

Al Ain Finance PJSC

Financial statements and
independent auditor's report
for the year ended

31 December 2025

Al Ain Finance PJSC

DIRECTORS' REPORT

For the year ended 31 December 2025

The Board of Directors is pleased to present its report and the audited financial statements of Al Ain Finance PJSC (the "Company") for the year ended 31 December 2025.

Principal activities

The principal activities of the Company are to perform financing business and activities according to the Finance Companies Regulations, issued on 23 May 2023 by the Central Bank of the UAE (the "CBUAE"). The Company is specialized in working capital finance to target Small and Medium Sized Enterprise (SME) by offering them range of receivables and supply chain finance solutions such as factoring, invoice discounting, overdraft facility, term loans etc.

Results:

During the year, the Company has recognised operating income of AED 92,488,656 (2024: AED 91,143,743) with a profit of AED 23,331,657 (2024: AED 26,945,364).

Directors:

As the end of reporting period, the Board of Directors comprises:

Mr. Mohamed Rashed Alketbi	-	Chairman
Mr. Abdul Aziz Rashed Alketbi	-	Member
Mr. Mansour Saeed Alketbi	-	Member
Mr. Ehab Abdul Latif Ahmed	-	Member
Mr. Mohammad Barraaj	-	Member

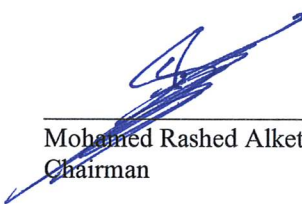
Release

The Directors release the management and the external auditors in connection with their duties for the year ended 31 December 2025.

Auditors

The Directors propose the re-appointment of Grant Thornton Audit and Accounting Limited – Abu Dhabi as the auditors of the Company for the year ending 31 December 2026.

On behalf of Board of Directors


Mohamed Rashed Alketbi
Chairman

Date: 30 March 2026

P O Box 40283
Abu Dhabi
United Arab Emirates

Independent Auditor’s Report To the Shareholders of Al Ain Finance PJSC

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Al Ain Finance PJSC (“the Company”)**, which comprise the statement of financial position as at 31 December 2025, and the statements of comprehensive income, changes in equity and cash flows for the year then ended and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 December 2025, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

Basis for Opinion

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

Key Audit Matter

Key audit matter is a matter that, in our professional judgement, was of most significance in our audit of the financial statements of the Company for the year ended 31 December 2025. This matter was addressed in 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 this matter. We have determined the matter described below to be the key audit matter to be communicated in our report.

Independent Auditor's Report To the Shareholders of Al Ain Finance PJSC

Report on the Audit of the Financial Statements (continued)

Key Audit Matter (continued)

Expected Credit Loss (ECL) on Loans and Advances

The Company's loans and advances amounted to AED 343,160,054 as at 31 December 2025, with a related expected credit loss ("ECL") allowance of AED 98,462,634.

We identified the ECL on loans and advances as a key audit matter due to the significant management judgement and estimation uncertainty involved in determining the allowance. This includes judgement in assessing whether there has been a significant increase in credit risk ("SICR"), determining the appropriate staging of exposures, and estimating key model inputs such as probability of default, loss given default, exposure at default, and forward-looking macro-economic assumptions. This requires management to capture all qualitative and quantitative reasonable and supportable forward-looking information while assessing SICR, or while assessing credit-impaired criteria for the exposure.

How our audit addressed the key audit matter

Our audit approach included the following:

- Obtained an understanding of management's processes and controls over the identification, measurement and recording of ECL, including monitoring of impairment indicators and staging of loans. We have tested design, implementation and operating effectiveness of relevant controls within these processes.
- Performed substantive testing on a sample of loans to assess the appropriateness of staging, including consideration of days past due, credit risk indicators and management's qualitative assessments.
- Assessed the appropriateness of key ECL model assumptions, including probability of default ("PD") and loss given default ("LGD"), by evaluating the methodology and governance over their development and approval a performing sample-based checks of key inputs.
- Tested the completeness and accuracy of the data used in the calculation of ECL including assessment of the reasonableness of management's forward-looking assumptions by comparing them to external economic data and historical performance, where relevant.
- Independently performed recalculation of ECL on a sample basis.
- Performed an independent credit assessment for a sample of non-retail customers by assessing the quantitative and qualitative factors including assessment of financial performance of the customers, the source of repayments and its history, and other relevant risk factors.
- Where applicable, we assessed that reported exceptions to the policies and procedures as outlined in the Board Risk Appetite Statement were duly approved by the Board of Directors and the approval process was formally documented.
- For a sample of new or renewed credit facilities, we checked that reported exceptions to limits, if any, as set out in the Board approved delegation of authority matrix were duly approved by the Board of Directors and that the process was formally documented.
- For a sample of Stage 3 customers, we assessed:
 - the appropriateness of discounted cash flows, including the discount rates used and the probable scenario analysis; and
 - the robustness of the Company's processes/controls with respect to the valuation and enforceability of collateral, including the underlying assumptions.
- Assessed the disclosures in the financial statements relating to ECL against the requirement of IFRS Accounting Standards.

Independent Auditor's Report To the Shareholders of Al Ain Finance PJSC

Report on the Audit of the Financial Statements (continued)

Other Information

The Directors are responsible for the other information contained in the financial statements which comprises the information included in the Directors' report which we obtained prior to the date of this auditors' report. The other information does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the 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 misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged With Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards issued by IASB and their preparation in compliance with the applicable provisions of the UAE Federal Law No. (32) of 2021, as amended, and UAE Federal Decree Law No (6) of 2025 and for such internal control as management determine 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 intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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 are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the 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.

Independent Auditor's Report To the Shareholders of Al Ain Finance PJSC

Report on the Audit of the Financial Statements (continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

Further, as required by the UAE Federal Law No. (32) of 2021, as amended, we report that the year ended 31 December 2025:

- i) We have obtained all the information we considered necessary for the purposes of our audit;
- ii) The financial statements have been prepared and comply, in all material respects, with the applicable provisions of the UAE Federal Law (32) of 2021, as amended;
- iii) The Company has maintained proper books of account in accordance with established accounting principles;
- iv) The financial information included in the Directors' report is consistent with the books of account and records of the Company;
- v) The Company has not purchased or invested in any shares during the financial year ended 31 December 2025;
- vi) Note 15 to the financial statements discloses material related party transactions and balances, and the terms under which they were conducted;
- vii) Note 1 to the financial statements discloses social contributions made during the year ended 31 December 2025; and
- viii) Based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Company has contravened during the financial year ended 31 December 2025 any of the applicable provisions of the UAE Federal Law No. (32) of 2021, as amended, or of its Articles of Association, which would materially affect its activities or its financial position as at 31 December 2025.

Further, as required by the Article (140) of the UAE Federal Decree-Law No. (6) of 2025, we report that we have obtained all the information and explanations we considered necessary for the purpose of our audit.

GRANT THORNTON UAE

Dr. Osama El Bakry
Registration No: 935
Abu Dhabi, United Arab Emirates

Date: 31 March 2026




Al Ain Finance PJSC

STATEMENT OF FINANCIAL POSITION

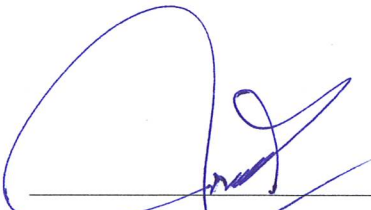
As at 31 December 2025

	Notes	2025 AED	2024 AED
Assets			
Cash and bank balances	5	108,079,980	117,420,552
Loans and advances, net	6	343,160,054	327,385,711
Prepayments and other receivables	7	18,390,279	7,198,545
Furniture, fixtures and office equipment	8	559,463	891,886
Intangible assets	9	<u>1,201,811</u>	<u>412,765</u>
Total assets		<u>471,391,587</u>	<u>453,309,459</u>
Shareholders' equity and liabilities			
Shareholders' equity			
Share capital	13	300,000,000	300,000,000
Share premium	13	38,231,564	38,231,564
Statutory reserve	14	10,020,075	7,686,909
Retained earnings		<u>85,604,035</u>	<u>64,605,544</u>
Total shareholders' equity		<u>433,855,674</u>	<u>410,524,017</u>
Liabilities			
Customer deposits	10	28,619,184	29,833,409
Other payables	11	3,936,823	8,289,004
Due to related parties	15	4,109,087	4,109,087
Provision for employees' end of service benefits	12	<u>870,819</u>	<u>553,942</u>
Total liabilities		<u>37,535,913</u>	<u>42,785,442</u>
Total shareholders' equity and liabilities		<u>471,391,587</u>	<u>453,309,459</u>


The financial statements were approved by the Board of Directors on 30 March 2026 and signed on its behalf by:



Mohamed Rashed Alketbi
Chairman



Abdul Aziz Al Shareef
Chief Executive Officer



Saju Mathai
Finance Manager

The attached notes from 1 to 21 form part of these financial statements.

Al Ain Finance PJSC

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	<i>Notes</i>	2025 AED	2024 AED
Interest income on loans and advances		78,014,626	74,090,060
Interest expenses		<u>(833,162)</u>	<u>(1,035,087)</u>
Net interest income		77,181,464	73,054,973
Income on bank deposits		4,326,893	4,553,610
Fee and commission income		<u>10,980,299</u>	<u>13,535,160</u>
Operating income		92,488,656	91,143,743
General and administrative expenses	3	<u>(22,897,783)</u>	(20,005,526)
Allowance for expected credit losses	6	<u>(43,988,778)</u>	<u>(41,527,927)</u>
Profit for the year before tax		<u>25,602,095</u>	<u>29,610,290</u>
Income tax expense	4	<u>(2,270,438)</u>	<u>(2,664,926)</u>
Profit and total comprehensive income for the year		<u>23,331,657</u>	<u>26,945,364</u>

The attached notes from 1 to 21 form part of these financial statements.

Al Ain Finance PJSC

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	<i>Share capital AED</i>	<i>Share premium AED</i>	<i>Statutory reserve AED</i>	<i>Retained earnings AED</i>	<i>Impairment reserve AED</i>	<i>Total equity AED</i>
At 1 January 2024	300,000,000	38,231,564	4,992,373	38,342,417	2,012,299	383,578,653
Total comprehensive income for the year	-	-	-	26,945,364	-	26,945,364
Transfer to statutory reserve	-	-	2,694,536	(2,694,536)	-	-
Transfer (from)/to impairment reserve (note 18)	-	-	-	2,012,299	(2,012,299)	-
As at 31 December 2024	<u>300,000,000</u>	<u>38,231,564</u>	<u>7,686,909</u>	<u>64,605,544</u>	<u>-</u>	<u>410,524,017</u>
Total comprehensive income for the year	-	-	-	23,331,657	-	23,331,657
Transfer to statutory reserve	-	-	2,333,166	(2,333,166)	-	-
At 31 December 2025	<u>300,000,000</u>	<u>38,231,564</u>	<u>10,020,075</u>	<u>85,604,035</u>	<u>-</u>	<u>433,855,674</u>

The attached notes from 1 to 21 form part of these financial statements.

Al Ain Finance PJSC

STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	<i>Notes</i>	2025 AED	2024 AED
Operating activities			
Profit for the year before tax		25,602,095	29,610,290
Adjustments for:			
Depreciation	8	414,362	384,319
Amortisation	9	128,633	67,547
Provision for employees' end of service benefits	12	330,965	245,700
Provision for impairment of loans and advances	6	43,988,778	41,527,927
Interest expense		833,162	1,035,087
Interest income on loans and advances		(78,014,626)	(74,090,060)
Interest income on bank deposit		(4,326,893)	(4,553,610)
		(11,043,524)	(5,772,800)
Working capital adjustments:			
Loans and advances, net		(59,763,120)	(112,523,746)
Customer deposits		(1,214,226)	(10,469,322)
Prepayments and other receivables		5,799,513	1,538,404
Other payables		(6,622,620)	1,744,958
Cash flows used in operations		(72,843,977)	(125,482,506)
Employees end of service benefits paid	12	(14,087)	(22,636)
Net cash flows used in operating activities		(72,858,064)	(125,505,142)
Investing activities			
Interest income received on loans and advances		61,023,379	67,939,925
Interest income received on bank deposits		4,326,893	4,553,610
Purchase of furniture, fixtures and office equipment	8	(85,404)	(163,889)
Purchase of intangible assets	9	(917,679)	(480,312)
Proceeds from disposal of furniture, fixture and office equipment		3,465	-
Net cash flows generated from investing activities		64,350,654	71,849,334
Financing activities			
Interest expense paid		(393,695)	(418,399)
Interest expense payable		(439,467)	(616,688)
Net cash flows used in from financing activities		(833,162)	(1,035,087)
Net decrease in cash and cash equivalents		(9,340,572)	(54,690,895)
Cash and cash equivalents at beginning of the year		117,420,552	172,111,447
Cash and cash equivalents at end of the year	5	108,079,980	117,420,552

The attached notes from 1 to 21 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

1 ACTIVITIES

Al Ain Finance PJSC (the “Company”) is a private joint stock company registered and incorporated in the Emirate of Abu Dhabi, United Arab Emirates (the “UAE”) in accordance with the provisions of the applicable UAE law for Commercial Companies, Central Bank of the UAE (the “CBUAE”), the Monetary System and Organisation of Banking Law No. (10) of 1980 and under authority of resolutions of the Board of Directors of the CBUAE relating to Finance Companies.

The Company was incorporated on 13 November 2016 and commenced operations on 15 March 2017.

The principal activities of the Company are to perform financing business and activities according to the Finance Companies Regulations, issued on 23 May 2023 by the CBUAE. The Company is specialized in working capital finance to target Small and Medium Sized Enterprise (SME) by offering them range of receivables and supply chain finance solutions such as factoring, invoice discounting, overdraft facility, term loans etc.

The registered office address of the Company is at P O Box 40283, Abu Dhabi, United Arab Emirates.

No social contributions were made during the year ended 31 December 2025 (2024: Nil).

2.1 BASIS OF PREPARATION

The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”) [IFRS Accounting Standards] and the applicable requirements of the UAE Federal Law No. (32) of 2021 as amended.

The financial statements have been prepared on a going concern and under the accrual and historical cost convention except for loans and advances, net.

The financial statements have been presented in United Arab Emirates Dirham (“AED”), which is the functional currency of the Company.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

New and amended standards and interpretations

The following new and revised IFRS Accounting Standards, which became effective for annual periods beginning on or after 1 January 2025, have been adopted in these financial statements. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- Amendments to IAS 21 - Lack of Exchangeability

These amendments had no impact on the financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

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

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

<u>New and revised IFRSs</u>	<u>Effective for annual periods beginning on or after</u>
Amendment to IFRS 9 and IFRS 7: Classification and Measurement of Financial Instruments and Contracts Referencing Nature-dependent Electricity	1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	1 January 2026
IFRS 18 Presentation and Disclosures in Financial Statements: IFRS 18 includes requirements for all entities applying IFRS for the presentation and disclosure of information in financial statements.	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures: IFRS 19 specifies reduced disclosure requirements that an eligible entity is permitted to apply instead of the disclosure requirements in other IFRS Accounting Standards.	1 January 2027

The management anticipates that all of the above Standards and Interpretations will be adopted by the Company to the extent applicable to them from their effective dates. The Company is currently assessing the impact of the new standards and plans to adopt the new standards on the required effective dates.

2.4 MATERIAL ACCOUNTING POLICIES

Income from fixed deposits and loans and advances

For all financial instruments measured at amortised cost and interest-bearing financial instruments, income is recorded at the effective interest rate, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or financial liability. The calculation takes into account all contractual terms of the financial instrument and includes any fees or incremental costs that are directly attributable to the instrument and are an integral part of the effective interest rate, but not future credit losses. The carrying amount of the financial asset or financial liability is adjusted if the Company revises its estimates of payments or receipts. The adjusted carrying amount is calculated based on the original effective interest rate and the change in carrying amount is recorded as interest income or expense.

Once the recorded value of a financial asset or a group of similar financial assets has been reduced due to an impairment loss, interest income continues to be recognised.

Fee and commission income

The Company earns fee and commission income from a diverse range of services such as ATM, interchange, forex, transfer, NetBanking and WPS charges to its customers. Fee and commission income are recognized at a point in time when the related services are rendered by the Company.

Financial instruments

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

Classification of financial assets and liabilities

All financial assets under the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value on the basis of the Company’s business model for managing the financial assets and contractual cash flow characteristics of the financial assets.

A financial asset is measured at amortised cost, if both the following conditions are met:

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2.4 MATERIAL ACCOUNTING POLICIES continued

Financial instruments continued

Classification of financial assets and liabilities continued

A financial asset is measured at fair value through other comprehensive income, if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through profit or loss, unless it is measured at amortised cost or at fair value through other comprehensive income. However, the Company may make an irrevocable election at initial recognition for particular investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income.

Business model assessment

The Company makes an assessment of the objective of a business model in which an 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. In particular, whether management's strategy focuses on earning contractual revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets 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 the financial assets held within that business model) and how those risks are managed; and
- the frequency, volume and timing of sales in prior periods, the reasons for such sales and its expectations about the future sales activity. However, information about sales activity is not considered in isolation, but as part of an overall assessment of how the Company's stated objective for managing the financial assets is achieved and how cash flows are realised.

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 and its related interest which is recognised using the effective interest rate method.

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 the assessment, the Company considers:

- contingent events that would change the amount and timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse asset arrangements); and
- features that modify consideration of the time value of money – e.g. periodical reset of interest rate.

The Company has classified cash and bank balances and loans and advances, net and certain other assets as financial assets at amortised cost.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2.4 MATERIAL ACCOUNTING POLICIES continued

Financial instruments continued

Financial liabilities

All financial liabilities are classified as subsequently measured at amortised cost, except for:

- financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, are subsequently measured at fair value;
- financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies;
- financial guarantee contracts; and
- commitments to provide a loan at a below-market interest rate.

At initial recognition, the Company may irrevocably designate a financial liability as measured at fair value through profit or loss when permitted, or when doing so results in more relevant information, because either:

- it eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as 'an accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases; or
- a group of financial liabilities or financial assets and financial liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the Company is provided internally on that basis to the entity's key management personnel.

Reclassification of financial assets and financial liabilities

Where the Company changes its business model for managing financial assets, it reclassifies all affected financial assets. An entity shall not reclassify any financial liability.

Initial measurement

At initial recognition, financial assets and financial liabilities are measured at fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

Subsequent measurement of financial assets

After initial recognition, an entity shall measure a financial asset in accordance with its classification at:

- amortised cost less impairment;
- fair value through other comprehensive income less impairment; or
- fair value through profit or loss.

Impairment is assessed on the financial assets measured at amortised cost and at fair value through other comprehensive income as disclosed below.

Derecognition of financial assets and liabilities

A financial asset is de-recognised when the contractual rights to the cash flows from the financial asset expires or when it transfers the financial asset. A financial liability is de-recognised when it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2.4 MATERIAL ACCOUNTING POLICIES continued

Offsetting

Financial assets and financial liabilities are offset when the Company has a legally enforceable right to set off the recognised amounts and intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

Impairment of financial assets

Impairment assessment:

Company assesses whether financial assets carried at amortised cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the restructuring of a financing by the Company on terms that the Company would not consider otherwise;
- it is becoming 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.

Measurement of expected credit losses (ECL):

The impairment of financial assets is calculated in accordance with IFRS 9 expected credit loss ("ECL") model. The standard uses a new single model for the measurement of impairment losses on all financial assets including sukuk measured at amortized cost or at fair value through OCI. The ECL model contains a three-stage approach which is based on the change in credit quality of financial assets since initial recognition. The ECL model is forward looking and requires the use of reasonable and supportable forecasts of future economic conditions in the determination of significant increases in credit risk and measurement of ECL.

The Company measure loss allowances at an amount equal to lifetime ECL, except for the financial instruments on which credit risk has not increased significantly since their initial recognition. 12-month ECL are the portion of life time ECL that result from default events on a financial instrument that are possible within the 12 months after reporting date.

ECL is calculated by multiplying three main components, being the probability of default (PD), loss given default (LGD) and the exposure at default (EAD), and discounting at the initial effective profit rate.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and short-term deposits with original maturity of three months or less.

Furniture, fixtures and office equipment

Furniture, fixtures and office equipment are stated at historical cost less accumulated depreciation and accumulated impairment loss. Historical cost includes expenditure that is directly attributable to the acquisition of the asset.

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

Furniture and fixtures	4 years
Office and other equipment	4 years

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

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

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2.4 MATERIAL ACCOUNTING POLICIES continued

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of comprehensive income in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of comprehensive income.

Intangible assets mainly include computer software with an estimated useful life of 4 years. Software licenses are amortised over the period of validity of the license.

Impairment of non-financial assets

The Company assesses at each reporting date or more frequently if events or changes in circumstances indicate that a non-financial asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. Where the carrying amount of an asset (or cash-generating unit) exceeds its recoverable amount, the asset (or cash-generating unit) is considered impaired and is written down to its recoverable amount.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount.

Employees' end of service benefits

The Company provides end of service benefits for its employees. The entitlement to these benefits is usually based upon the employees' length of service and in accordance with the UAE Labour Law (Federal Decree Law No. 33 of 2021). The expected costs of these benefits are usually accrued over the period of employment.

Provisions

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

Foreign currencies

The Company's financial statements are presented in AED, which is its functional currency. Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the statement of financial position date. All differences are taken to the income statement.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2.4 MATERIAL ACCOUNTING POLICIES continued

Fair values

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

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

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

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

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

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Taxation

The income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the interim financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

NOTES TO THE FINANCIAL STATEMENTS

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2.5 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides an overview of the areas that involve a higher degree of judgement or complexity, and major sources of estimation uncertainty that have a significant risk of resulting in a material adjustment within the next financial year. Detailed information about each of these estimates and judgements is included in the related notes together with information about the basis of calculation for each affected line item in the financial statements.

Business model assessment

The business model reflects how the Company manages financial assets in order to generate cash flows. That is, whether the Company's objective is solely to collect the contractual cash flows from the financial assets or is to collect both the contractual cash flows and cash flows arising from the sale of financial assets. Factors considered by the Company in determining the business model for a group of financial assets include past experience on how the cash flows for these financial assets were collected, how the financial asset's performance is evaluated and reported to key management personnel, how risks are assessed and managed and how managers are compensated. The Company's business model for the loan book is to hold to collect contractual cash flows.

Significant increase of credit risk

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

Establishing groups of assets with similar credit risk characteristics

When ECLs are measured on a collective basis, the financial instruments are grouped on the basis of shared risk characteristics. The Company monitors the appropriateness of the credit risk characteristics on a timely basis to assess whether they continue to be similar. This is required in order to ensure that should credit risk characteristics change there is appropriate re-segmentation of the assets. This may result in new portfolios being created or assets moving to an existing portfolio that better reflects the similar credit risk characteristics of that group of assets. Re-segmentation of portfolios and movement between portfolios is more common when there is a significant increase in credit risk (or when that significant increase reverses) and so assets move from 12-month to lifetime ECL, or vice versa, but it can also occur within portfolios that continue to be measured on the same basis of 12-month or lifetime ECL but the amount of ECL changes because the credit risk of the portfolios differ.

Measurement of the expected credit loss allowance

The measurement of the expected credit loss allowance for financial assets measured at amortised cost is an area that requires the use of models and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). Explanation of the inputs, assumptions and estimation techniques used in measuring ECL are provided in note 18.

A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

Key sources of estimation uncertainty

The following are key estimations that the management has used in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

a) Forward-looking scenarios

When measuring ECL the Company uses forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

2.5 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES continued

Measurement of the expected credit loss allowance continued

b) Probability of default (PD)

PD constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future economic conditions.

c) Loss Given Default (LGD)

LGD is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Impairment of property and equipment and intangible assets

The Company determines at each reporting date whether there is any objective evidence that the property and equipment and intangible assets are impaired. The carrying values of property and equipment and intangible assets are reviewed for impairment when events or changes in the circumstances indicate the carrying value may not be recoverable. If any such indication exists, and where the carrying value exceeds the estimated recoverable amount, the assets are written down to their recoverable amount being the higher of their fair value less costs to sell and value in use.

3 GENERAL AND ADMINISTRATIVE EXPENSES

	2025	2024
	AED	AED
Staff cost	12,132,522	14,432,691
Legal charges	3,993,342	352,152
Software services fees	1,887,254	1,755,859
Office rent	1,038,810	782,753
Director's fees	-	600,000
Professional charges	398,575	239,932
Communication expenses	245,193	258,389
Depreciation and amortisation (notes 8 & 9)	542,995	451,866
Bank charges	57,557	42,437
Others*	<u>2,601,535</u>	<u>1,089,447</u>
	<u>22,897,783</u>	<u>20,005,526</u>

* Others mainly include outsource staff AED 1,546,998 (2024: AED 58,725), credit and compliance cost AED 145,573 (2024: AED 171,929), credit card expenses AED 588,287 (2024: AED 342,214).

4 INCOME TAX EXPENSE

The charge for the year is calculated based upon the adjusted net profit for the year at rates of tax applicable. The charge to the income statement for the year is as follows:

	2025	2024
	AED	AED
Charge for the year	<u>2,270,438</u>	<u>2,664,926</u>

Reconciliation of Company's tax on profit based on accounting and profit as per the tax laws is as follows:

	2025	2024
	AED	AED
Profit before taxation	<u>25,602,095</u>	<u>29,610,290</u>
Effect of tax rates		
- Income not subject to tax	375,000	375,000
- Expenses not deductible for tax purposes	-	-
Total income tax expense	<u>2,270,438</u>	<u>2,664,926</u>
Effective rate of tax	<u>9%</u>	<u>9%</u>

Al Ain Finance PJSC

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

4 INCOME TAX EXPENSE continued

On 9 December 2022, the United Arab Emirates (UAE) Ministry of Finance (“MoF”) released Federal Decree-Law No 47 of 2022 on the Taxation of Corporations and Businesses, Corporate Tax Law (“CT Law”) to enact a new CT regime in the UAE. The new CT regime has become effective for accounting periods beginning on or after 1 June 2023.

As the Company’s accounting year ends on 31 December, the current tax period runs from 1 January 2025 to 31 December 2025. The corresponding corporate tax return must be filed on or before 30 September 2026. The taxable income of entities within the scope of UAE Corporate Tax is subject to a corporate tax rate of 9%

5 CASH AND BANK BALANCES

	<i>2025</i> <i>AED</i>	<i>2024</i> <i>AED</i>
Cash in hand	19,810	29,948
Current accounts with banks	7,460,170	4,140,605
Overnight account*	<u>100,600,000</u>	<u>113,250,000</u>
Cash and bank balances as at 31 December	<u>108,079,980</u>	<u>117,420,552</u>
Cash and cash equivalents	<u>108,079,980</u>	<u>117,420,552</u>

*Overnight account represents overnight deposits held with CBUAE. These deposits carry interest in the range of rate of 3.65% to 4.40% (2024: 4.65% to 4.90%) per annum.

6 LOANS AND ADVANCES, NET

	<i>2025</i> <i>AED</i>	<i>2024</i> <i>AED</i>
Term loans	381,930,783	333,979,092
Invoice discounting	39,014,114	30,503,112
Retail loans	19,239,801	14,058,734
Overdrafts	587,190	2,603,447
Credit card usage	<u>850,800</u>	<u>715,182</u>
Loans and advances, gross	441,622,688	381,859,567
Less: provision for expected credit losses	<u>(98,462,634)</u>	<u>(54,473,856)</u>
	<u>343,160,054</u>	<u>327,385,711</u>
Movement in provision for expected credit losses:		
	<i>2025</i> <i>AED</i>	<i>2024</i> <i>AED</i>
At 1 January	54,473,856	12,945,929
Impairment charge for the year	<u>43,988,778</u>	<u>41,527,927</u>
At 31 December	<u>98,462,634</u>	<u>54,473,856</u>

Loans and advances are provided to customers based in the UAE and are denominated in AED.

Al Ain Finance PJSC

NOTES TO THE FINANCIAL STATEMENTS

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7 PREPAYMENTS AND OTHER RECEIVABLES

	2025	2024
	AED	AED
Interest receivable, net	16,991,248	6,150,135
Prepayments	1,335,611	1,021,487
Others	63,420	26,923
	<u>18,390,279</u>	<u>7,198,545</u>

8 FURNITURE, FIXTURES AND OFFICE EQUIPMENT

	<i>Furniture and fixtures AED</i>	<i>Office and other equipment AED</i>	<i>Total AED</i>
2025			
Cost:			
At 1 January 2025	1,288,466	838,744	2,127,210
Additions	-	85,404	85,404
Disposals	<u>-</u>	<u>(4,489)</u>	<u>(4,489)</u>
At 31 December 2025	<u>1,288,466</u>	<u>919,659</u>	<u>2,208,125</u>
Accumulated depreciation:			
At 1 January 2025	763,433	471,891	1,235,324
Charge for the year	260,438	153,924	414,362
Disposals	<u>-</u>	<u>(1,024)</u>	<u>(1,024)</u>
At 31 December 2025	<u>1,023,871</u>	<u>624,791</u>	<u>1,648,662</u>
Net carrying amount:			
At 31 December 2025	<u>264,595</u>	<u>294,868</u>	<u>559,463</u>
	<i>Furniture and fixtures AED</i>	<i>Office and other equipment AED</i>	<i>Total AED</i>
2024			
Cost:			
At 1 January 2024	1,279,803	683,518	1,963,321
Additions	<u>8,663</u>	<u>155,226</u>	<u>163,889</u>
At 31 December 2024	<u>1,288,466</u>	<u>838,744</u>	<u>2,127,210</u>
Accumulated depreciation:			
At 1 January 2024	505,172	345,833	851,005
Charge for the year	<u>258,261</u>	<u>126,058</u>	<u>384,319</u>
At 31 December 2024	<u>763,433</u>	<u>471,891</u>	<u>1,235,324</u>
Net carrying amount:			
At 31 December 2024	<u>525,033</u>	<u>366,853</u>	<u>891,886</u>

NOTES TO THE FINANCIAL STATEMENTS

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9 INTANGIBLE ASSETS

	<i>Computer Software AED</i>	<i>Software work in progress AED</i>	<i>Total AED</i>
2025			
Cost:			
At 1 January 2025	521,629	-	521,629
Additions	<u>49,166</u>	<u>868,513</u>	<u>917,679</u>
At 31 December 2025	<u>570,795</u>	<u>868,513</u>	<u>1,439,308</u>
Accumulated amortisation:			
At 1 January 2025	108,864	-	108,864
Charge for the year	<u>128,633</u>	<u>-</u>	<u>128,633</u>
At 31 December 2025	<u>237,497</u>	<u>-</u>	<u>237,497</u>
Net carrying amount:			
At 31 December 2025	<u>333,298</u>	<u>868,513</u>	<u>1,201,811</u>
	<i>Computer Software AED</i>	<i>Software work in progress AED</i>	<i>Total AED</i>
2024			
Cost:			
At 1 January 2024	41,317	-	41,317
Additions	<u>480,312</u>	<u>-</u>	<u>480,312</u>
At 31 December 2024	<u>521,629</u>	<u>-</u>	<u>521,629</u>
Accumulated amortisation:			
At 1 January 2024	41,317	-	41,317
Charge for the year	<u>67,547</u>	<u>-</u>	<u>67,547</u>
At 31 December 2024	<u>108,864</u>	<u>-</u>	<u>108,864</u>
Net carrying amount:			
At 31 December 2024	<u>412,765</u>	<u>-</u>	<u>412,765</u>

10 CUSTOMER DEPOSITS

	2025 AED	2024 AED
Term deposits	20,000,000	20,000,000
Other deposits	<u>8,619,184</u>	<u>9,833,409</u>
	<u>28,619,184</u>	<u>29,833,409</u>

Term deposits are unsecured and carry an interest rate of 3.84% (2024: 4.95%) per annum with a maturity of one year. Other deposits amounting to AED 8,619,184 (2024: AED 9,833,409) represent deposits placed with the Company as a security against the facilities provided to the customers.

Included in customer deposits are deposits from related parties amounting to AED 20,000,000 (2024: AED 20,000,000) (note 15).

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NOTES TO THE FINANCIAL STATEMENTS

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11 OTHER PAYABLES

	2025 AED	2024 AED
Other payables	1,360,412	1,130,276
Loan related liabilities	3,980	521,514
Income tax payable (note 4)	2,270,438	2,664,926
Accrued expenses	<u>301,993</u>	<u>3,972,289</u>
	<u>3,936,823</u>	<u>8,289,004</u>

All amounts are short term and interest-free. The carrying value of other payables approximates its fair value as at the date of the financial position.

12 PROVISION FOR EMPLOYEES' END OF SERVICE BENEFITS

The movement in the provision for employees' end of service benefits is as follows:

	2025 AED	2024 AED
As at 1 January	553,942	330,878
Charge for the year	330,964	245,700
Payments during the year	<u>(14,087)</u>	<u>(22,636)</u>
At 31 December	<u>870,819</u>	<u>553,942</u>

13 SHARE CAPITAL

	2025 AED	2024 AED
<i>Authorised, issued and fully paid</i> 300,000,000 (2024: 300,000,000) ordinary shares of AED 1 each fully paid in cash	<u>300,000,000</u>	<u>300,000,000</u>

On 28 August 2023, the Company increased its share capital by AED 150,000,000 after obtaining necessary approval from Ministry of Economy and the CBUAE. The increase in the share capital resulted in a share premium of AED 38,231,564. The Company shareholders mainly represent Investment Holdings Establishment (50%) and Mohamed Rashed Mubarak Salem Alketbi (45%) as at 31 December 2025 and 2024.

14 STATUTORY RESERVE

In accordance with the UAE Federal Law No. (32) of 2021 as amended by the Federal Decree Law No 20 of 2025, 10% of the net profit for the year is transferred to a statutory reserve, until such time as the balance in the reserve equals 50% of the issued share capital. This reserve is not available for distribution.

15 RELATED PARTY TRANSACTIONS AND BALANCES

Related parties comprise of shareholders and directors of the Company and entities controlled, jointly controlled or significantly influenced by such parties and the key management personnel of the Company. The terms of business with related parties are decided by the management.

	2025 AED	2024 AED
<i>Due to related parties:</i>		
SAS International & Investment Co. LLC – Under common ownership	1,414,683	1,414,683
Mr. Mohammad Rashid Mubarak Salem Al Ketbi - Director	2,424,964	2,424,964
Other shareholders	<u>269,440</u>	<u>269,440</u>
	<u>4,109,087</u>	<u>4,109,087</u>

NOTES TO THE FINANCIAL STATEMENTS

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15 RELATED PARTY TRANSACTIONS AND BALANCES continued

During the year, two deposits of AED 15,000,000 and AED 5,000,000, which were deposited in year 2022, were rolled over in 2025 by SAS International & Investment Co. LLC and Al Ahlia Investment Co LLC respectively with an annual interest rate of 3.84% (2024: 4.95%) and a maturity of 1 year (refer note 10).

During the year, SAS International & Investment Co. LLC and Al Ahlia Investment Co LLC respectively held current account balances of AED 601,242 and AED 681,854 (2024: AED 296,940 and AED 430,229)

Balance of SAS International & Investment Co. represents advances given in the normal course of business.

Transactions with related parties (shareholders and other related parties) included in the statement of comprehensive income are as follows:

	<i>2025</i>	<i>2024</i>
	<i>AED</i>	<i>AED</i>
Directors fee	-	600,000
Interest expenses	<u>833,162</u>	<u>1,004,438</u>
	<u>833,162</u>	<u>1,604,438</u>

Compensation of key management personnel

The compensation of key management personnel during the year was as follows:

	<i>2025</i>	<i>2024</i>
	<i>AED</i>	<i>AED</i>
Salaries and other short-term employee benefits	<u>2,588,000</u>	<u>3,738,000</u>

16 COMMITMENTS

The Company has the following credit related contingencies and commitments:

	<i>2025</i>	<i>2024</i>
	<i>AED</i>	<i>AED</i>
Contingent liabilities		
Letters of guarantee	<u>21,667</u>	<u>521,667</u>

17 CAPITAL MANAGEMENT

The Company's objectives when managing capital, which is a broader concept than the 'equity' on the face of balance sheets, is:

- to comply with the capital requirements set by its regulator;
- to safeguard the Company's ability to continue as a going concern so that it can continue to provide returns for shareholders; and
- to maintain a strong capital base to support the development of its business

The objective of the Company's capital management is to ensure that it maintains a healthy capital ratio to support its business and maximise shareholder value. The Company is adhering compliance with minimum capital requirements of the CBUAE.

The CBUAE supervises finance companies and sets minimum capital requirements for finance companies.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

18 RISK MANAGEMENT

Risk is inherent in the Company’s activities, but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company’s continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is exposed to credit risk, liquidity risk and market risk, the latter being profit rate risk. The Company has no significant exposure to currency risk as most of the Company’s transactions are in UAE Dirham.

Market risk

Market risk is the risk that the fair value and future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices.

Interest rate risk

The Company is exposed to interest rate risk on its profit generating/earning assets.

The following table demonstrates the sensitivity of the statement of comprehensive income to reasonably possible changes in interest rates, with all other variables held constant.

The sensitivity of the income is the effect of the assumed changes in interest rates on the Company’s income for one year, based on the floating interest rate financial assets and financial liabilities held at 31 December 2025.

	<i>Effect on profit (loss)</i>
2025	
+100 increase in basis point	4,130,035
-100 decrease in basis point	(4,130,035)
2024	
+100 increase in basis point	3,520,262
-100 decrease in basis point	(3,520,262)

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company attempts to control credit risk by monitoring credit exposures and continually assessing the creditworthiness of customers. In addition to monitoring credit limits, the Company manages the credit exposure relating to its financing activities by entering into collateral arrangements with customers in appropriate circumstances and limiting the duration of exposure.

Credit risk measurement

The Company’s credit risk is measured in terms of expected credit loss (“ECL”), which is calculated by multiplying three main components, being the probability of default (PD), loss given default (LGD) and the exposure at default (EAD), and discounting at the initial effective profit rate.

ECL measurement

The assessment of credit risk and the estimation of ECL are unbiased, probability-weighted and incorporate all available information relevant to the assessment, including information about past events, current conditions and reasonable and supportable forecasts of economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money.

As per the IFRS 9 requirements, Company calculates expected credit loss (ECL) for a facility as a forward-looking probability weighted present value of the expected losses over the next 12 months or effective remaining life of the facility. Expected Credit Loss at any point in time of the life of the facility is calculated using the following formula:

$$\text{Expected Credit Loss (ECL)} = \text{PD} * \text{EAD} * \text{LGD}$$

For each facility the Company calculates ECL over two forecast periods:

- 12 Month: ECL is calculated using 12-month forward looking PD, LGD and EAD.
- Lifetime: ECL is calculated using Lifetime forward looking PD, LGD and EAD.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

18 RISK MANAGEMENT continued

Credit risk continued

ECL measurement continued

12 Month or Lifetime ECL for each facility is used depending on the stage of the facility, as explained below:

Stage1: where no significant increase in credit risk is observed, 12 month Expected Credit Loss (ECL) is recorded as impairment provision;

Stage2: where significant increase in credit risk have been observed, Lifetime ECL is recorded as impairment provision;

Stage3: where the exposure is defaulted or impaired, Lifetime ECL is recorded as impairment provision.

Significant increase in credit risk (SICR)

The stage allocation is determined by identifying a significant increase in credit risk since initial origination. Company assesses when significant increase in credit risk has occurred based on the quantitative and qualitative assessments. When determining whether the risk of default on a financial contract has increased significantly since initial recognition, the Company consider 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 expert credit assessment including forward-looking information.

The criteria for determining whether credit risk has increased significantly vary on a portfolio level and include quantitative and qualitative factors, including days past due and risk rating.

Curing

Assets can move back to Stage 1 from Stage 2 when they no longer meet the significant increase in credit risk criteria and have completed a probation period, defined by the Company. Similarly, for the movement from Stage 3 to Stage 2, for certain portfolios the Company's policy includes probation periods whereby assets remain in Stage 3 for periods of between six to twelve months. The policy also ensures that none of the asset can move back directly to Stage 1 from Stage 3. There has been no movement from Stage 3 to Stage 1 during the current year (2024: Nil).

Measuring ECL- Explanations of input, assumptions and estimation techniques

As per IFRS 9, the ECL calculated for a facility should incorporate both current and forward-looking economic outlook over 12 months to the remaining life of the facility.

The Company calculate Expected credit loss ("ECL") for a facility as a forward-looking probability weighted present value of the expected losses over forecast period (next 12 months or effective remaining life of the facility).

At the reporting date, a monthly ECL is estimated for each individual exposure for each month until the end of the forecast period. This is calculated as simple multiplication of PD, LGD and EAD at each month. These monthly ECLs are discounted to the reporting date using the effective profit rate and the summation of these discounted monthly ECLs gives the ECL estimate. The lifetime ECL is the sum of the monthly ECLs over the remaining life, while the 12-month ECL is limited to the first 12 months.

The estimation methodology for three main components, PD, LGD and EAD is explained below:

Probability of Default (PD):

Credit risk grades are a primary input into the determination of the term structure of PD for exposures. The Company collect performance and default information about its credit risk exposures analysed by credit risk grading for corporate portfolio. The Company employ statistical models for analysing the data collected and generate estimates of PD of exposures and how these are expected to change as a result of the passage of time. This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors, across various geographies in which the Company has taken exposures.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

18 RISK MANAGEMENT continued

Credit risk continued

Loss Given Default (LGD):

LGD is the magnitude of the likely loss if there is a default. The Company estimates LGD parameters based on the history of recovery rates of claims against defaulted counterparties, using both internal and external factors. The LGD is estimated using below factors:

Cure rate: Defined as the ratio of accounts which have fallen to default and have managed to move backward to the performing status.

Recovery rate: Defined as the ratio of liquidation value to market value of the underlying collateral at the time of default. This would also account for expected recovery rate from a general claim on the individual's assets for the unsecured portion of the exposure.

Discounting rate: Defined as the opportunity cost of the recovery value not being realised on the day of default adjusted for time value.

Exposure at Default (EAD):

The EAD is the amount which the bank expects an obligor to owe in the event of default. The EAD depends on the product type:

- For amortizing products, this is based on the contractual repayments over the forecast period.
- For revolving/off-balance products, this is estimated as a combination of current exposure and credit conversion factor applied on the undrawn portion of the limit.

Forward-looking information incorporated in the ECL model

As per the IFRS 9 requirements, forward looking economic outlook has also been incorporated in the loss calculations. The Company employs statistical models to incorporate macro-economic factors on historical default rates. In case none of the macro-economic parameters are statistically significant or the results of forecasted PDs are significantly deviated from the present forecast for the economic conditions, quantitative PD overlay are used by the management after analysing the portfolio as per the diagnostic tool.

Incorporating forward-looking information increases the level of judgment as to how changes in these macro-economic factors will affect the ECL applicable to the Stage 1 and Stage 2 exposures which are considered as performing (Stage 3 are the exposures under default category). The methodologies and assumptions involved, including any forecasts of future economic conditions, are reviewed periodically.

Credit risk monitoring

For IFRS 9 ECL computation, credit exposures are monitored and reported as per IFRS 9 requirements. Stage migrations, any exceptions to SICR criteria, other credit and impairment related matters are reviewed and approved by an appropriate management committee.

Risks of the Company's credit portfolio are continuously assessed and monitored on the basis of exceptions, management information reports and returns generated by the business and credit units. Credit risk is also monitored on an ongoing basis with formal monthly and quarterly reporting to ensure that senior management is aware of shifts in the credit quality of the portfolio along with changing external factors.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

18 RISK MANAGEMENT continued

Credit risk continued

The tables below provide an analysis of the movement in the Expected Credit Loss (ECL) allowance and the gross carrying amount during the period for the loans and advances:

	Stage 1 12 months ECL AED	Stage 2 Lifetime ECL AED	Stage 3 Lifetime ECL AED	Total AED
The movement of ECL				
2025				
As at 1 January	4,681,537	1,161,314	48,631,006	54,473,857
Transfer from stage 1	(10,398,529)	4,567,489	5,831,040	-
Transfer from stage 2	-	(853,249)	853,249	-
Change in exposure	2,829,163	2,730,258	29,839,969	35,399,390
New financial assets recognised	13,304,738	-	-	13,304,738
Financial assets derecognised	(1,122,345)	(305,648)	(3,287,358)	(4,715,351)
As at 31 December	9,294,566	7,300,162	81,867,906	98,462,634
2024				
As at 1 January	1,198,888	288,820	11,458,221	12,945,929
Transfer from stage 1	(3,144,658)	12,212	3,132,446	-
Transfer from stage 2	(42,639)	42,639	-	-
Transfer from stage 3	(77,079)	(152,620)	229,699	-
Change in exposure	1,934,454	970,263	33,810,640	36,715,357
New financial assets recognised	5,021,796	-	-	5,021,796
Financial assets derecognised	(209,225)	-	-	(209,225)
As at 31 December	4,681,537	1,161,314	48,631,006	54,473,857
The movement of gross exposure				
2025				
As at 1 January	306,780,654	17,154,087	57,924,827	381,859,568
Transfer from stage 1	(101,025,578)	64,200,781	36,824,797	-
Transfer from stage 2	-	(10,930,021)	10,930,021	-
Change in exposure	(17,359,503)	9,554,878	(603,626)	(8,408,250)
New financial assets recognized	176,724,535	-	-	176,724,535
Financial assets derecognised	(96,520,869)	(6,175,266)	(5,857,030)	(108,553,165)
As at 31 December	268,599,240	73,804,459	99,218,989	441,622,688
2024				
As at 1 January	235,508,084	16,317,337	17,510,400	269,335,821
Transfer from stage 1	(5,248,265)	246,732	5,001,533	-
Transfer from stage 2	(9,680,064)	9,680,064	-	-
Transfer from stage 3	(19,460,729)	(13,975,509)	33,436,238	-
Change in exposure	23,694,301	4,885,463	1,976,656	30,556,420
New financial assets recognised	126,082,389	-	-	126,082,389
Financial assets derecognised	(44,115,062)	-	-	(44,115,062)
As at 31 December	306,780,654	17,154,087	57,924,827	381,859,568

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

18 RISK MANAGEMENT continued

Credit risk continued

Collateral management

Collaterals and guarantees are effectively used as mitigating tools by the Company. The quality of collateral is continuously monitored and assessed, and the Company seeks to ensure enforceability of the collateral.

At 31 December 2025, the Company is holding collaterals in the form of customer deposits amounting to AED 8,619,184 (2024: AED 9,833,409) and mortgaged properties with an estimated fair value of AED 3,960,000 against these facilities (2024: AED 3,960,000).

The Company's exposure to credit risk on loans and advances has been analysed in the table below:

	<i>Stage 1</i> <i>12 months</i> <i>ECL</i> <i>AED</i>	<i>Stage 2</i> <i>lifetime</i> <i>ECL</i> <i>not credit</i> <i>impaired</i> <i>AED</i>	<i>Stage 3</i> <i>lifetime</i> <i>ECL</i> <i>credit</i> <i>impaired</i> <i>AED</i>	<i>Total</i> <i>AED</i>
31 December 2025				
Gross amount	268,599,239	73,804,461	99,218,988	441,622,688
<i>Expected credit losses</i>				
Opening balance	4,681,537	1,161,313	48,631,006	54,473,856
Impairment charge for the year	<u>4,613,028</u>	<u>6,138,849</u>	<u>33,236,901</u>	<u>43,988,778</u>
At 31 December	<u>9,294,566</u>	<u>7,300,162</u>	<u>81,867,906</u>	<u>98,462,634</u>
Net amount	<u>259,304,673</u>	<u>66,504,299</u>	<u>17,351,082</u>	<u>343,160,054</u>
31 December 2024				
Gross amount	<u>306,780,653</u>	<u>17,154,087</u>	<u>57,924,827</u>	<u>381,859,567</u>
<i>Expected credit losses</i>				
Opening balance	1,271,439	343,849	11,330,641	12,945,929
Impairment charge for the year	<u>3,410,099</u>	<u>817,464</u>	<u>37,300,365</u>	<u>41,527,927</u>
At 31 December	<u>4,681,537</u>	<u>1,161,313</u>	<u>48,631,006</u>	<u>54,473,856</u>
Net amount	<u>302,099,116</u>	<u>15,992,774</u>	<u>9,293,821</u>	<u>327,385,711</u>

Impairment reserve

Following table summarises the movement of impairment reserve due to changes in the provisions as per the CBUAE guidelines and IFRS 9:

Impairment Reserve	2025 AED	2024 AED
As at 1 January	-	2,012,299
Movement in reserve	-	-
Transfer to retained earnings	-	<u>(2,012,299)</u>
	<u>-</u>	<u>-</u>

In accordance with the requirements of the CBUAE the excess of the credit impairment provisions calculated in accordance with the CBUAE requirements over the ECL allowance for stage 3 exposures calculated under IFRS 9 was transferred to 'specific provision reserve' as an appropriation from retained earnings. This reserve was not available for payment of dividends. However, during 2024, the CBUAE ceased the specific provision reserve requirements. The management decided to release its general and specific provisions reserve leading to the release of all previously booked provisions back to retained earnings in the amount of AED 2,012,299.

Further, as per the new credit risk management standards issued by the CBUAE, Licenced Financial Institutions must ensure that the total provision corresponding to all Stage 1 and Stage 2 exposures is not less than 1.50% of the Credit Risk weighted assets as computed under the CBUAE capital regulations. Where the collective provisions held are lower, the shortfall may be held in a dedicated non-distributable balance sheet reserve called the 'impairment reserve-general'. The amount held in the impairment reserve-general must be deducted from the capital base (Tier 1 capital for Company) when computing the regulatory capital.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

18 RISK MANAGEMENT continued

Liquidity risk and funding management

Liquidity risk is the risk that an institution will be unable to meet its funding requirements. Liquidity risk can be caused by market disruptions or a credit downgrade which may cause certain sources of funding to dry up immediately. To guard against this risk, management has diversified funding sources and assets are managed with liquidity in mind, maintaining a healthy balance of cash.

The maturity profile of financial assets and liabilities is monitored by management to ensure adequate liquidity is maintained. Based on the fact that the Company's source of funding is internal (equity), there is no liquidity risk identified.

The table below summarises the maturity profile of the discounted cash flows of the Company's assets and liabilities as at 31 December 2025 and 2024.

	<i>Less than 3 months AED</i>	<i>3 months to 1 year AED</i>	<i>Over 1 year AED</i>	<i>Un-specified AED</i>	<i>Total AED</i>
2025					
ASSETS					
Cash and bank balances	108,079,980	-	-	-	108,079,980
Prepayments and other receivables	11,807,607	6,582,672	-	-	18,390,279
Loans and advances, net	30,825,144	88,338,403	223,996,507	-	343,160,054
Furniture, fixtures and office equipment	-	-	-	559,463	559,463
Intangible assets	-	-	-	1,201,811	1,201,811
	<u>150,712,731</u>	<u>94,921,075</u>	<u>223,996,507</u>	<u>1,761,274</u>	<u>471,391,587</u>
LIABILITIES					
Due to related parties	-	-	4,109,087	-	4,109,087
Other payables	3,936,823	28,619,184	-	-	32,556,007
Provision for employees' end of service benefits	-	-	-	870,819	870,819
	<u>3,936,822</u>	<u>28,619,184</u>	<u>4,109,087</u>	<u>870,819</u>	<u>37,535,913</u>
Guarantees	<u>-</u>	<u>-</u>	<u>-</u>	<u>21,667</u>	<u>21,667</u>
2024					
ASSETS					
Cash and bank balances	117,420,552	-	-	-	117,420,552
Prepayments and other receivables	6,708,344	271,403	218,798	-	7,198,544
Loans and advances, net	14,567,379	63,648,187	249,170,145	-	327,385,711
Furniture, fixtures and office equipment	-	-	-	891,886	1,304,651
Intangible assets	-	-	-	412,765	412,765
	<u>138,696,275</u>	<u>63,919,590</u>	<u>249,388,943</u>	<u>1,304,651</u>	<u>453,722,223</u>
LIABILITIES					
Due to related parties	-	-	4,109,087	-	4,109,087
Other payables	8,289,004	29,833,409	-	-	38,122,413
Provision for employees' end of service benefits	-	-	-	553,942	553,942
	<u>8,289,004</u>	<u>29,833,409</u>	<u>4,109,087</u>	<u>553,942</u>	<u>42,785,442</u>
Guarantees	<u>-</u>	<u>-</u>	<u>-</u>	<u>521,667</u>	<u>521,667</u>

NOTES TO THE FINANCIAL STATEMENTS

31 December 2025

19 FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities that are Level 3.

Financial assets consist of cash and bank balances, loans and advances and other assets.
Financial liabilities consist of due to related parties and other payables.

The fair values of financial instruments are not materially different from their carrying values.

20 EVENTS AFTER THE REPORTING DATE

Subsequent to the reporting date, geopolitical tensions in the Middle East have continued to evolve, including ongoing regional conflicts and heightened political uncertainty. These developments have increased volatility in global and regional financial markets and may, over time, affect economic conditions in the region. As at the date of approval of these financial statements, the Company continues to monitor developments in the region and will assess the potential impact, if any

21 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements for the year ended 31 December 2025 were approved by the Board of Directors and authorised for issue on 30 March 2026.