ADS Securities - L.L.C - S.P.C

REPORT OF THE BOARD OF DIRECTORS AND
CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2025

ADS Securities - L.L.C - S.P.C

REPORT OF THE BOARD OF DIRECTORS

31 DECEMBER 2025

ADS SECURITIES - L.L.C - S.P.C

REPORT OF THE BOARD OF DIRECTORS

The Directors have pleasure in submitting their report and the audited consolidated financial statements of ADS Securities - L.L.C - S.P.C (the "Company") and its subsidiaries (together referred to as the "Group") for the year ended 31 December 2025.

Principal activities
The principal activities of the Group are the provisioning of currency and monetary brokerage services, financial investment consultancy and private money investment.

The Company was licensed by the Central Bank of the United Arab Emirates in accordance with Union Law No. 10 of 1980 concerning the Central Bank, the Monetary System and Organization of Banking, and the Central Bank Board of Directors' resolution no. 164/8/94, issued on 18/4/1995, regarding "Regulations for Financial Investment Companies and Banking, Financial and Investment Consultation Establishments or Companies" to conduct financial investment business, brokerage in dealing in currencies and intermediating in money market transactions business.

Effective from September 2021, the Company obtained a license from the Securities and Commodities Authority of the United Arab Emirates in accordance with the Federal Law No. 4 of 2000 concerning the Emirates Securities and Commodities Authority and Market and based on the powers granted to the Board of Directors of the authority, to conduct brokerage trading of OTC derivatives and currencies in the spot market (Forex).

Results for the year
Results for the year of the Group are summarised as follows:

	2025 ***AED'000***	*2024* *AED'000*
Net commission, trading and mark-up income	**316,372**	310,037
Loss for the year	**275,752**	164,644

Auditors
A resolution proposing the reappointment of Ernst & Young as auditors of the Group will be put to the annual general meeting.

Signed on behalf of the Board of Directors

Ahmed Almehairi

Date: 24-Mar-2026
Abu Dhabi
United Arab Emirates

ADS Securities - L.L.C - S.P.C

CONSOLIDATED FINANCIAL STATEMENTS

31 DECEMBER 2025

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

ADS SECURITIES - L.L.C - S.P.C

Report on the Audit of the Consolidated Financial Statements

Qualified opinion
We have audited the consolidated financial statements of ADS Securities - L.L.C - S.P.C (the "Company") and its subsidiaries (together referred to as the "Group") which comprise the consolidated statement of financial position as at 31 December 2025 and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, except for the possible effects of the matter described in the *Basis for qualified opinion* section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2025 and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for qualified opinion
The Group's client margin accounts (note 13) as at 31 December 2025 include a net receivable balance (the "receivables") of AED 122,018 thousand (net of provision of expected credit losses of AED 1,629,388 thousand) which is due from one customer and is classified as a current asset in the consolidated statement of financial position. The customer defaulted on the repayment of the receivable and we were not provided with confirmation of the receivable as at 31 December 2025 or evidence of the recoverability of the amount due. Consequently, we are unable to determine the appropriateness of the assessment made by management of the provision for impairment, the carrying value of the receivable, or the proper classification in the consolidated statement of financial position as a current asset. Our opinion was qualified on the same matter in the prior year.

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

Key audit matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. In addition to the matters described in the *Basis for qualified opinion* and *Material uncertainty relating to going concern,* we have determined the matters described below to be the key audit matters to be communicated in our audit report. 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.

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

ADS SECURITIES - L.L.C - S.P.C continued

Report on the Audit of the Consolidated Financial Statements continued

Key audit matters continued
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.

Revenue recognition
The Group's major revenue streams include net commission income from trading and mark-up income. The accounting policies and related disclosures in respect of such revenues are provided in note 2.4 to the consolidated financial statements.

Revenue recognition is significant to the consolidated financial statements due to the quantitative materiality of the amounts recorded and the related qualitative factors such as high volume of transactions and volatility in the underlying deals and therefore we considered revenue recognition as a key audit matter.

How our audit procedures addressed the area of focus:

- We obtained an understanding of the Group's revenue recognition accounting policies to assess its compliance with the relevant accounting standards;
- We obtained an understanding of the design and implementation of key controls related to revenue recognition;
- We identified key controls relevant to revenue recognition including those related to commission, trading and mark-up income and performed test of controls to asset their operating effectiveness;
- We involved our IT professionals to assess the design and test the operating effectiveness of relevant automated controls over the flow of revenue transactions with respect to underlying accounting records and supporting documents and to test whether revenue for the samples can be appropriately substantiated;
- We made inquiries of trading and marketing personnel for any unusual transactions; and
- We checked appropriateness of disclosures related to revenue in the consolidated financial statements

Material uncertainty relating to going concern
We draw attention to note 2.1 to the consolidated financial statements which states that the Group has incurred a loss of AED 275,752 thousand during the year ended 31 December 2025 and as of that date the Group's accumulated losses of AED 2,413,350 exceeded 50% of its share capital. These factors indicate the existence of a material uncertainty, which may cast a significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

ADS SECURITIES - L.L.C - S.P.C continued

Report on the Audit of the Consolidated Financial Statements continued

Emphasis of matter
We draw attention to note 25.2.2 to the consolidated financial statement, which states that the Group has a significant credit risk exposure against one customer. Our opinion is not modified in respect of this matter.

Responsibilities of management and the Board of Directors for the consolidated financial statements
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS Accounting Standards and in compliance with the applicable provisions of the Company's Articles of Association and the applicable provisions of the UAE Federal Law No. (32) of 2021, as amended, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Group's financial reporting process.

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

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

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

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

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

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

ADS SECURITIES - L.L.C - S.P.C continued

Report on the Audit of the Consolidated Financial Statements continued

Auditor's responsibility for the audit of the consolidated financial statements continued

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

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

- 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 of the purposes of the group audit. We remain solely responsible for our audit opinion.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law and regulations preclude 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

In our opinion, except for the effects of the matters included in the *Basis for qualified opinion* paragraph, as required by the UAE Federal Law No. (32) of 2021, as amended, we also report that for the year ended 31 December 2025:

i) the Group has maintained proper books of account;

ii) we have obtained, except for the possible effects of the matters referred to in the *basis for qualified opinion* paragraph, all the information and explanations we considered necessary for the purposes of our audit;

iii) except for the possible effects of the matters referred to in the *basis for qualified opinion* paragraph, the consolidated financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Law No. (32) of 2021, as amended, and the Articles of Association of the Company;

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

ADS SECURITIES - L.L.C - S.P.C continued

Report on Other Legal and Regulatory Requirements continued

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

v) Investment in shares and stocks are included in note 10 to the consolidated financial statements and include purchases and investments made by the Group during the year ended 31 December 2025;

vi) note 21 reflects the disclosures relating to 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 2025 any of the applicable provisions of the UAE Federal Law No. (32) of 2021, as amended, or of its Articles of Association which would have a material impact on its activities or its consolidated financial position as at 31 December 2025; and

viii) during the year, the Group made no social contributions.

As required by the ADAA Chairman Resolution No. 88 of 2021 pertaining to Auditing the Financial Statements of Subject Entities, we report that based on the procedures performed and information provided to us, nothing has come to our attention that causes us to believe that the Company has not complied, in all material respects, with any of the provisions of the following laws, regulations and circulars as applicable, which would materially affect its activities or the financial statements as at 31 December 2025:

- its Articles of Association which would materially affect its activities or its financial position as at 31 December 2025; and
- Relevant provisions of the applicable laws, resolutions and circulars organising the Company's operations.

For Ernst & Young



Ahmad Al Dali
Registration No 5548

25 March 2026
Abu Dhabi, United Arab Emirates

CONSOLIDATED STATEMENT OF INCOME

For the year ended 31 December 2025

	Notes	***2025*** ***AED'000***	*2024* *AED'000*
Net commission, trading and mark-up income	3	**316,372**	310,037
Net foreign exchange gain (loss) from dealing in foreign currencies		**68,177**	(32,994)
Net finance (cost) income	4	**(1,437)**	13,362
Change in fair value of investments carried at fair value through profit or loss	10.1	**(2,181)**	(853)
Operating income		**380,931**	289,552
Administrative expenses	5	**(236,108)**	(290,685)
Allowance for expected credit losses	25.2.5	**(583,536)**	(122,818)
Loss on settlement of client margin accounts	13	-	(45,856)
Reclassification of foreign currency translation reserves (loss) gain to profit or loss on liquidation of a subsidiary	2.2	**(824)**	9,532
Intangible assets written off	7	**(2,250)**	(44,977)
Depreciation and amortisation	6,7 & 8	**(26,670)**	(23,411)
Operating expenses		**(849,388)**	(518,215)
Operating loss		**(468,457)**	(228,663)
Impairment of asset held for sale	15	**-**	(10,000)
Loss on disposal of asset held for sale	15	**(1,547)**	-
Gain on settlement of borrowings	23	**151,783**	-
Other income	3.2	**3,447**	74,019
LOSS BEFORE TAX FOR THE YEAR		**(314,774)**	(164,644)
Income tax benefit	22	**39,022**	-
TOTAL LOSS FOR THE YEAR		**(275,752)**	(164,644)

The attached notes 1 to 28 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Note	***2025*** ***AED'000***	*2024* *AED'000*
Total loss for the year		**(275,752)**	(164,644)
Other comprehensive loss			
Other comprehensive (loss) income that maybe reclassified to profit or loss in subsequent periods:			
Foreign currency translation reserves		**(962)**	355
Reclassification of foreign currency translation reserves to profit or loss on liquidation of a subsidiary	2.2	**824**	(9,532)
Other comprehensive loss for the year		**(138)**	(9,177)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(275,890)**	(173,821)

The attached notes 1 to 28 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
At 31 December 2025

	Notes	***2025*** ***AED'000***	*2024* *AED'000*
ASSETS			
Non-current assets			
Furniture, fixtures and office equipment	6	**6,761**	8,768
Intangible assets	7	**155,301**	161,922
Right-of-use assets	8	**9,132**	12,342
Deferred tax asset	22	**39,022**	-
Investments carried at amortised cost	10.2	**53,563**	53,563
		263,779	236,595
Current assets			
Bank balances and cash	11	**458,238**	416,583
Investment carried at fair value through profit or loss	10.1	**16,694**	17,509
Margin deposits	12	**129,292**	116,420
Client margin accounts	13	**122,072**	444,277
Amounts due from related parties	21	**64,454**	53,891
Prepayments and other receivables	14	**37,431**	202,593
		828,181	1,251,273
Asset held for sale	15	**-**	30,000
		828,181	1,281,273
TOTAL ASSETS		**1,091,960**	1,517,868
EQUITY AND LIABILITIES			
Equity			
Share capital	16	**2,727,988**	2,727,988
Shareholder's contribution	17	**120,245**	**-**
Statutory reserve	18	**37,468**	37,468
Accumulated losses		**(2,413,350)**	(2,137,598)
Foreign exchange translation reserve		**(1,330)**	(1,192)
Total equity		**471,021**	626,666
Non-current liabilities			
Employees' end of service benefits	19	**12,727**	15,976
Lease liabilities	8	**8,301**	10,399
Borrowings	23	**246,058**	246,058
		267,086	272,433
Current liabilities			
Accounts payable and accruals	20	**54,991**	86,986
Lease liabilities	8	**2,511**	3,326
Amounts due to related parties	21	**23,361**	35,847
Payable to customers	20	**267,084**	250,636
Borrowings	23	**-**	235,774
Income tax payable	22	**-**	-
Payable to brokers	20	**5,906**	6,200
		353,853	618,769
Total liabilities		**620,939**	891,202
TOTAL EQUITY AND LIABILITIES		**1,091,960**	1,517,868

Ahmed Almehairi
Chief Executive Officer

Ammar Azhar
Chief Financial Officer

The attached notes 1 to 28 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2025

	Share capital AED'000	*Shareholder's contribution AED'000*	*Statutory reserve AED'000*	*Accumulated losses AED'000*	*Foreign exchange translation reserve AED'000*	*Total AED'000*
Balance at 1 January 2024	2,727,988	-	37,468	(1,972,954)	7,985	800,487
Loss for the year	-	-	-	(164,644)	-	(164,644)
Other comprehensive loss for the year	-	-	-	-	(9,177)	(9,177)
Total comprehensive loss for the year	-	-	-	(164,644)	(9,177)	(173,821)
Balance at 31 December 2024	2,727,988	-	37,468	(2,137,598)	(1,192)	626,666
Balance at 1 January 2025	2,727,988	-	37,468	(2,137,598)	(1,192)	626,666
Loss for the year	-	-	-	(275,752)	-	(275,752)
Other comprehensive loss for the year	-	-	-	-	(138)	(138)
Total comprehensive loss for the year	-	-	-	(275,752)	(138)	(275,890)
Contribution made during the year (note 17)	-	120,245	-	-	-	120,245
Balance at 31 December 2025	**2,727,988**	**120,245**	**37,468**	**(2,413,350)**	**(1,330)**	**471,021**

The attached notes 1 to 28 form part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the year ended 31 December 2025

	Notes	***2025*** ***AED'000***	*2024* *AED'000*
OPERATING ACTIVITIES			
Loss before tax		**(314,774)**	(164,644)
Adjustments for:			
Depreciation and amortisation	6 & 7	**23,345**	20,093
Depreciation on right-of-use assets	8	**3,325**	3,318
Provision for employees' end of service benefits	19	**2,621**	3,850
Impairment of asset held for sale	15	**-**	10,000
Loss on disposal of asset held for sale	15	**1,547**	-
Change in fair value of investment carried at fair value through profit or loss	10.1	**2,181**	853
Loss (gain) on disposal of furniture, fixtures and office equipment	3.2	**140**	(88)
Reversal of payable to customers balances	3.2	-	(72,915)
Loss on settlement of client margin accounts	13	-	45,856
Intangibles written off	7	**2,250**	44,977
Gain on settlement of borrowings	23	**(151,783)**	**-**
Write back of related party payable balance	3.2	**(5,208)**	-
Allowance for expected credit losses	25.2.5	**583,536**	122,818
Net finance cost (income)	4	**1,437**	(13,362)
		148,617	756
Working capital adjustments:			
Client margin accounts		**(58,997)**	40,935
Prepayments and other receivables		**(9,159)**	3,037
Amounts due from related parties		**(5,871)**	(26,819)
Margin deposits		**(12,872)**	(10,934)
Accounts payable and accruals		**(7,833)**	5,550
Payable to customers		**16,448**	(189,868)
Payable to brokers		**(294)**	319
Amounts due to related parties		**(7,278)**	(252)
Cash generated from (used in) operations		**62,761**	(177,276)
Employees' end of service benefits paid	19	**(5,870)**	(1,269)
Finance costs paid		**(29,426)**	(29,743)
Finance income received		**8,423**	26,324
Net cash flows generated from (used in) operating activities		**35,888**	(181,964)
INVESTING ACTIVITIES			
Proceeds from disposal of furniture, fixture and office equipment	6	-	88
Proceeds from disposal of asset held for sale	15	**28,453**	-
Purchase of furniture, fixtures and office equipment	6	**(1,306)**	(7,277)
Purchase of intangible assets	7	**(15,802)**	(24,141)
(Decrease) increase in clients' deposits		**(4,577)**	166,329
Purchase of investments carried at fair value through profit or loss	10.1	**(2,592)**	(18,362)
Proceeds form sale of investments carried at fair value through profit or loss	10.1	**1,226**	-
Decrease in bank deposits		**111,049**	30,640
Net cash flows generated from investing activities		**116,451**	147,277

CONSOLIDATED STATEMENT OF CASH FLOWS continued
For the year ended 31 December 2025

	Notes	***2025 AED'000***	*2024 AED'000*
FINANCING ACTIVITIES			
Borrowings repaid during the year	23	**(120,245)**	-
Shareholder's contribution received	17	**120,245**	-
Payment of lease liabilities	8	**(4,074)**	(4,736)
Net cash flows used in financing activities		**(4,074)**	(4,736)
Exchange differences on translation of net investment in foreign subsidiaries		**(138)**	(9,177)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**148,127**	(48,600)
Cash and cash equivalents at 1 January		**59,351**	107,951
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	11	**207,478**	59,351

Significant non-cash transactions excluded from the consolidated statement of cash flows are as follows:

	Notes	***2025 AED'000***	*2024 AED'000*
Settlement of client margin account	13	**-**	109,325
Investment in financial assets acquired through settlement agreement	13	**-**	63,469
Employees' end of service benefits transferred	19	**-**	21

The attached notes 1 to 28 form part of these consolidated financial statements.

1 ACTIVITIES

ADS Securities - L.L.C - S.P.C (the "Company") is registered in the Emirate of Abu Dhabi as a limited liability company in accordance with the UAE Commercial Companies Law No. 8 of 1984 (as amended).

The Company was licensed by the Central Bank of the United Arab Emirates in accordance with Union Law No. 10 of 1980 concerning the Central Bank, the Monetary System and Organization of Banking, and the Central Bank Board of Directors' resolution no. 164/8/94, issued on 18/4/1995, regarding "Regulations for Financial Investment Companies and Banking, Financial and Investment Consultation Establishments or Companies" to conduct financial investment business, brokerage in dealing in currencies and intermediating in money market transactions business. During the year ended 31 December 2023, the license from the Central Bank of United Arab Emirates was cancelled.

Effective from September 2021, the Company obtained a license from the Securities and Commodities Authority of the United Arab Emirates in accordance with the Federal Law No. 4 of 2000 concerning the Emirates Securities and Commodities Authority and Market and based on the powers granted to the Board of Directors of the authority, to conduct brokerage trading of OTC derivatives and currencies in the spot market (Forex).

On 2 July 2024, Mahmood Ebraheem AlMahmood assigned and transferred his shareholding in the Company to ADS Holding L.L.C S.P.C ("Parent Company") which is ultimately owned by Abu Dhabi Developmental Holding Company PJSC ("ADQ") being Ultimate Parent of the Company, and accordingly the Company became a limited liability company-sole proprietorship.

The principal activities of the Group include the provisioning of currency and monetary brokerage services, financial investment consultancy and private money investment, leveraged foreign exchange, securities trading and futures contracts trading and provide IT solutions for brokerage entities.

The registered address of the Company is P. O. Box 93894, Abu Dhabi, United Arab Emirates.

The consolidated financial statements of the Group for the year ended 31 December 2025 were authorised for issue by the Board of Directors on 25 March 2026.

2.1 FUNDAMENTAL ACCOUNTING CONCEPT

The Group reported a loss of AED 275,752 thousand for the year ended 31 December 2025 (31 December 2024: AED 164,644 thousand), and as of that date, its accumulated losses of AED 2,413,350 thousand (31 December 2024: AED 2,137,598 thousand) exceeded 50% of its share capital. These factors indicate the existence of a material uncertainty which may cast a significant doubt on the Group's ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Group's consolidated financial statements have been prepared on a going concern basis, as the directors have made an assessment of the Group's ability to continue as a going concern and have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and have no reason to believe that the business will not be a going concern for a period of 12 months from the date of this report.

The shareholder has also agreed to provide the Group with adequate financial support to enable it to meet its financial commitments for the foreseeable future. Further, the shareholder has resolved not to dissolve the Company, as provided for by the UAE Federal Law No. (32) of 2021 (as amended).

2.2 BASIS OF PREPARATION

Statement of compliance
The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") and applicable requirements of the UAE Federal Law No. (32) of 2021, as amended. The consolidated financial statements have been presented in United Arab Emirates Dirhams ("AED"), which is the functional currency of the Company and the presentational currency of the Group. All values are rounded to the nearest thousand (AED '000) except when otherwise indicated.

The consolidated financial statements are prepared under the historical cost convention, except for equity investments which have been measured at revalued amount (fair value).

Basis of consolidation
The consolidated financial statements incorporate the financial statements of the Company and the following subsidiaries (together referred to as the "Group") as at 31 December 2025.

	Principal activity	*Country of incorporation*	*Percentage of holding* ***2025 %***	*2024 %*
ADS Securities Hong Kong Ltd.* (Subsidiary of Chandragupta Worldwide Limited)	Foreign exchange trading	Hong Kong	**-**	100
Chandragupta Worldwide Limited	Holding Company	British Virgin Islands	**100**	100
ADS Technology Solution UK Limited	IT services	United Kingdom	**100**	100
ADS Securities Cayman Limited	Foreign exchange trading	Cayman Islands	**100**	100
ADS Securities Funding Limited***	Special purpose vehicle	Cayman Islands	**100**	100
ETS Limited***	Special purpose vehicle	Cayman Islands	**100**	100
Zahidi Holdings Ltd**	Special purpose vehicle	UAE	**-**	100
Hajar Holdings Ltd***	Special purpose vehicle	UAE	**100**	100
Keibal Investment Ltd**	Special purpose vehicle	UAE	**-**	100
Khadrawi Global Holding Ltd**	Special purpose vehicle	UAE	**-**	100
Msalli Global Holding Ltd**	Special purpose vehicle	UAE	**-**	100
Sufri Holding Ltd**	Special purpose vehicle	UAE	**-**	100

* On 26 September 2025, the liquidation of ADS Securities Hong Kong Ltd was completed. The carrying value of the net assets disposed of at the liquidation date amounted to AED nil. Upon liquidation, the foreign exchange translation reserve relating to ADS Securities Hong Kong Ltd. of AED 824 thousand was released to the consolidated statement of income (31 December 2024: the liquidation of ADS Securities Singapore Pte Ltd was completed. The carrying value of the net assets disposed of at the liquidation date amounted to AED nil. Upon liquidation, the foreign exchange translation reserve relating to ADS Securities Singapore Pte Ltd of AED 9,532 thousand was released to the consolidated statement of income.)

** During the year, the Group liquidated these subsidiaries. These were dormant with no operations. Hence, no gain or loss was recorded by the group upon liquidation of these subsidiaries.

*** Dormant subsidiary with no operations during the year.

The financial statements of the subsidiaries are prepared for the same reporting year as the Company, using consistent accounting policies. All intra-group balances, income and expenses, unrealised gains and losses and dividends resulting from intra-group transactions are eliminated in full.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The Group exercises control over all of the subsidiaries listed above.

2.2 BASIS OF PREPARATION continued

Basis of consolidation continued
Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

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

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

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

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interests;
- Derecognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

New standards, interpretations and amendments adopted by the Group
The Group adopted the following new standards and amendments effective as of 1 January 2025. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

- Lack of exchangeability - Amendments to IAS 21

These amendments had no significant impact on the consolidated financial statements of the Group. The Group intends to use the practical expedients in future periods if they become applicable.

International tax reform - pillar two model rules
The Ministry of Finance issued Cabinet Decision No. (142) of 2024 (the Cabinet Decision) applicable on financial years starting on or after January 1, 2025, to implement the Domestic Minimum Top-up Tax ("DMTT") in line with the "Pillar Two Anti Global Base Erosion Rules" published by the Organisation for Economic Co-operation and Development ("OECD") / G20 Inclusive Framework to address the tax challenges arising from the digitalisation of the global economy.

The Group is not in scope of the Cabinet Decision as despite of operating in multiple jurisdictions, its annual consolidated revenue does not exceed the prescribed threshold of EUR 750 million in any of the four fiscal years immediately preceding financial year 2025.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION

Revenue from contracts with customers
Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The Group recognises revenue from contracts with customers based on a five-step model as set out in IFRS 15:

Step 1 Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2 Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3 Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4 Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5 Recognise revenue when (or as) the Group satisfies a performance obligation.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Revenue from contracts with customers continued
The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

a) The Group's performance does not create an asset with an alternate use to the Group and the Group has as an enforceable right to payment for performance completed to date.
b) The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
c) The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

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

When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract-based asset 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 the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent.

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Commission trading and mark-up income
Commission income represents the invoiced value of brokerage services provided by the Group during the year and is calculated on a trade by trade basis. Trading and mark-up income represent the foreign exchange spread earned on deals entered into between the Group and its customers and the deals entered into between the Group and its prime brokers. Commission, trading and mark-up income is recognised at the point in time usually on the performance of the service.

Foreign exchange income
Foreign exchange income represents income earned due to fluctuation in exchange rates of foreign currencies held and traded during the year. Foreign exchange income is recognised at a point in time when earned.

Interest income and expense
Interest income or expense is recognised as the interest accrues using the effective interest method, under which the rate used discounts exactly to the estimated future cash receipts or payments through the expected life of the financial asset or liability to the net carrying amount of the financial asset or liability.

Other income
Other income represents the recharges made to the related parties for support services provided. Other income is recognised on accrual basis as the services are rendered over the period of time.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Current versus non-current classification
The Group presents assets and liabilities in consolidated statement of financial position based on current / non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Group classifies all other assets as non-current. 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
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Furniture, fixtures and office equipment
Furniture, fixtures and office equipment are stated at cost less accumulated depreciation and impairment in value.

Depreciation is calculated on straight line basis on the estimated useful lives of assets as follows:

Vehicles	5 years
Leasehold improvements	4 years
Furniture and fixtures	1-5 years
Office computers and equipment	1-20 years

The carrying values of furniture, fixtures and office equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying value exceeds the estimated recoverable amount, the assets are written down to their recoverable amount being the higher of their fair value less costs to sell and value in use.

Expenditure incurred to replace a component of an item of furniture, fixtures and office equipment that is accounted for separately is capitalised and the carrying amount of the component that is replaced is written off. Other subsequent expenditure is capitalised only when it increases future economic benefits of the related item of furniture, fixtures and office equipment. All other expenditure is recognised in the consolidated statement of income as the expense is incurred.

The assets' residual values, useful lives and methods of depreciation are reviewed, and adjusted if appropriate, at each financial year end.

An item of furniture, fixtures and office equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of income in the year the asset is derecognised.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is indication that the intangible asset maybe impaired. The amortisation year and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting year.

Amortization is calculated on straight line basis on the estimated useful lives of assets as follows:

Software	5-10 years

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of income when the asset is derecognised.

Impairment of non-financial assets
The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the recoverable amount which is the higher of asset's fair value less cost to sell and its value in use. Where the carrying value is greater than its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Any such impairment is charged to the Group’s consolidated statement of income.

Business combinations and goodwill
Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 *Financial Instruments*, is measured at fair value with changes in fair value recognised either in profit or loss or as a change to OCI. If the contingent consideration is not within the scope of IFRS 9 *Financial Instruments*, it is measured in accordance with the appropriate IFRS. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in consolidated statement of income.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Business combinations and goodwill continued
After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, are accounted for under the pooling of interest method. The pooling of interest method involves the following:

- the assets and liabilities of the combining entities are reflected at their carrying amounts;
- no 'new' goodwill is recognised as a result of the combination; and
- the consolidated statement of income reflects the results of the combining entities.

The Group do not restate periods prior to combination under the common control.

Discontinued operations and non-current assets held for sale
The Group classifies non-current assets and subsidiaries as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and subsidiaries classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (Disposal group), excluding finance costs and income tax expenses.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment, intangible assets and investment in properties are not depreciated or amortised once classified as held for sale.

Asset and liabilities classified as held for sale are presented separately as current items in the consolidated statement of financial position.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations;
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Discounted operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of income.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Income tax expense
The tax expense for the period comprises current and deferred tax. Tax is recognized in the consolidated statement of comprehensive income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognised on all temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, with the following exceptions:

- Where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss;

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and

- Deferred tax assets are recognised only to the extent that it is probable that a taxable profit will be available against which the deductible temporary differences and carried forward tax credits or tax losses 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 assets to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the asset is realised or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the reporting date.

Current and deferred tax is charged or credited directly to other comprehensive income or equity if it relates to items that are credited or charged to, respectively, other comprehensive income or equity. Otherwise, income tax is recognised in the consolidated statement of comprehensive income.

Financial instruments
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets
Initial recognition and measurement
Financial assets are classified, at initial recognition as financial assets at fair value through profit or loss, fair value through OCI or amortised cost. All financial assets are recognised initially at fair value plus in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The Group’s financial assets comprise client margin accounts, investment in financial assets, amounts due from related parties, margin deposits, other receivables and bank balances.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Financial instruments continued

Financial assets continued
Initial recognition and measurement continued
The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognised on the trade date, which is the date that the Group commits to purchase or sell the asset.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

a) Financial assets at amortised cost;
b) Financial assets at fair value through OCI with recycling of cumulative gains and losses;
c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
d) Financial assets at fair value through profit or loss.

Financial assets at amortised cost
This category is the most relevant to the Group. The Group measures financial assets at amortised cost if both of the following conditions are met:

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

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in the consolidated statement of income when the asset is derecognised, modified or impaired.

The Group's financial assets which are classified at amortised cost include investment carried at amortized cost, client margin accounts, amounts due from related parties, margin deposits, other receivables and bank balances.

Financial assets at fair value through OCI
The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Financial instruments continued

Financial assets continued
Financial assets at fair value through OCI continued
For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to consolidated profit or loss.

The Group does not have any debt instruments at fair value through OCI.

Financial assets designated at fair value through OCI (equity instruments)
Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under *IAS 32 Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by- instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the consolidated statement of income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group does not have any equity investments under this category.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value.

Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments.

Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of income.

The Group has certain investments in financial assets classified under this category.

Derecognition
The Group derecognises a financial asset only when:

- the contractual rights to the cash flows from the asset expire; or
- it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Financial instruments continued

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include accounts payable, amounts due to related parties, payable to customers, payable to brokers, lease liabilities and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification. The category of financial liabilities most relevant to the Group is loans and borrowings.

Financial liabilities at fair value through profit or loss

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

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

Loans and borrowings

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

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

Derecognition

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

Offsetting of financial instruments

Financial assets and financial liabilities are only offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to set off the recognised amounts and the Group intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

Impairment of financial assets

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

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

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

For client margin accounts, amounts due from related parties, margin deposits, other receivables and bank balances, the Group applies a general approach in calculating ECLs.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Cash and cash equivalents
For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of bank and short-term deposits with an original maturity of three months or less.

Margin deposits
Margin deposits consist of deposit accounts with several banks and prime brokers that serve as collateral against trading transactions conducted with prime brokers and banks.

Provisions
Provisions are recorded when the Group has an obligation (legal or constructive) arising from a past event, and costs to settle an obligation are both probable and able to be reliably measured.

Employees' end of service benefits
The Group provides end of service benefits to its expatriate employees. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of a minimum service year. The expected costs of these benefits are accrued over the year of employment.

With respect to its UAE national employees, the Group makes contributions to the relevant government pension scheme calculated as a percentage of the employees' salaries. The Group's obligations are limited to these contributions, which are expensed when due.

Foreign currencies
Transactions and balances
Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities in foreign currencies are translated into AED at rates of exchange prevailing at the financial position date. Any gains and losses are taken to the consolidated statement of income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

Foreign currencies continued
Group companies
On consolidation, the assets and liabilities of foreign operations are translated into UAE Dirhams at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at average rates. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

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.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term of 3-7 years.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to impairment of non-financial assets section for further details.

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease 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 the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date where the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (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 office equipment that are considered to be low value (i.e., below USD 5,000, when new). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.4 MATERIAL ACCOUNTING POLICY INFORMATION continued

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

Fair value measurement
The Group measures financial instruments, at fair value at each financial position date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

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

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

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

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

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

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

For investments quoted in an active market, fair value is determined by reference to quoted market prices. Bid prices are used for assets and ask prices are used for liabilities. A reasonable estimate of the fair value is determined by reference to the price of recent market transactions involving such investments, current market value of instruments which are substantially the same, or is based on the expected discounted cash flows.

2.5 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosures of contingent liabilities, at the consolidated statement of financial position date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future. It also requires management to exercise its judgment in the process of applying the Group's accounting policies.

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

Recognition of deferred tax assets on tax losses carried forward
The recognition of deferred tax assets in respect of tax losses carried forward requires significant judgment. Deferred tax assets are recognized for unused tax losses to the extent that it is probable that future taxable profits will be available against which the losses can be utilized. Determining whether sufficient future taxable profits will be generated involves significant management judgment and estimation.

In assessing the recoverability of deferred tax assets, management considers:
- Forecast taxable profits based on approved business plans and budgets;
- The expected timing of reversal of existing taxable temporary differences;
- The expiry profile of tax losses carried forward;
- Historical operating results and trends; and
- The availability of feasible tax planning strategies.

The Group has incurred tax losses in prior periods and current year. Based on approved forecasts, management expects that the Group will generate sufficient taxable profits within the relevant carry-forward period to utilize the recognized tax losses. These forecasts incorporate assumptions regarding revenue growth, operating margins, and market conditions, which are inherently subject to uncertainty.

Where the Group has a recent history of losses, deferred tax assets are recognized only to the extent that there is convincing evidence that sufficient taxable profits will be available in the future. Changes in assumptions about future profitability, or failure to achieve forecast results, could result in the need to reduce the carrying amount of deferred tax assets in future periods, which could have a material impact on consolidated statement of income.

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 assets is transferred to the customer or benefits of the services being provided is received and consumed by the customer.

Determining the lease term of contracts with renewal and termination options – Group as a lessee
The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew or to terminate (e.g., a change in business strategy).

2.5 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS continued

Estimates and assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Useful lives of furniture, fixtures and office equipment and intangible assets
The Group's management determines the estimated useful lives of its furniture, fixtures and office equipment and intangible assets for calculating depreciation and amortisation respectively. This estimate is determined after considering the expected usage of the asset or physical wear and tear. Management reviews the residual value and useful lives annually and the future depreciation and amortisation charge would be adjusted where management believes that the useful lives differ from previous estimates.

Impairment assessment of furniture, fixtures and office equipment, right-of-use assets and intangible assets
Furniture, fixtures and office equipment, right-of-use assets and intangible assets are assessed for impairment based on assessment of cash flows on individual cash generating units when there is an indication of impairment. Intangible assets that are under development are assessed for impairment annually irrespective of any indication of the impairment.

In assessing whether there is any indication that the completed assets at the end of the reporting period may be impaired, the Group considered the following:

- Changes in the technological, market, economic or legal environment in which the Group operates that had or would have an adverse effect on the Group;
- Physical damage of the assets under construction;
- Plans to discontinue or restructure the operation to which the assets under construction belong; and
- Evidence from internal reporting that indicates a significant decline in budgeted net cash flows flowing from the asset.

Budgeted net cash flows are determined based on estimations over the useful life of the assets and discounted using a range of discount rates on such cash generating units. Management is satisfied that there are no impairment indications with respect to its furniture, fixtures and office equipment, right-of-use assets and intangible assets.

Impairment of client margin accounts, accrued interest and fee income, other receivables, amounts due from related parties and margin deposits
The measurement of impairment losses under IFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

2.5 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS continued

Estimates and assumptions continued
Impairment of client margin accounts, accrued interest and fee income, other receivables, amounts due from related parties and margin deposits continued
The Group's ECL calculations are outputs of models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- The Group's internal credit grading model, which assigns PDs to the individual grades;
- The Group's criteria for assessing if there has been a significant increase in credit risk;
- The segmentation of financial assets when their ECL is assessed on a collective basis;
- Development of ECL models, including the various formulas and the choice of inputs;
- Determination of associations between macroeconomic scenarios and, economic inputs, such as unemployment levels and collateral values, and the effect on PDs, EADs and LGDs; and
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.

An estimate of the collectible amount of client margin accounts and other receivables is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis.

At the reporting date, gross client margin accounts, accrued interest and fee income, other receivables, amounts due from related parties, margin deposits and investment carried at amortized cost were AED 2,970,568 thousand (2024: AED 3,004,817 thousand) and there was allowance for expected credit losses amounting to AED 2,578,029 thousand (2024: AED 2,145,725 thousand). Any difference between the amounts actually collected in future periods and the amounts expected to be received will be recognised in the consolidated statement of income.

Leases - estimating the incremental borrowing rate
The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available.

2.6 FUTURE CHANGES IN ACCOUNTING POLICIES – STANDARDS ISSUED BUT NOT YET EFFECTIVE

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's consolidated financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- Amendments to *IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments* (effective from 1 January 2026);

- Annual Improvements to IFRS Accounting Standards — Volume 11. (effective from 1 January 2026). The pronouncement comprises the following amendments:
  - IFRS 1: Hedge accounting by a first-time adopter;
  - IFRS 7: Gain or loss on derecognition;
  - IFRS 7: Disclosure of deferred difference between fair value and transaction price;
  - IFRS 7: Introduction and credit risk disclosures;
  - IFRS 9: Lessee derecognition of lease liabilities;
  - IFRS 9: Transaction price;
  - IFRS 10: Determination of a 'de facto agent'; and
  - IAS 7: Cost method;

- Amendments to *IFRS 9 and IFRS 7 – Power Purchase Agreements* (effective from 1 January 2026);

- *IFRS 18 Presentation and Disclosures in Financial Statements* (effective from 1 January 2027);

- *IFRS 19 Subsidiaries without Public Accountability: Disclosures* (effective from 1 January 2027);

- Amendments to *IFRS 10 and IAS 28 regarding Sale or Contribution of Assets between an investor and its associate or joint venture* (effective date not yet decided);

- *IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information* (effective date not yet decided); and

- *IFRS S2 Climate-related Disclosures* (effective date not yet decided).

Except for IFRS 18, the Group does not expect that the adoption of these new and amended standards and interpretations will have a material impact on its consolidated financial statements. With respect to IFRS 18, the Group is currently in the process of assessing the possible impact on its consolidated financial statements.

3 NET COMMISSION, TRADING AND MARK-UP INCOME

	2025 ***AED'000***	*2024* *AED'000*
Commission, trading and mark-up income	**338,593**	355,936
Miscellaneous expense	**(3,830)**	(3,133)
Commission expense and brokers fees	**(18,391)**	(42,766)
	316,372	310,037

3.1 Timing of revenue recognition

	2025 ***AED'000***	*2024* *AED'000*
Revenue recognised at point in time	**338,593**	355,936
Geographical locations		
Europe	**13,010**	14,237
MENA	**324,350**	338,140
Asia	**1,233**	3,559
	338,593	355,936

Performance obligations

Commission income

Commission income represents the invoiced value of brokerage services provided by the Group during the year and is calculated on a trade-by-trade basis.

Trading and mark-up income

Trading and mark-up income represents the foreign exchange spread earned on deals entered into between the Group and its customers and the deals entered into between the Group and its prime brokers.

The Group has only one performance obligation to provide foreign exchange to the customers and recognise revenue at the point in time usually on the performance of the service.

3.2 Other income

	2025 ***AED'000***	*2024* *AED'000*
IT related services income (note 21)	**325**	425
(Loss) gain on disposal of furniture, fixtures and office equipment	**(140)**	88
Reversal of payable to customers balances (note 20)	**-**	72,915
Write back of related party payable balance (note 21)	**5,208**	-
Net foreign exchange difference	**(4,248)**	69
Others	**2,302**	522
	3,447	74,019

4 NET FINANCE (COST) INCOME

	2025 ***AED'000***	*2024* *AED'000*
Finance income:		
Interest income	**28,086**	31,319
Interest income from investments carried at amortised cost	**4,619**	15,380
Interest income on bank balances and short-term deposits	**8,423**	13,007
	41,128	59,706
Finance costs:		
Interest on borrowings	**(28,086)**	(31,319)
Bank fees and charges	**(13,419)**	(13,745)
Interest on lease liabilities (note 8)	**(1,060)**	(1,280)
	(42,565)	(46,344)
Net finance (cost) income	**(1,437)**	13,362

5 ADMINISTRATIVE EXPENSES

	2025 ***AED'000***	*2024* *AED'000*
Employee related costs	**103,298**	134,345
IT related costs	**66,316**	72,319
Advertising expenses	**34,326**	38,029
Legal and professional fees	**11,651**	10,314
Consultancy fees	**6,789**	15,633
Expenses charged by a related party (note 21)	**4,794**	3,678
Travel expenses	**607**	1,240
Rental expenses	**949**	345
Miscellaneous expenses	**7,378**	14,782
	236,108	290,685

6 FURNITURE, FIXTURES AND OFFICE EQUIPMENT

	Vehicles AED'000	*Leasehold improvements AED'000*	*Furniture and fixtures AED'000*	*Office computers and equipment AED'000*	*Capital work in progress AED'000*	*Total AED'000*
2025						
Cost:						
At 1 January 2025	1,034	53	7,083	6,924	-	15,094
Additions	-	-	-	1,306	-	1,306
Disposals	-	-	-	(321)	-	(321)
Exchange differences	-	-	3	7	-	10
At 31 December 2025	**1,034**	**53**	**7,086**	**7,916**	**-**	**16,089**
Depreciation:						
At 1 January 2025	624	53	2,171	3,478	-	6,326
Charge for the year	90	-	1,452	1,630	-	3,172
Disposals	-	-	-	(181)	-	(181)
Exchange differences	-	-	3	8	-	11
At 31 December 2025	**714**	**53**	**3,626**	**4,935**	**-**	**9,328**
Net book value:						
At 31 December 2025	**320**	**-**	**3,460**	**2,981**	**-**	**6,761**
2024						
Cost:						
At 1 January 2024	1,503	53	1,352	4,234	1,606	8,748
Additions	450	-	4,129	2,698	-	7,277
Transfers	-	-	1,606	-	(1,606)	-
Disposals	(919)	-	-	-	-	(919)
Exchange differences	-	-	(4)	(8)	-	(12)
At 31 December 2024	1,034	53	7,083	6,924	-	15,094
Depreciation:						
At 1 January 2024	1,503	53	1,316	1,923	-	4,795
Charge for the year	40	-	859	1,564	-	2,463
Disposals	(919)	-	-	-	-	(919)
Exchange differences	-	-	(4)	(9)	-	(13)
At 31 December 2024	624	53	2,171	3,478	-	6,326
Net book value:						
At 31 December 2024	410	-	4,912	3,446	-	8,768

During the year, the Group disposed assets with net book value amounting to AED 140 thousand (31 December 2024: AED nil) for AED nil thousand (31 December 2024: AED 88 thousand).

7 INTANGIBLE ASSETS

	Software AED'000	*Software under development AED'000*	*Total AED'000*
2025			
Cost:			
At 1 January 2025	191,334	-	191,334
Additions	14,803	999	15,802
Write off	(2,250)	-	(2,250)
At 31 December 2025	**203,887**	**999**	**204,886**
Amortisation:			
At 1 January 2025	29,412	-	29,412
Amortisation for the year	20,173	-	20,173
At 31 December 2025	**49,585**	**-**	**49,585**
Net book value:			
At 31 December 2025	**154,302**	**999**	**155,301**
2024			
Cost:			
At 1 January 2024	167,387	44,783	212,170
Additions during the year	23,947	194	24,141
Write off	-	(44,977)	(44,977)
At 31 December 2024	191,334	-	191,334
Amortisation:			
At 1 January 2024	11,782	-	11,782
Amortisation for the year	17,630	-	17,630
At 31 December 2024	29,412	-	29,412
Net book value:			
At 31 December 2024	161,922	-	161,922

8 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

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

Right-of-use assets:	***2025 AED '000***	*2024 AED '000*
At 1 January	**17,834**	19,234
Lease termination	**-**	(1,291)
Exchange difference	**308**	(109)
31 December	**18,142**	17,834
Depreciation:		
At 1 January	**5,492**	3,527
Charge for the year	**3,325**	3,318
Lease termination	**-**	(1,291)
Exchange difference	**193**	(62)
At 31 December	**9,010**	5,492
Net carrying amount:		
At 31 December	**9,132**	12,342

Leases mainly comprise of office space leased from Dubai World Trade Centre for a period of 7 years (with renewable option of 10 years).

Lease liabilities:

	2025 AED '000	*2024 AED '000*
At 1 January	**13,725**	17,230
Interest expense (note 4)	**1,060**	1,280
Payments	**(4,074)**	(4,736)
Exchange difference	**101**	(49)
At 31 December	**10,812**	13,725

Analysed in the consolidated statement of financial position is as follows:

	2025 AED '000	*2024 AED '000*
Current	**2,511**	3,326
Non-current	**8,301**	10,399
	10,812	13,725

8 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES continued

The following are the amounts recognised in consolidated statement of comprehensive income:

	2025 ***AED '000***	*2024* *AED '000*
Depreciation expense of right-of-use assets (note 8)	**3,325**	3,318
Interest expense on lease liabilities (note 4)	**1,060**	1,280
Total amount recognised in the consolidated statement of comprehensive income	**4,385**	4,598

9 GOODWILL

On 30 April 2013, the Group through its subsidiary Chandragupta Worldwide Limited acquired 100% of the voting shares of ADS Securities Hong Kong Limited, a limited liability company incorporated in Hong Kong and engaged in the conduct of regulated activities in leveraged foreign exchange trading. This acquisition was accounted for in accordance with *International Financial Reporting Standard 3 - "Business Combinations*". The consideration paid by the Group amounted to AED 31,840 thousand, and the excess of the consideration over the fair value of the net identifiable assets of ADS Securities Hong Kong Limited, which amounted to AED 23,880 thousand was recognised as goodwill in the consolidated statement of financial position.

During the year ended 31 December 2020, the Group performed its annual impairment test of goodwill. The recoverable amount for impairment testing has been determined based on fair value, less costs of disposal, with reference to the net asset value of the ADS Securities Hong Kong Limited. As a result of the analysis, management identified and recognised an impairment of AED 23,880 thousand.

On 26 September 2025, the liquidation of ADS Securities Hong Kong Ltd was completed. The carrying value of the net assets disposed of at the liquidation date amounted to AED nil. As a result, the entire amount of related goodwill has been written off against the provision.

10 INVESTMENTS IN FINANCIAL ASSETS

	31 December 2025 ***AED '000***	*31 December 2024* *AED '000*
Investment carried at fair value through profit or loss (note 10.1)	**16,694**	17,509
Investment carried at amortised cost (note 10.2)	**53,563**	53,563
	70,257	71,072
Geographic concentration of investments is as follows:		
Inside UAE	**1,366**	-
Outside UAE	**68,891**	71,072
	70,257	71,072

10.1 Investments carried at fair value through profit or loss

	31 December 2025 AED '000	*31 December 2024 AED '000*
Quoted equity instruments	**1,366**	-
Unquoted equity instruments	**15,328**	17,509
	16,694	17,509

The investments are recorded at fair value using valuation techniques disclosed in note 26. Movement in investments in financial assets carried at fair value through profit or loss is as follows:

	31 December 2025 AED '000	*31 December 2024 AED '000*
At 1 January	**17,509**	-
Additions during the year	**2,592**	18,362
Disposal during the year	**(1,226)**	-
Change in fair value	**(2,181)**	(853)
At 31 December	**16,694**	17,509

10.2 Investments carried at amortised cost

	31 December 2025 AED '000	*31 December 2024 AED '000*
Unquoted debt instruments	**53,563**	53,563

Movement in investment in financial assets carried at amortised cost is as follows:

	31 December 2025 AED '000	*31 December 2024 AED '000*
At 1 January	**53,563**	-
Acquired on part of settlement agreement during the year (note 13)	-	63,469
Allowance for expected credit losses (note 25.2.5)	**-**	(9,906)
At 31 December	**53,563**	53,563

During the year ended 31 December 2025, the Group recorded impairment loss of AED nil (31 December 2024: AED 9,906 thousand) to reflect the expected credit losses on its financial assets carried at amortised cost.

11 BANK BALANCES AND CASH

	2025 ***AED'000***	*2024* *AED'000*
Cash on hand	**354**	367
Cash at bank:		
Company's bank accounts for clients' deposits*	**220,760**	216,183
Current accounts	**150,206**	58,984
Short term deposits	**86,918**	141,049
Bank balances and cash	**458,238**	416,583
(Less): Company's bank accounts for clients' deposits*	**(220,760)**	(216,183)
(Less): Short term deposits with original maturity of greater than 3 months**	**(30,000)**	(141,049)
Cash and cash equivalents	**207,478**	59,351

*In accordance with the regulations issued by the Emirates Securities and Commodities Authority ("ESCA") the Company maintains separate bank accounts for advances received from its customers ("clients' deposits"). The clients' deposits are not available to the Company other than to settle transactions executed on behalf of the customers. Although the use of the clients' deposits by the Company is restricted, they have been presented on statement of financial position as notified by ESCA.

**Short term deposits carry interest rates of 3.69% to 5.00% (2024: 4.35% to 5.28%) per annum. The Group has determined the expected credit loss on bank balances to be insignificant considering that the counterparty banks are investment grade category and has a low Probability of Default and Loss Given Default.

12 MARGIN DEPOSITS

	2025 ***AED '000***	*2024* *AED '000*
Margin deposits	**144,991**	132,119
Allowance for expected credit losses (note 25.2.5)	**(15,699)**	(15,699)
	129,292	116,420

The Group maintains margin deposit accounts that serve as collateral against trading transactions conducted with prime brokers and banks. They are based on a minimum agreed fixed and variable amount that depend on the volume of transactions. The balance held as margin also varies depending on the market, specific instruments, currencies traded, volume traded and the notional value of transactions that are conducted.

The margin accounts are not available for use in the Group's day-to-day operations and can be withdrawn with the approval of the prime broker or bank in less than one year.

During the year ended 31 December 2025, the Group recorded impairment loss of AED nil (31 December 2024: AED 15,699 thousand) to reflect the expected credit losses on margin deposits.

13 CLIENT MARGIN ACCOUNTS

Client margin accounts represent the margin facility provided by the Group to its customers. This mainly includes an amount of AED 122,018 thousand (2024: AED 442,941 thousand) net receivable from one customer.

During the year, the Group entered into a revised settlement agreement with the customer dated 12 March 2025 under which the Group was entitled to repayment of the settlement balance in instalments. However, the customer defaulted on the repayments agreed in the settlement agreement. The Group has classified the related balance as current in its consolidated statement of financial position. During the year, the Group recovered cash amounting to AED 8,120 thousand from sale of investments held as collateral (31 December 2024: the customer made settlements in cash amounting to AED 8,666 thousand, as well as settlements in the form of investments in financial assets amounting to AED 63,469 thousand (note 10.2) against margin accounts amounting to AED 109,325 thousand and as a result, the Group recognized a loss of AED 45,856 thousand on settlement of client margin accounts).

During the year, the Group recorded an allowance for expected credit losses of AED 377,867 thousand (31 December 2024: reversed a provision of AED 55,763 thousand) against this customer. The allowance for expected credit losses against the customer amounted to AED 1,629,388 thousand as of 31 December 2025 (31 December 2024: AED 1,251,521 thousand). This balance is secured against the collateral held by the Group amounting to AED 61,600 thousand (31 December 2024: AED 104,476 thousand) based on most recent valuation performed by management.

	2025 ***AED '000***	*2024* *AED '000*
Client margin accounts	**1,785,027**	1,726,030
Allowance for expected credit losses (note 25.2.5)	**(1,662,955)**	(1,281,753)
	122,072	444,277

The classification of client margin accounts in the consolidated statement of financial position is as follows:

	2025 ***AED '000***	*2024* *AED '000*
Current	**122,072**	444,277

Allowance for expected credit losses
The Group establishes an allowance for impairment that represents its estimate of expected credit losses in respect of client margin accounts which is a product of probability of Default and Loss Given Default on the carrying amount of client margin accounts. Movement in the allowance for expected credit losses of client margin accounts is as follows:

	2025 ***AED '000***	*2024* *AED '000*
At 1 January	**1,281,753**	1,350,702
Allowance / (reversal of allowance) for expected credit losses (note 25.2.5)	**381,202**	(54,591)
Write off	**-**	(14,358)
At 31 December	**1,662,955**	1,281,753

14 PREPAYMENTS AND OTHER RECEIVABLES

	2025 ***AED '000***	*2024* *AED '000*
Accrued interest and fee income*	**553,198**	520,494
Deposits	**4,389**	1,107
Prepayments	**9,884**	10,545
Other receivables*	**358,875**	352,336
	926,346	884,482
Allowance for expected credit losses (note 25.2.5)	**(888,915)**	(681,889)
	37,431	202,593

Allowance for expected credit losses
The Group establishes an allowance for impairment that represents its estimate of expected credit losses in respect of accrued interest and fee income and other receivables which is a product of probability of default and loss given default on the carrying amount of accrued interest and fee income and other receivables. Movement in the allowance for expected credit losses of accrued interest and fee income and other receivables is as follows:

	2025 ***AED '000***	*2024* *AED '000*
At 1 January	**681,889**	532,494
Allowance for expected credit losses (note 25.2.5)	**207,026**	149,395
At 31 December	**888,915**	681,889

15 ASSET HELD FOR SALE

During the year ended 31 December 2023, the Group received an investment property having a fair value amounting to AED 40,000 thousand from one of its customers for the purposes of settlement of AED 36,000 thousand of the client margin account balance. The management planned to sell this property and as such classified it as held for sale. During the year ended 31 December 2024, an impairment charge amounting to AED 10,000 thousand was recorded on the investment property based on the price agreed by the Board to sell the property.

During the year ended 31 December 2025, the Group disposed of the investment property for total sale proceeds of AED 31,000 thousand less cost incurred to dispose of the investment property amounting to AED 2,547 thousand, The transaction resulted in a net loss on disposal of AED 1,547 thousand, which has been recognised in these consolidated financial statements.

16 SHARE CAPITAL

	2025 ***No. of shares***	***2025*** ***AED'000***	*2024* *No. of shares*	*2024* *AED'000*
Ordinary shares issued and fully paid				
At 1 January and 31 December	**2,727,988**	**2,727,988**	2,727,988	2,727,988

17 SHAREHOLDER'S CONTRIBUTION

During the year, the shareholder contributed cash amounting to AED 120,245 thousand. The contribution was made to support the Group's liquidity requirements for repayment of borrowings (note 23). The contribution was recognised directly in equity as a separate equity component, as the amount is non-interest bearing and there is no contractual obligation for repayment.

18 STATUTORY RESERVE

As required by the Federal Law No. (32) of 2021 and the Articles of Association of the Company, 5% of the profit for the year should be transferred to the statutory reserve. The Group may resolve to discontinue such annual transfers when the reserve totals 50% of the issued share capital. The reserve is not available for distribution. During the year, the Company made a transfer to statutory reserve amounting to AED nil (2024: AED nil).

19 EMPLOYEES' END OF SERVICE BENEFITS

The movement in the provision recognised in the consolidated statement of financial position is as follows:

	2025 ***AED '000***	*2024* *AED '000*
At 1 January	**15,976**	13,374
Provided during the year	**2,621**	3,850
Transferred from a related party (note 21)	-	21
Employees' end of service benefits paid	**(5,870)**	(1,269)
At 31 December	**12,727**	15,976

20 ACCOUNTS PAYABLE AND ACCRUALS

	2025 ***AED '000***	*2024* *AED '000*
Trade accounts payable	**6,798**	20,511
Accrued expenses	**39,032**	60,716
Other payables	**9,161**	5,759
	54,991	86,986

Included in accrued expenses is a provision for leave salaries amounting to AED 682 thousand (2024: AED 969 thousand).

Payable to customers represents the amounts deposited by the customers with the Group for trading and portfolio management purposes. During the year ended 31 December 2025, the Group reversed an unreconciled suspense account related to payable to customers balances amounting to AED nil (31 December 2024: AED 71,934 thousand) (note 3.2).

Payable to brokers represents the amount payable to brokers by the Group against customers introduced by them.

21 RELATED PARTY TRANSACTIONS AND BALANCES

Related parties represent associated companies, shareholder, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management.

Significant balances / transactions with related parties are as follows:

i. Consolidated statement of financial position

	Nature of relationship	***2025 AED'000***	*2024 AED'000*
Amounts due from related parties			
ADS Technology Solutions LLC	Sister concern	**-**	151,232
ADS Holding L.L.C – S.P.C	Parent Company	**58,373**	54,541
ADS Investment Solution Limited	Sister concern	**5,985**	3,946
ADS Financial Solutions PJSC	Sister concern	**650**	650
		65,008	210,369
Allowance for expected credit losses (note 25.2.5)		**(554)**	(156,478)
		64,454	53,891

Allowance for expected credit losses
The Group establishes an allowance for impairment that represents its estimate of expected credit losses in respect of amounts due from related parties which is a product of probability of default and loss given default on the carrying amount of amounts due from related parties. Movement in the allowance for expected credit losses of amounts due from related parties is as follows:

	2025 AED '000	*2024 AED '000*
At 1 January	**156,478**	154,069
Written off *	**(151,232)**	-
Reversal of (charge for) allowance for expected credit losses (note 25.2.5)	**(4,692)**	2,409
At 31 December	**554**	156,478

* During the year, ADS Technology Solutions LLC has been liquidated. Accordingly, an amount of AED 151,232 due from this related party amounting has been written off against the provision.

		2025 AED '000	*2024 AED '000*
Amounts due to related parties:			
ADS Holding Hong Kong Limited **	Sister concern	-	5,208
ADS Holding L.L.C – S.P.C	Parent Company	**23,361**	-
ADS Securities London Limited	Sister concern	**-**	30,639
		23,361	35,847

** During the year, ADS Holding Hong Kong Limited has been liquidated. Accordingly, an amount of AED 5,208 due to this related party has been reversed and recorded as other income.

During the year, a related party transferred employees and their related end of service benefits amounting to AED nil (2024: AED 21 thousand).

Payable to customers includes AED nil (2024: AED 1,777 thousand) which is payable to the previous Chairman of the Group.

21 RELATED PARTY TRANSACTIONS AND BALANCES continued

Consolidated statement of income

	Nature of relationship	***2025 AED '000***	*2024 AED '000*
Income:			
IT support charges charged to ADS Technology Solution LLC (note 3.2)	Sister concern	**325**	425
Expenses:			
Expenses charged by ADS Holding L.L.C S.P.C (note 5)	Parent Company	**4,794**	3,678
Goods purchased and services received from other related parties	Common control	**10,237**	-

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	2025 AED '000	*2024 AED '000*
Short-term benefits	**13,175**	13,346
End of service benefits	**406**	731
	13,581	14,077

22 INCOME TAX

Current taxes should be measured at the amount expected to be paid to or recovered from the tax authorities by reference to tax rates and laws that have been enacted or substantively enacted, by the end of the any reporting period. Since the Group is expected to pay tax in accordance with the provision of the UAE CT Law on its operational results with effect from 1 January 2024, current taxes have been accounted for in the consolidated financial statements for the period beginning from 1 January 2024. Considering that the group is in a taxable loss position for the year ended 31 December 2025 (31 December 2024: taxable loss), no tax expense has been recognized in the consolidated financial statements.

Deferred taxes should be measured by reference to the tax rates and laws, as enacted, or substantively enacted, by the end of the reporting period, that are expected to apply in the periods in which the assets and liabilities to which the deferred tax relates are realized or settled. As the UAE CT Law is considered 'substantively enacted' as at 31 December 2023 for the purposes of IAS 12, the Group considered the application of IAS 12 and any requirements for the measurement and recognition of deferred taxes (if any) for the period ended 31st December 2025. The Group has recognized deferred tax asset on unutilized taxable losses in the consolidated financial statements.

	2025 AED'000	*2024 AED'000*
Consolidated statement of income		
Deferred tax benefit	**39,022**	-
Consolidated statement of financial position		
Deferred tax asset	**39,022**	-

Deferred tax asset is related to unutilized taxable losses amounting to AED 433,578 thousand that are available indefinitely for offsetting against future taxable profits of the Company.

22 INCOME TAX continued

The reconciliation of tax expense to accounting profit before tax is as follows:

	2025 ***AED'000***	*2024* *AED'000*
Accounting loss before tax	**(314,774)**	(164,644)
Tax at United Arab Emirates' statutory income tax rate of 9%	**(28,330)**	(14,818)
Adjusted for:		
Non-deductible expenses	**487**	-
Deferred tax asset recognized against previous year tax loss	**(11,179)**	-
Deferred tax asset on loss not recognized	**-**	(14,818)
Tax benefit	**(39,022)**	-

23 BORROWINGS

	2025 ***AED '000***	*2024* *AED '000*
Borrowings at amortised cost		
Fixed rate medium term note issued (note 23.1)	**246,058**	481,832

23.1 In prior years, the Group issued Floating Rate Notes through Oryx S.A carrying interest rate of 3M USD Libor and 1.6% per annum payable quarterly under a Secured Obligation Programme. The Group received the amount through issuance of notes to the noteholders. The Group sold these notes at a discount over the face value of the notes and are repayable at 100% of the face value in 2018.

During the year 2018, the Group replaced the previously issued Floating rate notes with new Fixed rate medium term notes. The new notes were issued through ADS Securities Funding Limited, a subsidiary of the Group, carrying fixed interest rate of 6.5% per annum payable semi-annually. The notes were repayable in 2 tranches amounting to AED 235,774 thousand due on 18 June 2023 and AED 246,058 thousand due on 31 July 2023. The first tranche of the borrowings amounting to AED 235,774 thousand was rolled over to 17 October 2025 during the year ended 31 December 2025. Additionally, the 2nd tranche of the borrowings amounting to AED 246,058 thousand was rolled over from July 2023 to July 2028 during the year ended 31 December 2023.

During the year ended 31 December 2025, the Group settled its borrowings amounting to AED 235,774 thousand which were due in October 2025 and accrued interest on these amounting to AED 36,254 by paying USD 0.51 for every USD 1 of the outstanding amount resulting in a total payment of AED 120,245 thousand. As a result, a gain on settlement of borrowing amounting to AED 151,783 thousand was recorded in the consolidated financial statements.

The Group received the necessary funding from Abu Dhabi Developmental Holding Company PJSC, the ultimate parent, through ADS Holding LLC, the Parent of the Group.

23 BORROWINGS continued

The classification of borrowings in the consolidated statement of financial position is as follows:

	2025 ***AED '000***	*2024* *AED '000*
Current	**-**	235,774
Non-current	**246,058**	246,058
	246,058	481,832

The movement in borrowings are follows:

	2025 ***AED '000***	*2024* *AED '000*
At 1 January	**481,832**	481,832
Repayment made during the year	**(235,774)**	-
At 31 December	**246,058**	481,832

Changes in liabilities arising from financing activities

	1 January *AED'000*	*Cash flows* *AED'000*	*Others* *AED'000*	*31 December* *AED'000*
2025				
Lease liabilities	**13,725**	**(4,074)**	**1,161**	**10,812**
Borrowings	**481,832**	**(120,245)**	**(115,529)**	**246,058**
	495,557	**(124,319)**	**(114,368)**	**256,870**
2024				
Lease liabilities	17,230	(4,736)	1,231	13,725
Borrowings	481,832	-	-	481,832
	499,062	(4,736)	1,231	495,557

24 COMMITMENTS AND CONTINGENCIES

	2025 ***AED '000***	*2024* *AED '000*
Letters of guarantee	**31,000**	21,000

Guarantees mainly comprise of AED 20,000 thousand and AED 10,000 thousand guarantees in favour of Abu Dhabi Stock Exchange and Dubai Financial Market, respectively.

Contingencies
The Group is defendant on certain legal cases amounting to AED 2,119 thousand (2024: AED 4,908 thousand). The outcome of these cases is dependent on occurrence / non-occurrence of uncertain future events. As a result, no provision has been recognised in the Group consolidated financial statements as of 31 December 2025.

25 RISK MANAGEMENT

The Group's principal financial liabilities comprise of borrowings, investment in financial assets, trade accounts payable, lease liabilities, amounts due to related parties, payable to brokers and payable to customers. The Group's principal financial assets include bank balances and cash, margin deposits, client margin accounts, amounts due from related parties, accrued interest and fee income, margin deposits and other receivables.

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Group's continuing profitability and each individual within the Group is accountable for the risk exposures relating to his or her responsibilities.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, price risk, liquidity risk and foreign currency risk. The Board of Directors reviews and agrees policies for managing each of these risks.

25.1 Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future profitability or the fair values of financial instruments.

The Group has obtained borrowings with fixed rates thus is not exposed to any interest rate risks.

25.2 Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Group seeks to limit its credit risk with respect to customers by setting credit limits for individual customers and monitoring outstanding receivables.

With respect to credit risk arising from other financial assets such as bank balances and cash, margin deposits, client margin accounts, the Group seeks to limit its credit risk by dealing only with reputable banks and financial institutions and customers.

Credit risk is limited to the carrying values of financial assets in the consolidated statement of financial position.

25.2.1 Maximum exposure to credit risk

The table below shows the maximum exposure to credit risk for the components of the consolidated statement of financial position.

	Notes	***Gross maximum exposure 2025 AED'000***	*Gross maximum exposure 2024 AED'000*
Current assets			
Bank balances and cash	11	**457,884**	416,216
Margin deposits	12	**144,991**	132,119
Clients margin accounts	13	**1,785,027**	1,726,030
Amount due from related parties	21	**65,008**	210,369
Deposits	14	**4,389**	1,107
Accrued interest and fee income and other receivables	14	**912,073**	872,830
		3,369,372	3,358,671
Non-current assets			
Investments carried at amortized cost	10.2	**63,469**	63,469
Total credit risk exposure		**3,432,841**	3,422,140

25 RISK MANAGEMENT continued

25.2.2 Credit risk concentration

Concentration of risk is managed by customer / counterparty. As of 31 December 2025, the credit exposure against one customer accounted for 14% (2024: 34.22% against one customer) of the total credit risk exposure. The Board of Directors and management have reviewed the exposure as part of their ongoing risk management procedures and as a result, the Group has taken a provision of AED 1,870,070 thousand (2024: AED 1,464,117 thousand) against this customer as at 31 December 2025. The Group has also a package of collateral and guarantees from the customer.

25.2.3 Impairment assessment

The main consideration for the impairment assessment includes whether any payments of amounts due are overdue by more than 90 days or there are any known difficulties in the cash flows of the counterparties, credit rating downgrades, or infringement of the original terms of the contract.

25.2.4 Ageing analysis of past due but not impaired

	Less than 30 days AED '000	*31 -60 days AED '000*	*61 -90 days AED '000*	*More than 90 days AED '000*	*Total AED '000*
2025					
Amounts due from related parties (note 21)	**-**	**-**	**-**	**64,454**	**64,454**
Accrued interest and fee income and other receivables (note 14)	**27,545**	**-**	**-**	**-**	**27,545**
	27,545	**-**	**-**	**64,454**	**91,999**
2024					
Amounts due from related parties (note 21)	-	-	-	53,891	53,891
Accrued interest and fee income and other receivables (note 14)	14,123	-	-	177,926	192,049
	14,123	-	-	177,926	245,940

25.2.5 Allowance for expected credit losses

	At 1 January AED'000	*Additional provisions (reversals) AED'000*	*Write off AED'000*	*At 31 December AED'000*
2025				
Client margin accounts (note 13)	**1,281,753**	**381,202**	**-**	**1,662,955**
Accrued interest and fee income and other receivables (note 14)	**681,889**	**207,026**	**-**	**888,915**
Amounts due from related parties (note 21)	**156,478**	**(4,692)**	**(151,232)**	**554**
Margin deposits (note 12)	**15,699**	-	**-**	**15,699**
Investments in financial assets (note 9)	**9,906**	**-**	**-**	**9,906**
Total	**2,145,725**	**583,536**	**(151,232)**	**2,578,029**
2024				
Client margin accounts (note 13)	1,350,702	(54,591)	(14,358)	1,281,753
Accrued interest and fee income and other receivables (note 14)	532,494	149,395	-	681,889
Amounts due from related parties (note 21)	154,069	2,409	-	156,478
Margin deposits (note 12)	-	15,699	-	15,699
Investments in financial assets (note 9)	-	9,906	-	9,906
Total	2,037,265	122,818	(14,358)	2,145,725

25 RISK MANAGEMENT continued

25.3 Liquidity risk

The Group limits its liquidity risk by ensuring bank facilities and adequate cash from operations are available.

The Group's terms of brokerage contracts require the amounts to be received and settled in accordance with the settlement terms of the prime broker. Outstanding receivables are monitored on a continuous basis.

Analysis of financial assets and financial liabilities by remaining contractual maturities
The table below summarises the maturity profile of the Group's financial assets and liabilities at 31 December 2025 based on contractual maturities.

	Less than 3 months AED'000	*3 months to 1 year AED'000*	*1 year to 5 years AED'000*	*Total AED'000*
ASSETS				
Current assets				
Bank balances and cash	**371,320**	**86,918**	**-**	**458,238**
Margin deposits	**-**	**129,292**	**-**	**129,292**
Clients margin accounts	**-**	**122,072**	**-**	**122,072**
Investment carried at fair value through profit or loss	**-**	**16,694**	**-**	**16,694**
Amounts due from related parties	**-**	**64,454**	**-**	**64,454**
Deposits	**-**	**4,389**	**-**	**4,389**
Accrued interest and fee income and other receivables	**-**	**23,158**	**-**	**23,158**
	371,320	**446,977**	**-**	**818,297**
Non-current assets				
Investment in financial assets	**-**	**-**	**53,563**	**53,563**
	371,320	**446,977**	**53,563**	**871,860**
LIABILITIES				
Current liabilities				
Amount due to related parties	**-**	**23,361**	**-**	**23,361**
Payable to customers	**-**	**267,084**	**-**	**267,084**
Payable to brokers	**-**	**5,906**	**-**	**5,906**
Lease liabilities	**1,139**	**2,211**	**-**	**3,350**
Trade and other payables	**15,959**	**-**	**-**	**15,959**
	17,098	**298,562**	**-**	**315,660**
Non-current liabilities				
Borrowings	-	-	**286,042**	**286,042**
Lease liabilities	**-**	**-**	**9,629**	**9,629**
	-	**-**	**295,671**	**295,671**
	17,098	**298,562**	**295,671**	**611,331**

25 RISK MANAGEMENT continued

25.3 Liquidity risk continued

The maturity profile of the financial assets and liabilities including at 31 December 2024 was as follows:

	Less than 3 months AED'000	*3 months to 1 year AED'000*	*1 year to 5 years AED'000*	*Total AED'000*
ASSETS				
Current assets				
Bank balances and cash	275,534	141,049	-	416,583
Margin deposits	-	116,420	-	116,420
Clients margin accounts	-	444,277	-	444,277
Investment carried at fair value through profit or loss	-	17,509	-	17,509
Amounts due from related parties	-	53,891	-	53,891
Deposits	-	1,107	-	1,107
Accrued interest and fee income and other receivables	-	190,941	-	190,941
	275,534	965,194	-	1,240,728
Non-current assets				
Investment in financial assets	-	-	53,563	53,563
	275,534	965,194	53,563	1,294,291
LIABILITIES				
Current liabilities				
Amount due to related parties	-	35,847	-	35,847
Payable to customers	-	250,636	-	250,636
Payable to brokers	-	6,200	-	6,200
Lease liabilities	1,080	3,301	-	4,381
Borrowings	-	251,099	-	251,099
Trade and other payables	26,270	-	-	26,270
	27,350	547,083	-	574,433
Non-current liabilities				
Borrowings	-	-	318,030	318,030
Lease liabilities	-	-	12,929	12,929
	-	-	330,959	330,959
	27,350	547,083	330,959	905,392

25.4 Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign currency rates. The Group manages its foreign currency risk by regularly assessing current and expected foreign exchange rate movements and its open foreign currency positions both for customer and proprietary trading. As per Group's management assessment, the foreign currency risk from the customer's accounts is limited and will not have a significant impact on the consolidated statement of income. Foreign currency risk related to the Group's in-house balances is limited since a significant portion of the monetary assets and liabilities are in UAE Dirhams and US Dollars. As the UAE Dirham is pegged to the US dollar, balances in US Dollars are not considered to represent significant currency risk. The Group has an exposure to fluctuations in Great British Pound (GBP) and Hong Kong Dollar (HKD) coming from its subsidiaries but at 31 December 2024 and 2023, the effect of the assumed changes in exchange rates on equity is insignificant.

25 RISK MANAGEMENT continued

25.5 Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in business conditions. Capital comprises share capital, shareholder's contribution, statutory reserve, accumulated losses and foreign exchange translation reserve and is measured at AED 471,021 thousand (2024: AED 626,666 thousand).

In addition to this the Company also manages its capital as per Emirates Securities and Commodities Authorities (ESCA) circular (12/R) of 2010. For the purpose of calculating the capital adequacy of the brokerage firm in accordance with provisions of this circular "capital" shall mean the following:

- Core capital (Tier 1): includes equity and capital contributions by the shareholders and the revaluation reserve, after deducting losses during the running fiscal year, as well as intangible assets.
- Supplementary capital (Tier 2): includes subordinated debt instruments, the maturity dates of which are no less than 5 years.
- Tertiary capital (Tier 3): includes the profit of the trading portfolio of the brokerage firm and subordinated debt instruments, the maturity dates which are not less than two years, after deduction of non-liquid assets.

The Company is required to maintain a capital adequacy ratio above 1. The capital adequacy ratio of the Company, which is in line with ESCA requirements, as on the reporting date was as follows:

	2025 ***AED***	*2024* *AED*
Total regulatory capital base		
Share capital	**2,727,988**	2,727,988
Shareholder's contribution	**120,245**	-
Statutory reserve	**37,468**	37,468
Accumulated losses	**(2,413,350)**	(2,137,598)
Intangible assets	**(155,301)**	(161,922)
	317,050	465,936
Tier 1	**317,050**	465,936
Total Risk weighted assets	**166,771**	201,730
Key ratios include the following:		
Tier 1 capital ratio	**1.90**	2.31
Capital adequacy ratio	**1.90**	2.31

25.6 Subsequent events

Subsequent to the reporting date, geopolitical tensions in parts of the Middle East have increased. Public communications from government and regulatory authorities have continued to emphasise the resilience of the economy and the continuation of business operations across key sectors, supported by established business continuity and risk management frameworks.

25 RISK MANAGEMENT continued

25.6 Subsequent events continued

These developments arose after the reporting period and have therefore been assessed as non-adjusting events in accordance with IAS 10 Events after the Reporting Period. Accordingly, no adjustments have been made to the amounts recognised in the consolidated financial statements as at 31 December 2026, which reflect conditions existing at that date.

The Group has assessed the potential implications of these events on its operations, consolidated financial position and performance. Based on information currently available, including the continuation of core business activities, it is not practicable to reliably estimate the full financial effect of these non-adjusting events on future periods.

Management has also considered the impact of these events on the Group's ability to continue as a going concern and has concluded that the going concern basis of preparation remains appropriate.

26 FAIR VALUE MEASUREMENT

The Group follows the below hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- **Level 1** fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2** fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the assets of liability, either directly or indirectly.
- **Level 3** fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market date (unobservable inputs).

The following table gives information about how the fair value of the Group's assets are determined.

	Fair value as at			
Financial assets measured at fair value	***31 December 2025 AED'000***	*31 December 2024 AED'000*	***Fair value hierarchy***	***Valuation techniques***
Unquoted equity investments – investment in financial assets	**15,328**	17,509	Level 2	Net asset value
Quoted equity investment – investment in financial assets	**1,366**	-	Level 1	Quoted market value

There were no transfers between each of the levels during the year. There are no financial liabilities which should be measured at fair value and accordingly no disclosure is made.

27 FIDUCIARY ACTIVITIES

The Group holds several securities amounting to AED 3,599,823 thousand (2024: AED 3,186,376 thousand) in a fiduciary capacity for its customers for the purposes of trading in foreign exchange and commodity contracts on the trading platform offered by the Groups

28 COMPARATIVE INFORMATION

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the current year consolidated financial statements. Such reclassification has no impact on previously reported profit or equity of the Group.