RAPCO
INVESTMENT

Integrated Report

2025





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RAPCO
INVESTMENT

Director's Report 2025



RAPCO
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DIRECTORS' REPORT

The Directors have pleasure in presenting their report and the financial statements for the year ended December 31, 2025.

Principal activities of the Company

The principal activities of RAPCO Investment P.J.S.C (the "Company") are commercial enterprises investment, institution and management, real estate enterprises investment, development, institution and management, and agricultural enterprises investment, institution and management

Financial review

The table below summarizes the financial results for the years 2025 and 2024:

	December 31, 2025	December 31, 2024 (restated)
Profit for the year	**29,912,260**	31,631,331
Basic and diluted earnings per share	**0.31**	0.33
	========	==========

Dividend

To support RAPCO's 2026 growth strategy, the Board recommends retaining FY 2025 earnings to fund the expansion of our asset base. Management is prioritizing capital deployment to drive long-term value. This prudent approach ensures the Company maintains the liquidity required to execute its expansion plans.

Special reserve

The Board of Directors proposes to transfer the AED 80 million Special Reserve to Retained Earnings subject to shareholders approval. This internal equity reallocation aims to simplify the Company's capital structure, enhance balance sheet transparency, and provide greater flexibility for future shareholder distributions .Subject to shareholder approval via an Ordinary Resolution at the 2026 AGM, this transfer will be recognized in the 2026 financial statements with no impact on the Company's total equity position.

Role of the Directors

The Directors are the Company's principal decision-making forum. The Directors have the overall responsibility for leading and supervising the Company for delivering sustainable shareholder value through their guidance and supervision of the Company's business. The Directors set the strategies and policies of the Company. They monitor performance of the Company's business, guide and supervise its management.

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Directors' report (Continued)

Events after the period end

In the opinion of the Board of Directors, no transaction or event of material and unusual nature, favorable or unfavorable has arisen in the period between the end of financial period and the date of this report that is likely to affect substantially the result of the operations or the financial position of the Company.

Projections and Risk

The Company is continuously monitoring its liquid funds and investments in equity and fixed income securities to maximize the yield. The Company is exposed to and affected by the fluctuation in the financial market it operates. However, the Company has various in-house systems to evaluate these risks and accordingly take steps to mitigate the effect of such risks.

Statement of Directors' Responsibilities

The applicable requirements require the directors to prepare the financial statements for each financial period which present fairly, in all material respects, the financial position of the Company and its financial performance for the period then ended.

The financial statements for the year under review have been prepared in conformity and in compliance with the relevant statutory requirements and other governing laws. The directors confirm that sufficient care has been taken for the maintenance of proper and adequate accounting records that disclose, with reasonable accuracy at any time, the financial position of the Company and enables them to ensure that the financial statements comply with the requirements of the applicable statute. The directors also confirm that the accounting policies and methods of computation adopted in preparing this financial information reflect fairly the form and substance of the transactions carried out during the year under review, and reasonably present the Company's financial condition and results of its operations.

These financial statements, which were prepared on a going concern basis, were approved by the Board of Directors on 2 March 2026 and signed on behalf of the Company by:

Shaikh Mohamed Humaid Abdulla Mohamed Alqasimi

Chairman

Raman Garg Mahabir Saran Garg

Chief Executive Officer

RAPCO INVESTMENT P.J.S.C License No: 302, Ras Al Khaimah - UAE

RAPCO
INVESTMENT

Financial Statements

2025



RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

FINANCIAL STATEMENTS
DECEMBER 31, 2025
TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

FINANCIAL STATEMENTS
DECEMBER 31, 2025
TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

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Independent Auditor's Report

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Middle East

The Shareholders
RAPCO Investment P.J.S.C
Public Shareholding Company
Ras Al Khaimah - United Arab Emirates

Report on the audit of the financial statements

Opinion
We have audited the accompanying financial statements of RAPCO Investment P.J.S.C (the "Company") which comprise the statement of financial position as at December 31, 2025 and the statement of profit or loss and other comprehensive income, statement of changes in shareholder's equity and statement of cash flows for the year then ended and notes to the financial statements, including material accounting policy information and other explanatory information.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025, its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

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

Other matters
The financial statements of RAPCO Investment P.J.S.C. for the year ended December 31, 2024, were audited by another auditor, who expressed an unqualified opinion on those financial statements in their report dated March 13, 2025.

Key audit matters
Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed on the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

1) Valuation of investment property
We identified the valuation of investment properties as a key audit matter due to the significant judgement involved in determining the inputs used in the valuation.

As at 31 December, 2025, the Entity's investment properties amounting to AED 7,163,010 and a gain on revaluation of investment properties amounting to AED 243,010 was recognized in the statement of profit or loss for the year then ended.

The Entity's investment properties are stated at fair value based on valuations carried out by an independent qualified valuer "the Valuer" appointed by the management. The valuation was dependent on certain key estimates which requires significant judgement, including yield rates, contractual lease rents and forecasted operating expenses, which are influenced by prevailing market forces and specific characteristics such as property location and income returns of each property in the portfolio.

How our audit addressed the key audit matters

We have performed the following procedures in relation to the valuation of investment properties:

- We assessed the competence, capabilities and objectivity of the valuer and reviewed the terms of engagement between the valuer and the Entity to determine whether the scope of the work is adequate and there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work;
- We obtained the external valuation reports for all properties valued by the valuer
- We matched the valuation amount in the valuer' reports with the amount stated in the financial statements.
- We assessed the appropriateness and reasonableness of the valuation methodologies, key assumptions and estimates used in the valuation on a sample basis;
- We assessed the adequacy of the disclosures in the financial statement's accordance with the requirements of IFRS.

2) Valuation of unquoted financial assets at fair value

We identified the valuation of unquoted financial assets at fair value as a key audit matter due to the significance of the Entity's unquoted financial assets at fair value in the context of the Entity's financial statements as a whole and due to significant judgement involved in determining the inputs used in the valuation.

As at 31 December, 2025, the Entity's unquoted financial assets at fair value amounting to AED 163,788,825 which represented 36% of the Entity's total assets and an unrealised gain amounting to AED 7,041,805 was recognized in the statement of profit or loss for the year then ended and unrealized loss amount of 3,311,980 recognized in the other comprehensive income

The Entity's unquoted financial assets at fair value are stated at fair value based on valuations carried out by an independent qualified valuer "the Valuer" appointed by the management. The valuation was dependent on certain key estimates which requires significant judgement, including discount rates, growth rate, revenue growth projections, forecasted operating margins. These assumptions are influenced by prevailing market conditions, industry performance, and company-specific factors affecting expected future cash flows.

How our audit addressed the key audit matters

We have performed the following procedures in relation to the valuation of unquoted financial assets at fair value:

- We assessed the competence, capabilities and objectivity of the valuer and reviewed the terms of engagement between the valuer and the Entity to determine whether the scope of the work is adequate and there were any matters that might have affected their objectivity or may have imposed scope limitations upon their work;
- We obtained the external valuation reports for all properties valued by the valuer.
- We matched the valuation amount in the valuer reports with the amount stated in the financial statements.
- We assessed the appropriateness and reasonableness of the valuation methodologies, key assumptions and estimates used in the valuation on a sample basis;
- We assessed the adequacy of the disclosures in the financial statement's accordance with the requirements of IFRS.

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Other information

Management is responsible for the other information. Other information consists of information included in the company's report of 2025, other than the financial statements and our auditors' report thereon.
Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the financial statements, our responsibility is to read other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material statement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and applicable provisions of UAE Commercial Companies' Law, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company'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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the management 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.

Report on other legal and regulatory requirements

As required by UAE Federal Law No. (32) of 2021 we report that:

1. We have obtained all the information and explanation we considered necessary for our audit.
2. The financial statements comply, in all material respect with the applicable provisions of UAE Federal Law No. (32) of 2021 and the Articles of Association of the Company.
3. The Company has maintained proper books of accounts.
4. The financial information included in the Directors' report is consistent with the books of account of the Company.
5. Transactions and term with related parties disclosed in Note 12.
6. Shares purchased by the Company during the current year disclosed in Note 7 and 13
7. The Social Contribution made during the year disclosed in Note 28.
8. Based on the information and explanation that has been made available to us nothing came to our attention which causes us to believe that the Company has contravened during the financial year ended December 31, 2025 any of the applicable provisions of UAE Federal Law No. (32) of 2021 or the Articles of Association of the Company which would have a material effect on the Company's activities or on its financial position for the year.





Mohammad S. Al Sela
License No. 884
Rödl Middle East
Certified Public Accountants

March 2, 2026
Sharjah - U.A.E.

Exhibit - A

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

STATEMENT OF FINANCIAL POSITION AS OF DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

	Notes	December 31, 2025	December 31, 2024 (restated)
ASSETS			
Non-current assets			
Property, plant and equipment	5	**2,721**	7,347
Property investment	6	**7,163,010**	59,416,800
Financial assets at fair value through other comprehensive income (FVTOCI)	7	**155,083,451**	156,226,192
Financial assets at amortised cost	8	**98,755,410**	67,064,030
Deferred tax- asset	9	**275,696**	1,449,461
Digital assets	10	**377,577**	-
Total non-current assets		**261,657,865**	284,163,830
Current assets			
Accounts and other receivables	11	**747,709**	5,705,420
Due from a related party	12	**-**	103,798
Financial assets at fair value through profit or loss (FVTPL)	13	**190,972,366**	130,190,021
Cash and cash equivalents	14	**1,607,252**	2,242,865
Total current assets		**193,327,327**	138,242,104
Total assets		**454,985,192**	422,405,934
SHAREHOLDERS' EQUITY AND LIABILITIES			
Shareholders' equity			
Share capital	15	**95,040,000**	95,040,000
Statutory reserve	16	**47,520,000**	44,892,921
Special reserve	17	**80,000,000**	80,000,000
Fair value reserve	18	**74,850,578**	73,564,909
Retained earnings		**124,165,226**	96,018,326
Total shareholders' equity		**421,575,804**	389,516,156
Non-current liabilities			
Employees' end of service benefits	19	**241,086**	344,240
Bank borrowings	20	**30,000,000**	30,000,000
Total non-current liabilities		**30,241,086**	30,344,240
Current liabilities			
Due to related parties	12	**-**	230,663
Accounts and other payables	21	**3,168,302**	2,314,875
Total current liabilities		**3,168,302**	2,545,538
Total liabilities		**33,409,388**	32,889,778
Total shareholders' equity and liabilities		**454,985,192**	422,405,934

To the best of our knowledge, the financial statements fairly present, in all material respects, the financial position, results of operations, and cash flows of the Company as of, and for the year ended 31 December 2025.

Sheikh Mohamed Humaid Abdullah Mohamed Al Qasimi
Chairman

Raman Garg Mahabir Saran Garg
Chief Executive Officer

The accompanying notes are an integral part of these financial statements.

Exhibit – B

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHINSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

	Notes	**December 31, 2025**	December 31, 2024 (restated)
Revenues			
Investment income	22	**15,627,014**	12,284,631
Gain on sale of investments at FVTPL		**2,938,187**	1,730,572
Gain on sale of investment property		**9,411,013**	126,190
Gain / (Loss) on changes in fair value of investment properties		**243,010**	(23,331,200)
Other income	23	**66,248**	1,194,354
Share of (loss) of associates - net		**-**	(865,081)
Gain on sale of investments in associates		**-**	1,423,252
Unrealised gain on investments at FVTPL	13	**7,755,606**	42,031,974
Total revenues		**36,041,078**	34,594,692
General and administrative expenses	24	**(3,106,992)**	(4,106,007)
Finance costs		**(1,490,556)**	(353,206)
Net profit for the year before tax		**31,443,530**	30,135,479
Income tax expense	9	**(357,505)**	-
Deferred tax (expense) / credit	9	**(1,173,765)**	1,495,852
Net profit for the year after tax		**29,912,260**	31,631,331
Other comprehensive income			
Net gain on sale of investments carried at FVTOCI		**516,407**	3,331,651
Net change in investment at FVTOCI	7	**1,620,754**	20,552
Gain in revaluation of Digital assets	10	**10,227**	-
Deferred tax expense		**-**	(46,391)
		2,147,388	3,305,812
Total comprehensive income		**32,059,648**	34,937,143
Basic / diluted earnings per share	25	**0.31**	0.33

The accompanying notes are an integral part of these financial statements.

Exhibit - C

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

	Share capital	Statutory reserve	Special reserve	Fair value reserve	Retained earnings	Total
Balance at December 31, 2023	95,040,000	41,712,319	80,000,000	76,202,049	62,524,645	355,479,013
Net profit for the year -restated note (27)	-	-	-		31,631,331	31,631,331
Other comprehensive income	-	-	-	20,552	3,285,260	3,305,812
Total comprehensive income	-	-	-	20,552	34,916,591	34,937,143
Transfer to retained earnings on sale of financial assets at FVTOCI	-	-	-	(2,657,692)	2,657,692	-
Transfer to statutory reserve	-	3,180,602	-	-	(3,180,602)	-
Board of Directors' remuneration	-	-	-	-	(900,000)	(900,000)
Balance at December 31, 2024-restated-note (27)	95,040,000	44,892,921	80,000,000	73,564,909	96,018,326	389,516,156
Net profit for the year	-	-	-	-	29,912,260	29,912,260
Other comprehensive income	-	-	-	1,630,981	516,407	2,147,388
Total comprehensive income				1,630,981	30,428,667	32,059,648
Transfer to statutory reserve	-	2,627,079	-	-	(2,627,079)	-
Transfer to retained earnings on sale of financial assets at FVTOCI	-	-	-	(345,312)	345,312	-
Balance at December 31, 2025	**95,040,000**	**47,520,000**	**80,000,000**	**74,850,578**	**124,165,226**	**421,575,804**

The accompanying notes are an integral part of these financial statements.

Exhibit - D

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

	December 31, 2025	December 31, 2024
Cash flows from operating activities		
Net profit for the year before tax	**31,443,530**	30,135,479
Adjustments for:		
Unrealised (gain) on investments at FVTPL	**(7,755,606)**	(42,031,974)
Fair value (gain) / loss from investment properties	**(243,010)**	23,331,200
Share of loss of associates	**-**	865,081
Gain on sale of property, plant and equipment	**(18,571)**	**-**
Gain on sale of investments in associates	**-**	(1,423,252)
Depreciation on property, plant and equipment	**4,626**	6,648
Interest income	**(5,838,286)**	(2,046,652)
Provision for employees' end of service benefits	**62,873**	54,394
Finance costs	**1,490,556**	353,206
Gain on sale of investment property	**(9,411,013)**	(222,702)
Dividend income	**(8,865,844)**	(8,533,902)
Gain on sale of investment carried at FVTPL	**(2,938,187)**	(1,730,572)
Operating (loss) before changes in operating assets and liabilities	(2,068,932)	(1,243,046)
Trade and other receivables	**4,957,711**	(4,296,258)
Due from a related party	**103,798**	(103,798)
Trade and other payables	**495,922**	(5,758,069)
Due to related parties	**(230,663)**	230,663
Net cash generated from (used in) operating activities	**3,257,836**	(11,170,508)
Employees' end of services benefits paid	**(166,027)**	(136,784)
Finance costs paid	**(1,490,556)**	(353,206)
Net cash from (used in) operating activities	**1,601,253**	(11,660,498)
Cash flows from investing activities		
Proceeds from sale of investment in associate	**-**	6,760,760
Purchase of property, plant and equipment	**-**	(4,490)
Proceed from sale of property, plant and equipment	**18,571**	**-**
Proceeds from sale of investments carried at FVTOCI	**3,279,902**	10,507,148
Purchase of investments carried at FVTPL	**(87,114,189)**	(34,643,863)
Proceeds from sale of investments carried at FVTPL	**37,025,637**	25,037,607
Assets at amortised cost matured during the year	**-**	3,145,282
Purchase of financial assets at FVTOCI	**-**	(3,002,568)
Purchase of financial assets at amortised cost	**(30,854,177)**	(44,258,558)
Proceeds from investments in fixed deposits	**-**	1,000,000
Interest income received	**5,001,083**	1,432,385
Dividend received	**8,865,844**	8,533,902
Proceeds from sale of investment properties	**61,907,813**	585,000
Purchase of digital assets	**(367,350)**	**-**
Net cash (used in) investing activities	**(2,236,866)**	(24,907,395)
Cash flows from financing activities		
Proceeds from bank borrowings	**-**	30,000,000
Board remuneration paid	**-**	(900,000)
Net cash from financing activities	**-**	29,100,000
Net (decrease) in cash and cash equivalents	**(635,613)**	(7,467,893)
Cash and cash equivalents, beginning of the year	**2,242,865**	9,710,758
Cash and cash equivalents at the end of the year	**1,607,252**	2,242,865

The accompanying notes are in integral part of these financial statements.

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

1- LEGAL STATUS AND PRINCIPAL ACTIVITIES

a) General information

RAPCO Investment P.J. S.C (formerly known as "Ras Al Khaimah Poultry and Feeding Co Public JSC") (the "Company") is public shareholding company, facilitated under Emiri decree No. 76/8 of 1976 issued by His Highness, the Ruler of Ras Al Khaimah. The Company was incorporated on March 11, 1978 and operates under the current commercial license no. 302 issued by Department of Economic Development of Government of Ras Al Khaimah. The shares of the Company are traded on the Abu Dhabi Securities Exchange.

The principal activities of the Company consist of commercial enterprises investment, institution and management, real estate enterprises investment, development, institution and management, and agricultural enterprises investment, institution and management

The address of the registered office of the Company is Al jazirah alhamra P.O. Box: 184, Ras Al Khaimah, United Arab Emirates.

The management is vested with Mr. Raman Garg Mahabir Saran Garg, General Manager, Indian National, under the supervision of the Board of Directors of the Company.

These financial statements incorporate the operating results of the Company's license no. 302.

2- BASIS OF PREPARATION

2.1 Statement of compliance

These financial statements have been prepared in accordance with applicable International Financial Reporting Standards (IFRSs) and the requirements of the UAE Commercial Companies Law No. 32 of 2021.

2.2 Basis of measurement

The financial statements are prepared under the historical cost basis, except for investment properties and certain financial assets in shareholders' equity which are measured at fair value.

2.3 Functional and presentation currency

The financial statements are presented in UAE Dirham (AED) which is the functional and presentation currency of the Company, unless otherwise specified.

2.4 Use of estimates and judgments

In preparing these financial statements, management has made estimates and judgments that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.
Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period and / or in the period of the revision and future periods if the revision affects both current and future periods.
In particular, information about significant areas of estimation uncertainty that have the most significant effect on the amounts recognized in the financial statements are as follows:

Going concern

The Management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. The Company has been profitable, and it had positive net asset (equity), working capital and cash flow positions as at the year end. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on a going concern basis.

Depreciation of property and equipment

Items of property and equipment are depreciated over their estimated individual useful lives. The determination of useful lives is based on the expected usage of the asset, physical wear and tear, and technological or commercial obsolescence, and impacts the annual depreciation charge recognized in profit or loss. Management reviews annually the residual values and useful lives of these assets.

Future depreciation charge could be materially adjusted where management believes the useful lives and / or the residual values differ from previous estimates. No such adjustments were considered necessary at the end of the current year or the comparative year.

Impairment of property and equipment

The carrying amounts of the Company's property and equipment are reviewed at each reporting date to determine whether there is any indication of impairment. The determination of what can be considered impaired requires judgement. As at the reporting date, management did not identify any evidence from internal reporting indicating impairment of an asset or class of assets.

Revaluation of investment properties

The Company carries its investment properties at fair value, with changes in fair value being recognised in the statement of profit or loss. For investment properties, a valuation methodology based on a discounted cash flow (DCF) model was used, as there is a lack of comparable market data because of the nature of the properties. The Company engaged an independent valuation specialist to assess fair values as at 31/12/2025.

Other provisions and liabilities
Other provisions and liabilities are recognized in the period only to the extent management considers it probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgment to existing facts and circumstances, which can be subject to change. Since the actual cash outflows can take place in subsequent years, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances. A change in estimate of a recognized provision or liability would result in a charge or credit to profit or loss in the period in which the change occurs.

The Company determined that the input method is the best method in measuring progress of the installation services because there is a direct relationship between the Company's effort (i.e., labour hours incurred) and the transfer of service to the customer. The Company recognises revenue on the basis of the labour hours expended relative to the total expected labour hours to complete the service.

Provision for employees' end-of-service benefits
Management has measured the Company's obligation for the post-employment benefits of its employees based on the provisions of the UAE federal Decree Law no. 33 of 2021 regarding Employment Regulations. Management does not perform an actuarial valuation as required by International Accounting Standard (IAS) 19 "Employee Benefits" as it estimates that such valuation does not result to a significantly different level of provision. The provision is reviewed by management at the end of each year, and any change to the projected benefit obligation at the year-end is adjusted in the provision for employees' end-of-service benefits in the profit or loss.

2.5 Income tax
The financial period is charged with the tax expense in accordance with the accounting regulations, laws and standards as applicable in UAE.

2.6 Applications of new, amendments and improvements to standards

i. Amendments and improvements to standards that are effective for the current year:

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended December 31, 2024, except for the adoption of amendments and improvement standards that become effective from January 1, 2025.

The Company's financial risk management objectives and policies are consistent with those disclosed in the financial statements for the year ended December 31, 2024.

The following amendments to ***existing*** standards have been applied by the Company in preparation of these financial statements. The adoption of the below amendmets to standards do not have significant imppact are previously reported net profit (loss) or equity of the Company.

Effective date	Description
January 1, 2025	• Lack of Exchangeability – (Amendments to IAS 21)

ii) standards and amendments to standards issued but not yet effective
The standards and amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below.

The Company is currently evaluating the impact of these new standards, amendments and interpretations.

The Company intends to adopt these standards and amendments to standrads, if applicable, when they become effective.

Effective date	Description
January 1, 2026	• Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7. • Annual Improvements to IFRS Accounting Standards – Volume 11. • Power Purchase Agreements – Amendments to IFRS 9 and IFRS 7.
January 1, 2027	• IFRS 18 Presentation and Disclosure in Financial Statements • IFRS 19 Subsidiaries without Public Accountability: Disclosures
Deferred indefinitely	• Sale or Contribution of assets between an investor and its associate or joint venture (Amendments to IFRS 10 and IAS 28)

The Company is currently evaluating the impact of these new standards, amendments and interpretations. The Company intends to adopt these standards and amendments to the standards, if applicable, when they become effective.

3- MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policy information used in the financial statement are as follows. The accounting policies have been applied consistently to each of the years presented in these financial statements.

3-1 Property and equipment

i. Recognition and measurement
Items of property and equipment, are recognised at cost of acquisition and thereafter measured at cost less accumulated depreciation and accumulated impairment losses, except for land owned by the Company that is measured at fair value.

The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bring the asset to a working condition for their intend to use, the cost if dismantling and removing the items and restoring the site on which they are located.

Cost includes expenditure that is directly attributable to the acquisition of an asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. If significant parts of an item of property and equipment have different useful lives, then they are accounted for as separate items (major components) of property and equipment.

ii. Subsequent expenditures
Subsequent expenditure that can reliably measure are included in the assets carrying amount is capitalized or recognised as a separate asset as appropriate only if it is probable that future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation is calculated to write off the cost of items of property and equipment less their estimated residual values using straight-line method over their estimated useful lives, and recognised in profit or loss. Land is not depreciated.

The estimated useful lives of property and equipment for the current year and the comparative year are as follows:

- Furniture and fixture	5 years
- Equipment	3-5 years
- Motor vehicles	5 years

The management has determined the estimated useful lives of each asset and for categories of assets based on the expected usage of the assets, physical wear and tear depending on operational, environmental factors and legal assumptions permits on the useful of the asset.

The depreciation method, residual value and useful lives of the property and equipment are reviewed at each reporting date and adjusted, if appropriate.

iv. Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Profits and losses on disposals of items of property and equipment are determined by comparing the proceeds from their disposals with their respective carrying amounts, and are recognised net within statement of profit or loss.

Gain or loss on disposal is determined as the difference between the net sales proceeds and the carrying value of the assets, and is recognized in Income Statement.
There is no significant change in any of accounting estimates during the year regarding property, plant and equipment.

3-2 Investment properties

Recognition and measurement

An investment property is initially measured at cost of acquisition including transaction costs, and subsequently at fair value with any changes therein recognised profit or loss, as the Company recognises these investment properties at revaluation model.

Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss. When investment property that was previously classified as property and equipment is sold, any related amount included in the revaluation reserve, if available is transferred to retained earnings.

Rental income from investment property is recognised as revenue on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

Derecognition

An item of investment property is derecognised upon disposal or when no future economic benefits are expected from its use. Profits and losses on disposals of items of investment property are determined by comparing the proceeds from their disposals with their respective carrying amounts and are recognised net in profit or loss in the period in which the property is derecognised.

3-3 Financial instruments

i. Recognition and initial measurement

Trade receivables are initially recognised when they originate. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

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

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVTOCI – debt investment and FVTOCI – equity investment or FVTPL. Financial assets are not reclassified subsequently to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL;

- It is held within a business model whose objectives is to hold assets to collect contractual cash flows; and

- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash flows or realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model and how those risks are managed;
- how managers of the business are compensated – e.g., whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:
- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension feature; and
- terms that limit the Company's claim to cash flows from specified assets (e.g., non-resource features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual per amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including interest or dividend income are recognized in profit or loss.
Debt investment at FVTOCI	These are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. on derecognition, gains and losses accumulated in OCI are reclassified in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the EIR method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value net of transaction costs. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Financial Liabilities – Classification, subsequent measurement and gains and losses
Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the EIR method. Interest expense, foreign exchange gains or losses and other gain or loss on derecognition is recognised in profit or loss.

iii. Derecognition

Financial assets
The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

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

Financial liabilities
The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

iv) Offsetting
Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3-4 Impairment

i) Non-derivative financial assets

Financial assets
The Company also recognises loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs;

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e., the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables (including lease receivables) are always measured at an amount equal to lifetime ECLs.

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

The Company considers the credit risk significantly increased if the due date contravenes 90 days.

The Company assumes a financial asset to be in default when:
- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 360 days past due.

Measure of ECLs
ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the

contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets
At each reporting date, the Company assesses the financial assets carried at amortised cost. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit impaired includes the following observable data:
- significant financial difficulty of the borrower;
- a breach of contract such as a default or being more than 360 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position
Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVTOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Impairment losses related to trade and other receivables are presented under general and administrative expenses in the statement of profit or loss.

Write off
The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is more than 1 year past due and not secured by any guarantees, based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

i) Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (property and equipment) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Impairment testing of goodwill should be made annually to determine impairment, if any.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Units (CGUs).

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

An impairment loss is recognized if the carrying amount of an asset or a CGU exceeds its recoverable amount. Impairment losses are recognized in profit or loss. They are allocated to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

3-5 Digital assets

Digital assets comprise cryptocurrencies (Bitcoin), held by the Company for investment purposes. Digital assets are classified as intangible assets in accordance with IAS 38 Intangible Assets, as they are identifiable non-monetary assets without physical substance.

Initial Recognition

Digital assets are initially recognized at cost, including directly attributable transaction costs.

Subsequent Measurement

Subsequent to initial recognition, digital assets are measured using the revaluation model. They are carried at fair value based on quoted market prices in active markets at the reporting date.

Revaluations are performed at each reporting date to ensure that the carrying amount does not differ materially from fair value.

Revaluation Gains and Losses

- Increases in fair value are recognized in Other Comprehensive Income (OCI) and accumulated in equity under the revaluation reserve.
- Decreases in fair value are recognized in profit or loss to the extent they exceed any balance held in the revaluation reserve relating to the same asset. Otherwise, they are recognized in OCI and reduce the revaluation reserve.

Derecognition

Upon disposal, any cumulative revaluation surplus included in equity is transferred directly to retained earnings and is not reclassified to profit or loss.

3-6 Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with a maturity of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of any outstanding bank overdrafts.

3-7 Other receivables

The Company's financial assets fall within the category of "Other receivables". Other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Receivables (including trade and other receivables, cash and bank balances, and balances due from related parties) are measured at amortized cost using the effective interest method, less any impairment.
Interest income is recognized by applying the effective interest rate, except for short-term receivables when the effect of discounting is immaterial.

3-8 Employees' end of service benefits

The Company provides for employees' end of service benefits to its employees that meets or exceeds the provisions of the UAE Labour Law. The entitlement to these benefits is based upon the employees' final salary and length of service, subject to the completion of minimum service period. The expected costs of these benefits are accrued over the period of employment.

In respect of the Emirati employees, the Company makes contributions to the General Pension and Social Security Authority, which is calculated as a percentage of the employees' salaries in accordance with the respective local laws pertaining to retirement and pensions. The Company's share of contribution to these schemes is charged to the profit or loss in the year to which they relate.

3-9 Contingent liabilities

Contingent liabilities are possible obligations depending on whether some uncertain future events occur, or they are present obligations but payments are not probable or the amounts cannot be measured reliably. Contingent liabilities are not recognized in the financial statements but are disclosed.

3-10 Revenue

Dividend Income

Dividend income is recognized in the profit or loss statement on the date the company is entitled to receive the proposed amounts and approves them.

Rental Income

Rental income arises from the lease of an investment property and is calculated on a straight-line basis over the lease term. Rental incentives are recognized as a significant part of total rental income over the lease term. Rental income from other properties is included in other income. The company has applied IFRS 15 – "Revenue from Contracts with Customers" to allocate the contract output for both lease and non-lease income as a primary component.

Interest Income

Interest income from a financial asset is recognized when economic benefits are likely to flow to the company and when the amount of the income can be reliably measured. Interest income is calculated on a time basis, with reference to the principal due and the applicable effective interest rate, which is the rate that accurately deducts the estimated future cash receipts over the financial asset's useful life from the net carrying amount of that asset at initial recognition.

3-11 Expenses recognition

Expenses are recognized in profit or loss when a decrease in future economic benefits related to a decrease in an asset or an increase of a liability has arisen and can be measured reliably.

An expense is recognized immediately in profit or loss when an expenditure produces no future economic benefits, or when, and to the extent that, future economic benefits do not qualify or cease to qualify for recognition in the statement of financial position as an asset, such as in the case of asset impairments.

3-12 Foreign currency transactions and balances

Transactions in foreign currencies during the year are translated into the functional currency of the Company at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the end of the year are translated into the functional currency at the exchange rate at the reporting date. Foreign currency differences are recognized in profit or loss.

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3-13 Value added tax ("VAT")

Expenses and assets are recognised net of the amount of VAT, except:

- When the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of VAT included. The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

3-14 Income tax

The company makes a provision for income tax in accordance with the Income Tax Law and International Accounting Standard 12 -Income Taxes, which mandates the recognition of temporary timing differences as deferred tax assets or liabilities as of the financial statement date.

Deferred taxes are taxes expected to be paid or recovered as a result of temporary time differences between the value of assets or liabilities in the financial statements and the value on the basis of which the taxable profit is calculated. Deferred taxes are calculated according to the tax rates that are expected to be applied when settling the tax liability or realizing the deferred tax assets.

Tax expense is calculated on the basis of taxable profits. Taxable profits differ from profits declared in the financial statements because declared profits include non-taxable revenue or expenses that are not deductible in the current financial period but in subsequent years or accumulated losses that are taxable or items that are not subject to or deductible for tax purposes.

4 Financial risk and capital management

4-1 Financial risks management

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk;
- Foreign currency risk;

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk. Further quantitative disclosures are included throughout these financial statements.

Risk management framework
Management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company and to monitor risks. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

a) Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit.
The Company's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognizing expected credit losses
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Company has no realistic prospect of recovery	Amount is written off

The carrying amount of financial assets represents the maximum credit exposure.
Risk is influenced mainly by the individual characteristics of each counterparty

	2025	2024
Accounts and other receivables	**747,709**	5,705,420
Due from related parties	**-**	103,798
Bank balances	**1,607,252**	2,242,865
	2,354,961	8,052,083

The table below provides information and analysis of the life time and exposure to credit risk and ECL for trade receivables as at the reporting date.

December 31, 2025

Particular	Weighted average loss rate	Gross carrying Amount	Loss allowance
Current	0%	**349,331**	-
0-30 days past due	0%	**-**	-
31–60 days past due	0%	**-**	-
More than 61 days past due	61 %	**700,080**	**424,135**
Total		**1,049,411**	**424,135**

December 31, 2024

Particular	Weighted average loss rate	Gross carrying amount*	Loss allowance
Current	0%	-	-
0-30 days past due	0%	10,570	-
31–60 days past due	0%	12,958	-
More than 61 days past due	50 %	852,596	424,135
Total		876,124	424,135

Cash at bank
The Company's cash at bank is held with banks that are independently rated by credit rating agencies.
The Company's bank deposits are held with credit worthy and reputable banks with high credit ratings. As a result, management believes that credit risk in respect of these balances is minimal.

b) Liquidity risks

Liquidity risk is the risk that the company will be unable to meet its cash obligations. The management of liquidity risks consist of keeping sufficient cash, and arranging financing sources through enough facilities, managing highly liquid assets, and monitoring liquidity on a yearically basis by method of future cash flow.

The maturity of liabilities stated below based on the year from the financial position date to the contractual maturity date. In the case of financial instruments that do not have a contractual maturity date, the maturity is based on management's estimate of time year in which the asset will be collected or disposed and the liability settled.

The table below summarizes the contractual undiscounted maturities of the Company's financial liabilities at the reporting date.

The following is maturity table for the financial liabilities as of December 31, 2025:

	On demand	1-12 months	From 1 to 5 years	More than 5 years	Total
Liabilities					
Accounts and other payables	-	3,168,302	-	-	3,168,302
Bank borrowings	-	-	30,000,000	-	30,000,000
Total liabilities	**-**	**3,168,302**	**30,000,000**	**-**	**33,168,302**

The following is maturity table for the financial liabilities as of December 31, 2024:

	On demand	1-12 months	From 1 to 5 years	More than 5 years	Total
Liabilities					
Due to related parties	-	230,663	-	-	230,663
Accounts and other payables	-	2,314,875	-	-	2,314,875
Bank borrowings	-	-	30,000,000	-	30,000,000
Total liabilities	**-**	**2,545,538**	**30,000,000**	**-**	**32,545,538**

c) Market risk

Market risk is defined as the risk which causes fluctuation in financial instruments value as a result of change in market prices. International Financial Reporting Standards require disclosure of the financial instruments that are exposed to fluctuation in its value as a result of change in its market prices. The financial instruments that expose the Company to market price fluctuation risk as at December 31, 2025 comprise of investment in financial assets amounting to AED 182,644,569(2024: 126,357,213).

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d) Foreign currency risk

Foreign exchange risk arises when future business transactions, recognized assets, or liabilities are recorded in a currency other than the company's functional currency. The company does not face significant foreign exchange risk, as it primarily deals in UAE Dirhams, its functional currency. Transactions in foreign currencies do not carry risk because the UAE Dirham is pegged to the US Dollar at a fixed rate. Transactions or balances in other foreign currencies are insignificant, as management continuously monitors exchange rate fluctuations.

e) Capital risk management

The primary objective of the Company's capital management is to ensure that it maintains a sufficient capital base for meeting the company's operational and strategic needs to maintain confidence of market participation in order to support its business and to sustain future development of the business. Management monitors its capital structure and makes adjustments to it, in light of economic conditions.

Gearing ratio

The gearing ratio at the year-end were as follow:

	December 31, 2025	December 31, 2024 (restated)
Debts	**30,000,000**	30,000,000
Less: cash and cash equivalent	**(1,607,252)**	(2,242,865)
Net debts	**28,392,748**	27,757,135
Total equity	**421,575,804**	389,516,156
Gearing ratio	**0.067**	0.071

i) Debt is defined as bank borrowings and loan from a related party as defined in note 18.
ii) Equity include all capital, retained earnings and other reserves of the Entity.

4-3 Fair value measurement

Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at a measurement date. The carrying amounts of financial assets and financial liabilities reasonably approximate their fair values because of their short-term nature or due to the immaterial effect of discounting when the present value of future cash flows from these instruments are calculated.

4-4 Offsetting financial assets and liabilities

The Company does not have any financial assets or financial liabilities that are subject to offsetting, enforceable master netting arrangements or any similar agreements.

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

5- PROPERTY, PLANT AND EQUIPEMENT

	Buildings	Furniture and fixture	Motor Vehicles	Office equipment	Total
Cost					
At December 31, 2024	1,864,651	1,308,451	350,300	34,289	3,557,691
Disposal	(1,864,651)	(1,308,451)	(172,800)	-	(3,345,902)
At December 31, 2025	**-**	**-**	**177,500**	**34,289**	**211,789**
Depreciation					
At December 31, 2024	1,864,651	1,308,451	350,300	26,942	3,550,344
Charges for the year	-	-		4,626	4,626
Disposal	(1,864,651)	(1,308,451)	(172,800)	-	(3,345,902)
At December 31, 2025	**-**	**-**	**177,500**	**31,568**	**209,068**
Net book value					
At December 31, 2025	**-**	**-**	**-**	**2,721**	**2,721**
At December 31, 2024		-	-	7,347	7,347

Properties, plant and equipment includes building, equipment, furniture and Motor vehicles which are all located in the United Arab Emirates.

6- PROPERTY INVESTMENT

	December 31, 2025	December 31, 2024
Lands	**6,395,660**	35,101,800
Buildings	**767,350**	24,315,000
	7,163,010	59,416,800

The movement in investment properties during the year was as follows:

	December 31, 2025	December 31, 2024
Balance at January 1	**59,416,800**	83,333,000
Sold during the year	**(52,496,800)**	(585,000)
Revaluation difference of investments	**243,010**	(23,331,200)
	7,163,010	59,416,800

Investment properties include the fair value of plots of land and buildings located in the United Arab Emirates. Investment properties are stated at fair value based on a valuation performed by an independent external valuer at the end of the financial year.

7- FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVTOCI)

	December 31, 2025	December 31, 2024
Quoted	**106,566,431**	104,397,192
Unquoted	**48,517,020**	51,829,000
	155,083,451	156,226,192

The movement in financial assets at fair value through other comprehensive income during the year was as follows:

	December 31, 2025	December 31, 2024
Balance at January 1	**156,226,192**	160,378,569
Purchase during the year	**-**	3,002,568
Sold during the year	**(2,763,495)**	(7,175,497)
Change in fair value for the year	**1,620,754**	20,552
	155,083,451	156,226,192

All financial assets at fair value through other comprehensive income are located in the United Arab Emirates.

8- FINANCIAL ASSETS AT AMORTISED COST

The movement in the financial assets at amortised cost during the year was as follows:

	December 31, 2025	December 31, 2024
Balance at January 1	**67,064,030**	25,113,785
Purchase during the year	**30,854,177**	44,258,558
Matured during the year	**-**	(2,922,580)
Net interest movement	**837,203**	614,267
	98,755,410	67,064,030

The geographical distribution of the financial assets at amortised cost is as follows:

	December 31, 2025	December 31, 2024
United Arab Emirates	**15,272,147**	16,171,261
GCC Countries	**52,628,928**	4,304,211
Other Countries	**30,854,335**	46,588,558
	98,755,410	67,064,030

9- Income tax

Deferred tax assets

The movement in deferred tax assets during the year were as follows:

	December 31, 2025	December 31, 2024 (restated)
Balance at January 1	**1,449,461**	-
Deferred tax (expense) / credit recognized in profit and loss	**(1,173,765)**	1,495,852
Deferred tax credit recognized in other comprehensive income	**-**	(46,391)
	275,696	1,449,461

Deferred tax expense/ (credit)

	December 31, 2025	December 31, 2024 (restated)
Deferred tax credit	**-**	(1,495,852)
Deferred tax expense	**1,173,765**	-
Deferred tax expense/ (credit)	**1,173,765**	(1,495,852)

Income tax expense

Based on the assessment conducted by the Company's management, an amount of AED 357,505 was recognized as income tax expense for the current year as below:

Reconciliation of tax	**December 31, 2025**	December 31, 2024 (restated)
Accounting profit for the year	**31,443,529**	31,806,021
Add: OCI that will not be reclassified to profit or loss	**2,147,814**	3,352,203
Add: Share of profit to investment accounted under equity	**-**	865,061
Less: income not subject to tax	**(17,341,445)**	(51,652,709)
Add: Non deductible expenses	**1,139,206**	1,194,813
Add: Other adjustments	**-**	(1,670,542)
Taxable profit / (loss) prior to tax loss adjustment	**17,389,104**	(16,105,153)
Less: Utilize Tax loss from prior years (0.75 of taxable profit)	**(13,041,828)**	-
Taxable profit / (loss)	**4,347,276**	(16,105,153)
Income tax expense charged for the year	**357,505**	-

10- DIGITAL ASSETS

The company holds digital asset accounted as an intangible asset and initially measured at cost and subsequently measured under the revaluation method. The movement of the digital assets during the year were as follows:

Bitcoin (BTC)

	December 31, 2025
Balance at January 1	**-**
Purchase during the year	**367,350**
Change in fair value for the year	**10,227**
	377,577

11- ACCOUNTS AND OTHER RECEIVABLES

	December 31, 2025	December 31, 2024
Account Receivables	**1,049,411**	876,124
Provision for expected credit losses	**(424,135)**	(424,135)
	625,276	451,989
Receivables from broker	**-**	4,886,668
Refundable deposits	**197,649**	172,774
Prepaid expense	**60,364**	72,963
Tax receivables	**27,302**	19,398
Employee loans and advances	**1,000**	520
Other receivables	**8,892**	273,882
Provision for expected credit losses on refundable deposits	**(172,774)**	(172,774)
	747,709	5,705,420

Of the trade receivables as at 31 December 2025 there are 6 customers (2024: 6 customers) which represent 79 % (2024: 76%) of the total receivables.

12- RELATED PARTIES

The Company enters into transactions with companies and entities that fall within the definition of a related party as contained in International Accounting Standard 24 Related Party Disclosures. Related parties comprise companies and entities under common ownership and/or common management and control, key management personnel and shareholders. The management decides on the terms and conditions of the transactions and services received/rendered from/to related parties as well as on other charges.

Related party's transactions during the year were as follows:

	December 31, 2025	December 31, 2024
Sale of property	**20,450,000**	-
Recharge of expense	**342,401**	112,987
	==========	==========

Key Management Personnel Compensation:

	December 31, 2025	December 31, 2024
Provision for Board of Directors' remuneration	**900,000**	900,000
Technical Committee Allowance	**241,000**	300,000
	----------	----------
	1,141,000	1,200,000
	==========	==========

Due from related party

	December 31, 2025	December 31, 2024
Al Hamra Real Estate Development LLC – UAE	**-**	103,798
	----------	----------
	-	103,798
	==========	==========

Due to related parties

	December 31, 2025	December 31, 2024
Falcon Investments PJSC – UAE	**-**	218,251
Al Hamra Real Estate Development LLC – UAE	**-**	12,412
	----------	----------
	-	230,663
	==========	==========

13- FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)

	December 31, 2025	December 31, 2024
Quoted	**75,700,561**	21,960,021
Unquoted	**115,271,805**	108,230,000
	190,972,366	130,190,021

The movement in these financial assets at fair value through profit or loss during the year was as follows:

	December 31, 2025	December 31, 2024
Balance at January 1	**130,190,021**	11,009,492
Purchase during the year	**87,114,189**	34,643,863
Sold during the year	**(34,087,450)**	(23,307,035)
Change in fair value for the year	**7,755,606**	42,031,974
Transfer from investments in associates	**-**	65,811,727
	190,972,366	130,190,021

The geographical distribution of the financial assets at fair value through profit or loss is as follows:

	December 31, 2025	December 31, 2024
United Arab Emirates	**141,798,405**	130,190,021
USA	**49,173,961**	**-**
	190,972,366	130,190,021

Financial Assets at Fair Value Through Profit or Loss include investment funds amounting to 49,173,961(2024: nil) with the remaining balance comprising equity shares (2024: entirely equity shares).

14- CASH AND CASH EQUIVALENTS

	December 31, 2025	December 31, 2024
Current accounts	**490,755**	407,858
Demand deposits	**116,497**	435,007
Deposit	**1,000,000**	1,400,000
	1,607,252	2,242,865

Deposits represent a short-term deposit held with financial institutions in the U.A.E. and denominated in AED. These deposits carry the interest rate 2.9% (2024: 4.35%)

15- SHARE CAPITAL

The authorized and fully paid up capital is AED 95,040,000 made up of 95,040,000 shares of AED 1 each

16- STATUTORY RESERVE

	December 31, 2025	December 31, 2024
Balance at January 1	**44,892,921**	41,712,319
Transfer from retained earnings	**2,627,079**	3,180,602
	47,520,000	44,892,921

As mentioned in the Company Law of United Arab Emirates, 10% of the profit for the year is to be transferred to Statutory reserve. The shareholders may resolve to discontinue such annual transfers when the reserve equals one half of the share capital. The reserve is not available for distribution.

Th management limited the legal reserve transfer for the year to the amount necessary to cap the reserve at 50% of the share capital.

17- SPECIAL RESERVE

	December 31, 2025	December 31, 2024
Balance at January 1	**80,000,000**	80,000,000
	80,000,000	80,000,000

18- Fair value reserve

The fair value reserve comprises the net changes in fair value of investments classified as fair value through other comprehensive income (FVTOCI) amounting to AED 74,840,351 (2024: AED 73,564,909) and the revaluation reserve arising from the revaluation of digital assets held as intangible assets amounting to AED 10,227 (2024: nil).

The movement in the Fair value reserve during the year was as follows:

	December 31, 2025	December 31, 2024
Balance at January 1	**73,564,909**	76,202,049
Fair value gain on financial assets at FVTOCI	**1,620,754**	20,552
Transfer on sale of financial assets at FVTOCI	**(345,312)**	(2,657,692)
Revaluation gain on Digital assets	**10,227**	-
	74,850,578	73,564,909

19- EMPLOYEES' END OF SERVICE BENEFITS

	December 31, 2025	December 31, 2024
Balance at January 1	**344,240**	426,630
Provision during the year	**62,873**	54,394
Paid during the year	**(166,027)**	(136,784)
	241,086	344,240

20- BANK BORROWINGS

The bank loan balance represents overdraft amounts withdrawn under banking facilities granted to the Company by local banks in the United Arab Emirates. The interest rate is based on the 3-months (EIBOR) plus 1.25% per month.

Securities/Collateral:
a) Confirmation of share pledge from Abu Dhabi Securities Exchange / Dubai Financial Market.
b) Share pledge agreement and pledge request form signed by the shareholder for DFM / ADX.
c) Registered pledge on shares of Ras Al Khaimah Ceramics PJSC, RAKBANK. All shares are listed on the Abu Dhabi Securities Exchange / Dubai Financial Market.

Covenant
Maintain the loan-to-value (LTV) ratio at 75% at all times.

21- ACCOUNTS AND OTHER PAYABLES

	December 31, 2025	December 31, 2024
Accounts payable	**1,156,185**	410,654
Accrued expenses	**1,575,418**	1,521,376
Advance payments received	**-**	204,000
Customer advance payments	**-**	178,845
Tax payables	**357,505**	-
Other payable	**79,194**	**-**
	3,168,302	2,314,875

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

22- INVESTMENT INCOME

	December 31, 2025	December 31, 2024
Dividend income	**8,865,844**	8,533,902
Interest income	**5,838,091**	2,046,652
Rental income from investment properties	**923,079**	1,481,375
Gain on maturity of investments at amortized cost	**-**	222,702
	15,627,014	12,284,631

23- OTHER INCOME

	December 31, 2025	December 31, 2024
Reversal of unclaimed creditors.	**-**	594,450
Gain from disposal of property, plant and equipment	**18,571**	25,714
Penalties charged	**37,673**	13,450
Others	**10,004**	560,740
	66,248	1,194,354

24- GENERAL AND ADMINISTRATIVE EXPENSES

	December 31, 2025	December 31, 2024
Salaries and related benefits	**847,911**	1,157,407
Technical and audit committee allowance	**241,000**	1,135,000
Legal, license and professional fees	**777,711**	867,525
Board of Directors' remuneration	**900,000**	-
Repairs and maintenance	**97,072**	128,284
Provision for trade receivables	**-**	382,861
Utilities	**72,389**	114,245
Depreciation expense (Note 5)	**4,626**	6,648
Others	**166,283**	314,037
	3,106,992	4,106,007

25- BASIC / DILUTED EARNINGS PER SHARE

	December 31, 2025	December 31, 2024 (restated)
Profit for the year	**29,912,260**	31,631,331
Number of shares at the year end	**95,040,000**	95,040,000
Basic earnings per share	**0.31**	0.33

RAPCO INVESTMENT P.J.S.C
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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

26- FAIR VALUES

Fair value is the amount 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. Accordingly, differences may arise between the carrying amounts and fair value estimates under the assumption that the Company is a going concern with no intention or need to liquidate or make transactions under unfavorable terms.

Assets and liabilities measured at fair value are categorized in the statement of financial position using a three-level fair value hierarchy. This classification is based on the lowest level of significant input used in the fair value measurement, as follows:

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

As at December 31, 2025	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets at fair value through other comprehensive income (quoted)	**106,566,431**	**-**	**-**	**106,566,431**
Financial assets at fair value through other comprehensive income unquoted)	**-**	**-**	**48,517,020**	**48,517,020**
Financial assets at fair value through profit or loss (quoted)	**75,700,561**	**-**	**-**	**75,700,561**
Financial assets at fair value through profit or loss (unquoted)	**-**	**-**	**115,271,805**	**115,271,805**
Property investment	**-**	**-**	**7,163,010**	**7,163,010**
Digital assets	**377,577**	**-**	**-**	**377,577**
	=========	=========	=========	=========

As at December 31, 2024	Level 1	Level 2	Level 3	Total
Financial assets at fair value through other comprehensive income (quoted)	104,397,192	-	-	104,397,192
Financial assets at fair value through other comprehensive income (unquoted)	-	-	51,829,000	51,829,000
Financial assets at fair value through profit or loss (quoted)	21,960,021	-	-	21,960,021
Financial assets at fair value through profit or loss (unquoted)	-	-	108,230,000	108,230,000
Property investment	-	-	59,416,800	59,416,800
	=========	=========	=========	=========

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

27- Prior year adjustment

During the year, the Company identified an error in the calculation of deferred tax balances relating to prior period. The balance of deferred taxes in the current year has been adjusted, with the corresponding effect recorded as an adjustment to the prior year through opening retained earnings as follows:

Statement of financial position as of January 1, 2025

	As previously reported	Adjustment	**as restated**
ASSETS			
Non-current assets			
Property, plant and equipment	7,347	-	**7,347**
Property investment	59,416,800	-	**59,416,800**
Financial assets at fair value through other comprehensive income (FVTOCI)	156,226,192	-	**156,226,192**
Financial assets at amortised cost	67,064,030	-	**67,064,030**
Deferred tax- asset	1,624,151	(174,690)	**1,449,461**
Total non-current assets	284,338,520	(174,690)	**284,163,830**
Current assets			
Accounts and other receivables	5,705,420	-	**5,705,420**
Due from a related party	103,798	-	**103,798**
Financial assets at fair value through profit or loss (FVTPL)	130,190,021	-	**130,190,021**
Cash and cash equivalents	2,242,865	-	**2,242,865**
Total current assets	138,242,104	-	**138,242,104**
Total assets	422,580,624	(174,690)	**422,405,934**
SHAREHOLDERS' EQUITY AND LIABILITIES			
Shareholders' equity			
Share capital	95,040,000	-	**95,040,000**
Statutory reserve	44,892,921	-	**44,892,921**
Special reserve	80,000,000	-	**80,000,000**
Fair value reserve	73,564,909	-	**73,564,909**
Retained earnings	96,193,016	(174,690)	**96,018,326**
Total shareholders' equity	389,690,846	(174,690)	**389,516,156**
Non-current liabilities			
Employees' end of service benefits	344,240	-	**344,240**
Bank borrowings	30,000,000	-	**30,000,000**
Total non-current liabilities	30,344,240	-	**30,344,240**
Current liabilities			
Due to related parties	230,663	-	**230,663**
Accounts and other payables	2,314,875	-	**2,314,875**
Total current liabilities	2,545,538	-	**2,545,538**
Total liabilities	32,889,778	-	**32,889,778**
Total shareholders' equity and liabilities	422,580,624	(174,690)	**422,405,934**

RAPCO INVESTMENT P.J.S.C
PUBLIC SHAREHOLDING COMPANY
RAS AL KHAIMAH - UNITED ARAB EMIRATES

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025
(All amounts are in U.A.E. Dirhams)

Statement of profit or loss and other comprehensive income for the year ended December 31, 2024

	as previously reported	Adjustment	**as restated**
Revenues			
Investment income	12,284,631	-	**12,284,631**
Gain on sale of investments at FVTPL	1,730,572	-	**1,730,572**
Gain on sale of investment property	126,190	-	**126,190**
Gain / (Loss) on changes in fair value of investment properties	(23,331,200)	-	**(23,331,200)**
Other income	1,194,354	-	**1,194,354**
Share of (loss) of associates - net	(865,081)	-	**(865,081)**
Gain on sale of investments in associates	1,423,252	-	**1,423,252**
Unrealised gain on investments at FVTPL	42,031,974	-	**42,031,974**
Total revenues	34,594,692		**34,594,692**
General and administrative expenses	(4,106,007)	-	**(4,106,007)**
Finance costs	(353,206)	-	**(353,206)**
Net profit for the year before tax	30,135,479	-	**30,135,479**
Income tax expense	-	-	**-**
Deferred tax (expense) / credit	1,670,542	(174,690)	**1,495,852**
Net profit for the year after tax	31,806,021	(174,690)	**31,631,331**
Other comprehensive income			
Net gain on sale of investments carried at FVTOCI	3,331,651	-	**3,331,651**
Net change in fair value of investments carried at FVTOCI	20,552	-	**20,552**
Deferred tax expense	(46,391)	-	**(46,391)**
	3,305,812	-	**3,305,812**
Total comprehensive income	35,111,833	(174,690)	**34,937,143**

28- SOCIAL CONTRIBUTION

There are no social contributions during the year ended December 31, 2025.

29- SUBSEQUENT EVENTS

There were no significant events after the reporting date, which have a bearing on these financial statements.

30- COMPARATIVE FIGURES

The comparative figures have been reclassified to be consistent with presentation adopted in the current year.

31- APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the management on 2 March 2026.

RAPCO
INVESTMENT

Corporate Governance Report

2025



Governance Report 2025

1. Governance Framework in the Company:

A. Introduction

RAPCO Investment PJSC (the **"Company"** or **"RAPCO"**) is a Public Joint Stock Company listed on the Abu Dhabi Securities Exchange (**"ADX"**) with a diversified portfolio that spans Equities, Bonds and Real Estate. In line with the Company's commitment to transparency, accountability, and effective governance, RAPCO adheres to the guidelines set out in the Authority's Board Chairman Decision No. (03/R.M.) for 2020, which mandates the adoption of a Corporate Governance Manual for Public Joint Stock Companies. Our governance practices are designed to enhance shareholder value and safeguard the interests of all stakeholders, while ensuring strict compliance with applicable laws and regulations.

B. Governance Framework

We are dedicated to applying the best governance practices tailored to our size and scale, regularly reviewing our policies to ensure they align with both our internal values and the evolving regulatory landscape. RAPCO has also developed a corporate governance system that covers the Company's management, shareholders, employees and other stakeholders. To reinforce our commitment to good governance, RAPCO's governance system incorporates the principles of objectivity, integrity, and transparency. The board of directors of RAPCO (**"Board of Directors"** or **"Board"**) and its subcommittees play an important role in upholding these principles, ensuring the Company remains responsive to the needs of shareholders and the broader investment community.

C. Role of the Board of Directors

The Board of Directors is responsible for the strategic direction, governance, and performance of the Company. It ensures that RAPCO complies with applicable laws and regulations while protecting the interests of its stakeholders. The Board works closely with key committees, including the Audit Committee and Strategy and Investment Committee, to oversee critical aspects of corporate governance, financial reporting, investments, and risk management.

D. Subcommittees and Internal Controls

RAPCO's governance structure includes specialized subcommittees, which provide in-depth oversight of specific areas of the business:

i) **Audit Committee**: This committee ensures the integrity of RAPCO's financial reporting and internal controls. It works closely with external auditors to ensure that financial statements comply with applicable accounting standards and that any potential risks are identified and managed effectively.

ii) **Nomination and Remuneration Committee ("NRC"):**
The Nomination and Remuneration Committee supports the Board in matters relating to Board nominations, succession planning, and remuneration policies. The Committee reviews the structure and composition of the Board and senior management, identifies suitable candidates for Board membership, and recommends remuneration frameworks and incentive policies for Board members and senior executives to ensure alignment with the Company's strategy and long-term performance objectives.

iii) **Strategy And Investment Committee ("SICO")**: This committee is responsible for overseeing investments and divestments across various asset classes, in line with the framework and policies approved by the Board. SICO establishes guidelines and

criteria for new investments, the management of existing investments, and divestments, while ensuring that performance benchmarks are monitored, and periodic reporting is conducted.

iv) **Internal Controls and Risk Management:** The Board, through its subcommittees, oversees the internal control systems and risk management processes, ensuring that RAPCO complies with relevant laws, regulations, and internal policies. This includes identifying potential risks, implementing mitigation strategies, and monitoring the effectiveness of internal controls to safeguard the Company's assets and operations.

E. Transparency and Shareholder Communication

RAPCO is committed to maintaining transparency with its shareholders and stakeholders. We provide regular disclosures of relevant information, including quarterly and annual financial reports, governance updates, and material developments to ADX. Additionally, these updates are made available on the Company's website at https://rapcoinvestment.ae/shareholder-services.html. These disclosures are designed to give shareholders a clear and accurate understanding of the Company's performance, risks, and governance practices.

2. Ownership and Transactions of Board Members and their Spouses and Children in the Company's Securities during 2025

The transactions conducted by the Board members, senior management, employees, and their immediate family members in the securities of the Company are governed by a set of established procedures and regulations, which include:

i) Strict adherence to the laws and regulations set forth by regulatory bodies such as the Securities and Commodities Authority (**"SCA"**) and the relevant market authorities.

ii) A commitment to not disclose material information that could influence stock prices, except by the authorized officials of the Company.

iii) Ensuring professional conduct by refraining from speculative trading that could adversely affect the stock price and overall market activity.

iv) Avoiding participation in any actions or behaviors intended to manipulate stock prices or artificially inflate trading volumes.

v) Refraining from actions that may mislead or deceive market participants.

vi) Abstaining from trading, or advising others to trade, based on insider information that may impact stock prices.

The following table presents the statement of ownership of the Company's securities by the Board members and their immediate family members as of December 31, 2025:

S. No.	Name	Position / Degree of Kinship	Shares held as of December 31, 2025	Total Sale transactions during 2025	Total Purchase transactions during 2025
1	Sheikh / Mohammed bin Humaid bin Abdullah bin Mohammed Al Qasimi	Chairman	-	-	-
2	HE/Mubarak Ali Mubarak Al Shamsi	**Vice Chairman (until February 2026)**	-	-	-
3	HE/ Aaesha Saif Ahmed Alkhanbouli Alshehhi	Board Member	-	-	-
4	HE/ Abdulla Khalfan Mohammed Alshuraiqi	Board Member	943,241	-	-
5	HE Eng./ Mohammed Hassan Alshamsi	Board Member	124,180	-	36,124
6	HE/ Ammar Abdulla Khalfan Alshuraiqi	Son of Board Member Abdullah Khalfan	16,394	-	-

3. Board Formation:

A- Statement of the formation of the current Board of Directors:

Name	Position & Category	Qualification	Board Membership Term	Their membership and positions at any other Joint-Stock Companies	Past Experience and their positions in any other Significant Regulatory, Government or Commercial Positions
Shaikh Mohammed bin Humaid bin Abdullah bin Mohammed Al Qasimi	Chairman - Independent & Non-Executive Category	Bachelor's degree in Financial Sciences- American University in Sharjah	Since 2018	Vice Chairman of the Arab Company for Animal Production	(i) Managing Director of Ras Al Khaimah Free Zone and Chairman of the Audit Committee (ii) Chairman of RAK International Corporate Center

Name	Position & Category	Qualification	Board Membership Term	Their membership and positions at any other Joint-Stock Companies	Past Experience and their positions in any other Significant Regulatory, Government or Commercial Positions
					(iii) Chairman of Falcon Technologies International LLC (iv) Former Chairman of Ras Al Khaimah Packaging Company LLC (v) Board of Directors of RAK AMI Hotels LLC
HE/ Mubarak Ali Mubarak Al Shamsi	Vice Chairman – Non-Executive Category (until February 2026)	Master of Business Administration - Diploma in Agriculture	Since 1997	-	(i) Former Acting President of the Northern Agricultural Region (ii) Former Chairman of the Ras Al Khaimah Municipal Council (iii) Former Director of Ras Al Khaimah Municipality (iv) Former President of Ras Al Khaimah Municipality and a former member of the National Council
HE/ Abdullah Khalfan Mohammed Alshuraiqi Almehrezi	Board Member – Non-executive Category	(i) Higher Diploma in Agriculture (ii) Training courses with United Nations for a period of 24 months in Egypt, Jordan and Morocco	Since 1982	Former member of the Board of Directors of the Gulf Livestock Company PJSC	(i) Former Director of the Northern Agricultural Region for 20 years (ii) Former National Council Member (iii) Board Member of Majan Printing and Packaging Company LLC (iv) Founder and former Board Member of Ras Al Khaimah Packaging Company LLC (v) Founder and President of the Ras Al Khaimah Agricultural Society, "the

Name	Position & Category	Qualification	Board Membership Term	Their membership and positions at any other Joint-Stock Companies	Past Experience and their positions in any other Significant Regulatory, Government or Commercial Positions
					first agricultural institution in the UAE"
HE/ Aaesha Saif Ahmed Alkhanbouli Alshehhi	Board Member – Independent & Non-executive Category	(i) Master's degree in engineering project management from American University of RAK (ii) A Bachelor in Geographic information system from UAEU (iii) Diploma in government performance management from Melbourne University	Since 2024	-	(i) An Executive Member of Quality-of-Life City Council in UAE (ii) Alumni of the Prime Minister Office Program for Future Leaders (iii) Director in GIS center in RAK Municipality
HE Eng./ Mohammed Hassan Mohammed Al-Shamsi Al-Awadhi	Board Member – Independent - Non-executive Category	(i) Bachelor of Agriculture (Majoring in Animal Production and Food Industries) - University of Riyadh	Since 2018	(i) Former Member of the Board of Directors of Al Khaleej Investment PJSC (ii) Vice Chairman of the Board of Directors of the Poultry Breeders Association	(i) Former Director of the Western Agricultural Zone (ii) Former Director of Livestock Development (iii) Former Director of the Agriculture and Gardens Department of the Ras Al Khaimah Department of Works

B- Chief Executive Officer:

The Board appointed Mr. Raman Garg as the Chief Executive Officer effective from May 07, 2025. With over three decades of extensive experience in strategic finance and business transformation, Mr. Garg brings a wealth of expertise to the role. He currently serves as the Chief Financial Officer of Al Hamra Group and is a Board Member of the publicly listed Gulf Pharmaceutical Industries Limited. Additionally, he has previously served as a Board Member of Al Khaleej Investment PJSC.

Mr. Garg is a Chartered Accountant from the Institute of Chartered Accountants of India, a Company Secretary from the Institute of Company Secretaries of India, and a Cost Accountant from the Institute of Cost and Works Accountants of India. He also holds a bachelor's degree in commerce from St. Xavier's College in Kolkata, India.

C- Statement of the percentage of female representation in the Board for the year 2025:

The percentage of female representation on the Board of Directors for 2025 is 20%. Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi was appointed as a director during the Annual General Assembly (**"General Assembly"**) meeting held on April 17, 2024.

D- Statement of the reasons for the absence of any female candidate in the Board membership:

The Company has fulfilled the requirement for female representation on the Board of Directors by appointing Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi, as approved by the General Assembly on April 17, 2024.

E- Remuneration to the members of the Board of Directors, Rewards, Fee and Allowances for attending Board of Directors or Committee Meetings:

(i) The total remuneration for the members of the Board of Directors for the year 2024 amounted to AED 900,000 (Nine hundred thousand Dirhams). In addition, committee meeting allowances amounted to **AED 235,000**, resulting in a **total gross remuneration of AED 1,135,000** for Board members including committee sitting fees.

(ii) The Board of Directors remunerations for the financial year 2025, has been proposed at **AED 900,000**, which will be submitted for approval to the General Assembly. Committee meeting allowances for the year amounted to **AED 241,000**, resulting in a **total proposed remuneration including committee allowances of AED 1,141,000**.

(iii) A statement detailing the allowances for attending the meetings of the Committees emanating from the Board, payable to the members of the Board of Directors for the financial year 2025, is provided in the following table:

S. No.	Name	Allowances for attending meetings of the Committees emanating from the Board		
		Committee Name	Allowance Value AED	Meeting Nos.
1	Sheikh / Mohammed bin Humaid bin Abdullah bin Mohammed Al Qasimi	Nomination and Remuneration Committee	-	-
		Audit Committee	-	-
		Strategy and Investment Committee	60,000	1

S. No.	Name	Allowances for attending meetings of the Committees emanating from the Board		
		Committee Name	Allowance Value AED	Meeting Nos.
2	HE/ Mubarak Ali Mubarak Al Shamsi	Nomination and Remuneration Committee	10,000	2
		Audit Committee	-	-
		Strategy and Investment Committee	40,000	1
3	HE/ Abdullah Khalfan Mohammed Alshuraiqi Almehrezi	Nomination and Remuneration Committee	6,000	2
		Audit Committee	12,000	4
		Strategy and Investment Committee	40,000	1
4	HE/ Aaesha Saif Ahmed Alkhanbouli Alshehhi	Nomination and Remuneration Committee	6000	2
		Audit Committee	12,000	4
		Strategy and Investment Committee	-	-
5	HE Eng/ Mohammed Hassan Mohammed Al-Shamsi Al-Awadhi	Nomination and Remuneration Committee	-	-
		Audit Committee	15,000	3
		Strategy and Investment Committee	-	-

There are no additional allowances or fees received by or payable to members of the Board of Directors other than the allowances for attending the meetings of the above-mentioned committees.

F- Board of Directors meetings held during the year 2025:

In accordance with the provisions of SCA Board Chairman's Decision, the Company's Board of Directors held 4 meetings during the financial year ended on December 31, 2025, as shown in the following table:

Meeting Number	Date of meeting	Number of attendees	Number of attendees by proxy	Names of absent members
1	13 March 2025	5	None	None
2	7 May 2025	5	None	None
3	24 July 2025	4	None	HE / Mohammed Al-Shamsi Al-Awadhi
4	11 November 2025	4	None	HE/ Mubarak Ali Alshamsi

G- Board Decisions passed by circulations during the financial year 2025

No decisions were passed by circulation during the financial year 2025.

H- A Statement of the tasks and functions of the Board of Directors that a member of the Board or Executive Management carried out during the year 2025 based on authorization from the Board, with specifying the period and validity of the delegation according to the following table:

S. No.	Name of the Authorized Person	Power	The Period of Delegation
1	Sheikh / Mohammed bin Humaid bin Abdullah bin Mohammed Al Qasimi	(i) He shall be an authorized and empowered agent of the Board and shall have all the powers as stated in the Company's Articles of Association. This authorization shall be valid with all entities in which the Company have bank accounts, deposits, or securities. (ii) Representation of the Company as Member of the Board of Directors of RAK AMI Hotels LLC.	This authorization shall be valid until the end of the term of the current Board and shall be considered valid unless it is revoked by the Board.
2	Raman Garg	i) Power of attorney dated 23rd June, 2025, and ii) Board resolution dated 06th June 2022 authorizing for banking operations	This authorization shall be valid until his position as the CEO and shall be considered valid unless it is revoked by the Company.

I- Dealings with Related Parties during 2025

During 2025, the Company engaged in the following transactions with its associate companies, as mentioned in the table below:

Related Party	The Nature of the Relationship	Type of Transaction	Transaction Value (in AED)
Al Hamra Group LLC (AHG)	Major Shareholder	Cross charge by AHG towards utility, travel and other support	0.004 million
Al Hamra Real Estate Development LLC (AHRED)	Associate	(i) Sale of Khadrah land classifies as agricultural land to AHRED located in Ras al Khaimah, UAE	15.95 million
		(ii) Cross charge by AHRED towards Back office, audit support & reimbursements	0.420 million

		(iii) Cross charge to AHRED towards staff allocation cost, expense reimbursements and rental recoveries	0.149 million
Al Marjan Island LLC (Marjan)	Associate	Sale of Mukawwara land classified as agricultural land to Marjan located in Ras al Khaimah, UAE	4.5 million
Falcon Investments Co. FZ LLC (Falcon)	Major Shareholder	Staff Cost Allocation, and SICO Member Sitting Fees payment to Falcon	0.015 million

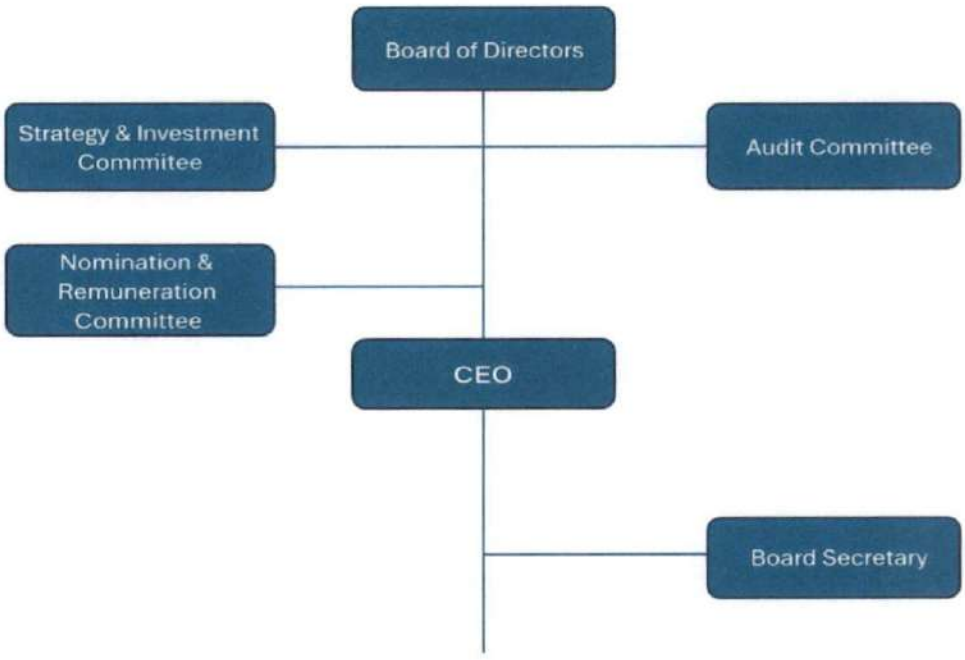
All related party transactions during the year were conducted on an arm's length basis and in the ordinary course of business. These transactions were reviewed and approved by the Board of Directors in accordance with the Company's Related Party Transactions Policy and the applicable regulations of the Securities and Commodities Authority.

Related-party transactions amounting to 5% or more of the Company's share capital during 2025:

Based on the Company's issued share capital of AED 95,040,000, the 5% threshold is AED 4,752,000. During 2025, the following related-party transaction exceeded this threshold: Sale of Khadrah land to Al Hamra Real Estate Development LLC (AHRED) for AED 15,950,000. The sale of Mukawwara land to Al Marjan Island LLC for AED 4,500,000 and all other related-party transactions during the year were below the 5% threshold. All related-party transactions were conducted on an arm's length basis and in the ordinary course of business and were reviewed and approved by the Board in accordance with the Company's Related Party Transactions Policy and applicable SCA regulations.

J- The Company's Organizational Structure is below:-

Organization Chart



K- Senior Management & Executives in the first and second grade for full or part of the Year

S. No.	Position	Appointment	Total salaries and allowances paid for 2025 (AED)	Total bonuses paid for 2025 (AED)	Any other cash / in-kind bonuses for 2025 or due in the future
2	Board Secretary	2025	105,000	None	None

L- Board of Directors

According to the decision of the Chairman of the Board of Directors of SCA No. (03/RM) of 2020 regarding the approval of the Governance Guide for Public Joint Stock Companies, it stipulates that the Board of Directors shall conduct an evaluation annually, for its performance and the performance of its members and committees, to identify ways to enhance its effectiveness, and to ensure that it is subject to evaluation at least once a year, through the Nomination and Remuneration Committee or by the Chairman of the Board of Directors. It is also permissible, if necessary, to seek assistance from independent consultants to assist the Board of Directors in conducting the evaluation. The Board of Directors is also committed to

inviting an independent professional body every third year to conduct an evaluation of the Board of Directors, its members and its committees.

The Nomination and Remuneration Committee annually evaluates the performance of the Board of Directors and its committee members, providing recommendations to the Board in line with the Company's Remuneration Policy. This evaluation assesses the skills, experience, and operational effectiveness of the Board as a whole, identifying both strengths and areas for improvement. For individual Board members, performance is evaluated based on their adherence to suitability criteria and their commitment to fulfilling their duties and responsibilities.

As the election of the Board of Directors was completed during the General Assembly meeting held on April 17, 2024, and following the appointment of the directors, the Board will arrange for an independent evaluation after three years from the date of their appointment.

4. The Company's External Auditor:

A – An overview of the Company's External Auditor to the shareholders

Rödl Middle East is a leading multi-disciplinary audit, legal, and consulting firm dedicated to helping clients grow their business internationally and increase the value of their organizations. Founded in 1977 in Germany, Rödl & Partner has expanded to 84 offices across 37 countries and established a strong presence in Europe, the Middle East, Asia, the Americas, and Africa. In partnership with Hikmat Mukhaimer & Co. Rödl Middle East provides customized advice tailored to the region's business culture and growth potential. Headquartered in Kuwait with a regional office in Dubai, the firm delivers integrated professional services across the GCC and MENA region.

B-Fees and costs for the Audit and other Services provided by the External Auditor:

Name of the Audit Office	Rodl Middle East
Name of the Audit Partner	Mr. Mohammed S.Al Sela
Number of years spent as the Company's External Auditor	One year
Number of years the Partner Auditor has spent Auditing the Company's accounts	One year
Total Audit Fees for 2025	90,000 Dirhams
Total fees and costs of other private services other than the Audit Fees for 2025	None
Details and nature of other services provided by an External Auditor other than the Company's external audit during 2025	None

The General Assembly of the Company, held on April 17, 2025, approved the appointment of Rödl Middle East as the External Auditor of the Company for the financial year ending 31 December 2025 at a fee of AED 90,000 plus VAT and out-of-pocket expenses

C-Statement clarifying the qualified opinion that the Company's auditor has included in the Interim and Annual Financial Statements for the year 2025, if any.

There is no qualified opinion in the interim and annual financial statements for the year 2025.

5. The Audit Committee:

A- Declaration by Chairman of the Audit Committee on his Responsibility for the Committee's Rules of Procedure

Pursuant to the provisions of Article 61 of the SCA Board Chairman's Decision No. (03/RM) of 2020, HE Mohammed Hassan Mohammed Alshamsi Alawadhi, Chairman of the Audit Committee, acknowledges his responsibility for overseeing the committee's rules of procedure within the Company. He has also reviewed its operational mechanism and effectiveness for the year 2025.

B- Names of the Audit Committee members: -

(i) HE/ Mohammed Hassan Alshamsi	Chairman
(ii) HE Abdulla Khalfan Alshuraiqi	Member
(iii) HE/ Aaesha Saif Ahmed Alkhanbouli Alshehhi	Member

Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi was appointed as a member of the Audit Committee following her appointment as a director during the General Assembly meeting held on April 17, 2024.

C- The functions and tasks of the Audit Committee:

(i) Reviewing the Company's financial and accounting policies and procedures.
(ii) Monitor the integrity of the financial statements of the Company, its quarterly and annual reports, and changes in accounting policies, compliance with accounting standards, listing and disclosure rules.
(iii) To submit a recommendation to the Board of Directors regarding the selection, resignation or removal of the auditor.
(iv) Establishing policies for contracting with the auditor.
(v) Meeting with the auditor without the presence of any of the senior executive management or his representative, at least once a year.
(vi) The nature and scope of the audit process and its effectiveness in accordance with the approved auditing standards.
(vii) Reviewing and evaluating the Company's internal control and risk management systems and ensuring its effectiveness.
(viii) Discussing the internal control systems with the Board of Directors, its effectiveness and performance, and considering the results of the main investigations in the matters of internal control assigned to it by the Board of Directors or carried out at the initiative of the committee and the approval of the Board of Directors.
(ix) Review the auditor's evaluation of the internal control procedures and ensure that there is coordination between the internal auditor and the external auditor.
(x) Study the internal control reports and follow up on the implementation of the corrective actions of the observations contained therein.
(xi) Establishing controls that enable company employees to report any violations in secret.
(xii) Monitor the company's compliance with the rules of professional conduct.
(xiii) Review the related parties' dealings with the Company, ensure that there are no conflicts of interest, and recommend to the Board of Directors before concluding those transactions.
(xiv) Consider any other topics determined by the Board of Directors.

D- Audit Committee meetings for the year 2025:

Meeting Number	Date of meeting	Number of attendees	Absence	Compliance with Quorum
1	13-March-2025	3	None	Quorum was satisfied
2	07-May-2025	3	None	Quorum was satisfied
3	24-July-2025	2	HE / Mohammed Al-Shamsi Al-Awadhi	Quorum was satisfied
4	11-Nov-2025	3	None	Quorum was satisfied

E- Audit Committee's Annual Report:

The key matters considered by the Audit Committee during the year 2025 are mentioned below:

i) Review of the internal audit report, including its findings and recommended remedial actions, and ensuring the effectiveness of the internal control system.

ii) Ensuring that the financial statements comply with applicable accounting standards and that any potential risks are identified and effectively managed.

iii) Recommending the investment and divestment policy framework to the Board, along with an evaluation of risk management strategies.

iv) Recommending the policy framework for internal audits and assessing its effectiveness.

v) Assessing the independence and effectiveness of the external audit process and the approach followed in appointing or re-appointing the External Auditor, and information on the length of the current audit firm's term.

vi) Review of the transactions executed with the related parties and ensuring that such transactions are entered on arm's length and in the ordinary course of business.

6. Nomination and Remuneration Committee:

A- Declaration by Chairman of the Nomination and Remuneration Committee on his Responsibility for the Committee's Rules of Procedure:

Pursuant to the provisions of Article 59 of the SCA Board Chairman's Decision No. (03/RM) of 2020, HE Mubarak Ali Mubarak Alshamsi, Chairman of the Nomination and Remuneration Committee, acknowledges his responsibility for overseeing the committee's rules of procedure within the Company. He has also reviewed its operational mechanism and effectiveness for the year 2025.

B- Names of Members of Nomination and Remuneration Committee:

(i) HE Mubarak Ali Mubarak Alshamsi	Chairman
(ii) HE Abdulla Khalfan Alshuraiqi	Member
(iii) HE Aaesha Saif Ahmed Alkhanbouli Alshehhi	Member

Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi was appointed as a member of the Nomination and Remuneration Committee following her appointment as a director during the General Assembly meeting held on April 17, 2024.

C- The functions and tasks of the Nomination and Remuneration committee are as follows:

(i) Setting a special policy for candidacy for membership in the Board of Directors and the Executive Management that aims to take into account gender diversification and encouraging women through incentive and training benefits and programs.
(ii) Organize and follow-up procedures for running for membership in the Board of Directors in accordance with the laws in force and the provisions of this decision. Ensuring the independence of the independent members on an ongoing basis.
(iii) Preparing the policy for granting rewards, benefits, incentives and salaries to the members of the Company's Board of Directors and employees, and reviewing them annually, and the committee must verify that the rewards and benefits granted to the senior executive management are reasonable and commensurate with the Company's performance.
(iv) Reviewing the annual requirements for the appropriate skills for membership of the Board of Directors and preparing a description of the capabilities and qualifications required for membership of the Board of Directors.
(v) Determining the Company's needs for competencies at the level of senior executive management and employees and the basis for their selection.
(vi) Prepare the policy on human resources and training in the company, monitor its application, and review it annually.
(vii) Any other topics specified by the Board of Directors.

D- Nomination and Remuneration Committee meetings for the year 2025:

Meeting Number	Date of meeting	Number of attendees	Absence	Compliance with Quorum
1	13-March-2025	3	None	Quorum was satisfied
2	24- July- 2025	3	None	Quorum was satisfied

7. The Supervision and Follow-up Committee of insiders' transactions:-

A- Declaration by Chairman of the Supervision and Follow-up Committee on his Responsibility for the Committee's Rules of Procedure:

Mr. Raman Garg, Chairman of the Supervision and Follow-up Committee of insiders' transactions, acknowledges his responsibility for the committee's role in the Company, review its work mechanism and ensure its effectiveness.

B- Names of the committee members:

1. Mr. Raman Garg — Chairman in capacity as the CEO
2. Mr. Abdulrahman Alshehhi — Member in capacity as the Board Secretary
3. Mr. Ahmed Adel Ahmed — Member -Accounts Manager

C- The functions and tasks of the committee:

- Supervising insiders' dealings.
- Maintaining their record and submitting periodic statements and reports to the market.

D- A summary of the committee's work during 2025:

During the year 2025, the committee updated the record for insiders wherever required, circulated the rules for insiders' transactions, and placed them in the joint file for all Company employees. Also, insiders' suspension periods for trading in the Company's shares were announced, in addition to insiders confirming their possession of private data and internal information and their pledge to bear legal liability, if disclosed.

8. Other committees of the Board of Directors:

8.1 Strategy and Investment Committee ("SICO"):

The Company has renamed the Technical Committee to the Strategy and Investment Committee and in the Board of Directors meeting held on July 16, 2024

A- Declaration by Chairman of SICO on his Responsibility for the Committee's Rules of Procedure:

Shaikh Mohammed Bin Humaid Bin Abdulla Bin Mohammed Alqasimi, Chairman of the Strategy and Investment Committee, acknowledge his responsibility for the committee's system in the Company, review its work mechanism and ensure its effectiveness.

B- Names of the committee members:

v) SH. Mohammed Bin Humaid Alqasimi	Chairman
vi) HE/ Mubarak Ali Alshamsi	Member
vii) HE/ Abdulla Khalfan Alshuraiqi	Member
viii) Mr. Raman Garg	Member

C- The functions and tasks of the committee:

The Strategy and Investment Committee is responsible for overseeing and managing the Company's investment and divestments activities. Its key responsibilities include:

(i) Managing and supervising the Company's investment portfolio as per the Investment Policy Statement (**"IPS"**).
(ii) Managing business assets to ensure optimal utilization and growth.
(iii) Overseeing the monetization of real estate and other investment-related decisions.

D- Strategy and Investment Committee meetings for the year 2025:

Meeting No.	Date of meeting	No. of attendees	Compliance with Quorum
1	13-March-2025	4	Quorum was satisfied
2	07- May- 2025	4	Quorum was satisfied
3	24- July-2025	4	Quorum was satisfied
4	11- November- 2025	3	Quorum was satisfied

9. The Internal Audit, Control and Compliance System:

A- Declaration:

The Audit Committee and the Board of Directors acknowledge their responsibility for the Company's Internal Control System, including the review of its operational mechanisms and ensuring its effectiveness.

B- Internal Auditor and his experiences:

Mr. Ankit Beriwal is a Chartered Accountant with almost 12 years of professional experience, including more than 6 years in the GCC, specializing in internal audit, governance, risk management, and regulatory compliance. He has extensive expertise in risk-based internal auditing, fraud investigations, enterprise risk management, and internal control frameworks, and has led audit engagements across diverse sectors, including retail, healthcare, automotive, logistics, catering, e-commerce, and corporate services. Mr. Beriwal has held senior audit and risk advisory roles with Ghassan Aboud Holding (UAE), W.J. Towell Group (Oman), and Deloitte Touché Tohmatsu India LLP (India), and has successfully contributed to strengthening governance frameworks, enhancing internal controls, identifying material risks, and supporting Board and Audit Committee oversight through a structured and governance-focused internal audit function.

C- Responsibilities of the Internal Audit Department:

The Internal Audit Department is responsible for i) preparing internal audit and control reports and submitting them to the Audit Committee and the Board of Directors, ii) verifying the effectiveness of the Company's internal control procedures and proposing rules and regulations to raise the efficiency of internal control, and iii) verifying the proper implementation of the Company policies in accordance with the applicable regulations.

D- Internal Audit Department Evaluation:

The Internal Audit Department evaluates the Company's risk management methods and procedures, reviews the systems in place regarding internal policies, and ensures the implementation of governance rules. It also continuously monitors the Company's compliance with applicable laws and regulations, submitting its reports to both the Audit Committee and the Board of Directors.

E- Compliance Officer:

During the year 2025, the duties of the Compliance Officer were carried out on an interim basis by the Company's Board Secretary, Mr. Abdulrahman Alshehhi, in line with applicable regulatory requirements and Board oversight.

The Company continues to enhance its Governance, Risk, and Compliance (GRC) framework and is in the process of identifying a suitably qualified Compliance Officer for formal appointment. The Board of Directors is kept informed of progress in this regard and will be updated accordingly upon the appointment of a permanent Compliance Officer. The Company expects to formalize the appointment of a dedicated Compliance Officer in the near future.

F-Major problems faced by the Company during the year 2025:

None.

G- The Number of reports issued by the Internal Audit Department to the Company's Board of Directors:
One report.

10. Violations Committed during the year 2025.

The Company is committed to fulfilling the established requirements concerning corporate governance and the governance standards for Public Joint-Stock Companies, ensuring its adherence to governance controls and corporate discipline standards.

According to report provided by the Internal Audit Department and the external auditor, which are presented to the Board and its subcommittees on a regular basis, no significant violations were identified during the year 2025 regarding any matters related to the financial markets or any applicable laws.

11. The Company's cash and in-kind contributions made during the year 2025 in developing the local community and preserving the environment:

The Company did not make any tangible contributions to the local community during the year 2025. However, the Company did celebrate the fifty-fourth National Day of the United Arab Emirates and extended its gratitude and appreciation to its employees in recognition of their dedication and contributions.

12. General Information:

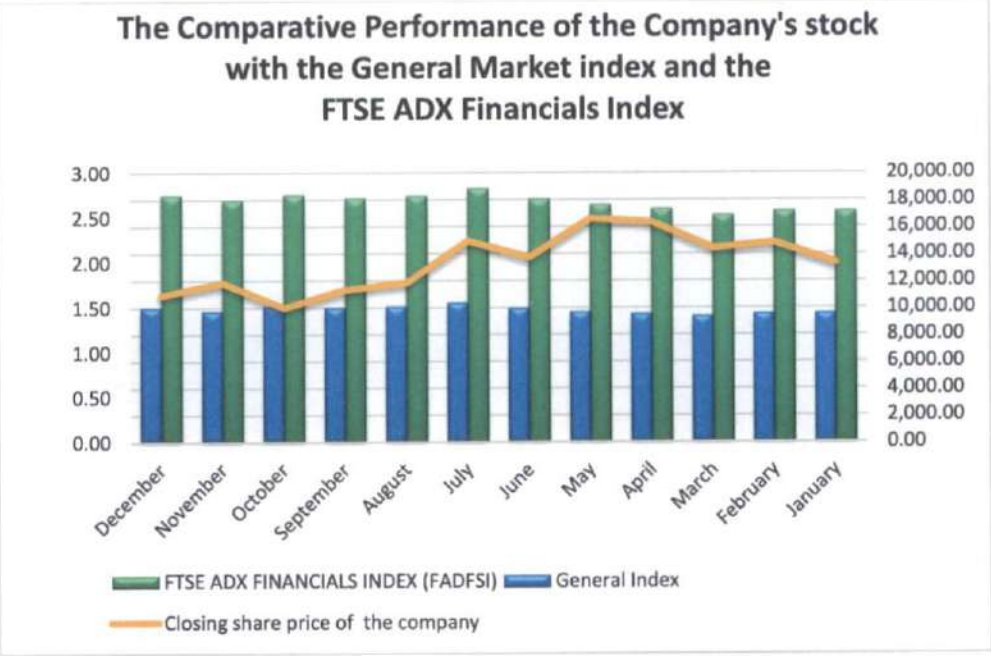
A. Statement of the Company's Share Price in the Market at the end of each month during the financial year 2025
Source: Abu Dhabi Securities Exchange (ADX)

Month	Highest Price (AED)	Lowest Price (AED)	Close Price (AED)
January	1.80	1.53	1.64
February	1.86	1.56	1.78
March	1.70	1.34	1.50
April	1.81	1.56	1.70
May	1.79	1.56	1.78
June	2.40	1.71	2.24
July	2.46	1.96	2.06
August	3.09	2.06	2.49
September	2.72	2.42	2.45
October	2.72	2.09	2.16
November	2.25	2.00	2.22
December	2.21	2.00	2.00



B. Statement of the Company's Comparative Performance with the General Market Index and Sector Index to which the Company belongs during 2025.

Month End	FTSE ADX FINANCIALS INDEX (FADFSI)	General Index	Closing Share Price of Company (AED)
January	17,167.170	9,586.12	1.64
February	17,160.670	9,564.62	1.78
March	16,834.710	9,368.81	1.50
April	17,331.540	9,534.33	1.70
May	17,641.510	9,685.10	1.78
June	18,064.840	9,957.52	2.24
July	18,858.570	10,370.66	2.06
August	18,321.560	10,094.67	2.49
September	18,117.950	10,014.60	2.45
October	18,370.370	10,099.90	2.16
November	17,961.820	9,747.17	2.22
December	18,348.700	9,992.72	2.00



C. Statement of the Shareholders Ownership Distribution as on December 31, 2025

S. No.	Shareholders classification	Percentage of owned shares			
		Individuals	Companies	Government	Total & Percentage
1	UAE Local	6,498,600	71,138,233	5,166,733	82,803,566
2	Gulf	11,883,792	149,055	0	12,032,847
3	Arab	98,601	0	0	98,601
4	Foreign	104,986	0	0	104,986
	Total	18,585,979	71,287,288	5,166,733	95,040,000
	Percentage (%)	19.56%	75.01%	5.44%	100.00%

D. Statement of Shareholders Owning 5% or more of the Company's Capital as on December 31, 2025:

S. No.	Name of the Shareholder	Number of Owned Shares	Percentage of Owned Shares to the Company's Capital
1	Falcon Investment Company FZ LLC	41,769,806	43.95%
2	Al Hamra Group LLC	21,250,412	22.36%
3	Ras Al Khaimah Government	5,166,733	5.44%

E. Statement of how Shareholders are distributed according to the volume of shares as on December 31, 2025:

S. No	Share(s) ownership	Number of Shareholders	Number of Owned Shares	Percentage of Owned Shares of the Capital
1	Less than 50,000	1769	5,866,996	6.17%
2	From 50,000 to less than 500,000	95	10,079,470	10.61%
3	From 500,000 to less than 5,000,000	7	10,906,583	11.48%
4	More than 5,000,000	3	68,186,951	71.75%

F. Measures taken regarding the Controls of Investor relationship.

The Company has appointed an Investor Relationships Officer with competence and long experience. He possesses the requisite financial background and administrative knowledge of the procedures related to investor relations and events that the Company has undergone.

Name of investor relationships officer	Telephone No.	Mobile No.	Email
Ahmed Adel Ahmed Hassan	**07-243 4477**	**+971 56 828 0884**	ahmed.a@rapcoinvestment.ae Compliance@rapcoinvestment.ae

The link of Investor Relationships page on the Company's website:

https://rapcoinvestment.ae/shareholder-services.html

The Company has dedicated a section on its website for investor relations, which includes all necessary information in accordance with the instructions of the SCA and ADX. The section can be accessed at the following link:

https://rapcoinvestment.ae/disclosures.html

G. Special Resolutions presented in the General Assembly held during 2025:

No special resolutions were presented or approved during the General Assembly meeting held in 2025. All resolutions passed during the meeting were ordinary resolutions and were approved by the shareholders in accordance with the applicable laws and regulations.

H. Board Secretary:

(i) The present Secretary of the Board of Directors is Mr. Abdulrahman Alshehhi, who was appointed on 7 May 2025.

(ii) The duties as Secretary of the Board of Directors are summarized as follows:

a) Documenting the meetings of the Board of Directors and its Committees and preparing the minutes and decisions issued by them in accordance with the controls established in the decision of the Chairman of the Board of Directors of the Authority No. (3/ R.M) for the year 2020 regarding the adoption of the Governance Guide for Public Shareholding Companies and its amendments.

b) Reporting the decisions of the Board of Directors and its committees to the executive management of the Company and submitting reports on their implementation.

c) Coordination between members of the Board of Directors and executives.

I. Statement of major events and important disclosures that the Company encountered during 2025.

During the year 2025, the Company made regulatory disclosures in the normal course of business, including related party transactions and a clarification on share price movements confirming no material developments. Other than these, the Company did not encounter any major events or extraordinary developments requiring special disclosure, and all disclosures were made in compliance with applicable ADX and SCA regulations.

Subsequent to the financial year end, Mr. Mubarak Ali Mubarak Al Shamsi resigned from the Board of Directors and from his position as Vice Chairman in February 2026.

Following this resignation, Ms. Aaesha Saif Ahmed Alkhanbouli Alshehhi was appointed as Vice Chairman of the Board. In addition, Mr. Raman Garg was appointed as a Executive member of the Board of Directors, subject to ratification at the upcoming Annual General Meeting (AGM) and approvals from SCA.

J. The General Assembly of the Company was held on April 17, 2025 and the said meeting passed the following resolutions:

1. Ratified the report of the Board of Directors on the Company's performance and its financial position for the financial year ended on 31st Dec 2024.
2. Ratified the auditor's report for the financial year ended on 31st Dec 2024.
3. Approved the Company's balance sheet and profit and loss account for the financial year ended on 31st Dec 2024.
4. Approved the proposal of the Board of Directors not to distribute dividends to the shareholders for the financial year ended on 31st Dec 2024.

5. Approved the payment of remuneration of AED 900,000 to the Members of the Board, in addition to the meetings attendance fee for committees amounting to AED 235,000.
6. Discharged the members of the Board of Directors from liability for the financial year ended on 31st Dec 2024.
7. Discharged the External Auditor from liability for the financial year ended on 31st Dec 2024.
8. Approved the appointment of Rodl Middle East as External Auditors of the Company for the financial year 2025 at a fee of AED 90,000 plus VAT and incidental expenses.
9. Discussed and approved the Related Party transactions to be conducted by the Company during the year 2025.
   - 9.1 The sale of Khadrah land to Al Hamra Real Estate Development LLC or any of its affiliates for an amount of AED 15,950,000.
   - 9.2 The sale of Al Mukawwara land to Marjan Island LLC or any of its affiliates for an amount of AED 4,500,000.

K. Emiratization percentage in the Company:

Year	2025	2024	2023	2022
Emiratization percentage	13%	6%	6%	1%

The Emiratization percentage disclosed above reflects the proportion of UAE nationals employed by the Company during the respective years in accordance with the applicable UAE labour and regulatory requirements.

L. Innovative projects and initiatives which the Company carried out or is being developed during the year 2025

There are no innovative projects or initiatives undertaken by the Company or being developed during the year 2025.

Signature of the Board Chairman	Signature of Audit Committee Chairman	Signature of Nomination and Remuneration Committee Chairman	Signature of CEO	Signature of Internal Audit Department – Senior Manager
			Raman Garg	Ankit Beriwal

Date: 17-3-2026

Company Official Seal

RAPCO INVESTMENT P.J.S.C License No.: 302, Ras Al Khaimah - UAE

RAPCO
INVESTMENT

Sustainability Report

2025





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About this **Report**

Welcome to RAPCO’s sixth annual sustainability report.

As we continue our reporting journey, we remain focused on presenting a transparent account of how environmental, social and governance considerations are addressed within the context of our current operations.

This report presents RAPCO’s sustainability priorities, initiatives and performance for the reporting period, providing stakeholders with transparency on key environmental, social and governance (ESG) matters.

REPORTING SCOPE AND PARAMETERS

Prepared in accordance with recognised ESG and sustainability parameters, in line with SCA and ADX ESG guidelines.

COMPARABLE DATA

This report presents RAPCO’s sustainability performance across the years 2023, 2024 and 2025, highlighting key achievements and developments.

ALIGNMENT

This report has been prepared in alignment with leading international sustainability frameworks and national priorities, including GRI, the UN SDGs, We the UAE 2031 and the UAE Strategy 2050.

ASSURANCE

The report is subject to an internal assurance process to strengthen stakeholder confidence in the reliability and integrity of the information disclosed.





CHAIRMAN STATEMENT

As the Chairman of RAPCO, I am proud to present our sustainability report for 2025, which reflects how responsible decision-making continues to guide the way we operate, invest, and govern the business.

Over recent years, our operating model has continued to evolve. During the reporting period, electricity consumption, fuel use, and water consumption declined in absolute terms, while waste generation remained broadly stable. These trends reflect changes in operational scale and reinforce the importance of disciplined resource management across our portfolio.

Sustainability at RAPCO is approached in a practical manner. Our focus remains on managing what we control well - strengthening governance, maintaining compliance, improving internal processes, and ensuring transparency in how we measure and report our environmental and social performance. We continue to strengthen internal oversight of sustainability matters at Board level, and to improve the consistency and quality of data used to inform our disclosures.

As an investment-led entity, we recognise that our responsibilities extend beyond our direct operations. Responsible investment practices, ethical conduct, data protection, and sound risk management remain central to how we evaluate opportunities and safeguard stakeholder interests. During the year, we continued to strengthen governance practices, including steps to enhance data privacy compliance and maintain strong ethical standards across the organisation.

I would like to thank our shareholders for their continued trust and our teams for their professionalism and resilience in navigating a changing operating environment. We remain focused on building long-term value through disciplined investment decisions, responsible management, and strong governance.

Md. Humaid Abdullah Md. Alqasimi
Chairman

CEO STATEMENT

As Chief Executive Officer of RAPCO, I am pleased to share this year's Sustainability Report, which reflects how responsibility, governance, and disciplined decision-making are increasingly embedded in how we operate as an investment-led organisation.

2025 marked an important transition for the business as we continued to strengthen our operating model following our shift away from asset-intensive activities. As our portfolio evolved, we maintained a clear focus on governance, financial discipline, and responsible management of resources. This has contributed to a leaner operating footprint and more focused internal processes, aligned with the nature of our current activities as an investment company.

RAPCO approaches sustainability in a practical and proportionate manner. Our priorities are grounded in what we can meaningfully influence, including strengthening internal controls, maintaining compliance, safeguarding data and privacy, and ensuring transparency in how we track and report our environmental and social performance. These elements support not only responsible operations, but also stronger decision-making and risk management.

As an investment entity, our responsibility extends beyond our own operations. We consider environmental, social, and governance factors as part of how we assess opportunities, manage risk, and protect long-term shareholder value. Responsible investment, ethical conduct, and sound governance remain central to how we approach growth and portfolio development.
I would like to thank our shareholders for their continued confidence and our team for their professionalism during a period of operational transition. We remain committed to building sustainable long-term value through disciplined investment practices, strong governance, and responsible management.



Raman Garg
Chief Executive Officer

RAPCO
At a Glance

Founded in 1976, we have evolved significantly over the decades. After beginning as a poultry-focused business, we initiated a strategic transition in 2022 and have since repositioned ourselves as an investment-led entity. This shift reflects a deliberate response to changing market conditions and our focus on building a more resilient and diversified business model.

Today, we operate as an investment company with activities spanning commercial enterprises investment, real estate investment and development, and institutional investment and management. Our portfolio is shaped by disciplined investment strategies and sound risk management practices, with a focus on creating long-term value for our shareholders.

We own and manage real estate assets and continue to hold strategic investments aligned with our long-term objectives. As a listed entity in the UAE, we are guided by governance, transparency and regulatory compliance in how we manage our investments and engage with stakeholders.

Alongside our investment activities, we recognise our responsibility to manage our operational footprint responsibly and to consider environmental, social and governance factors as part of how we create long-term value. This reflects our commitment to responsible business practices as we continue to evolve our investment strategy.



VISION

Our vision is to create long-term value for our shareholders while operating within our defined risk profile. We strive for business value growth while upholding high ethical standards and contributing to society through integrity and fair practices.

MISSION

Our Mission is to add value and expand investment portfolio through Real Estate, Equity, Capital Markets, and Venture Funding. We aspire to be the leader in high-quality, profitable investments through our portfolio diversification strategy, in addition to a well-established portfolio of residential, commercial, and strategic investments.

Financial Performance (in Million AED)

Total Income	Net Profits	Total Cost Incurred	Total Assets
2023- **19.24**	2023- **16.91**	2023- **2.33**	2023- **363.98**
2024- **34.60**	2024- **31.61**	2024- **4.46**	2024- **422.41**
2025- **36.04**	2025- **29.91**	2025- **4.60**	2025- **454.99**

Our financial performance over the past three years reflects the impact of our transition into an investment-led operating model and the strengthening of our portfolio. Total income increased steadily from 2023 to 2025, supported by improved investment performance and portfolio activity.

Net profit rose significantly between 2023 and 2024, reflecting stronger valuation gains and returns from investments, and remained robust in 2025. Total assets continued to grow year on year, indicating the expansion and strengthening of our asset base over the reporting period.

Cost levels fluctuated in line with operational and portfolio-related activity, reflecting the changing scale and nature of the business as our investment strategy continues to evolve.

Financial data presented in this report is derived from RAPCO's audited financial statements and internal management reporting.





Environmental Stewardship

ENVIRONMENTAL INITIATIVES

Our environmental initiatives focus on practical, everyday actions within our office and property operations. We encourage mindful energy use by switching off lighting and equipment when not in use and maintaining energy-efficient lighting systems. Responsible water use is promoted across our facilities, with consumption monitored to maintain visibility over usage patterns. Waste is managed through standardised disposal channels across our properties, with waste volumes reviewed to understand how the use of our spaces affects overall generation.

ENERGY & GHG EMISSIONS

RAPCO operates with a modest operational footprint, and we take responsibility for monitoring and managing our contribution to greenhouse gas emissions and resource use. Our emissions primarily arise from electricity consumption and fuel used for office operations and company-owned assets.

GHG EMISSIONS & INTENSITY REPORT

METRIC	CALCULATION	2025
E1. GHG Emissions	E1.1 Scope 1 (Direct Emissions)	75.85
	E1.2 Scope 2 (Indirect - Electricity)	463.65
	E1.3 Scope 3 (Value Chain)	167.86
	Total GHG Emissions (tCO2e)	707.36
E2. Emissions Intensity	tCO2e / Million AED Revenue	19.62

Over the year, electricity consumption and fuel use continued to decline. This reflects changes in the scale of our operations alongside a consistent focus on using energy more efficiently in day-to-day activities. Tracking these trends helps us understand where consumption is highest and where efficiencies can be sustained.

Our approach to energy management remains practical and proportionate to our operating profile. By monitoring usage patterns and maintaining internal oversight, we aim to manage our environmental footprint responsibly while supporting long-term operational efficiency.

Electricity Consumption-

2023- **142.41 MWh**

2024- **130.54 MWh**

2025- **118.68 MWh**

Fuel Consumption

2023- **0.021 ML**

2024- **0.014 ML**

2025- **0.011 ML**

WATER CONSUMPTION

Water may be a routine resource in the workplace, but using it responsibly remains an important part of how we approach sustainability. Water use at RAPCO is primarily linked to day-to-day office operations and facility requirements. While our activities do not involve water-intensive processes, we remain mindful of how even routine usage contributes to overall resource demand.

In recent years, overall water consumption has shown a clear downward trend. This change reflects a smaller operational footprint and more measured use of resources across our facilities. As operations have scaled down, the demand for water has reduced accordingly.

We continue to review water consumption patterns to maintain visibility over how resources are used and where efficiencies can be maintained over time. Our focus remains on sensible, proportionate use of water in line with the nature and scale of our business.

Water Consumed in MegaLitres

2023- **0.25 ML**

2024- **0.22 ML**

2025- **0.20 ML**

WASTE MANAGEMENT

How we manage waste reflects how seriously we take responsibility in our everyday operations. Waste at RAPCO mainly comes from routine office activity and the upkeep of owned properties. While the volumes involved are not large in absolute terms, how waste is handled remains an important part of our broader responsibility towards environmental stewardship.

The pattern of waste generation over recent years reflects how our spaces are used and maintained. A slight reduction followed by a marginal increase in the latest year mirrors variations in operational activity, rather than changes in waste handling practices.

At this stage, our waste is managed through standard disposal channels. We continue to review waste trends to stay aware of how our footprint changes over time and to inform practical, proportionate approaches to waste management as our operating model evolves.

Waste Consumption (In Tons)

2023- **58.32 tons**

2024- **53.46 tons**

2025- **48.60 tons**

Social
Stewardship

SOCIAL INITIATIVES

Our approach to social initiatives is centred on building a respectful and inclusive workplace where people feel supported and valued. We believe that organisations play a role in contributing positively to society, not only through formal programmes, but also through everyday practices that reflect fairness, dignity and accountability.

At present, our social focus is on maintaining a healthy internal culture. This includes promoting equal opportunity, encouraging respectful behaviour across the organisation, and upholding ethical standards in how we work with colleagues and stakeholders. These everyday practices shape how we create a work environment that supports wellbeing and trust.

Our statement, “We are fair to everyone, no matter what gender they are or where they are from,” reflects our commitment to treating all individuals with respect, regardless of gender, identity or cultural background.

As the organisation continues to evolve, we intend to further develop and formalise social initiatives that create meaningful value for our people and, over time, for the wider community. Any future initiatives will be shaped by stakeholder needs and aligned with our broader commitment to responsible business practices.

HUMAN ASSETS

Our people are at the centre of how RAPCO functions as an organisation. As our operating model has evolved, we have placed greater emphasis on creating a work environment that is supportive, respectful and grounded in trust.

We believe that a healthy workplace is built on fairness and inclusion. We aim to provide an environment where individuals feel valued regardless of gender, background or identity, and where diverse perspectives are encouraged and respected in everyday work.

Learning and development at RAPCO is shaped by the realities of our scale. We support skill development through exposure to varied responsibilities, practical problem-solving and opportunities to contribute across functions. This helps individuals grow professionally while supporting the needs of the business.

Our HR framework sets out expectations around non-discrimination, ethical conduct, human rights and the prevention of harassment and corruption. These standards guide behaviour across the organisation and help maintain a professional and respectful workplace culture.

TOTAL NUMBER OF EMPLOYEES-

2023- **15**

2024- **16**

2025- **08**

TRAINING AND DEVELOPMENT

Training at RAPCO is focused on equipping employees with the awareness and skills needed to operate safely and responsibly within our office environment. Given the nature and scale of our operations, our training approach is practical and targeted, rather than programme-heavy.

Occupational health and safety training continues to form part of our employee wellbeing efforts. Fire safety training is conducted to ensure employees are familiar with emergency procedures and basic safety protocols, supporting preparedness in the workplace.

As the organisation evolves, we review training needs to ensure they remain relevant to our operating context. Our approach to training and development remains proportionate to the size and nature of RAPCO’s operations, with an emphasis on relevance, clarity and everyday application.



EQUAL OPPORTUNITY AND DIVERSITY

We aim to create a workplace where people feel respected, included and treated fairly. Equal opportunity at RAPCO is about ensuring that decisions related to hiring, development and day-to-day work are guided by merit, fairness and mutual respect, rather than background, gender or identity.

Our team brings together individuals from different cultural and professional backgrounds, which adds perspective to how we think, collaborate and make decisions. We value these differences and believe that a diverse workplace strengthens how we operate as an organisation.

We do not tolerate discrimination of any form and expect respectful conduct across all levels of the organisation. Creating an environment where employees feel safe to contribute, be heard and grow professionally remains an important part of how we work together.

As RAPCO continues to evolve, we remain committed to fostering a workplace culture that supports inclusion, fairness and equal opportunity, in line with our values and our responsibilities as a listed entity.

Number of Employees by Nationality

- Egypt **04**
- UAE **01**
- India **02**
- Sudan **01**

Number of Male Employees

- 2023- **14**
- 2024- **15**
- 2025- **07**

Number of Female Employees

- 2023- **01**
- 2024- **01**
- 2025- **01**





Ethical Governance

Strong governance is central to how we operate and how we build long-term value as an investment company. Our governance framework is designed to support sound decision-making, accountability, and responsible oversight across the organisation. The Board of Directors provides strategic direction and oversight, supported by established committees that guide key areas of governance, risk, and performance.

We place emphasis on ethical conduct, regulatory compliance, and transparency in our operations. Our policies and internal controls help ensure that decisions are made with integrity and in line with applicable laws and regulatory expectations. As an ADX-listed entity, we recognise the importance of maintaining high standards of corporate governance and clear accountability at every level.

Governance also plays a role in how we approach sustainability. Oversight of environmental, social, and governance matters sits with management and the Board, ensuring that sustainability considerations are embedded into business oversight and long-term planning. As our operating model continues to evolve, we continue to review and strengthen governance practices to ensure they remain proportionate, effective, and aligned with stakeholder expectations.

CORPORATE GOVERNANCE STRUCTURE

Our corporate governance structure is designed to provide clear oversight, accountability, and effective decision-making across the organisation. The Board of Directors provides strategic direction and supervision of the Company's activities, supported by Board committees that focus on key areas of governance, performance, and risk.

The Board is supported by committees including the Audit & Risk Committee, the Nomination & Remuneration Committee, and the Strategy & Investment Committee, each with defined responsibilities and mandates. This structure allows for focused review of financial reporting, governance practices, remuneration matters, and investment and strategic decisions.

Risk management forms an important part of this framework. The Board and management regularly review business, financial, and ESG-related risks and consider appropriate mitigation measures. This governance structure supports disciplined oversight, informed decision-making, and alignment between strategy, risk, and long-term value creation for stakeholders.



ORGANISATIONAL STRUCTURE



BOARD OF DIRECTORS

Chairman
SH. Mohammed Bin Humaid Alqasimi

Vice-Chairman
HE Mubarak Ali Mubarak Alshamsi

HE Abdulla Khalfan Alshuraqi

HE Aaesha Saif Ahmed Alkhanbouli Alshehhi

HE Mohammed Hassan Alshamsi

AUDIT AND RISK COMMITTEE

Chairman
HE Mohammed Hassan Alshamsi

HE Abdulla Khalfan Alshuraqi

HE Aaesha Saif Ahmed Alkhanbouli Alshehhi

NOMINATION AND REMUNERATION COMMITTEE

Chairman
HE Mubarak Ali Mubarak Alshamsi

HE Abdulla Khalfan Alshuraqi

HE Aaesha Saif Ahmed Alkhanbouli Alshehhi

STRATEGY & INVESTMENT COMMITTEE

Chairman
SH. Mohammed Bin Humaid Alqasimi

HE Abdulla Khalfan Alshuraqi

HE Mubarak Ali Mubarak Alshamsi

Mr. Raman Garg

Number of males on the Board

2023- **04**

2024- **04**

2025- **04**

Number of females on the Board

2023- **01**

2024- **01**

2025- **01**

Percentage of committee chairs held by women

2023- **25%**

2024- **25%**

2025- **0**

Number of individuals in the Board by age group

Under 30 **00**

30-50 **02**

50+ **03**

60% Percentage of total board seats occupied by independent board members

03 Non-executive and independent members in the board as of 2025

Sustainability Management

LISTENING TO OUR STAKEHOLDERS

Our stakeholders play an important role in shaping how RAPCO operates and evolves. We engage with shareholders, regulators, financial partners and other key stakeholders to understand their perspectives and expectations, and to ensure that our decisions remain aligned with the long-term interests of the business.

Stakeholder engagement helps inform how we prioritise issues across governance, environmental and social matters. Through regular communication and engagement, we aim to maintain transparency around our performance, strategy and areas of focus, while remaining open to feedback that helps strengthen our approach.

We view stakeholder engagement as an ongoing process rather than a one-time exercise. By listening actively and responding thoughtfully, we aim to build trust, support informed decision-making and strengthen long-term relationships that contribute to RAPCO's sustainable growth.

Key Stakeholder Groups

- Customers
- Government Authorities
- Banks
- Employees
- Consultants
- Suppliers



Identification

We identify our key stakeholder groups through internal discussions and regular reviews, ensuring we understand who is most closely connected to our activities and outcomes.

Prioritisation

We assess and prioritise topics based on their relevance to stakeholders and the level of influence these issues have on our decisions and operations.

Engagement

We engage with stakeholders through appropriate channels to understand what matters most to them and to surface topics that are material to our business and sustainability priorities.

Managing Expectations

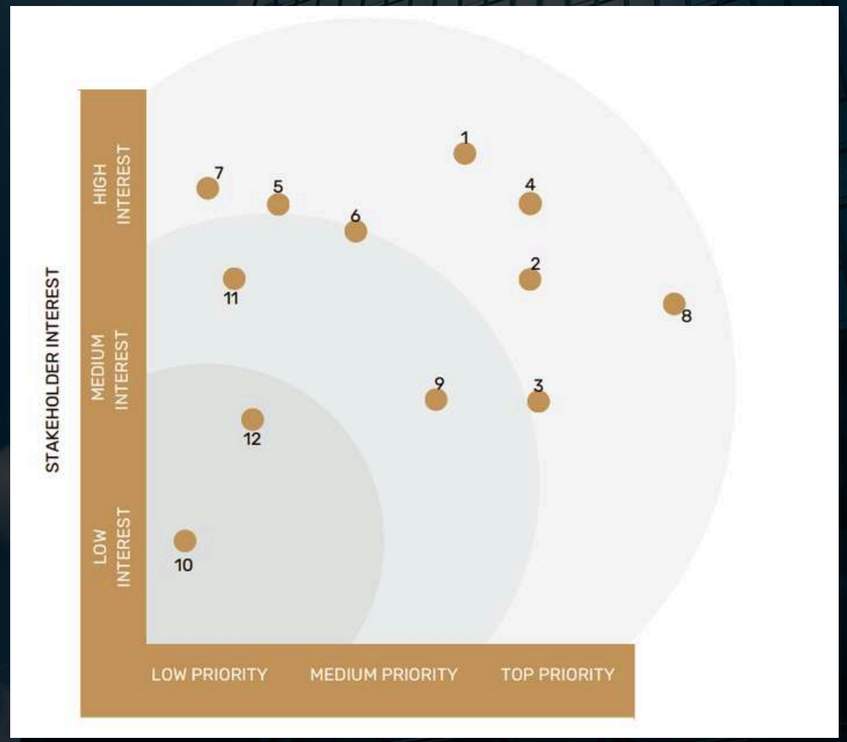
We work to strengthen stakeholder relationships by acknowledging their needs and concerns, and by responding through open communication and consistent engagement.

MATERIALITY ANALYSIS

Understanding what truly matters to our stakeholders helps shape how we prioritise sustainability across our business. We assess both current and emerging issues by looking closely at the social, environmental, and economic topics that influence our operations and long-term direction.

Our materiality process is informed by ongoing engagement with stakeholders who are connected to our business, directly and indirectly. We review relevant inputs from internal performance data and external developments to ensure our focus remains grounded in real-world context and evolving expectations.

The materiality assessment was undertaken in the previous reporting year through stakeholder engagement and internal evaluation. The environmental, social and governance topics identified through that process continue to inform this year's disclosures and remain relevant to our current operations and strategic direction.



1.Financial Performance & Stability
2. GRI 2-9, 2-12, 2-16, 2-23 - Corporate Governance &
Ethical Business Practices
3.Risk Management & Regulatory Compliance
4.Sustainable Investment & ESG Integration
5.Market Trends & Economic Conditions
6.Technological Innovation in Investments
7. GRI 2-29 - Stakeholder Engagement & Investor Relations
8. GRI 401 - Employee Attraction, Retention & Wellbeing
9. GRI - 302, 305 - Environmental Impact of Investment Portfolios
10. GRI - 413 - Social Responsibility & Community Impact
11. GRI - 418 - Client Privacy & Data Security
12. Supply Chain & Procurement Integrity

ADX ESG INDEX

METRIC	CALCULATION	CORRESPONDING GRI STANDARD	RELEVANT SDGs	PAGE NO.
E1. GHG Emissions	E1.1 Scope 1 (CO2e) E1.2 Scope 2 (CO2e) E1.3 Scope 3 (CO2e)	GRI 305: Emissions 2016	SDG 13 – Climate Action	8, 9
E2. Emissions Intensity	E2.1 GHG per output E2.2 Non-GHG per output	GRI 305: Emissions 2016	SDG 13 – Climate Action	9
E3. Energy Usage	E3.1 Direct energy E3.2 Indirect energy	GRI 302: Energy 2016	SDG 7 – Affordable & Clean Energy; SDG 13 – Climate Action	9
E4. Energy Intensity	Direct energy per output	GRI 302: Energy 2016	SDG 7 – Affordable & Clean Energy; SDG 13 – Climate Action	9
E5. Energy Mix	% Usage by generation type	GRI 302: Energy 2016	SDG 7 – Affordable & Clean Energy	9
E6. Water Usage	E6.1 Water consumed E6.2 Water reclaimed	GRI 303: Water & Effluents 2018	SDG 6 – Clean Water & Sanitation	10
E7. Env. Operations	E7.1 Env. Policy? E7.2 Waste/Recycle policies? E7.3 Energy Mgmt System?	GRI 103: Mgmt Approach 2016	SDG 12 – Responsible Consumption & Production; SDG 13 – Climate Action	Page 8-10

E8. Climate Oversight	Board/Mgmt climate oversight?	GRI 102: Gen Disclosures 2016	SDG 13 – Climate Action; SDG 16 – Peace, Justice & Strong Institutions	13
E9. Env. Oversight	Board/Mgmt sustainability oversight?		SDG 16 – Peace, Justice & Strong Institutions	13
E10. Climate Mitigation	Annual $ investment		SDG 13 – Climate Action	Page 8-9
S1. CEO Pay Ratio	S1.1 Ratio: CEO to Median S1.2 Regulatory filing?	GRI 102: Gen Disclosures 2016	SDG 8 – Decent Work & Economic Growth; SDG 16 – Strong Institutions	13
S2. Gender Pay Ratio	Ratio: Male to Female Pay	GRI 405: Diversity 2016	SDG 5 – Gender Equality	Page 11-12
S3. Employee Turnover	S3.1 % Full-time S3.2 % Part-time S3.3 % Contractors	GRI 401: Employment 2016	SDG 8 – Decent Work & Economic Growth	11
S4. Gender Diversity	S4.1 % Total Headcount S4.2 % Mid-level S4.3 % Senior/Exec	GRI 102 / GRI 405	SDG 5 – Gender Equality	12
S5. Temp Worker Ratio	S5.1 % Part-time S5.2 % Contractors	GRI 102: Gen Disclosures 2016	SDG 8 – Decent Work & Economic Growth	11
S6. Non-Discrimination	Harassment/Discrim policy?	GRI 103: Mgmt Approach 2016	SDG 5 – Gender Equality; SDG 10 – Reduced Inequalities	Page 11-12

S7. Injury Rate	Frequency of injury events	GRI 403: Health & Safety 2018	SDG 3 – Good Health & Well-being	11
S8. Health & Safety	Global H&S policy	GRI 403: Health & Safety 2018	SDG 3 – Good Health & Well-being; SDG 8 – Decent Work	11
S9. Child/Forced Labor	S9.1 Policy in place S9.2 Covers suppliers	GRI 103: Mgmt Approach 2016	SDG 8 – Decent Work; SDG 16 – Peace, Justice & Strong Institutions	11
S10. Human Rights	S10.1 Policy in place S10.2 Covers suppliers	GRI 103: Mgmt Approach 2016	SDG 10 – Reduced Inequalities; SDG 16 – Peace, Justice & Strong Institutions	Page 11-12
S11. Nationalization	S11.1 % National employees S11.2 Local job creation		SDG 8 – Decent Work & Economic Growth; SDG 16 – Peace, Justice & Strong Institutions	12
S12. Community Invest.	Investment as % of revenue		SDG 11 – Sustainable Cities & Communities	11
G1. Board Diversity	G1.1 % Seats (M/W) G1.2 % Chairs (M/W)	GRI 405: Diversity 2016	SDG 5 – Gender Equality; SDG 16 – Peace, Justice & Strong Institutions	15
G2. Board Independence	G2.1 CEO/Chair split? G2.2 % Independent	GRI 102: Gen Disclosures 2016	SDG 16 – Peace, Justice & Strong Institutions	15

G3. Incentivized Pay	ESG linked to pay	GRI 102: Gen Disclosures 2016	SDG 16 – Peace, Justice & Strong Institutions	13
G4. Supplier Code	G4.1 Supplier CoC G4.2 % Certified	GRI 102 / GRI 103	SDG 12 – Responsible Consumption & Production	16
G5. Ethics & Anti-Corr.	G5.1 Policy in place G5.2 % Certified	GRI 102 / GRI 103	SDG 16 – Peace, Justice & Strong Institutions	13
G6. Data Privacy	G6.1 Privacy policy G6.2 GDPR compliance	GRI 103: Mgmt Approach 2016	SDG 16 – Peace, Justice & Strong Institutions	13
G7. Sustainability Rep.	G7.1 Sustainability report G7.2 Regulatory filing?			3
G8. Disclosure Practice	G8.1 Frameworks G8.2 SDG focus G8.3 SDG targets			3
G9. External Assurance	Third-party validation	GRI 102 / GRI 103		3



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Developed by the assistance of our Sustainability Partner
THE ONE PERCENT