

INVICTUS INVESTMENT COMPANY PLC

UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**AS AT AND FOR THE SIX MONTH PERIOD ENDED
30 JUNE 2025**

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF INVICTUS INVESTMENT COMPANY PLC

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Invictus Investment Company PLC (the “Company”) and its subsidiaries (together referred to as the “Group”), which comprise the interim condensed consolidated statement of financial position as at 30 June 2025, and the related interim condensed consolidated statement of comprehensive income, interim condensed consolidated statement of changes in equity and interim condensed consolidated statement of cash flows for the six month period then ended and explanatory notes. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 34, *Interim Financial Reporting* (“IAS 34”). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*”. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Emphasis of Matter

We draw attention to Note 2.2.1 to the interim condensed consolidated statement of financial statements, which describes the effects of the contractual arrangements between the Shareholders of Graderco, including revisions thereto which relate to a limited period until 31 December 2025 (inclusive), on the assessment of Graderco as being a subsidiary effective 31 October 2024. Our conclusion is not modified in respect of this matter.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

For and on behalf of Ernst & Young – Middle East (ADGM Branch)



Ashraf Abu-Sharkh

3 August 2025

Abu Dhabi, United Arab Emirates

INVICTUS INVESTMENT COMPANY PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six month period ended 30 June 2025 (Unaudited)

	<i>Notes</i>	<i>Six month period ended 30 June (Unaudited)</i>	
		<i>2025 AED</i>	<i>2024 AED</i>
Revenue	4	6,095,149,206	4,262,770,729
Direct costs		(5,867,495,680)	(4,163,464,912)
GROSS PROFIT		227,653,526	99,305,817
Other operating income	14	51,894,379	-
Other income		15,253,982	9,183,308
Selling, general and administrative expenses	5	(126,867,955)	(40,902,414)
OPERATING PROFIT		167,933,932	67,586,711
Finance income	6	86,560,525	69,413,897
Share of (loss)/profit of an associate		(2,332,810)	2,976,404
Finance costs	7	(125,631,637)	(55,226,500)
PROFIT FOR THE PERIOD BEFORE TAX		126,530,010	84,750,512
Income tax expense	27	(39,013,423)	(523,053)
PROFIT FOR THE PERIOD		87,516,587	84,227,459
Profit after tax attributable to			
Equity holders of the Company		91,823,483	84,227,459
Non-controlling interests		(4,306,896)	-
		87,516,587	84,227,459
Earnings per share for the year attributable to			
Equity holders of the Company			
– basic and diluted (AED)	22	0.082	0.075

The accompanying notes 1 to 30 form an integral part of these interim condensed consolidated financial statements.

INVICTUS INVESTMENT COMPANY PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (continued)

For the six month period ended 30 June 2025 (Unaudited)

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025 AED</i>	<i>2024 AED</i>
PROFIT FOR THE PERIOD	87,516,587	84,227,459
Other comprehensive income		
<i>Other comprehensive income that may be reclassified to statement of profit or loss in subsequent periods:</i>		
Exchange differences on translation of foreign operations	26,774,299	-
Net loss on cash flow hedges	(9,006,695)	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	105,284,191	84,227,459
Attributable to:		
Equity holders of the Company	98,853,260	84,227,459
Non-controlling interests	6,430,931	-
	105,284,191	84,227,459

The accompanying notes 1 to 30 form an integral part of these interim condensed consolidated financial statements.

INVICTUS INVESTMENT COMPANY PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

		30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
	Notes		
ASSETS			
Non-current assets			
Property and equipment	8	556,286,895	160,403,781
Goodwill	9	493,244,675	85,853,335
Other intangible assets	9	93,233,949	41,891,095
Right-of-use assets	10	45,300,473	37,605,358
Investment in an associate		3,969,192	6,302,002
Other non-current financial assets	11	7,172,909	9,431,653
Deferred tax assets		12,598,214	7,592,434
Other receivables		2,729,923	2,184,283
		1,214,536,230	351,263,941
Current assets			
Inventories	12	1,008,385,981	757,641,324
Trade receivables and contract assets	13	2,740,389,032	2,213,697,678
Prepayments and other receivables	14	299,576,201	257,892,943
Due from related parties	15	579,470	186,386
Other financial assets	11	122,510,037	112,464,922
Bank balances and cash	16	627,700,796	1,012,786,294
		4,799,141,517	4,354,669,547
TOTAL ASSETS		6,013,677,747	4,705,933,488
EQUITY AND LIABILITIES			
Equity			
Share capital	17	280,000,000	280,000,000
Share premium		294,000,000	294,000,000
Retained earnings		675,456,334	616,632,851
Other components of equity		3,148,153	(3,881,626)
Equity attributable to Equity holders of the Company		1,252,604,487	1,186,751,225
Non-controlling interests		50,315,729	43,884,800
Total equity		1,302,920,216	1,230,636,025
Non-current liabilities			
Bank borrowings	18	353,516,367	430,957,705
Lease liabilities	10	35,710,788	29,012,377
Employees end of service benefits		2,404,805	1,543,297
Loan from a related party	19	240,561,917	236,357,550
Other non-current financial liabilities	11	7,172,909	9,431,795
Deferred tax liabilities	27	29,103,013	24,657,765
		668,469,799	731,960,489
Current liabilities			
Bank borrowings	18	3,131,487,892	1,981,336,695
Trade and other payables	20	878,462,654	732,146,924
Due to related parties	15	13,311,792	17,106,574
Lease liabilities	10	5,417,457	3,611,039
Other current financial liabilities	11	13,607,937	9,135,742
		4,042,287,732	2,743,336,974
Total liabilities		4,710,757,531	3,475,297,463
TOTAL EQUITY AND LIABILITIES		6,013,677,747	4,705,933,488

Osama Daoud Abdel Latif
Chairman



Amir Daoud Abdelatif Ibrahim
Managing Director

The accompanying notes 1 to 30 form an integral part of these interim condensed consolidated financial statements.

INVICTUS INVESTMENT COMPANY PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six month period ended 30 June 2025 (Unaudited)

30 June 2025 (Unaudited)

	<i>Attributable to the equity holders of the Company</i>						<i>Non-controlling interests</i>	<i>Total equity</i>
	<i>Share capital</i> <i>AED</i>	<i>Share premium</i> <i>AED</i>	<i>Retained earnings</i> <i>AED</i>	<i>Foreign currency translation reserve</i> <i>AED</i>	<i>Cash flow hedge reserve</i> <i>AED</i>	<i>Total</i> <i>AED</i>	<i>AED</i>	<i>AED</i>
As at 1 January 2025 (Audited)	280,000,000	294,000,000	616,632,851	(3,427,636)	(453,990)	1,186,751,225	43,884,800	1,230,636,025
Profit for the period	-	-	91,823,483	-	-	91,823,483	(4,306,896)	87,516,587
Other comprehensive income	-	-	-	16,036,474	(9,006,695)	7,029,779	10,737,825	17,767,604
Total comprehensive income	-	-	91,823,483	16,036,474	(9,006,695)	98,853,262	6,430,929	105,284,191
Dividends declared (note 21)	-	-	(33,000,000)	-	-	(33,000,000)	-	(33,000,000)
At 30 June 2025 (Unaudited)	280,000,000	294,000,000	675,456,334	12,608,838	(9,460,685)	1,252,604,487	50,315,729	1,302,920,216

30 June 2024 (Unaudited)

	<i>Attributable to the equity holders of the Company</i>						<i>Non-controlling interests</i>	<i>Total equity</i>
	<i>Share capital</i> <i>AED</i>	<i>Share premium</i> <i>AED</i>	<i>Retained earnings</i> <i>AED</i>	<i>Foreign currency translation reserve</i> <i>AED</i>	<i>Cash flow hedge reserve</i> <i>AED</i>	<i>Total</i> <i>AED</i>	<i>AED</i>	<i>AED</i>
As at 1 January 2024 (Audited)	280,000,000	294,000,000	493,252,121	-	-	1,067,252,121	-	1,067,252,121
Profit for the period	-	-	84,227,459	-	-	84,227,459	-	84,227,459
Dividends declared (note 21)	-	-	(45,000,000)	-	-	(45,000,000)	-	(45,000,000)
At 30 June 2024 (Unaudited)	280,000,000	294,000,000	532,479,580	-	-	1,106,479,580	-	1,106,479,580

The accompanying notes 1 to 30 form an integral part of these interim condensed consolidated financial statements.

INVICTUS INVESTMENT COMPANY PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT CASH FLOWS

For the six month period ended 30 June 2025 (Unaudited)

		<i>Six month period ended 30 June</i>	
		<i>2025</i>	<i>2024</i>
		<i>AED</i>	<i>AED</i>
	<i>Notes</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
OPERATING ACTIVITIES			
Profit before tax		126,530,010	84,750,512
Adjustments for:			
Depreciation of property and equipment		13,737,172	950,781
Depreciation on right-of-use assets		1,672,242	127,338
Amortisation of intangible assets		8,730,613	245,000
Finance costs	7	124,591,253	55,226,500
Interest on lease liabilities		1,040,385	-
Interest income	6	(86,560,525)	(69,413,897)
Provision for allowance for expected credit losses		(3,308,953)	2,940,267
Provision for impairment of advance to suppliers		4,791,907	250,348
Loss/(gain) on derivative instruments carried at fair value through profit or loss		36,973,455	(4,261,596)
Provision for inventories		6,535,791	(489,427)
Credit balances no longer required written back		(4,393,293)	(8,312,384)
Provision for employees' end of service benefits		946,421	720,433
Share of loss/(profit) of an associate		2,332,810	(2,976,404)
		233,619,288	59,757,471
Changes in working capital:			
Inventories		(62,134,104)	50,285,059
Trade receivables		(453,845,799)	(231,958,057)
Prepayments and other receivables		(19,423,481)	(5,123,646)
Other non current receivables		(545,641)	-
Trade and other payables		(272,893,219)	78,160,525
Other current liabilities		4,427,487	-
Due from related parties		(393,084)	(157,058,797)
Due to related parties		(3,794,783)	(9,352,850)
		(574,983,336)	(215,290,295)
Employees' end of service benefits paid		(84,914)	(304,520)
Interest income received		64,300,747	57,627,772
Income tax paid		(11,467,608)	-
Net cash flows used in operating activities		(522,235,111)	(157,967,043)
INVESTING ACTIVITIES			
Additions to property and equipment	8	(32,275,142)	(3,910,455)
Additions to intangible assets		(4,386,223)	(9,550)
Additions to right of use assets		(1,195,581)	-
Net cash flow on acquisitions of a subsidiary		(635,396,222)	-
Net cash flows used in investing activities		(673,253,168)	(3,920,005)

The accompanying notes 1 to 30 form an integral part of these interim condensed consolidated financial statements.

INVICTUS INVESTMENT COMPANY PLC

INTERIM CONDENSED CONSOLIDATED STATEMENT CASH FLOWS (continued)

For the six month period ended 30 June 2025 (Unaudited)

		<i>Six month period ended 30 June</i>	
		<i>2025</i>	<i>2024</i>
		<i>AED</i>	<i>AED</i>
	<i>Notes</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
FINANCING ACTIVITIES			
Availment of bank borrowings		4,526,816,243	2,990,562,643
Repayment of bank borrowings		(3,530,290,054)	(2,831,663,904)
Margin money deposits placed		(56,485,532)	(6,254,426)
Margin money deposits released		9,466,962	7,558,122
Payment of lease liabilities		(1,317,747)	(248,357)
Interest paid		(101,780,932)	(47,084,376)
Dividends paid	21	(33,000,000)	(45,000,000)
Net cash flows generated from financing activities		813,408,940	67,869,702
NET DECREASE IN BANK BALANCES AND CASH		(382,079,339)	(94,017,346)
Bank balances and cash as at 1 January		1,012,786,294	369,665,182
Net foreign exchange difference		(3,006,159)	-
BANK BALANCES AND CASH AS AT 30 JUNE		627,700,796	275,647,836

The accompanying notes 1 to 30 form an integral part of these interim condensed consolidated financial statements.

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

1 ACTIVITIES

Invictus Investment Company PLC (the "Company") was incorporated on 1 March 2022 and registered under commercial license no 7055 as a public limited company by shares in Abu Dhabi, United Arab Emirates ("UAE") in accordance with the Abu Dhabi Global Market Companies (Amendment No. 1) Regulations 2020. The registered office of the Company is 3501, Al Maqam Tower, ADGM Square, Al Maryah Island, Abu Dhabi, UAE. The Company's business activities are to act as Holding Company (including Head office).

The Company's shares are listed on the Abu Dhabi Securities Exchange ("ADX") Growth Market.

These interim condensed consolidation financial statements include the results of the operations and financial position of the Company and its subsidiaries (together referred to as the "Group"). Refer note 2.2 for details of subsidiaries.

As at 30 June 2025, the Shareholders of the Company are Invictus Holding Limited (holding 68.4974%) (the "Parent" or "the major shareholder"), Green Park Investments (holding 22.3214%) and various other shareholders (holding 9.1812%).

The Ultimate Beneficiaries of the Parent are Abdellatif family members (the "Ultimate Beneficiaries").

The Company had during 2022 registered in Turkey with a tax identification number 4651428132 to comply with a Turkish law enacted about the tax identification number of non-Turkish individuals (including non-Turkish legal entities) and it is used as an identification number of the non-Turkish individual or non-Turkish legal entity. The potential tax ID registration does not constitute establishment of a legal presence in Turkey. This registration was undertaken to facilitate movement of goods imported into Turkey to a bonded warehouse.

The interim condensed consolidated financial statements have been approved by the Board of Directors on 2 August 2025.

2.1 BASIS OF PREPARATION

The interim condensed consolidated financial statements of the Group for the six month period ended 30 June 2025 have been prepared in accordance with International Accounting Standard ("IAS") 34: *Interim Financial Reporting*.

The interim condensed consolidated financial statements do not contain all information and disclosures required for full financial statements prepared in accordance with IFRS Accounting Standards (IFRS) and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2024.

The interim condensed consolidated financial statements are presented in United Arab Emirates Dirhams ("AED"), which is the Company's functional currency.

The interim condensed consolidated financial statements have been presented on the historical cost basis except for derivative financial instruments which are measured at fair value.

Results for the six month period ended 30 June 2025 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2025.

2.2 BASIS OF CONSOLIDATION

The interim condensed consolidated financial statements of the Group comprise the financial information of the Company and its subsidiaries. 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
- The ability to use its power over the investee to affect its returns

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

2.2 BASIS OF CONSOLIDATION (continued)

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and 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
- The Group's voting rights and potential voting rights

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

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiary is attributed to the owners 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 subsidiary to bring their accounting policies in line with the Group's accounting policies. All intragroup 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 related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

Details of the Company's subsidiaries as at 30 June 2024 and 31 December 2024 as below:

	<i>Name of Subsidiaries</i>	<i>Country</i>	<i>Principal activities</i>	<i>Ownership interest</i>	
				<i>2025</i>	<i>2024</i>
				<i>%</i>	<i>%</i>
1	Invictus Trading FZE	UAE	General trading of agricultural Commodities, food products Non-manufactured Precious metal trading, Trading refined oil Products, Sea cargo Service, Sea shipping lines agents	100%	100%
2	Invictus Logistics Holding Company Limited	UAE	Special purpose vehicle	100%	100%
3	Delta Africa Holding Company Limited	Mauritius	Global Business	100%	100%

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

2.2 BASIS OF CONSOLIDATION (continued)

Details of the Company's subsidiaries as at 30 June 2024 and 31 December 2024 as below: (continued)

<i>Name of Subsidiaries</i>	<i>Country</i>	<i>Principal activities</i>	<i>Ownership interest</i>	
			<i>2025 %</i>	<i>2024 %</i>
<u><i>Subsidiary of Invictus Trading FZE</i></u>				
a) Invictus Trading South Africa (PTY) Ltd**	South Africa	Trading Business	100%	-
<u><i>Subsidiaries of Delta Africa Holding Company Limited</i></u>				
a)Delta Sigma Holding Limited***	Mauritius	Global Business	100%	100%
b) Zeta Holding Limited***	Mauritius	Global Business	100%	100%
c) Kappa Investment Limited**	Mauritius	Global Business	100%	-
<u><i>Subsidiaries of Zeta Holding Limited</i></u>				
a) Graderco SA# (note 2.2.1)	Morocco	Grain and derivatives trading	60%	60%
<u><i>Subsidiaries of Graderco SA</i></u>				
a) Alimaroc S.A.	Morocco	Wholesale Grain Merchant	100%	100%
a) Aligrains Sarl AU	Morocco	Wholesale Grain Merchant	100%	100%
c) Negoce Grain Tamou	Morocco	Building Manager	100%	100%
<u><i>Subsidiaries of Delta Sigma Holding Limited</i></u>				
a) Stratton Africa Holdings Limited*	Mauritius	Global Business	100%	-
<u><i>Subsidiaries of Stratton Africa Holdings Limited</i></u>				
a) Merec Industries S.A	Mozambique	Manufacturing	100%	-
b) Aquila Corporation Limited	Mauritius	Global Business	100%	-
<u><i>Subsidiaries of Merec Industries S.A.</i></u>				
a) Maputo Grain Terminal S.A.	Mozambique	Grain Storage	100%	-

*Stratton Africa Holding Ltd was acquired during the period. Refer Note 3 for details.

**Entities were incorporated during the period. There are no commercial operations undertaken by these entities.

*** These are holding companies and undertake no commercial operations.

#Graderco SA and its subsidiaries was transferred as a common control transaction during 2024. Refer to note 2.2.1 for details.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

2.2 BASIS OF CONSOLIDATION (continued)

2.2.1 Basis of consolidation for a subsidiary transferred by the Parent

On 29 Mar 2024, the Company acquired on behalf of the Parent a shareholding interest of 60 % in Graderco (“investee”), an entity based in Morocco and engaged in the importation and distribution of agricultural products such as wheat (and specializing in wheat milling), soya and other commodities. Under the terms of the shareholders agreement, the minority shareholder (i.e. party owning a 40 % shareholding interest in Graderco) had certain rights which precluded either of the shareholders to exercise control over the investee. Such rights have been subject to discussions amongst the shareholders since the acquisition by the Parent. Subsequently, both the shareholders reached an agreement during October 2024 whereby the minority shareholder effective 31 October 2024 waived their rights via a formalised deed dated 20 February 2025 for a limited period until 31 December 2025 (inclusive) which included the following:

- a. their rights over the approval, adoption and material amendment of the annual budgets for the period from 31 October 2024 until 31 December 2025 (inclusive). Pursuant to this waiver, the minority shareholder also consented that any material changes to the business of Graderco will be construed as a Board Reserved Matter for any decision or action beyond the adoption or modification to the annual budgets.
- b. their consent rights over the appointment of or modification of or dismissal of any employee of Graderco with a gross annual remuneration above a defined level for the period from 31 October 2024 until 31 December 2025 (inclusive).

Upon such waiver, the investment arrangement was assessed by the Parent’s management as a business combination in accordance with the requirements of IFRS 3 – Business Combination taking into consideration the underlying shareholders agreement, including the waiver by the minority shareholder of certain rights, as indicated in points a and b above, and by virtue of the Parent having majority representation on the Board of Graderco (as per the Shareholders agreement) thereby having the ability to influence the relevant activities and derive returns in relation to Graderco’s businesses.

Accordingly, the Parent concluded that the acquired shareholding interest is a controlling stake and Graderco is a subsidiary for the period from 31 October 2024 and continues to be a subsidiary as at the date of authorisation of these interim condensed consolidated financial statements. The Parent is currently in discussions with the minority shareholder to either have the period of such waivers described above in points a and b above extended beyond 1 January 2026 or to amend the contractual arrangements to reflect such waivers therein. The outcome of these discussions is currently unknown and if no such agreement is reached, then control over Graderco will be deemed to have been lost at 1 January 2026.

The Parent transferred its beneficial interest in Graderco to the Company with effect from 1 November 2024 and on the same day, the Company transferred the interest to Zeta Holding Limited.

2.3 MATERIAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of interim condensed consolidated financial statements on the basis described above requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

In preparing these interim condensed consolidated financial statements, the significant judgements made by the management in applying the Group’s accounting policies and the key sources of estimation uncertainty were primarily the same as those that applied to the audited annual consolidated financial statements for the year ended 31 December 2024.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

2.3 MATERIAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)***Going concern***

Management has made an assessment of the Group's ability to continue as a going concern and is satisfied that the Group has adequate financial resources to continue in business for the foreseeable future. In making this assessment, the Group's management has considered amongst others the concentration of its geographical risk with respect to the customers based in Sudan, which has witnessed an ongoing conflict since April 2024 between the army and a militia in Sudan's capital city of Khartoum. Given the Group's customers in Sudan are mainly involved in the food processing and distribution sectors and play a key role in meeting the country's food security needs, they have remained largely unaffected by these developments albeit there is a slow-down in their operations as compared to the pre-conflict period. Banking operations in Sudan which were initially affected at outset of the conflict are currently operational. The Group's management has continued to trade with their customers in Sudan during later part of 2024 and 2025 and collect funds against such trade credit terms by extending the credit terms, if required. Considering the above aspects, the Group's management believes it is unlikely that the ongoing conflict will have any significant impact on its exposure in Sudan as at 30 June 2025 (refer Note 13 and 15 for details).

The Group adopts a prudent approach in managing its liquidity risk, reflecting the volatility in commodity markets, macro-economic and geo-political conditions, by monitoring actual and forecasted cash flows attributable to its operational activities. Based on the 12-month rolling cash flow projections, the Group's management has concluded that there are no material uncertainties in relation to its cash flows which is expected to be primarily generated from (a) trading and collections from customers; (b) managing supply chain requirements as majority of the purchase of commodities are based on customer orders (i.e. back to back in nature) and extending credit terms with suppliers; (c) cost optimisation measures; and (d) availing additional funding from financial institutions. As at the reporting date, the Group's unutilised facility amounts to AED 421,992,765. Refer (note 18) for details of the Group's borrowing arrangements. The Board of Directors monitor the net debt level of the Group taking into consideration the expected outlook of the Group's financial position, cash flows and expected capital requirements.

Furthermore, the Group's management and Shareholders are not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern. Further, the majority shareholder remains fully committed and has confirmed its willingness to extended necessary support, including financial assistance, to the Group. Therefore, these interim condensed consolidated financial statements have been prepared by the Group's management on a going concern basis.

2.4 CHANGES IN MATERIAL ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2024, except for the following:

- **Amendments to IAS 21 – Lack of Exchangeability**

Management does not expect the adoption of the above, to have a material impact on interim condensed consolidated financial statements of the Group. The Group has not early adopted any standard, interpretation or amendment that has been issued as at the date of the authorisation of these interim condensed consolidated financial statements but is not yet effective.

b. Material accounting policies**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, which is 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.

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For the six month period ended 30 June 2025 (Unaudited)

2.4 CHANGES IN MATERIAL ACCOUNTING POLICIES AND DISCLOSURES (continued)

b. Material accounting policies

Business combinations and goodwill (continued)

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs.

The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

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.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. 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 the changes in fair value recognised in the consolidated statement of comprehensive income in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in consolidated statement of comprehensive income.

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 reassessment 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 comprehensive income.

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 (CGU) 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.

3 BUSINESS COMBINATION

On 31 January 2025, the Group acquired a 100% shareholding of Stratton Africa Holdings Limited, the holding company of the largest flour milling company based in Mozambique. The transaction was valued at AED 696,446,713 (Unaudited).

The acquisition aligns with the Group's strategic objectives of vertical integration along the agro-commodity trading and distribution value chain.

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3 BUSINESS COMBINATION (continued)

Fair value of assets acquired and liabilities assumed on a provisional basis

The provisionally determined fair value of the identifiable assets and liabilities of the acquired business as at the date of the acquisition were as follows:

	<i>AED</i> (Unaudited)
ASSETS	
Non-current assets	
Property and equipment (note 8)	361,866,504
Intangible assets (note 9)	50,948,629
Right-of-use assets (note 10)	4,531,053
Deferred tax assets	11,123,518
	<u>428,469,704</u>
Current assets	
Inventories	195,146,344
Trade and other receivables	74,328,508
Bank balances and cash	24,320,489
	<u>293,795,341</u>
TOTAL ASSETS (A)	<u>722,265,045</u>
LIABILITIES	
Non-current liabilities	
Provisions	44,566
Deferred tax liabilities	732,194
Lease liabilities	4,685,775
	<u>5,462,535</u>
Current liabilities	
Bank borrowings	76,183,670
Trade and other payables	340,138,438
Lease liabilities	1,128,937
	<u>417,451,045</u>
Total liabilities (B)	<u>422,913,580</u>
Net assets (C) = (A) – (B)	<u>299,351,465</u>
Consideration (D)	<u>696,446,713</u>
Intangible assets (including Goodwill) (E) = (D) – (C)	<u>397,095,248</u>
Analysis of cash flows acquisition :	
Consideration paid (included in cash flows from investing activities)	(659,716,713)
Cash on acquisition of a subsidiary	24,320,491
Net cash flow on acquisition	<u>(635,396,222)</u>

Of the total consideration an amount of AED 36,730,000 is payable before 31 January 2026.

The Group will finalize the purchase price allocation exercise of the acquisition within one year from the date of acquisition, including the identification of the relevant intangible assets.

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3 BUSINESS COMBINATION (continued)

From the date of acquisition, Stratton Africa Holdings Limited contributed AED 455,448,194 of revenue and AED 56,050,913 to profit of the Group. If the acquisition had taken place at the beginning of the year, the Group's revenue would have been AED 6,189,621,704 and the profit after tax would have been AED 102,515,974.

Transaction costs of AED 1,423,288 (unaudited) were expensed and are included in administrative expenses.

4 REVENUE

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025 AED</i>	<i>2024 AED</i>
Type of goods or service and timing of revenue recognition		
Sale of goods - at a point in time	5,829,529,323	4,246,945,014
Freight services - over time	204,143,701	15,825,715
Stock management services - over time	59,543,972	-
Other revenue	1,932,210	-
	6,095,149,206	4,262,770,729

4.1 Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with its customers:

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025 AED</i>	<i>2024 AED</i>
Geographical markets		
Africa	3,833,886,284	2,038,148,056
Middle East	1,465,829,207	1,728,871,751
Asia	770,516,545	431,105,672
Europe	18,989,106	944,935
United States of America	5,928,064	63,700,315
	6,095,149,206	4,262,770,729

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025 AED</i>	<i>2024 AED</i>
Major category of customers		
Corporate and other customers	4,824,945,398	3,392,104,532
Related parties (note 15)	1,270,203,808	870,666,197
	6,095,149,206	4,262,770,729

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For the six month period ended 30 June 2025 (Unaudited)

4 REVENUE (continued)

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025</i>	<i>2024</i>
	<i>AED</i>	<i>AED</i>
Major product lines		
Wheat	1,404,907,177	1,384,996,957
Soya Bean Meal and Oil	1,606,219,614	1,079,731,393
Corn	991,366,640	896,285,729
Distiller Dried Grains with Soluble	216,999,480	71,477,071
Wheat Flour	197,484,405	166,403,185
Fertilizer	178,602,003	-
Barley	157,167,991	-
Sunflower (meal and oil)	91,591,533	72,793,569
Soya	80,858,360	-
Sesame	75,947,219	93,334,863
Sugar	71,420,459	164,089,002
Capital equipment and spare parts	67,534,516	32,440,112
Fuel oil	58,121,769	-
Yeast	47,853,010	48,862,495
Lentil	40,796,252	-
Others (mainly, lentils, finished goods, etc.)	542,658,895	236,530,638
	5,829,529,323	4,246,945,014

Freight services includes AED 1,868,822 (30 June 2024: AED 15,696,619) from related parties under the common control of the ultimate beneficiaries (unaudited). (Note 15)

4.2 Contract balances

	<i>30 June 2025 AED (Unaudited)</i>	<i>31 December 2024 AED (Audited)</i>
Trade receivables, net (note 13) (not provisional priced)	2,682,793,345	2,044,656,516
Contract liabilities (Advance from customers) (note 20)	82,004,372	63,967,028

During the six month period ended 30 June 2025, the Group recognised revenue amounting to AED 63,967,028 (unaudited) [(31 December 2024: AED 40,472,135) (audited)] that were included in the contract liabilities as at the beginning of the period. Contract liabilities primarily relate to the Group's obligation to transfer goods or services to customers for which the Group has received advances. These are recognised as revenue as the Group fulfils its performance obligations under the contract.

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For the six month period ended 30 June 2025 (Unaudited)

5 SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025</i>	<i>2024</i>
	<i>AED</i>	<i>AED</i>
Staff salaries and benefits	42,785,021	20,138,889
Freight outward expenses	19,205,009	-
Consultancy expenses	17,957,159	7,817,597
Amortisation of intangible assets	8,730,613	245,000
Office expenses	7,292,584	887,875
Rentals on short-term and low value leases	4,780,174	26,930
Depreciation of property and equipment	4,439,698	950,781
Travelling expenses	2,505,207	684,547
Legal and professional expenses	3,633,882	4,557,268
Depreciation on right-of-use assets	2,174,981	127,338
Maintenance expenses	2,147,684	-
Information technology expenses	1,618,812	251,885
Provision for allowances for expected credit losses	1,482,954	2,952,310
Foreign exchange loss, net	1,071,762	971,980
Utilities	470,411	273,372
Other expenses	6,572,004	1,016,642
	126,867,955	40,902,414

Other expenses primarily include commission expenses, recruitment expenses, etc.

Staff costs for the six month period ended 30 June 2025 amounted to AED 47,334,217 (unaudited) of which AED 4,549,196 (unaudited) was charged to direct costs. [Six month period ended 30 June 2024 20,138,889 (unaudited)].

Depreciation of property and equipment for the six month period ended 30 June 2025 amounted to AED 13,234,433 (unaudited) of which AED 8,794,735 (unaudited) was charged to direct costs. [Six month period ended 30 June 2024 950,781 (unaudited)].

6 FINANCE INCOME

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025</i>	<i>2024</i>
	<i>AED</i>	<i>AED</i>
Interest from related parties (note 15)	51,971,080	44,372,298
Interest from customers	27,355,317	18,411,682
Interest on short-term deposits	7,234,128	6,629,917
	86,560,525	69,413,897

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For the six month period ended 30 June 2025 (Unaudited)

7 FINANCE COSTS

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025 AED</i>	<i>2024 AED</i>
Interest on bank borrowings	99,226,539	50,745,100
Interest on loans due to related parties (note 15)	10,650,479	-
Interest on lease liabilities (note 10)	1,040,385	312,150
Other finance costs (mainly bank and facility charges)	14,714,234	4,169,250
	125,631,637	55,226,500

8 PROPERTY AND EQUIPMENT

Acquisition

During the six month period ended 30 June 2025, the Group acquired assets with a cost of AED 361,866,504 through a business combination (unaudited) (note 3) [Six month period ended 30 June 2024 Nil (unaudited)].

Additions

During the six month period ended 30 June 2025 the additions to property and equipment amounted to AED 33,574,420 which mainly includes furniture and fixtures of AED 1,060,999 and capital work in progress of AED 32,261,229 (unaudited). [Six month period ended 30 June 2024: AED 3,910,455 which mainly includes building improvement of AED 635,824, furniture and fixtures of AED 677,886, vehicles of AED 930,233 and capital work in progress of AED 1,666,511 (unaudited)].

Disposals

During the six month period ended 30 June 2025, the disposals of property and equipment amounted to AED 18,455,350 which mainly includes, at net book value, building and building improvements of AED 10,040,858 and vehicles of AED 8,414,492 (unaudited). There were no significant disposals during the six month period ended 30 June 2024 (unaudited).

As at 30 June 2025, property and equipment of AED 29,665,781 are pledged as security against bank borrowings (unaudited) [31 December 2024: AED 29,665,781 (audited)] (note 18).

9 GOODWILL AND OTHER INTANGIBLE ASSETS

Acquisition

During the six month period ended 30 June 2025, the Group acquired identifiable intangibles including goodwill through a business combination amounting to AED 50,948,629 and AED 397,095,248 (unaudited) (note 3). [Six month period ended 30 June 2024 Nil (unaudited)]

The Group's management has revisited the underlying assumptions used to determine the recoverable amount of goodwill and intangible assets as at 31 December 2024 (audited), and concluded that there were no indicators of impairment as at 30 June 2025 (unaudited).

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

10 LEASES

(i) Right of use assets

Acquisition

During the six month period ended 30 June 2025, the Group acquired right of use assets amounting to AED 4,531,053 through a business combination (unaudited) (note 3). [Six month period ended 30 June 2024 Nil (unaudited)]

(ii) Lease liabilities

Acquisitions

During the six month period ended 30 June 2025, the Group acquired lease liabilities amounting to AED 5,814,712 through a business combination (unaudited) (note 3). [Six month period ended 30 June 2024 Nil (unaudited)]

The finance costs for the six month period ended 30 June 2025 amounted to AED 1,040,385 (unaudited) [Six month period ended 30 June 2024 AED 312,150 (unaudited)] (note 7).

11 OTHER FINANCIAL ASSETS AND FINANCIAL LIABILITIES

A. Other non-current financial assets and liabilities

During the previous year, the Group provided guarantees to related parties, to secure loan facilities from financial institutions. The guarantees were issued at a fee and is payable based on the outstanding loan amounts. The guarantee amount is disclosed under Note 23.

The Group has computed the present value of the corporate guarantee fee receivable using the discounted cashflow method with the cost of debt used to discount the cashflows. The receivable has been booked as a non-current asset in the books with a corresponding liability.

B. Other current financial assets and liabilities

1. Current financial assets

	<i>30 June 2025 AED (Unaudited)</i>	<i>31 December 2024 AED (Audited)</i>
Derivatives not designated as hedging instruments		
Foreign exchange forward contracts (i)	-	2,160,360
Commodity futures (ii)	2,519,075	-
Derivatives designated as hedging instruments		
Commodity futures (iii)	14,121,767	-
Other financial assets		
Margin deposits (iv)	104,630,670	110,304,562
Corporate guarantee	1,238,525	-
	<u>122,510,037</u>	<u>112,464,922</u>

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For the six month period ended 30 June 2025 (Unaudited)

11 OTHER FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

B. Other current financial assets and liabilities (continued)

2. Current financial liabilities

	2025 AED	2024 AED
Derivatives not designated as hedging instruments		
Foreign exchange forward contracts (i)-	11,697,942	-
Commodity futures (ii)	-	7,092,290
Options (ii)	671,470	1,589,463
Derivatives designated as hedging instruments		
Commodity futures (iii)	-	453,989
Other financial liabilities		
Corporate guarantee	1,238,525	-
	13,607,937	9,135,742

- i) The derivatives not designated as hedging instruments reflect the positive change in fair value of those foreign exchange forward contracts that are not designated in hedge relationships, but are, nevertheless, intended to reduce the level of foreign currency risk for expected sales and purchases.
- ii) The Group enters into commodity futures and options contracts with financial institutions. These contracts are expected to reduce the price volatility attributable to price fluctuation of certain commodities. Derivative financial instruments not designated as hedging instruments are carried at fair value.
- iii) The Group adopted hedge accounting for commodity futures with financial institutions which are expected to reduce the price volatility attributable to price fluctuation of certain commodities. Hedging the price volatility of certain commodities is in accordance with the risk management strategy outlined by the Board of Directors. There is an economic relationship between the hedged items and the hedging instruments as the terms of the commodity forward contracts match the terms of the forecast transactions.

The contracts mature between July 2025 and December 2025.

The following table details the notional principal amounts and fair value of derivative contracts outstanding at the reporting date:

	Notional amount AED	Fair value asset / (liability) AED
30 June 2025 (unaudited)		
Foreign exchange forward contracts not designated as hedging instruments	219,638,568	(11,697,942)
Commodity futures not designated as hedging instruments	58,623,656	2,519,075
Options not designated as hedging instruments	839,051	(671,470)
Commodity futures designated as hedging instruments	166,909,393	14,121,767

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For the six month period ended 30 June 2025 (Unaudited)

11 OTHER FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

B. Other current financial assets and liabilities (continued)

	<i>Notional amount AED</i>	<i>Fair value asset / (liability) AED</i>
<i>31 December 2024 (audited)</i>		
Foreign exchange forward contracts not designated as hedging instruments	63,284,525	2,160,360
Commodity futures not designated as hedging instruments	299,446,623	(7,092,290)
Options not designated as hedging instruments	1,589,463	(1,589,463)
Commodity futures designated as hedging instruments	6,731,030	(453,989)

- iv) Margin deposits represent balances held by other parties for the group. As at 30 June 2025, AED 81,304,196 (unaudited) are pledged as security against bank borrowings (note 18) [31 December 2024: AED 82,593,778 (audited)].

12 INVENTORIES

	<i>30 June 2025 AED (Unaudited)</i>	<i>31 December 2024 AED (Audited)</i>
Goods held for sale	508,421,088	446,956,597
Goods in transit	430,747,437	315,183,759
Raw materials	70,473,450	-
Work in progress	3,268,759	-
	1,012,910,734	762,140,356
Provision for slow moving inventories	(4,524,753)	(4,499,032)
Lower of cost or net realisable value	1,008,385,981	757,641,324

During the six month period ended 30 June 2025, the Group has recorded provision of AED 25,721 (unaudited) [Six month period ended 30 June 2024: AED 489,427 (unaudited)].

As at 30 June 2025, Group has an aggregate provision of AED 4,524,753 (unaudited) [31 December 2024: AED 4,499,032 (audited)] for inventories.

At 30 June 2025, inventories, including those in transit, amounting to AED 233,003,541 (unaudited) are held at, and in transit, to Sudan [31 December 2024: AED 222,347,565 (audited)].

At 30 June 2025, inventories of AED 1,008,385,981 (unaudited) are pledged as security against bank borrowings [31 December 2024: AED 550,488,358 (audited)] (note 18).

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For the six month period ended 30 June 2025 (Unaudited)

13 TRADE RECEIVABLES AND CONTRACT ASSETS

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
Trade receivables (not provisional priced)	2,718,929,578	2,074,107,580
Less: allowance for expected credit losses (ECL)	(36,136,233)	(29,451,064)
	2,682,793,345	2,044,656,516
Trade receivables (subject to provisional pricing)	39,550,840	162,211,820
Contract assets	18,044,847	6,829,342
	2,740,389,032	2,213,697,678

The carrying amounts of the trade and other receivables are reasonable approximation to their fair value due to their short term nature.

As at reporting date, the unimpaired trade receivables (not provisional priced) include the following:

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
Corporate and other customers	1,136,014,943	721,994,600
Related party receivables		
- Affiliates / Entities under common control of Ultimate Beneficiaries	1,546,778,402	1,322,661,916
	2,682,793,345	2,044,656,516

At 30 June 2025, trade receivables (not provisional priced) amounting to AED 1,300,022,865 (unaudited) [31 December 2024: AED 1,063,126,642 (audited)] pertain to customers based in Sudan.

Trade receivables (corporate and other customers) are generally on 15 – 120 days (unaudited) credit terms and predominantly non-interest bearing unless otherwise agreed with the customers [31 December 2024 (audited): 60-120 days]. Certain customers with whom the Group has stock management agreement are charged commercial rate of interest as per the underlying contractual terms.

Related party receivables (trade in nature) are generally on 180 – 270 days credit terms (unaudited) (31 December 2024 (audited): 180-270 days). During the year ended 31 December 2024, the Group amended its terms with its related parties in Sudan to extend the underlying credit terms and charge them at commercial rates of interest on outstanding balances.

Unimpaired trade receivables are expected, on the basis of past experience, to be fully recoverable.

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For the six month period ended 30 June 2025 (Unaudited)

13 TRADE RECEIVABLES AND CONTRACT ASSETS (continued)

The ageing analysis of unimpaired trade receivables (not provisional priced) is as follows:

		<i>Neither past due nor impaired AED</i>	<i>Past due but not impaired</i>			
	<i>Total AED</i>		<i>0-90 days AED</i>	<i>91-180 days AED</i>	<i>181-360 days AED</i>	<i>>360 days AED</i>
<i>Corporate and other customers</i>						
30 June 2025 (Unaudited)	1,136,014,943	839,802,912	288,496,380	1,250,935	1,757,268	4,707,448
31 December 2024 (Audited)	721,994,600	530,883,863	185,001,312	1,444,289	2,783,768	1,881,368
<i>Related party receivables (Affiliates / Entities under common control of Ultimate Beneficiaries)</i>						
30 June 2025 (Unaudited)	1,546,778,402	1,425,038,144	63,424,640	39,726,539	16,215,417	2,373,662
31 December 2024 (Audited)	1,322,661,916	1,196,815,120	112,300,991	11,717,580	644,916	1,183,309

The movements in the allowance for expected credit losses (ECL) for trade receivables (not provisional priced) is as follows:

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
At 1 January	29,451,064	9,468,861
Acquired in business combination	9,994,122	22,639,222
Allowance for expected credit losses for the period/year		-
Provision written off during the period/year	(3,308,953)	(2,299,916)
Write off during the period/year	-	(357,103)
At the end of the period/year	36,136,233	29,451,064

The Group does not hold any collateral against trade receivables.

As at 30 June 2025, receivables of AED 2,722,344,185 are assigned as security against bank borrowings (unaudited) [31 December 2024: AED 2,044,656,516 (audited)] (note 18).

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

14 PREPAYMENTS AND OTHER RECEIVABLES

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
Advance to suppliers, net	111,786,571	118,722,555
Subsidy receivable*	69,532,359	79,034,522
Statutory tax receivables	42,882,288	21,295,398
Accrued interest	22,259,779	14,517,445
Prepayments	13,685,465	1,841,125
Deposits	1,376,120	1,647,613
Other receivables	38,053,619	20,834,285
	299,576,201	257,892,943

* These relate to subsidies receivable from the Government agency of Morocco for subsidised agricultural input of agricultural products. This is shown under other operating income in the statement of comprehensive income. There are no unfulfilled conditions or contingencies attached to these subsidies. Certain receivables are pledged against factoring facilities on a recourse basis as disclosed under bank borrowings (note 18) [(31 December 2024: Nil) (Audited)].

Movement in the allowance for impairment for advances to suppliers is as follows:

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
At 1 January	3,183,069	5,064,695
Provision during the period/year	4,791,907	-
Written back during the period/year	(174,543)	(1,881,626)
At the end of the period/year	7,800,433	3,183,069

15 RELATED PARTIES TRANSACTIONS AND BALANCES

The Group enters into transactions with entities that fall within the definition of a related party as per requirements of International Accounting Standard 24. Pricing policies and terms of these transactions are approved by the Company's management.

Related parties mainly represents the Parent, associate, directors, key management personnel and entities controlled, jointly controlled or significantly influenced by such parties.

(a) *Significant transactions with related parties included in the interim condensed consolidated statement of profit or loss and other comprehensive income are as follows:*

	Six month period ended 30 June (Unaudited)	
	2025 AED	2024 AED
<i>Affiliates / Entities under common control of Ultimate Beneficiaries</i>		
Income		
Revenue (note 4)	1,270,203,808	870,666,197

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

15 RELATED PARTIES TRANSACTIONS AND BALANCES (continued)

(a) Significant transactions with related parties included in the interim condensed consolidated statement of profit or loss and other comprehensive income are as follows: (continued)

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025 AED</i>	<i>2024 AED</i>
<i>Affiliates / Entities under common control of Ultimate Beneficiaries (continued)</i>		
Finance income (note 6)	51,971,080	44,372,298
Other income	2,375,878	-
<i>Expenses</i>		
Purchases	143,794,563	148,653,708
Freight and shipping costs	67,131,680	66,655,309
Recharge of staff salaries and benefits	15,664	2,667,202
Interest on loan from a related party (note 7)	10,650,479	-

The Group has provided cross corporate guarantees for certain loans obtained by related parties (note 23).

(b) Balances with related parties included in the interim condensed consolidated statement of financial position other than those disclosed in note 13 and note 20 are as follows:

	<i>30 June 2025 AED (Unaudited)</i>		<i>31 December 2024 AED (Audited)</i>	
	<i>Amounts due from related parties</i>	<i>Amounts due to related parties</i>	<i>Amounts due from related parties</i>	<i>Amounts due to related parties</i>
<i>Parent</i>				
Invictus Holding Limited *	69,820	316,573	59,229	283,005
<i>Affiliates / Entities under common control of the Ultimate Beneficiaries</i>				
Dal Group Co. Ltd	-	12,518,020	-	16,178,977
Sayga Food Industries	-	-	-	-
Other related parties	-	477,199	-	644,592
<i>Non-controlling interest</i>				
Zalar Holding	509,650	-	127,157	-
	579,470	13,311,792	186,386	17,106,574

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For the six month period ended 30 June 2025 (Unaudited)

15 RELATED PARTIES TRANSACTIONS AND BALANCES (continued)

(b) *Balances with related parties included in the interim condensed consolidated statement of financial position other than those disclosed in note 13 and note 20 are as follows: (continued)*

Outstanding balances at the period / year-end are unsecured and settlement occurs generally in cash. The balances are predominantly non-interest bearing unless otherwise agreed with the related parties.

The Ultimate Beneficiaries have confirmed in writing to bear losses, if any, that arises on recoverability of the amounts due from certain related parties under the common control of the ultimate beneficiaries (including trade related receivables as disclosed in Note 13).

Certain investments are held by the Group for the beneficial interest of the Ultimate Beneficiaries.

(c) *Compensation of key management personnel*

Staff salaries and benefits include AED 13,291,675 (unaudited) for the compensation of key managerial personnel of the Group [Six month period ended 30 June 2024: AED 5,703,558 recharged by a related party (unaudited)].

(d) *Share capital*

As at 30 June 2025, the shareholding includes 1,594,244 shares in the Company held by the Board of Directors comprising 0.14% shares with a nominal value of AED 0.25 each issued at AED 2.7 per share (unaudited) [31 December 2024 (audited): 1,368,644 comprising 0.1222% shares with a nominal value of AED 0.25 each issued at AED 2.7].

16 BANK BALANCES AND CASH

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
Short-term deposits	132,820,412	6,000,000
Bank balances	493,738,810	1,006,732,926
Cash in hand	1,141,574	53,368
	627,700,796	1,012,786,294
Less: Bank overdraft (Note 18)	(164,619,531)	(165,255,105)
Cash and cash equivalents	463,081,265	847,531,189

Short-term deposits are made for varying periods between one month and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

INVICTUS INVESTMENT COMPANY PLC

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For the six month period ended 30 June 2025 (Unaudited)

17 SHARE CAPITAL AND SHARE PREMIUM

	<i>30 June 2025 AED (Unaudited)</i>	<i>31 December 2024 AED (Audited)</i>
<i>Share capital</i>		
<i>Authorised, issued, subscribed and fully paid up</i>		
1,120,000,000 share of AED 0.25 each	280,000,000	280,000,000

Share premium

The shareholders had issued 120,000,000 shares with a nominal value of AED 0.25 each at AED 2.70 per share in prior period. The excess consideration over the nominal value amounting to AED 294,000,000 is recorded as share premium.

18 BANK BORROWINGS

Bank borrowings consists of:

	<i>30 June 2025 AED (Unaudited)</i>	<i>31 December 2024 AED (Audited)</i>
<i>Current</i>		
Trust receipts	2,260,754,192	1,278,412,960
Bank overdrafts	164,619,531	165,255,105
Refinancing debt	262,306,610	223,233,834
Borrowing against bill of exchange	32,270,990	61,441,684
Factoring	57,755,403	44,680,155
Term loan I (i)	183,650,000	183,650,000
Term loan III	66,762,452	-
Term loan IV (current)	103,368,714	-
Spot credit	-	21,795,198
Term loan II	-	2,867,759
	3,131,487,892	1,981,336,695
<i>Non-current</i>		
Term loan IV (non-current)	262,357,143	365,500,980
Term loan V	65,488,400	65,456,725
Term loan VI	25,670,824	-
	353,516,367	430,957,705

INVICTUS INVESTMENT COMPANY PLC

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For the six month period ended 30 June 2025 (Unaudited)

18 BANK BORROWINGS (continued)

- (i) Term loan I was obtained primarily towards the Group's working capital requirements. The loan is denominated in USD and carries interest at commercial rates. The loan is repayable in equal monthly instalments commencing four months prior to the third year coinciding with the maturity of the loan. Under the terms of the borrowing facility agreements, the Group is required to comply with certain financial covenants which are tested on quarterly, semi-annually and annual basis.
- In respect of the covenants stipulated in the Term loan I facility agreement with a development finance institution in the United Kingdom:
 - a. the Group's management is yet to assess the compliance on the Group leverage ratio covenant which pertains to the guarantor's (i.e. entities in Sudan and UAE which are under the common control of the ultimate beneficiaries) financial results and position as at 30 June 2025. The due date for filing such compliance certificate with the financial institution is on or before 31 August 2025. There was no non-compliance based on the test performed as at 31 December 2024 (i.e. last test date).
 - b. The Group has obtained a waiver to submit certain legal and financial documents on or before 14 December 2025.
- As of the date of authorisation of the consolidated financial statements, the lender did not request accelerated repayment of the borrowings and the terms of the loan were not changed.
- (ii) Term loan III was obtained primarily towards the acquisition of plant and machinery. The loan is denominated in Mozambican Metical (MZN) and carries interest at commercial rates.

The above borrowings are mainly secured by the following:

- a. Irrevocable corporate guarantee from various related parties (under the common control of the ultimate beneficiaries) registered in Sudan and UAE.
- b. Registered mortgage over office building located in plot no. W34, Dubai Airport Free Zone, Dubai, UAE.
- c. First-ranking floating charge on all present and future assets of the borrower, including inventory and receivables.
- d. Registered mortgage / floating charges over property, plant and equipment located in Sudan in favour of bank with aggregate mortgage value, covering the entire facilities of the bank.
- e. Assignment of insurance policy over all assets mortgaged/pledged in favour of bank.
- f. Promissory note endorsed in favour of the banks, receivables and inventories pledged in favour of banks (notes 12, 13 and 15).
- g. Undertaking from one of the majority shareholder of the Company to hold at least 20% shareholding during the loan tenor.
- h. Unconditional assignment on the dividends from the subsidiaries and delegation of dividends agreement, requiring dividends from subsidiaries to be directed towards loan repayment.
- i. Pledge over designated collection accounts and Debt Service Reserve Account (DSRA).
- j. Pledge over shares of the subsidiary, Delta Africa Holding Company Limited.
- k. Irrevocable corporate guarantee from non-controlling interest amounting to AED 3.16 million (equivalent MAD 8.7 million).
- l. Registered mortgage over land, warehouses located in Morocco in favour of bank amounting to AED 7.27 million (equivalent Moroccan Dirham (MAD) 20 million).
- m. Pledge of manufacturing equipment from the Socimol and Machava plants, valued in 2022 by REC at MZN 199 million and MZN 138 million, respectively
- n. Irrecoverable corporate guarantee by various entities registered in Mozambique and Mauritius.

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

19 LOAN FROM A RELATED PARTY

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
Unsecured loan	240,561,917	236,357,550

In November 2024, the Company obtained a loan from DAL Group, a related party, to fund strategic investments. The loan is unsecured and is denominated in USD and carries interest at commercial rates. The loan is repayable in eight years in semi-annual installments starting from December 2026.

20 TRADE AND OTHER PAYABLES

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
Trade payables	486,853,859	527,995,791
Accruals	209,696,197	119,402,190
Contract liabilities (Advance from customers) (note 4)	82,004,372	63,967,028
Corporate tax payable	27,290,133	7,418,638
Statutory payable	22,234,699	4,591,024
Deferred grants	1,616,420	939,615
Other payables	48,766,974	7,832,638
	878,462,654	732,146,924

As at 30 June 2025, trade payables includes amount due to related parties of AED 9,568,744 (unaudited) [31 December 2024 : AED 19,481,507 (audited)].

21 DIVIDEND PAYABLE

	30 June 2025 AED (Unaudited)	31 December 2024 AED (Audited)
At 1 January		-
Dividend declared during the period/year	33,000,000	45,000,000
Dividends paid during the period / year	(33,000,000)	(45,000,000)
Balance at the end of the period / year	-	-

On 25 April 2025, the Company's Annual General Meeting (AGM) approved a dividend of AED 33,000,000 (dividends of AED 0.029 per share) from the net profit for the year ended 31 December 2024 which was subsequently paid during the six month period ended 30 June 2025 (unaudited).

On 9 February 2024, the Board of Directors declared a dividend payout from the net profit for the year ended 31 December 2023, equivalent to AED 45,000,000 (dividends of AED 0.040 per share). The dividend was approved in the AGM held on 19 April 2024 and was paid during the year ended 31 December 2024 (audited).

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

22 EARNINGS PER SHARE

Basic and diluted earnings per share are calculated by dividing the profit for the period by the weighted average number of shares outstanding during the period.

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025 AED</i>	<i>2024 AED</i>
Profit for the period	91,823,483	84,227,459
Weighted average number of shares	1,120,000,000	1,120,000,000
	0.082	0.075

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

23 CONTINGENCIES AND COMMITMENTS

(a) Contingencies

	<i>30 June 2025 AED (Unaudited)</i>	<i>31 December 2024 AED (Audited)</i>
Cross corporate guarantee for loans obtained by related parties	657,355,392	668,089,222
Bank guarantees	123,733,340	119,040,624
	781,088,732	787,129,846

(b) Significant commitments

	<i>30 June 2025 AED (Unaudited)</i>	<i>31 December 2024 AED (Audited)</i>
Share of associate's commitment	18,007,500	18,007,500

24 FAIR VALUE MEASUREMENTS

Financial instruments comprise financial assets and financial liabilities.

Financial assets consist of bank balances, trade receivables (not provisional priced), deposits, other receivables, amounts due from related parties and other financial assets. Financial liabilities consist of bank borrowings, trade payables, accruals, amounts due to related parties and dividend payable.

Management has assessed that the non-current position of financial assets and financial liabilities are not significantly different to its carrying amount either based on the underlying terms (eg. interest) which gets repriced at regular intervals or using a discounted cash flow approach. The fair value of the other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

24 FAIR VALUE MEASUREMENTS (continued)

Fair value hierarchy of financial assets

The Group uses the following 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 asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

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 data (unobservable inputs).

		<i>Fair value</i>		
	<i>Notional value AED</i>	<i>Level 1 AED</i>	<i>Level 2 AED</i>	<i>Level 3 AED</i>
<i>At 30 June 2025 (unaudited)</i>				
Financial assets:				
Trade receivables (provisional price)	39,550,840	-	-	39,550,840
Commodity futures	225,533,049	-	16,640,842	-
Financial liabilities:				
Foreign exchange forward contracts	219,638,568	-	11,697,942	-
Options	839,051	-	671,470	-

		<i>Fair value</i>		
	<i>Notional value AED</i>	<i>Level 1 AED</i>	<i>Level 2 AED</i>	<i>Level 3 AED</i>
<i>At 31 December 2024 (Audited)</i>				
Financial assets:				
Trade receivables (provisional price)	162,211,820	-	-	162,211,820
Foreign exchange forward contracts	63,284,525	-	2,160,360	-
Financial liabilities:				
Options	1,589,463	-	1,589,463	-
Commodity futures	306,177,653	-	7,546,279	-

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For the six month period ended 30 June 2025 (Unaudited)

25 RISK MANAGEMENT

The executive management of the Group has overall responsibility for developing and monitoring the Group's risk management policies. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Board of Directors exercise oversight of the risk management framework.

The significant risks arising from the Group's financial instruments are:

(a) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk exposure is primarily related to the financial assets as disclosed in Note 13, 14 and 15.

(b) Interest Rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk on its interest-bearing liabilities (Note 18).

26 SEGMENTAL REPORTING

The CEO is the Chief Operating Decision Maker (CODM) and monitors the operating results of the segment for the purpose of making decisions about performance assessment. With the transfer of a subsidiary as part of the common control transfer by the Parent and the acquisition of a new entity, the Group operates three reportable segments – International Trading Business, Agri Commodities Wholesale Trading & Local Distribution in Morocco and Manufacturing and Retail in Mozambique, during the period ended 30 June 2025 (unaudited). The segments are strategic business units that offer almost similar products but different services. These are the three segments that the CODM uses to make decisions on resource allocation and assessment of business performance.

INVICTUS INVESTMENT COMPANY PLC

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six month period ended 30 June 2025 (Unaudited)

26 SEGMENTAL REPORTING (continued)

Information required by IFRS 8, “Segment reporting”, is disclosed below:

<i>Six month period ended 30 June 2025 (unaudited)</i>	<i>International Trading Business AED</i>	<i>Wholesale Trading & Local Distribution AED</i>	<i>Manufacturing and Retail AED</i>	<i>Total segments AED</i>	<i>Corporate Office AED</i>	<i>Adjustments and eliminations AED</i>	<i>Consolidated AED</i>
Revenue							
External customers	3,950,662,530	692,514,620	455,448,194	5,098,625,344	-	-	5,098,625,344
Related parties	1,270,203,808	-	-	1,270,203,808	-	(273,679,946)	996,523,862
Total Revenue	5,220,866,338	692,514,620	455,448,194	6,368,829,152	-	(273,679,946)	6,095,149,206
Direct costs	(5,102,726,995)	(718,143,240)	(320,305,391)	(6,141,175,626)	-	273,679,946	(5,867,495,680)
GROSS PROFIT	118,139,343	(25,628,620)	135,142,803	227,653,526	-	-	227,653,526
Other operating Income	-	51,894,379	-	51,894,379	-	-	51,894,379
Other Income	2,564,385	9,012,658	156,513	11,733,556	43,625,997	(40,105,571)	15,253,982
Selling, general and administration expenses	(43,008,374)	(10,634,933)	(53,697,697)	(107,341,004)	(19,680,508)	153,557	(126,867,955)
Operating profit	77,695,354	24,643,484	81,601,619	183,940,457	23,945,489	(39,952,014)	167,933,932
Share of profit of an associate	-	-	-	-	(2,332,810)	-	(2,332,810)
Finance Income	78,224,119	300,067	1,167,487	79,691,673	40,381,786	(33,512,934)	86,560,525
Finance costs	(73,127,762)	(17,324,520)	(11,927,979)	(102,380,261)	(56,764,310)	33,512,934	(125,631,637)
Profit for the period before tax	82,791,711	7,619,031	70,841,127	161,251,869	5,230,155	(39,952,014)	126,530,010
Income tax expenses	(12,418,757)	(11,107,810)	(14,790,214)	(38,316,781)	(696,642)	-	(39,013,423)
Profit for the period after tax	70,372,954	(3,488,779)	56,050,913	122,935,088	4,533,513	(39,952,014)	87,516,587
Total assets	3,679,221,876	816,278,643	707,308,848	5,202,809,367	1967,472,459	(1,156,604,079)	6,013,677,747
Total liabilities	2,966,046,990	726,196,634	351,976,736	4,044,220,360	1,573,137,758	(906,600,587)	4,710,757,531

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At 30 June 2025 (Unaudited)

26 SEGMENTAL REPORTING (continued)

Major customers

During the period ended 30 June 2025 (unaudited), there were three customers of the Group within the International Trading Business segment, with revenues greater than 10% of the total revenue of the Group (six month period ended 30 June 2024 (unaudited): two customers).

At 30 June 2024 (unaudited):

The Group operated a single reporting segment of trading of agricultural commodities, food products, non-manufactured precious metals and other general commodities. The freight services are incidental to the Group's operations and were not a separate reporting segment. All the relevant information relating to this reporting/operating segment is disclosed in the interim condensed consolidated statement of financial position, interim condensed consolidated statement of profit or loss and other comprehensive income and notes to the interim condensed consolidated financial statements. For management purposes, the Group was organised into single reportable segment, i.e. trading of agricultural commodities, food products, non-manufactured precious metal trading and other general items.

Segment performance was evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. The entity wide disclosures as required by IFRS 8 on information about products, geographical areas and major customers was reflected in note 4 of these interim condensed consolidated financial statements.

27 INCOME TAX AND DEFERRED TAX

Current income tax and deferred tax

The Group is subject to corporate tax in relation to its operations mainly in United Arab Emirates, Morocco and Mozambique.

The major components of income tax expense in the interim condensed consolidated statement of comprehensive income are:

	<i>Six month period ended 30 June (Unaudited)</i>	
	<i>2025</i>	<i>2024</i>
	<i>AED</i>	<i>AED</i>
<i>Current income tax</i>		
Current income tax expenses	17,208,195	523,053
Global minimum top-up tax expense (note (a))	13,090,686	-
	30,298,881	523,053
<i>Deferred tax</i>		
Relating to origination and reversal of temporary differences (net)	8,714,542	-
	39,013,423	523,053

For the purpose of determining income tax expense for the period, the accounting profit has been adjusted for tax purposes. Adjustments for tax purposes include items relating to both income and expense. The adjustments are based on the current understanding of the existing tax laws, regulations and practices. The Group has not identified any material risks or uncertainties in the structure from a corporate tax perspective and will continuously monitor further developments that could impact the tax profile of the Group.

27 CURRENT INCOME TAX AND DEFERRED TAX (continued)**a) Global Minimum Tax**

The Group is in the scope of the Pillar Two Global Anti-Base Erosion Rules (GloBE rules or Pillar Two rules) issued by the Organization for Economic Co-operation and Development (OECD) as the annual consolidated revenue of the Ultimate Parent Company exceeds Euro 750 million threshold. These rules provides a coordinated system to ensure that multinational enterprises (MNEs) with revenue above Euro 750 million pay at least an effective tax rate of 15% in each of the jurisdiction in which they operate. United Arab Emirates (one of the markets where the Group operates and the Company is registered), published Federal Decree-Law No. 60 of 2023, amending specific provisions of Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses, as part of its commitment to the OECD guidelines.

The amendments introduced by Federal Decree-Law No. 60 of 2023 are intended to prepare for the introduction of the BEPS 2.0 Pillar Two Rules. The UAE substantively enacted the Pillar 2 legislation with Cabinet Decision No. 142 of 2024. Additionally in December 2024, the UAE Ministry of Finance had announced that a Domestic Minimum Top-up Tax effective in the UAE for financial years starting on or after 1 January 2025. The Domestic minimum top-up tax relates to the Group's operation in United Arab Emirates, where the statutory tax rate is 9% (the Group operates in free zone and had availed qualifying free zone exemption during the year ended 31 December 2024). The Group has recognised top-up tax expense of AED 13,090,686 (2024 (Audited): Nil). The other jurisdictions in which the Group has presence and the rules are in force, the effective tax rate exceeds 15%. The Group will continue to monitor the Pillar Two related developments in all relevant jurisdictions and assess any potential top-up tax in accordance with the relevant legislation after taking into consideration the transitional Safe Harbour relief.

On 23 May 2023, the International Accounting Standards Board (IASB) issued amendments to IAS 12 'Income taxes' introducing a mandatory temporary exception to the requirements of IAS 12 under which an entity does not recognise or disclose information about deferred tax assets and liabilities related to the Pillar Two rules. In line with IAS 12 (as amended), the Group has applied the exception with regards to the above.

28 OTHER INFORMATION

The Group has signed an agreement to acquire a 65% stake in Dagro Chemical Limited, a fertilizer manufacturer in Angola. The transaction aligns with the Company's strategic objectives of vertical integration along the agro-commodity trading and distribution value chain.

As at the reporting date, the execution of the conditions precedents is in process, which is expected to be completed within third quarter of 2025.

29 SEASONALITY OF RESULTS

The nature of Group's business is such that the income and expenditure are incurred in a manner, which is not impacted by any forms of seasonality. These interim condensed consolidated financial statements were prepared based upon accrual concept, which requires income and expenses to be recorded as earned or incurred and not as received or paid throughout the period.

30 COMPARATIVES

Certain numbers have been reclassified in the interim condensed consolidated statement of comprehensive income to conform to the current period's presentation and classification. This did not affect the Group's previously reported profit or equity.