(104)	-

Summarised statement of financial position	Notes	2024 AED'000	2023 AED'000
Properties held for development and sale (current)		60,498	-
Trade, contract and other receivables (current)		323	-
Deferred tax asset (current)	35	609	-
Cash and bank balances (current)		57,868	-
Advances from customers (current)		(57,402)	-
Trade and other payables (current)		(919)	-
Due to related party -net (current)		(3,944)	-
Total Equity		57,033	-
Attributable to:			
Equity holders of parent		29,657	-
Non controlling interest		27,376	-
		57,033	-

Summarised cash flow information	2024 AED'000	2023 AED'000
Operating	58,121	-
Investing	-	-
Financing	(253)	-
Net increase in cash & cash equivalents	57,868	-

15. Legal reserve

In accordance with the UAE Federal Law No. 32 of 2021 and the Company's Articles of Association, 10% of the profit for the year is transferred to a legal reserve, which is not distributable. Transfers to this reserve are required to be made until such time as it equals at least 50% of the paid up share capital.

16. Borrowings

	2024 AED'000	2023 AED'000
Islamic finance obligations		
Current	60,000	93,224
Non-current	415,296	551,093
Total borrowings	475,296	644,317
	AED'000	
1 January 2023		937,508
Drawn down		104,512
Repayments		(397,703)
31 December 2023		644,317
Drawn down		3,296
Repayments		(172,317)
31 December 2024	475,296	

Islamic finance obligations represent Ijarah and other Islamic facilities obtained from Dubai Islamic Bank PJSC (ultimate majority shareholder) amounting to AED 424.8 million (2023: AED 481.5 million) [Note 10(d)], and balance from other local banks. The facilities were availed to finance the properties under construction and working capital requirements.

Islamic finance obligations with the ultimate majority shareholder and other local banks carry market prevailing profit rates and are repayable in quarterly instalments over a period of two years to eight years from the reporting date (31 December 2023- audited: five years to twelve years). These facilities have

AED 303.9 million available for drawdown to the Group.

Islamic finance obligations are secured by mortgages over properties classified under properties held for development and sale amount to AED 35.2 million (2023: AED 65.6 million) (Note 8), property and equipment amount to AED 468.7 million (2023: AED 498.6 million) (Note 5) and investment properties amount to AED 487.8 million (2023: AED 487.8 million) (Note 6).

17. Advances from customers

Advances from customers comprise of payments received from sale of properties. The revenues have not been recognised in the consolidated statements of profit or loss, in line with the revenue recognition policy of the Group consistent with the IFRSs.

Movement during the year is as follows:	2024 AED'000	2023 AED'000
1 January	374,594	198,170
Amounts collected/ advance billing during the year	485,604	365,921
Amounts invoiced/ revenue recognised during the year	(432,333)	(189,497)
31 December	427,865	374,594

18. Trade and other payables

	2024 AED'000	2023 AED'000
Trade payables	211,220	235,675
Refundable deposits	62,673	58,526
Accrued Islamic facilities charges	4,210	6,617
Project cost accruals	226,058	101,491
Other payables and accrued expenses	154,005	149,035
	658,166	551,344
Current	654,997	546,590
Non-current	3,169	4,754
Total	658,166	551,344

19. Retentions payable

	2024 AED'000	2023 AED'000
Non-current portion	28,019	17,572
Current portion	33,407	18,434
	61,426	36,006

Retention payables represents amounts withheld in accordance with the terms of the contract progress payments are made to the contractors. Non-current retention are due to be paid to contractors within 1 to 4 years from the reporting date.

20. Provision for employees' end of service benefits

	2024 AED'000	2023 AED'000
At 1 January	15,603	16,070
Charge for the year	3,686	3,296
Payments	(1,767)	(3,763)
At 31 December	17,522	15,603

The provision for employees' end of service benefits, disclosed as non-current liability, is calculated in accordance with the UAE Federal Labour Law.

21. Revenue

	2024 AED'000	2023 AED'000
Property development activities		
Sale of properties	1,193,918	950,057
Leasing income	52,035	50,152
	1,245,953	1,000,209
Properties, facilities and association management		
Property management	26,856	26,396
Facilities and association management	128,454	119,461
	155,310	145,857
Hospitality	111,531	108,222
	1,512,794	1,254,288

Timing of revenue recognition	2024 AED'000	2023 AED'000
Transferred at a point in time	168,104	556,807
Provided over a period of time	1,344,690	697,481
	1,512,794	1,254,288

Revenue from property development activities, revenue from hospitality, properties and facilities management are recognised at a point in time as well as over time.

Transaction price allocated to the remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date.

	2025 AED'000	2026 AED'000	2027 AED'000	Total AED'000
Sale of properties	1,180,587	391,221	168,763	1,740,571

The Group applies the practical expedient as per IFRS 15 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

22. Direct costs

	2024 AED'000	2023 AED'000
Cost of sale of properties (i) (Note 8)	852,869	714,911
Direct cost of facility management (ii)	105,534	93,272
Direct cost of hospitality (iii)	38,166	35,604
Direct cost of leasing properties	9,919	16,918
Others	869	962
	1,007,357	861,667

- I. Cost of sale of properties include reversal of impairment amounting to AED 6.2 million (2023: AED 9.5 million) on properties sold during the year against which provision for impairment was recorded in the prior years.
- II. Facilities management costs include staff costs amounting to AED 47.8 million (2023: AED 41.3 million), depreciation charge relating to property and equipment amounting to AED 0.9 million (2023: AED 1 million) and depreciation charge relating to right of use asset amounting to AED 2 million (2023: 2.3 million).
- III. Hospitality costs include staff costs amounting to AED 8 million (2023: AED 8 million) and depreciation charge relating to property and equipment amounting to AED 15.7 million (2023: AED 13.6 million).

The Group expects the incremental cost incurred as a result of obtaining contracts to be recoverable and accordingly these costs are capitalised. The capitalised costs are amortised when the related revenues are recognised.

Applying the practical expedient as per IFRS 15, the Group recognises the incremental costs of obtaining contracts as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised in one year or less.

23. Other operating income

	2024 AED'000	2023 AED'000
Write back of accruals and liabilities no longer payable	17,371	14,995
Income on partial settlement with a related party {Note 10 (c)}	44,170	11,758
Reversal of impairment on partial settlement with a related party {Note 10 (c)}	-	32,242
Others	39,213	31,930
	100,754	90,925

24. General administrative and selling expenses

	2024 AED'000	2023 AED'000
Staff costs (Note 25)	107,858	95,664
Marketing and selling expenses	79,685	67,947
Legal and professional charges	5,484	8,576
Rent expenses	693	891
Social contributions	1,134	24
Depreciation on property and equipment [Note 5(d)]	2,275	2,554
Depreciation on investment property	1,129	-
Provision/(reversal) of impairment against trade, contract and other financial assets	6,628	4,182
Others	49,363	45,596
	254,249	225,434

25. Staff costs

	2024 AED'000	2023 AED'000
Payroll cost	62,062	58,270
End of service benefits	2,716	2,168
Pension and social security contributions	716	709
Other benefits	42,364	34,517
	107,858	95,664

26. Provision/expense against claims

This includes legal claim made by customers against the Group for refund of partial payments made to purchase certain property units. In accordance with Law No. 13 of 2008 and its subsequent amendment through Law No. 9 of 2009 applicable in the Emirate of Dubai, the Group had earlier forfeited these amounts due to failure of customers to pay the outstanding balances as per the Sale and Purchase Agreement. This also includes provision made for potential claim by third parties towards services being rendered by the Company.

The Group has elected not to present the complete disclosures as required by IAS 37 "Provision and Contingent Liabilities and Contingent Assets" as management is of the view that since the legal claims are sub-judice, this information may be prejudicial to their position on these matters.

27. Finance cost -net

	2024 AED'000	2023 AED'000
Finance cost on bank borrowings	42,976	59,812
Finance income from short-term bank deposits	(36,534)	(20,167)
Finance cost – net	6,442	39,645

28. Earnings per share

Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year excluding ordinary shares purchased by the Company and held as treasury shares, if any.

	2024	2023
Profit attributable to equity holders of the Company (AED'000)	474,022	440,714
Weighted average number of ordinary shares in issue (thousands)	4,375,838	4,375,838
Earnings per share (fils)	10.83	10.07

Diluted

The Company has not issued any instruments which would have a dilutive impact on earnings per share when exercised.

29. Commitments

At 31 December 2024, the Group had total commitments of AED 795.4 million (2023: AED 583.8 million) with respect to project related contracts issued net of invoices received and accruals made at that date.

30. Contingent liabilities

Contingent liabilities

At 31 December 2024, the Group has contingent liabilities in respect of performance bond and guarantees issued by banks, in the ordinary course of business, amounting to AED 517.5 million (2023: AED 331.5 million), which mainly includes performance guarantees of AED 500.1 million (2023: AED 317.5 million) issued to Real Estate Regulatory Authority (RERA) for the projects under

development. Also, the Group has contingent liabilities, on behalf of a subsidiary (under liquidation), in respect to guarantees issued by a bank amounting to AED 3.4 million (2023: AED 3.4 million). The Group anticipates that no material liabilities will arise from these performance and other guarantees.

Legal claims

The Group is also a party to certain legal cases in respect to various potential claims from customers and, where necessary, makes adequate provisions against any potential claims. Such provisions are reassessed regularly to include significant claims and instances of potential litigations. Based on review of opinion provided by the legal advisors/ internal legal team, management is of the opinion that no material cash outflow in respect of these claims is expected to be paid by the Company in these legal cases over and above the existing provision in the books of accounts. The Company has elected not to present the complete disclosures as required by IAS 37 "Provision and

Contingent Liabilities and Contingent Assets" as management is of the view that since the legal claims are sub-judice and are disputed, therefore this information may be prejudicial to their position on these matters.

Certain other contingent liabilities may arise during the normal course of business, which based on the information presently available, either cannot be quantified at this stage or in the opinion of the management is without any merit. However, in the opinion of management, these contingent liabilities are not likely to result in any cash outflows for the Group.

31. Segmental information

Operating segment

The Board of Directors are the Group's chief operating decision maker. The Board considers the business of the Group as a whole for the purpose of decision making.

Management has determined the operating segments based on segments identified for the purpose of allocating resources and assessing performance. The Group is organised into three

major operating segments: property development (includes sale of properties and leasing activities), properties and facilities management and hospitality related activities.

Management monitors the operating results of its operating segments for the purpose of making strategic decisions about performance assessment. Segment performance is evaluated based on operating profit or loss.

	Property development activities AED'000	Properties and facilities management AED'000	Hospitality AED'000	Total AED'000
31 December 2024				
Segment revenues – external	1,245,953	155,310	111,531	1,512,794
Segment profit	420,842	19,080	33,996	473,918
Segment assets	5,557,860	501,724	887,902	6,947,486
Segment liabilities	1,357,560	299,487	25,442	1,682,489
31 December 2023				
Segment revenues – external	1,000,209	145,857	108,222	1,254,288
Segment profit	281,153	22,348	137,213	440,714
Segment assets	5,210,284	460,668	893,917	6,564,869
Segment liabilities	1,337,827	270,764	18,033	1,626,624

Geographic information

The carrying amount of the total assets located outside the United Arab Emirates as at 31 December 2024 is AED Nil (2023: AED Nil million).

32. Financial risk management

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow and fair value interest rate risk and other price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Market risk

Currency risk

Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group does not have any significant exposure to foreign currency risk since the majority of transactions are denominated in AED, US Dollars or other currencies, whereby the AED or other currencies are pegged to the US Dollar.

Price risk

The Group is exposed to equity securities price risk through investments held by the Group and classified as equity instrument at fair value.

Risk management is carried out by the senior management under policies approved by the Board of Directors. Management evaluates financial risks in close co-ordination with the Group's operating units.

Cash flow and fair value interest rate risk

The Group has an insignificant interest rate risk arising from interest bearing bank deposits. Bank deposits are placed with banks at fixed rates. The Group's exposure to interest rate risk relates primarily to its borrowings with floating interest rates.

At 31 December 2024, if profit rates on borrowings had been 1% higher/lower with all other variables held constant, profit for the year would have been AED 5 million lower/higher (2023: profit for the year would have been AED 7.1 million lower/higher), mainly as a result of higher/lower interest expense on floating rate borrowings.

Credit risk

The Group is exposed to credit risk in relation to its monetary assets, mainly trade, contract and other receivables (excluding advances and prepayments), due from related parties, cash at bank and bank deposits. Trade receivables are made to customers with an appropriate credit history. The Group has no other significant concentrations of credit risk. Bank deposits are limited to high-credit-quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure at the reporting date. The maximum exposure to credit risk at the reporting date was:

	2024 AED'000	2023 AED'000
Trade, contract and other receivables (excluding advances and prepayments)	900,586	866,936
Due from related parties	4,045	259,256
Bank balances	1,858,150	1,332,159
	2,762,781	2,458,351

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Ongoing credit evaluation is performed on the financial condition of trade receivables.

The carrying amount of financial assets recorded in the consolidated financial statements, which is net of impairment losses, represents the Group's maximum exposure to credit risk.

The credit risk on liquid funds is limited as funds are placed with reputable banks registered in the U.A.E.

The table below shows the balances with major banks (based on Moody's or equivalent rating) at the 31 December 2024.

	2024 AED'000	2023 AED'000
Bank balances		
A1	670,003	498,523
A2	893,017	602,084
B2	75,102	-
Baa1	191,791	181,282
Baa2 – Baa3	28,237	50,270
	1,858,150	1,332,159

32. Financial risk management (continued)

Credit risk management (continued)

The tables below detail the credit quality of the Group's financial assets, contract assets and financial guarantee contracts, as well as the Group's maximum exposure to credit risk by credit risk rating grades:

	Notes	Gross carrying amount AED'000	Credit loss allowance AED'000	Net carrying amount AED'000
31 December 2024				
Trade and unbilled receivables	9 (i)	937,778	(125,685)	812,093
Other receivables (excluding advances and prepayments)	9 (ii)	97,540	(9,046)	88,494
Due from related parties	10 (c)	5,429	(1,384)	4,045
		1,040,747	(136,115)	904,632

	Notes	Gross carrying amount AED'000	Credit loss allowance AED'000	Net carrying amount AED'000
31 December 2023				
Trade and unbilled receivables	9 (i)	914,156	(121,490)	792,666
Other receivables (excluding advances and prepayments)	9 (ii)	82,259	(7,989)	74,270
Due from related parties	10 (c)	260,650	(1,394)	259,256
		1,257,065	(130,873)	1,126,192

(i) For trade receivables, due from related parties and other receivables, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix.

Liquidity risk

The Group monitors its risk of a possible shortage of funds using cash flow forecasts. These forecasts consider the maturity of both its financial investments and financial assets (e.g. accounts receivable, other financial assets) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecasted and actual cash flows and matching the maturity profiles of financial assets and liabilities. The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Liquidity risk tables

The following tables detail the Group's remaining contractual maturity for its financial assets and liabilities. The tables below summarises the maturity profile of the Group's financial assets and liabilities based on undiscounted contractual collections and payments.

	Contractual cash flows				
	Carrying amount AED'000	Contractual cash flows AED'000	Within 1 year AED'000	2 to 5 Years AED'000	More than 5 years AED'000
As at 31 December 2024					
Borrowings	475,296	577,312	84,020	362,523	130,769
Trade and other payables	658,166	658,166	654,997	3,169	-
Retentions payable	61,426	61,426	33,407	28,019	-
	1,194,888	1,296,904	772,424	393,711	130,769

	Contractual cash flows				
	Carrying amount AED'000	Contractual cash flows AED'000	Within 1 year AED'000	2 to 5 Years AED'000	More than 5 years AED'000
As at 31 December 2023					
Borrowings	644,317	810,963	133,003	474,981	202,979
Trade and other payables	551,344	551,344	546,590	4,754	-
Retentions payable	36,006	36,006	18,434	17,572	-
	1,231,667	1,398,313	698,027	497,307	202,979

For changes in liabilities arising from financing activities refer note 16.

32. Financial risk management (continued)

Fair value estimation

The Group has an established control framework with respect to the measurement of fair values, and management has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1	quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2	inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3	inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table presents the Group's financial assets that are measured at fair value:

	Level 1 AED'000	Level 2 AED'000	Level 3 AED'000	Total AED'000
31 December 2024				
Equity instrument at fair value through other comprehensive income	9,978	-	-	9,978
31 December 2023				
Equity instrument at fair value through other comprehensive income	4,040	-	-	4,040

The carrying value less impairment provision of trade, contract and other receivables and due from related parties approximates their fair values keeping in view the period over which these are expected to be realised. Financial liabilities approximate their fair values.

The accounting policies for financial instruments have been applied to the line items below:

	Amortised cost AED'000	Equity instrument at fair value through other comprehensive income AED'000	Total AED'000
31 December 2024			
Assets as per statement of financial position			
Equity instrument at fair value other comprehensive income	-	9,978	9,978
Trade, contract and other receivables (excluding advances and prepayments)	900,586	-	900,586
Due from related parties	4,045	-	4,045
Bank balances	1,858,150	-	1,858,150
	2,762,781	9,978	2,772,759
Liabilities as per statement of financial position			
Trade and other payables	658,166	-	658,166
Retentions payable	61,426	-	61,426
Borrowings	475,296	-	475,296
	1,194,888	-	1,194,888

	Amortised cost AED'000	Equity instrument at fair value through other comprehensive income AED'000	Total AED'000
31 December 2023			
Assets as per statement of financial position			
Equity instrument at fair value other comprehensive income	-	4,040	4,040
Trade, contract and other receivables (excluding advances and prepayments)	866,936	-	866,936
Due from related parties	259,256	-	259,256
Bank balances	1,332,159	-	1,332,159
	2,458,351	4,040	2,462,391
Liabilities as per statement of financial position			
Trade and other payables	551,344	-	551,344
Retentions payable	36,006	-	36,006
Borrowings	644,317	-	644,317
	1,231,667	-	1,231,667

33. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to maximise returns to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

There were no changes in the Group's approach to capital management during the year. Except for complying with certain provisions of the UAE Federal Law No. 32 of 2021, the Group is not subject to any externally imposed capital requirements.

34. Investment in shares

During the year, the Group has not purchased or invested in any shares.

35. Corporate Income Tax

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax (CT) regime in the UAE. The CT regime has become effective for accounting periods beginning on or after 1 June 2023. The Cabinet of Ministers Decision No. 116 of 2022 (widely accepted to be effective from 16 January 2023) specified the threshold of taxable income to which the 0% UAE CT rate would apply, and above which the 9% UAE CT rate would apply. It is widely considered that this would constitute 'substantive enactment' of the UAE CT Law for the purposes of IAS 12, the objective of which is to prescribe the basis for accounting for Income Taxes.

On 23 May 2023, the International Accounting Standards Board (the Board) issued International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12 which clarify that IAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the OECD, including tax law that implements Qualified Domestic Minimum Top-up Taxes. The Group has adopted these amendments. However, they are not yet applicable for the current reporting year as the Group's consolidated revenue is currently below the threshold of €750 million.

Amount recognised in the consolidated statement of profit or loss

The major components of income tax expense for the period ended 31 December 2024 and 2023 are:

	2024 AED'000	2023 AED'000
Current income tax expense	32,107	-
Deferred tax relating to origination of temporary differences	(609)	-
Income tax expense recognised in statement of profit or loss	31,498	-

Tax reconciliation	Amount (In AED '000)
Accounting profit before tax	505,416
Share of profit from associates/joint ventures	(157,888)
Non-deductible Losses from subsidiaries	1,091
Non-deductible expenses	1,730
Profit exempt from tax	(375)
Net taxable profit	349,974
At United Arab Emirates' statutory income tax rate of 9%	31,498
Income tax expense reported in the income statement	31,498
Accounting profit before tax	505,416
Effective tax rate	6.2%

Deferred tax

Deferred tax relates to the following:

	Consolidated statement of financial position		Consolidated statement of profit or loss	
	2024 AED'000	2023 AED'000	2024 AED'000	2023 AED'000
Losses available for offsetting against future taxable losses	609	-	(609)	-
Deferred tax benefit			(609)	
Deferred tax asset	609	-		-

The Group has tax losses that arose in a subsidiary of AED 6.7 million (2023: Nil) that are available indefinitely for offsetting against future taxable profits of the company in which the losses arose. Deferred tax asset have been recognized in respect of these losses as they may be used to offset taxable profits in the near future.

There are no income tax consequences attached to the distribution of dividends from joint venture & associates and payment of dividends by the Group to its shareholders in either 2024 or 2023.

