



PRESIGHT AI HOLDING PLC

**Reports and
Consolidated
Financial
Statements**

For the year ended 31 December 2025

PRESIGHT AI HOLDING PLC

Reports and consolidated financial statements for the year ended 31 December 2025

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**Directors' report
for the year ended 31 December 2025**

The Board of Directors have the pleasure in submitting their report, together with the audited consolidated financial statements of Presight AI Holding PLC (the "Company") and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2025.

Principal activities

Founded in 2022, the Group is the region's leading big data analytics company powered by generative AI, with over ten flagship technology solutions, more than 100 AI models, and clients in four continents around the world. The principal activity of the Company is to act as a holding company for the entities within the Group. The principal activities of the subsidiaries include innovation and artificial intelligence research and consultancies, providing other information technology and computer services activities, data processing, hosting and related services, technology network services, security and systems installation and maintenance, telecommunication systems equipment installation and maintenance, services, management and operation of computer networks, computer infrastructure establishment, institution and maintenance and technological projects management.

Board of Directors

The Directors of the Company are as follows:

- | | |
|---|---------------|
| • H.E. Dr. Sultan Ahmed Sultan Essa Aljaber | Chairman |
| • H.E. Mansoor Ibrahim Ahmed Saeed Almansoori | Vice-Chairman |
| • Hamda Eid Khamis Almheiri | Director |
| • Abdulla Alrashdi | Director |
| • Suhail Bin Tarraf | Director |
| • Kiril Simeonov Evtimov | Director |
| • Thana Pramotedham | Director |

So far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware and the Directors have taken all the steps that they ought to have taken as Directors in order to make ourselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Results

The revenue for the year ended 31 December 2025 increased by 36.91% or AED 817 million, year on year, to AED 3,030 million (31 December 2024: AED 2,213 million). The total comprehensive income for the year increased by 8.9% or AED 54.7 million, year on year, to AED 667.52 million (31 December 2024: AED 612.8 million).

The Group's cash generation remained strong, with AED 218.22 million of cash generated from operations for the year ended 31 December 2025. Our consolidated statement of financial position remained robust and debt-free, with cash and equivalents of AED 2,170.4 million at the end of December 2025.

During the year, our order book increased by AED 0.39 billion. Our backlog at the end of December 2025 was AED 3.38 billion (compared to AED 2.99 billion at December 2024).

**Directors' report (continued)
for the year ended 31 December 2025**

Release

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

Auditor

Deloitte & Touche (M.E.) LLP have expressed their willingness to be re-appointed as external auditor of the Group for the year ending 31 December 2026.

Acknowledgement

To the best of our knowledge, the financial information included in these consolidated financial statements presents fairly, in all material aspects, the financial position, results of operations and cash flows of the Group as of, and for, the years presented therein.

On behalf of the Board of Directors



H.E. Dr Sultan Ahmed Sultan Essa Aljaber
Chairman

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PRESIGHT AI HOLDING PLC

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the consolidated financial statements of Presight AI Holding PLC (the “Company”), and its subsidiaries (together “the Group”) which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), as applicable to audits of financial statements of public interest entities, together with the other ethical requirements that are relevant to our audit of the consolidated financial statements of public interest entities in the Abu Dhabi Global Market (ADGM), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PRESIGHT AI HOLDING PLC (continued)

Key Audit Matters (continued)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition</p> <p>The Group recognised revenue of AED 3.03 billion during the year ended 31 December 2025.</p> <p>The Group has recognized contract assets of AED 1.75 billion at the reporting date. Contract assets represent revenue recognized which has not been billed to the customers.</p> <p>Revenue from contracts with customers is recognized when control over goods and services is transferred to a customer. The Group's contracts with customers include various performance obligations. Revenue from certain contracts is recognized over time whilst revenue from other contracts is recognized at a point in time.</p> <p>The determination of revenue to be recognised requires management to apply significant judgments and make significant estimates. These include, whether revenue is to be recognised on a straight-line basis over the period of the underlying contract or based on the actual costs incurred as a proportion of the expected costs incurred on the contract.</p> <p>The nature of these judgements increases the risk of revenue being recognised inappropriately.</p> <p>We have considered revenue recognition to be a key audit matter as a result of the following:</p> <ul style="list-style-type: none"> • the quantitative significance of the amount to the consolidated financial statements; • the level of judgements applied and estimates made by management; • the requirement of ISAs for us to presume a material misstatement of revenue due to fraud; and • the level of audit effort required. <p>Given the magnitude of the amount, we consider revenue recognition to be a key audit matter. We have considered, in accordance with the requirements of ISAs, that there is an inherent risk related to revenue being recognised incorrectly.</p> <p>Refer to the following notes for more details relevant to revenue:</p> <ul style="list-style-type: none"> • note 3 for the accounting policy; • note 4 for critical accounting judgements and key sources of estimation uncertainty; • note 19 for details of the amounts and types of revenue recognized during the year. 	<p>We performed the following procedures in relation to revenue recognition:</p> <ul style="list-style-type: none"> • We obtained an understanding of the revenue business process and performed walkthroughs to understand the key processes and identified the key controls in this process; • We assessed the key controls over revenue and determined if they had been designed and implemented appropriately and tested these controls to determine if they were operating effectively. • We performed procedures to assess whether the revenue recognition criteria adopted by the Group is appropriate and in accordance with the Group's accounting policies and the requirements of IFRS Accounting Standards. • We challenged the cost to complete estimates by evaluating, on a sample basis, the contract progress reports and meeting the relevant project managers and verified that the estimates of costs to complete were reviewed and approved by appropriate designated management personnel • We selected a sample of contracts with customers and performed the following procedures: <ul style="list-style-type: none"> ○ Obtained and read contract documents for each selection, including master service agreements, and other documents that were part of the agreement and evaluated the rights and obligations related to the contract. ○ Evaluated the identification of performance obligations and the determination and allocation of the transaction price; and ○ Determined that the method of recognizing revenue was appropriate in the circumstances. • We performed analytical procedures by comparing the gross margins for the different types of revenue streams to the prior year. • We performed the following procedures on contract assets: <ul style="list-style-type: none"> ○ we agreed the amount of contract assets to an analysis prepared by management; and ○ we recalculated, on a sample basis, the amount recognised as a contract asset with reference to the underlying contract and the amount that had been billed to the customer; and, • We assessed the disclosure in the consolidated financial statements relating to this matter against the requirements of IFRS Accounting Standards

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PRESIGHT AI HOLDING PLC (continued)

Key Audit Matter (continued)

Key audit matter	How our audit addressed the key audit matter
Impairment of Goodwill	
<p>The Group recognised goodwill of AED 1.1 billion as a result of the acquisition of a subsidiary Matrix JVCO Limited ('AIQ') in the previous year. This is presented as part of intangible assets in the consolidated financial statements and represents 16% of total assets.</p> <p>IFRS Accounting Standards requires management to assess the recoverable amount of goodwill against its carrying amount, regardless of whether or not impairment indicators have been identified. An impairment loss is recognised in profit or loss when the recoverable amount of goodwill is less than its carrying amount.</p> <p>The Group has performed this assessment by comparing the carrying amount of the cash-generating unit (CGU), to which the goodwill has been allocated, to the recoverable amount of the CGU. No impairment of goodwill was recognised in the consolidated financial statements during the year.</p> <p>The recoverable amount of the CGU was determined based on the value-in-use (VIU) model, which requires management to apply significant judgements and make significant estimates. These include, but are not limited to, the following:</p> <ul style="list-style-type: none"> • Future revenue growth rates and profit margins; • Long-term growth rates applied to terminal values; and • The discount rate (pre-tax weighted average cost of capital - WACC) used to present value future cash flows <p>We have considered impairment of goodwill to be a key audit matter as a result of the following:</p> <ul style="list-style-type: none"> • the quantitative significance of the amount to the consolidated financial statements; • the level of judgements applied and estimates made by management; and • the level of audit effort required. <p>Refer to the following notes for more details relevant to goodwill:</p> <ul style="list-style-type: none"> • note 3 for the accounting policy; • note 4 for critical accounting judgements and key sources of estimation uncertainty; and • note 5 and 7 for details relating to the determination of the recoverable amount of goodwill. 	<p>We performed the following procedures in relation to the impairment of goodwill:</p> <ul style="list-style-type: none"> • We obtained an understanding of management's process for identifying CGUs and determining the recoverable amount of goodwill, including the key controls around the preparation and review of the underlying cash flow forecasts. • We assessed the abovementioned key controls to determine if they had been appropriately designed and implemented. • We evaluated management's identification of CGUs based on how the Group monitors its operations and generates cash inflows. • We critically challenged the key assumptions used in management's VIU model, including revenue growth rates and operating profit margins: We compared these to historical performance, approved budgets and external market data. • We involved our internal valuation specialists to <ul style="list-style-type: none"> ○ assess the long-term growth rates against economic forecasts and the Group's long-term strategy. ○ assess the WACC by considering market data, risk-free rates, equity risk premiums, and the Group's specific risk profile. ○ perform sensitivity analysis on the key assumptions including the WACC, growth rates and the terminal growth rate to understand the potential impact of possible changes in these assumptions on the recoverable amount and to identify the headroom available. • We reformed the impairment calculations to verify the mathematical accuracy. • We assessed the adequacy of the disclosures in the financial statements relating to this matter against the requirements of IFRS Accounting Standards.



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF PRESIGHT AI HOLDING PLC (continued)**

Other Information

The Board of Directors are responsible for the other information. The other information comprises the Directors' Report, which we received prior to the date of this report. The other information does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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 Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the IASB and the applicable provisions of the Articles of Association of the Company, ADGM Companies Regulations 2020 and Companies Regulations (International Accounting Standards) Rules 2015, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF PRESIGHT AI HOLDING PLC (continued)

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

- 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 expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion..

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF PRESIGHT AI HOLDING PLC (continued)**

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Further, as required by the provisions of the Abu Dhabi Global Market ("ADGM") Companies Regulations 2020 and Companies Regulations (International Accounting Standards) Rules 2015, we report that:

- the consolidated financial statements of the Group have been prepared in accordance with the requirements of the said Rules and Regulations;
- the information given in the Directors' report is consistent with the Group's consolidated financial statements for the year ended 31 December 2025;
- adequate accounting records have been kept by the Group; and
- the Group's consolidated financial statements are in agreement with the accounting records of the Group.

Deloitte & Touche (M.E.) LLP

A handwritten signature in blue ink, appearing to read "Monah Adnan Abou-Zaki".

Monah Adnan Abou-Zaki
11 February 2026
Abu Dhabi
United Arab Emirates

**Consolidated statement of financial position
as at 31 December 2025**

	Notes	2025 AED'000	2024 AED'000
ASSETS			
Non-current assets			
Property and equipment	6	26,214	20,230
Intangible assets	7	1,328,932	1,362,239
Right-of-use assets	8	17,062	25,322
Contract assets	10	377,078	39,902
Total non-current assets		1,749,286	1,447,693
Current assets			
Trade and other receivables	9	890,476	697,446
Contract assets	10	1,370,939	1,121,074
Investments	18	6,427	-
Due from related parties	11	201,926	33,111
Bank balances	12	2,170,449	1,939,948
Total current assets		4,640,217	3,791,579
Total assets		6,389,503	5,239,272
EQUITY AND LIABILITIES			
Equity			
Share capital	13	560,868	560,868
Share premium	13	1,679,952	1,679,952
Foreign exchange translation reserve		2,029	-
Retained earnings		1,834,239	1,251,384
Equity attributable to owners of the Company		4,077,088	3,492,204
Non-controlling interest	27	397,009	366,513
Total equity		4,474,097	3,858,717
Non-current liabilities			
Provision for employees' end of service benefits	14	34,438	21,081
Deferred tax liability	26	40,853	22,339
Lease liabilities	15	5,184	12,573
Total non-current liabilities		80,475	55,993
Current liabilities			
Trade and other payables	16	1,288,443	731,670
Lease liabilities	15	8,596	20,157
Contract liabilities	17	100,462	170,035
Income tax payable	26	102,398	60,791
Due to related parties	11	335,032	341,909
Total current liabilities		1,834,931	1,324,562
Total liabilities		1,915,406	1,380,555
Total equity and liabilities		6,389,503	5,239,272



Thana Pramotedham
Chief Executive Officer



Dr. Adel Alsharji
Chief Operating Officer



Raghupathy Kamadorai Meyoor
Chief Financial Officer

**Consolidated statement of profit or loss and other comprehensive income
for the year ended 31 December 2025**

	Notes	2025 AED'000	2024 AED'000
Revenue	19	3,029,941	2,213,013
Direct costs	20	(1,883,574)	(1,271,885)
		<hr/>	<hr/>
Gross profit		1,146,367	941,128
General, administrative and marketing expenses	21	(424,563)	(345,801)
Finance income	22	63,395	78,260
		<hr/>	<hr/>
Profit before tax	25	785,199	673,587
Corporate tax expense	26	(119,705)	(60,791)
		<hr/>	<hr/>
Profit after tax		665,494	612,796
Other comprehensive income			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Foreign exchange differences on translation of foreign operations		2,029	-
		<hr/>	<hr/>
Total comprehensive income for the year		667,523	612,796
		<hr/>	<hr/>
Profit attributable to:			
Owners of the Company		582,855	524,073
Non-controlling interest	27	82,639	88,723
		<hr/>	<hr/>
		665,494	612,796
		<hr/>	<hr/>
Total comprehensive income attributable to:			
Owners of the Company		584,884	524,073
Non-controlling interest	27	82,639	88,723
		<hr/>	<hr/>
		667,523	612,796
		<hr/>	<hr/>
Basic and diluted earnings per share	28	0.10	0.09
		<hr/>	<hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of changes in equity
for the year ended 31 December 2025**

	--Attributable to the owners of the Company--						
	Share capital AED'000	Share premium AED'000	Foreign currency translatio n reserve AED'000	Retained earnings AED'000	Total AED'000	Non- controlling interests AED'000	Total AED'000
At 1 January 2024	560,868	1,679,952	-	727,311	2,968,131	83,105	3,051,236
<i>Total comprehensive income for the year:</i>							
Profit for the year	-	-	-	524,073	524,073	88,723	612,796
Total comprehensive income for the year	-	-	-	524,073	524,073	88,723	612,796
Acquisition of a subsidiary (note 5)	-	-	-	-	-	225,942	225,942
Dividend declared (note 23)	-	-	-	-	-	(31,257)	(31,257)
At 1 January 2025	560,868	1,679,952	-	1,251,384	3,492,204	366,513	3,858,717
<i>Total comprehensive income for the year:</i>							
Profit for the year	-	-	-	582,855	582,855	82,639	665,494
Foreign currency translation reserve	-	-	2,029	-	2,029	-	2,029
Total comprehensive income for the year	-	-	2,029	582,855	584,884	82,639	667,523
Dividend declared (note 23)	-	-	-	-	-	(52,143)	(52,143)
At 31 December 2025	560,868	1,679,952	2,029	1,834,239	4,077,088	397,009	4,474,097

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of cash flows
for the year ended 31 December 2025**

	Notes	2025 AED'000	2024 AED'000
Cash flows from operating activities			
Profit before tax		785,199	673,587
<i>Adjustments for:</i>			
Depreciation of property and equipment	6	7,406	2,668
Amortization of intangible assets	7	45,292	25,339
Depreciation of right-of-use assets	8	9,582	10,906
Allowance for expected credit loss on trade receivables	9	1,156	10,188
Provision for employees' end of service benefits	14	11,340	4,052
Finance income	22	(63,395)	(78,260)
Finance expenses	15	933	1,156
		<hr/>	<hr/>
Operating cash flows before movements in working capital changes		797,513	649,636
(Increase)/decrease in trade and other receivables		(207,369)	241,058
(Increase)/decrease in contract assets		(587,041)	154,462
(Increase)/decrease in due from related parties		(168,815)	5,061
Decrease in due to related parties		(3,449)	(138,372)
(Decrease)/Increase in contract liabilities		(69,573)	103,300
Increase in trade and other payables		517,951	138,227
		<hr/>	<hr/>
Cash generated from operating activities		279,217	1,153,372
Employees' end of service benefits paid	14	(1,411)	(867)
Income tax paid		(59,584)	-
		<hr/>	<hr/>
Net cash generated from operating activities		218,222	1,152,505
		<hr/>	<hr/>
Cash flows from investing activities			
Payment for acquisition of property and equipment	6	(13,390)	(17,961)
Payment for acquisition of intangible assets	7	(11,985)	(31,742)
Movement in fixed deposit – under lien	12	17,225	(882)
Finance income received		76,578	51,872
Payment towards acquisition of business, net of cash acquired	5	-	(1,276,168)
Payment for investment in FVTPL		(6,427)	-
		<hr/>	<hr/>
Net cash generated from / (used in) investing activities		62,001	(1,274,881)
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes form an integral part of these consolidated financial statements.

**Consolidated statement of cash flows
for the year ended 31 December 2025 (continued)**

	Notes	2025 AED'000	2024 AED'000
Cash flows from financing activities			
Dividends paid to non-controlling interest of a subsidiary	23	(13,036)	(17,892)
Movement in foreign currency translation reserve		2,029	-
Payment of the principal portion of lease liabilities	15	(21,490)	(13,297)
Net cash used in financing activities		<u>(32,497)</u>	<u>(31,189)</u>
Net increase/(decrease) in cash and cash equivalents		<u>247,726</u>	<u>(153,565)</u>
Cash and cash equivalents at the beginning of the year		<u>1,922,723</u>	<u>2,076,288</u>
Cash and cash equivalents at the end of the year	12	<u>2,170,449</u>	<u>1,922,723</u>
Non-cash transactions:			
Transfer of provision of employees' end of service benefits to a related party	14	<u>3,428</u>	<u>3,460</u>
Dividend payable to NCI	23	<u>(39,107)</u>	<u>-</u>

Notes to the consolidated financial statements for the year ended 31 December 2025

1 Legal status and principal activities

Presight AI Holding PLC (the “Company”) is incorporated as a public company limited by shares operating under a license number 000008980 issued by Abu Dhabi Global Market Registration Authority pursuant to Abu Dhabi Global Market Companies Regulations 2020 on 12 December 2022. The Group’s parent company and controlling party is Group 42 Holding Ltd (the “Parent Company”), a private company registered in Abu Dhabi Global Market. The Company was listed on the Abu Dhabi Securities Exchange on 27 March 2023.

The registered address of the Company is Al Maqam Tower, ADGM Square, Al Maryah Island, Abu Dhabi, United Arab Emirates.

The principal activity of the Company is to act as a holding company for the entities within the Group. The principal activities of the subsidiaries include innovation and artificial intelligence research and consultancies, providing other information technology and computer services activities, data processing, hosting and related services, technology network services, security and systems installation and maintenance, telecommunication systems equipment installation and maintenance, services, management and operation of computer networks, computer infrastructure establishment, institution and maintenance and technological projects management. The Group has 789 employees at 31 December 2025.

These consolidated financial statements include the financial performance, financial position and cash flows of the Company and its subsidiaries (collectively referred to as the “Group”). Please refer note 3 for the list of subsidiaries.

2 Application of new and revised Standards

2.1 New and amended IFRS Accounting Standards that are effective for the current period

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 consolidated financial statements. Their adoption has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

Amendment to IAS 21— Lack of Exchangeability

The amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity’s financial performance, financial position and cash flows.

Other than the above, there are no other significant IFRS Accounting Standards and amendments that were effective for the first time for the financial year beginning on or after 1 January 2025.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

2 Application of new and revised Standards (continued)

2.2 New and revised IFRS in issue but not yet effective and not early adopted

At the date of authorisation of these consolidated financial statements, the Group has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective:

<u>New and revised IFRS Accounting Standards</u>	<u>Effective for annual periods beginning on or after</u>
<i>IFRS 18 Presentation and Disclosures in Financial Statements</i>	1 January 2027

IFRS 18 replaces IAS 1, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. In addition, some IAS 1 paragraphs have been moved to IAS 8 and IFRS 7. Furthermore, the IASB has made minor amendments to IAS 7 and IAS 33 Earnings per Share.

IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss
- provide disclosures on management-defined performance measures (MPMs) in the Notes to the condensed interim financial statements
- improve aggregation and disaggregation.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

1 January 2027

IFRS 19 permits an eligible subsidiary to provide reduced disclosures when applying IFRS Accounting Standards in its financial statements.

A subsidiary is eligible for the reduced disclosures if it does not have public accountability and its ultimate or any intermediate parent produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

IFRS 19 is optional for subsidiaries that are eligible and sets out the disclosure requirements for subsidiaries that elect to apply it.

An entity is only permitted to apply IFRS 19 if, at the end of the reporting period:

- it is a subsidiary (this includes an intermediate parent)
- it does not have public accountability, and
- its ultimate or any intermediate parent produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

A subsidiary has public accountability if:

- its debt or equity instruments are traded in a public market or it is in the process of issuing such instruments for trading in a public market (a domestic or foreign stock exchange or an over-the-counter market, including local and regional markets), or
- it holds assets in a fiduciary capacity for a broad group of outsiders as one of its primary businesses (for example, banks, credit unions, insurance entities, securities brokers/dealers, mutual funds and investment banks often meet this second criterion).

Eligible entities can apply IFRS 19 in their consolidated, separate or individual financial statements. An eligible intermediate parent that does not apply IFRS 19 in its consolidated financial statement may do so in its separate financial statements.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

2 Application of new and revised Standards (continued)

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

<u>New and revised IFRSs</u>	<u>Effective for annual periods beginning on or after</u>
<p><i>Amendments IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments</i></p> <p>The amendments address matters identified during the post-implementation review of the classification and measurement requirements of IFRS 9 <i>Financial Instruments</i>.</p>	1 January 2026
<p><i>Amendments IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity</i></p> <p>The amendments aim at enabling entities to include information in their financial statements that in the IASB's view more faithfully represents contracts referencing nature-dependent electricity.</p>	1 January 2026
<p><i>Translation to a Hyperinflationary Presentation Currency (Amendments to IAS 21)</i></p> <p>The amendments clarify how companies should translate financial statements from a non-hyperinflationary currency into a hyperinflationary one.</p>	1 January 2027
<p><i>Annual improvements to IFRS Accounting Standards — Volume 11</i></p> <p>The pronouncement comprises the following amendments:</p> <ul style="list-style-type: none"> • IFRS 1: Hedge accounting by a first-time adopter • IFRS 7: Gain or loss on derecognition • IFRS 7: Disclosure of deferred difference between fair value and transaction price • IFRS 7: Introduction and credit risk disclosures • IFRS 9: Lessee derecognition of lease liabilities • IFRS 9: Transaction price • IFRS 10: Determination of a 'de facto agent' • IAS 7: Cost method 	1 January 2026

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

2 Application of new and revised Standards (IFRSs)

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

New and revised IFRSs

Effective for annual periods beginning on or after

IFRS Sustainability Disclosure Standards

IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information

Effective date not yet decided by the regulator in the United Arab Emirates

IFRS S1 sets out overall requirements for sustainability-related financial disclosures with the objective to require an entity to disclose information about its sustainability-related risks and opportunities that is useful to primary users of general-purpose financial reports in making decisions relating to providing resources to the entity.

IFRS S2 Climate-related Disclosures

Effective date not yet decided by the regulator in the United Arab Emirates

IFRS S2 sets out the requirements for identifying, measuring and disclosing information about climate-related risks and opportunities that is useful to primary users of general-purpose financial reports in making decisions relating to providing resources to the entity.

Management anticipates that these new standards, interpretations and amendments will be adopted in the Group’s consolidated financial statements as and when they are applicable. Adoption of these new standards and amendments are not expected to have any significant impact, other than IFRS 18, which may have a material impact on the consolidated financial statements. The Group is currently working to identify the impacts IFRS 18 will have on the consolidated financial statements and its notes.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information****Statement of compliance**

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS Accounting Standards) (IFRS) as issued by International Accounting Standards Board (IASB) and the applicable provisions of Abu Dhabi Global Market (“ADGM”) Companies Regulations 2020, and Companies Regulations (International Accounting Standards) Rules 2015.

Basis of preparation

These consolidated financial statements are presented in UAE Dirhams (“AED”), which is the functional and presentation currency of the Group. All values are rounded to the nearest thousand (AED’000) except where otherwise indicated.

These consolidated financial statements have been prepared and presented on the going concern basis and at historical cost basis except for the assets and liabilities acquired under Business Combination and investments at fair value through profit or loss measured at fair value.

Basis of consolidation

These consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as “the Group”), made up to 31 December each year.

Control is achieved when the Company:

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

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

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

The Company considers all relevant facts and circumstances in assessing whether or not the Company’s voting rights in an investee are sufficient to give it power, including:

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

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Basis of consolidation (continued)**

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

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

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

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

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

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal is recognised in profit or loss except where the group loses control of a subsidiary to an entity under common control whereby the gain or loss is recorded in equity. The gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable IFRS Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 Financial Instruments when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Basis of consolidation (continued)

Group structure

Details of the Company's subsidiaries and joint venture and their beneficial holdings percentage as at 31 December 2025 and 2024 are as follows:

Name of subsidiaries	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2025	2024
Presight International Services Ltd (Formerly known as Assetik Tech Ltd)*	Abu Dhabi, United Arab Emirates	Proprietary investment company; other information technology and computer service activities, computer consultancy and computer facilities management activities, computer programming activities, other information service activities, treasury financial systems and applications development and web portals.	100%	100%
Presight AI Technologies RSC Ltd	Abu Dhabi, United Arab Emirates	Special purpose vehicle	100%	100%
Presight Smart Nation AI Holding RSC Ltd. (Formerly known as G42 Smart Nation AI Holding RSC Ltd.)	Abu Dhabi, United Arab Emirates	Special purpose vehicle	100%	100%
Presight AI Ltd	Abu Dhabi, United Arab Emirates	Business incubator, other information technology and computer service activities, other professional, scientific and technical activities n.e.c, computer consultancy and computer facilities management activities, computer programming activities, activities of holding companies, other information service activities n.e.c, data processing, hosting and related activities, activities of head offices.	100%	100%

Below are the subsidiaries of Presight AI Technologies RSC Ltd:

Presight AI Technologies L.L.C **	Abu Dhabi, United Arab Emirates	Information technology network services and technological projects management.	99.99%	99.99%
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**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Basis of consolidation (continued)

Group structure (continued)

Name of subsidiaries	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2025	2024
<i>Below are the subsidiaries of Presight AI Technologies RSC Ltd (continued):</i>				
Presight Fund Investments Holding SPV RSC Ltd (Formerly known as Smart Interaction2 Holding SPV RSC Ltd)*	Abu Dhabi, United Arab Emirates	Special purpose vehicle	100%	100%
Presight Ventures SPV RSCLtd	Abu Dhabi, United Arab Emirates	Special purpose vehicle	100%	-
<i>Below are the subsidiaries of Presight Smart Nation AI Holding RSC Ltd (Previously known as G42 Smart Nation AI Holding RSC Ltd):</i>				
G42 Smart Nation Technology Projects LLC**	Abu Dhabi, United Arab Emirates	Information technology network services, technological projects management, innovation & artificial intelligence research & consultancies, security & surveillance systems installation & maintenance, telecommunication systems equipment installation and maintenance, services, management and operation of computer networks, computer infrastructure establishment, institution and maintenance, retail sale of computer outfit and data processing.	99.99%	99.99%
Presight Smart City AI SPV RSC Ltd (Formerly known as Smart City AI SPV RSC Ltd)*	Abu Dhabi, United Arab Emirates	Special purpose vehicle	100%	100%
Presight AS SPV RSC Ltd (G42 AS SPV RSC Ltd)*	Abu Dhabi, United Arab Emirates	Special purpose vehicle	100%	100%
JTO Holding SPV Ltd	Abu Dhabi, United Arab Emirates	Special purpose vehicle	60%	60%

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Basis of consolidation (continued)

Group structure (continued)

Name of subsidiaries	Place of incorporation and operation	Principal activities	Proportion of ownership interest and voting power held	
			2025	2024
<i>Below are the subsidiaries of Presight Smart Nation AI Holding RSC Ltd (Previously known as G42 Smart Nation AI Holding RSC Ltd) (continued):</i>				
Intellibrain Technological Projects LLC	Abu Dhabi, United Arab Emirates	Technological projects management, innovation and artificial intelligence research and consultancies, computer systems and software designing.	60%	60%
<i>Below are the subsidiaries of Presight AI Ltd:</i>				
G42 Analytics Technology Projects LLC**	Abu Dhabi, United Arab Emirates	Information technology network services, technological projects management, innovation & artificial intelligence research & consultancies	99.99%	99.99%
Presight AI Kazakhstan Ltd.*	Kazakhstan	Provision of AI-powered big data analytics platforms	100%	100%
Analytics AI Limited Liability Partnership*	Kazakhstan	Implementing state of the art analytical and artificial intelligence software systems; installation works, general management, providing customer support, expand partnership networks, commercial activity, foreign economic and foreign trade activity including export and import	100%	100%
SK-Presight AI LTD*	Kazakhstan	Software engineering and product development services.	70%	70%
P Ventures Holdings RSC LTD	Abu Dhabi, United Arab Emirates	Special purpose vehicle.	100%	100%
Matrix JVCO Ltd (“AIQ”) (note 5)	Abu Dhabi, United Arab Emirates	Designing oil and natural gas fields production software, including designing and programming databases, electronic chips and computer systems, information technology consultancy and onshore and offshore oil and gas fields and facilities services	51%	51%

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Basis of consolidation (continued)

Group structure (continued)

<u>Name of subsidiaries</u>	<u>Place of incorporation and operation</u>	<u>Principal activities</u>	<u>Proportion of ownership interest and voting power held</u>	
			<u>2025</u>	<u>2024</u>

Below are the subsidiaries of Presight AI Ltd (continued):

Presight TOTM AI Ltd*	Abu Dhabi, United Arab Emirates	Computer consultancy and computer facilities management activities, Data processing, hosting and related activities.	51%	51%
Presight AI Jordan LLC	Jordan	Software engineering and product development services.	100%	-

Below is the joint venture of Presight AI Ltd :

Takamul Digital Solutions Management LLC	Abu Dhabi, United Arab Emirates	Software engineering and product development services	40%	-
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* These subsidiaries were dormant as at 31 December 2025 and 31 December 2024.

** An entity under common control has assigned the beneficial ownership of its stake in these subsidiaries to the Company, thereby, the Group holds 100% of the shareholding.

During the current year the Group incorporated new subsidiaries, namely Presight Ventures SPV RSC Ltd and Presight AI Jordan LLC. On 16 December 2025, the Group opened a branch in Albania. There were no operations in the new subsidiaries and the branch during the year ended 31 December 2025.

On 10 July 2025 the Group invested in Takamul Digital Solutions Management LLC classified as investment in joint venture. There were no operations in the joint venture for the year ended 31 December 2025.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Business combination**

Acquisition of businesses are accounted for using the acquisition method except for acquisition of entities under common control. Acquisition of entities under common control are accounted for using the acquisition method if the Company concludes that the ownership with the entity under common control is transitory. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively,
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 Share-based Payment at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

Business combinations involving entities under common control

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for from the acquisition date.

The Group applies the book value measurement method to all common control transactions, unless the Company concludes that the ownership with the entity under common control is transitory, in case of which the transaction is accounted for using the acquisition method. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the financial statements of the entities under common control. The components of equity of the acquired entities are added to the same components within the Group's equity. Any gain/loss arising is recognised directly in equity.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Goodwill**

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

Goodwill is not amortised but tested for impairment at least annually. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Group's executive management. An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Group's executive management to make decisions about resources to be allocated to the segment and assess its performance, and for which financial information is available (note 30).

Revenue recognition

Revenue is measured at an amount that reflects the considerations, to which an entity expects to be entitled in exchange for transferring goods and services to customer, excluding amounts collected on behalf of third parties. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent.

When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract-based asset on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised, this gives rise to a contract liability. The Group classifies its contract assets and liabilities as current and non-current based on the timing and pattern of flow of economic benefits.

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

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Revenue recognition (continued)**

The Group derives revenue primarily from the following streams:

- Services relating to information technology and artificial intelligence.
- Software development and implementation.

Revenue recognised point in time*Sale of products and services*

For products sold to customers, revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a product or service to a customer. For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data.

Revenue recognised over time*Contract revenue*

The Group provides services relating to information technology and artificial intelligence. The revenue from these projects are recognised over the time for which the services are provided.

Rendering of services

Revenue from rendering of services relating to software development, maintenance, consulting and package implementation and from licensing of software products and platforms is recognised when the services have been fully provided and are recognised net of discounts.

Property and equipment*Recognition and measurement*

Items of property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of property and equipment is the purchase cost, together with any incidental expenses of acquisition. The cost of self-constructed assets includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads.

Subsequent costs

The cost of replacing component of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognised in the consolidated statement of profit or loss and other comprehensive income.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Property and equipment (continued)

Depreciation

Depreciation is recognised so as to write off the cost or valuation of assets (other than freehold land and capital work-in-progress) less their residual values over their useful lives, using the straight-line method, on the following basis:

	<i>Years</i>
Motor vehicle	3-5
Furniture and fittings	3-5
Computer and equipment	3

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Derecognition of tangible assets

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Capital work-in-progress

Expenditure incurred on property and equipment which are not complete and ready for use at the reporting date are treated as capital work-in-progress. Depreciation is not provided on such assets until they are ready for their intended use and transferred to the appropriate asset category.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives on the following basis:

	<i>Years</i>
Computer software	3-5
Licenses	2.6

The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Capital work-in-progress

Capital work-in-progress is stated at cost, less accumulated impairment losses, if any. When commissioned, capital work-in-progress is transferred to the appropriate category of intangible assets. Amortisation is made on the same basis as respective intangible assets, commencing when the assets are ready for their intended use. No amortisation is charged on capital work-in-progress.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Intangible assets (continued)***Intangible assets acquired in a business combination*

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition and are recognised separately from goodwill. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Amortisation is charged on a straight-line basis 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 profit or loss in the expense category that is consistent with the function of the intangible assets. 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 profit or loss.

Amortization on customer contracts recognised under business combination is calculated using the straight-line method to allocate the cost over their estimated useful lives which is 25 years.

Intangible assets – internally developed software

The Group invests a substantial cost in development of its AI solutions and enhancement of its products. Expenditure on research activities prior to the development stage is recognised in the statement of comprehensive income as an expense in the period in which it is incurred. Costs associated with the development of new or substantially improved products or modules are capitalized once the following criteria are met:

- Technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Management intent and ability to complete the intangible asset and use or sell it;
- Management's ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- Availability of adequate technical, financial, and other resources to complete the development and to use or sell the intangible asset;
- Management's ability to measure reliably the expenditure attributable to the intangible asset during its development.

Management uses judgement to determine the technical feasibility of each internally developed solution. Once a potential solution is expected to achieve commercial success, it's considered feasible and ready for capitalization. Software development costs meeting the capitalization criteria are capitalized as intangible assets in the statement of financial position. The Company continues to assess these costs for capitalization eligibility on an ongoing basis at a project level. If the development costs do not meet the above criteria, they are charged to the statement of profit or loss and other comprehensive income as incurred.

The estimated useful lives for these intangible assets are 3 – 5 years.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Intangible assets (continued)***Derecognition of intangible assets*

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Impairment of property and equipment and intangible assets excluding goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired.

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 assets for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Investments in joint venture**

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting.

Under the equity method, an investment in a joint venture is recognised initially in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill if any) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to a joint venture.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, considering the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Provisions (continued)***Onerous contracts*

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Contingencies

Contingent liabilities are not recognised in the consolidated financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognised in the consolidated financial statements but disclosed when an inflow of economic benefits is probable.

Contingent liabilities acquired in a business combination

Contingent liabilities acquired in a business combination are initially measured at fair value at the acquisition date. At the end of subsequent reporting periods, such contingent liabilities are measured at the higher of the amount that would be recognised in accordance with IAS 37 and the amount recognised initially less cumulative amount of income recognised in accordance with the principles of IFRS 15.

Employees' end of service benefits

An accrual is made for the estimated liability for employees' entitlement to annual leave and leave passage as a result of services rendered by eligible employees up to the reporting date.

Provision is also made for the full amount of end of service benefits due to employees in accordance with the Group's policy, which is at least equal to the benefits payable in accordance with UAE Labor Law and the ADGM Employment Regulations 2019, for their period of service up to the end of reporting period. The accrual relating to annual leave and leave passage is disclosed as a current liability, while the provision relating to end of service benefit is disclosed as a non-current liability.

Pension contributions are made in respect of UAE national employees to the UAE General Pension and Social Security Authority in accordance with the UAE Federal Law No. (2) of 2000 for Pension and Social Security. Such contributions are charged to profit or loss during the employees' period of service.

Cash and cash equivalents

In the consolidated statement of financial position, bank balances comprise cash and short-term deposits (i.e. cash at bank and cash equivalents). Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash at bank as defined above.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Fair value measurement**

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 in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would consider in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the profit or loss.

Notes to the consolidated financial statements for the year ended 31 December 2025 (continued)

3 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- 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.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the 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.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the Group may make the following irrevocable election / designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met (see (iii) below); and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and effective interest rate method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Financial instruments (continued)****Financial assets (continued)**Classification of financial assets (continued)*(i) Amortised cost and effective interest rate method (continued)*

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired. Interest income is recognised in profit or loss and is included as 'finance income'.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification of financial assets (continued)

(ii) Debt instruments classified as at FVTOCI

Debt instruments held by the Group are classified as at FVTOCI. These instruments are initially measured at fair value plus transaction costs. Subsequently, changes in the carrying amount of these instruments as a result of foreign exchange gains and losses, impairment gains or losses and interest income calculated using the effective interest method are recognised in profit or loss. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these instruments had been measured at amortised cost. All other changes in the carrying amount of these instruments are recognised in other comprehensive income. When these instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

(iii) Equity instruments carried as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with IFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification of financial assets (continued)

(iv) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI (see (i) to (iii) above) are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition (see (iii) above).
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI (see (i) and (ii) above) criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called ‘accounting mismatch’) that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (ECL) on trade and other receivables (excluding advances to suppliers and prepayments), contract assets, due from a related party and bank balances. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade and other receivables (excluding advances to suppliers and prepayments), contract assets, due from a related party and bank balances. The expected credit losses on these financial assets are estimated using a loss rate that is specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Financial instruments (continued)****Financial assets (continued)**Impairment of financial assets (continued)*(i) Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is considered when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument, e.g., a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 365 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- the financial instrument has a low risk of default,
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Financial instruments (continued)****Financial assets (continued)**Impairment of financial assets (continued)*(ii) Definition of default*

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

- when there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 365 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event (see (ii) above);
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, considering legal advice where appropriate. Any recoveries made are recognised in profit or loss.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of expected credit losses

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

IFRS 9 considers the calculation of ECL by multiplying the Probability of default (PD), Loss Given Default (LGD) and Exposure at Default (EAD) adjusted by forward-looking information.

Details of these statistical parameters/inputs are as follows:

- The probability of default (PD) is an estimate of the likelihood of default over a given time horizon;
- The exposure at default (EAD) is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date;
- The loss given default (LGD) is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the Group would expect to receive; and
- Macroeconomic factors, forward looking information and multiple scenarios: IFRS 9 requires an unbiased and probability weighted estimate of credit losses by evaluating a range of possible outcomes that incorporates forecasts of future economic conditions.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through an impairment loss account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve, and does not reduce the carrying amount of the financial asset in the consolidated statement of financial position.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Financial instruments (continued)****Financial assets (continued)**Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investment's fair value reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investment's fair value reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equityClassification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Financial instruments (continued)****Financial liabilities and equity (continued)****Financial liabilities**

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

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

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in consolidated statement of other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

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

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

3 Material accounting policy information (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial liabilities (continued)

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously. Income and expenses are offset in the consolidated statement of comprehensive income when it reflects the substance of the transaction or other event.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Foreign currencies**

Items included in the consolidated financial statements are measured using UAE Dirhams (“AED”), which is the functional currency and the presentation currency of the Group.

Transactions in currencies other than AED (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.
- Exchange differences on transactions entered into to hedge certain foreign currency risks.
- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group’s foreign operations are translated at exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign exchange translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group’s entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in a foreign exchange translation reserve in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

Grant

Government grants are not recognised until there is reasonable assurance that the group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in consolidated statement of profit or loss on a systematic basis over the periods in which the group recognises as expenses the related costs for which the grants are intended to compensate.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Grant (continued)**

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the group with no future related costs are recognised in consolidated statement of profit or loss in the period in which they become receivable.

There are two broad approaches to the accounting for government grants: the capital approach, under which a grant is recognised outside profit or loss, and the income approach, under which a grant is recognised in profit or loss over one or more periods.

Grants related to income are presented as part of profit or loss and are deducted in reporting the related expenses.

Leases*The Group as a lessee*

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Leases (continued)***The Group as a lessee (continued)*

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property and equipment' policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

Taxation

The income tax expense represents the sum of current and deferred income tax expense.

Current tax

The tax currently payable is based on taxable profit for the year. 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 Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Taxation (continued)***Current tax (continued)*

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 parent company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the 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. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group 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. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to 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.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****3 Material accounting policy information (continued)****Taxation (continued)***Deferred tax (continued)*

For the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The directors reviewed the Group's investment property portfolios and concluded that none of the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, the directors have determined that the 'sale' presumption set out in the amendments to IAS 12 is not rebutted. As a result, the Group has not recognised any deferred taxes on changes in fair value of the investment properties as the Group is not subject to any income taxes on the fair value changes of the investment properties on disposal.

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 Group intends to settle its current tax assets and liabilities on a net basis.

Current tax and deferred tax for the year

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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4 Critical accounting judgments and key sources of estimation uncertainty

In applying the Group's accounting policies, which are described in note 3, the management is required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The significant judgments and estimates made by management are summarised below.

4.1 Critical judgments in applying the Group's accounting policies

The following are the critical judgments, apart from those involving estimations (see 4.2 below), that the management have made in the process of applying the Group's accounting policies and have the most significant effect on the amounts recognised in the consolidated financial statements.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****4 Critical accounting judgments and key sources of estimation uncertainty (continued)****4.1 Critical judgments in applying the Group's accounting policies (continued)**Judgements in determining the timing of satisfaction of performance obligations

The Group recognises revenue over time as it performs continuous transfer of control of goods or services to the customers. Since customers simultaneously receive and consumes the benefits provided and the control transfer takes place over time, revenue is also recognised based on the extent of transfer/completion of transfer of each performance obligation (POs). In determining the method for measuring progress for these POs, the Group considered the nature of these goods and services as well as the nature of its performance. The Group's promise under the contracts is to prepare the software and provide them to their customers in number of steps along with support services. Provided that the nature of the products is highly customised and services are highly interrelated, the performance obligation is considered as satisfied upon receipt of acceptance of services from the customer.

Revenue recognition

Management considers recognizing revenue over time, if one of the following criteria is met, otherwise revenue will be recognized at a point in time:

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

Significant increase in credit risk

ECL 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 Group considers qualitative and quantitative reasonable and supportable forward-looking information. The expected credit losses on trade receivables are estimated using a loss rate, with reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Classification of investments

Classification and measurement of financial assets depends on the results of the SPPI and the business model test. The group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****4 Critical accounting judgments and key sources of estimation uncertainty (continued)****4.2 Key sources of estimation uncertainty**

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

Impairment of property and equipment and intangible assets excluding goodwill

Property and equipment and intangible assets are assessed for impairment based on assessment of cash flows on individual cash generating units when there is indication of impairment. Cash flows are determined based on contractual agreements and estimations over the useful life of the assets and discounted using a range of discounting rates representing the rate of return on such cash generating units. The net present values are compared to the carrying amounts to assess any probable impairment. Management is satisfied that no impairment provision is necessary on property and equipment and intangible assets.

Useful lives and residual of property and equipment and intangible assets

Management reviews the estimated useful lives and residual values of property and equipment and, intangible asset at the end of each annual reporting period in accordance with IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. Management determined that current year expectations do not differ from previous estimates based on its review.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value which necessarily involves making numerous estimates and assumptions regarding revenue growth, operating margins, appropriate discount rates and working capital requirements. These estimates will likely differ from future actual results of operations and cash flows, and it is possible that these differences could be material.

The Group has conducted a sensitivity analysis of the impairment test by changing key assumptions used to determine the recoverable amount of cash-generating units to which goodwill is allocated. It concluded that any reasonably possible change in the key assumptions on which the recoverable amount of Goodwill is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the related cash-generating units.

Calculation of loss allowance

When measuring ECL the Group use reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other. Loss given default 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.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)****4 Critical accounting judgments and key sources of estimation uncertainty (continued)****4.2 Key sources of estimation uncertainty (continued)**Calculation of loss allowance (continued)

Probability of default constitutes a key input in measuring ECL. Probability of default 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 conditions. As at 31 December 2025, the expected credit loss, as per ECL model, on trade receivables is AED 16,937 thousand (31 December 2024: AED 15,781 thousand) and on contract assets is AED 3,067 thousand (31 December 2024: AED 3,067 thousand). The Group mainly deals with government entities as customers and hence, the associated credit risk is very low.

Fair value measurement

Investments in FVTPL are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the group engages third party qualified valuers to perform the valuation. The valuations of private equity investments are particularly sensitive to changes in one or more unobservable inputs which are considered reasonably possible within the next financial year. Further information on the carrying amounts of these assets are provided in note 31.

Determination of percentage of completion

Certain contract revenues are recognised using the percentage-of-completion method, whereby contract profits are recorded on the basis of the Group's estimate of the individual contracts based on the actual costs incurred to total estimated costs or the work done considering acceptance approved by the customer. Costs and estimated earnings in excess of billings on specific contracts and unbilled work are recorded as contract assets. Billings in excess of costs and estimated earnings are accounted for as a liability.

Business combinations

Accounting for the acquisition of a business requires the allocation of the purchase price to the various identifiable assets and liabilities of the acquired business including intangible assets. For most assets and liabilities, the purchase price allocation is accomplished by recording the asset or liability at its estimated fair value. Determining the fair value of assets acquired and liabilities assumed requires judgment by management and often involves the use of significant estimates and assumptions, including assumptions with respect to future cash inflows and outflows, discount rates, the useful lives of intangible assets and other assets and market multiples. The Group's management uses all available information to make these fair value determinations.

Fair value of identifiable assets and liabilities

The identifiable assets acquired, and the liabilities assumed in business combination are recognized at their fair value (note 5). In estimating the fair value of an asset or a liability, the Group engaged a third-party qualified valuation experts to perform the valuation. The underlying assumptions and estimates in assessing the fair values are detailed in note 7.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

4 Critical accounting judgments and key sources of estimation uncertainty (continued)

4.2 Key sources of estimation uncertainty (continued)

Income taxes

The Group recognises the net future tax benefit to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the Group to make significant assumptions related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the reporting date could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Group operates could limit the ability of the Group to obtain tax deductions in future periods.

5 Acquisition under IFRS 3 - Business Combinations

Effective 7 June 2024, Presight AI LTD ('accounting acquirer') acquired 51% equity interest in Matrix JVCO Ltd ('AIQ') ('accounting acquiree') through a special purpose vehicle, for a consideration of AED 1,285,376 thousand. AIQ is a limited liability company registered and incorporated in the Emirate of Abu Dhabi and is engaged in designing oil and natural gas fields production software, including designing and programming databases, electronic chips and computer systems, information technology consultancy and onshore and offshore oil and gas fields and facilities services. AIQ's objective is to develop globally market disruptive advanced analytics and digital and artificial intelligence-enabled oil and gas value chain products and services for the purpose of licensing to customer. This transaction qualified as a business acquisition as defined under IFRS 3 - Business Combinations and was accounted for using the acquisition method.

The amounts recognised in respects of the identifiable net assets acquired are as set out in the table below:

Particulars	2024 AED'000
Property and equipment (note 6)	1,113
Right-of-use assets (note 8)	12,356
Intangible assets, net (note 7)	51,412
Customer contracts (note 7)	254,137
Contract assets	302,705
Trade and other receivables	6,012
Cash and bank balances	9,208
Due from related party	11,174
Lease liabilities	(16,207)
Trade and other payables	(14,351)
Contract liabilities	(8,807)
Due to related parties	(124,772)
Deferred tax liabilities	(22,872)
Non-controlling interests (note 27)	(225,942)
Carrying value of net assets acquired	235,166
Goodwill (refer note 7)	1,050,210
Total consideration	1,285,376

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

5 Acquisition under IFRS 3 - Business Combinations (continued)

Satisfied by:

Cash	1,285,376
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Matrix JVCO LTD contributed an aggregate of AED 459,694 thousand to the Group's revenue and AED 186,539 thousand to the Group's profit after tax for the period between the date of acquisition and the reporting date as at 31 December 2024.

6 Property and equipment

	Motor vehicle AED'000	Furniture and fittings AED'000	Computer and equipment AED'000	Capital work-in- progress AED'000	Total AED'000
Cost					
At 1 January 2024	308	867	29,371	418	30,964
Acquired on business combination (note 5)	-	-	1,113	-	1,113
Additions	-	331	11,250	6,380	17,961
Transfers	-	-	946	(946)	-
At 1 January 2025	308	1,198	42,680	5,852	50,038
Additions	-	3,798	9,592	-	13,390
Transfers	-	-	5,702	(5,702)	-
At 31 December 2025	308	4,996	57,974	150	63,428
Accumulated depreciation					
At 1 January 2024	225	371	26,544	-	27,140
Charge for the year	83	233	2,352	-	2,668
At 1 January 2025	308	604	28,896	-	29,808
Charge for the year	-	899	6,507	-	7,406
At 31 December 2025	308	1,503	35,403	-	37,214
Carrying amount					
At 31 December 2025	-	3,493	22,571	150	26,214
At 31 December 2024	-	594	13,784	5,852	20,230

The cost of fully depreciated assets as at 31 December 2025 amounts to AED 24,145 thousand (2024: AED 24,145 thousand).

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

7 Intangible assets

	Goodwill AED'000	Customer contracts AED'000	Computer software and licenses AED'000	Developed software AED'000	Capital work-in- progress AED'000	Total AED'000
Cost						
At 1 January 2024	-	-	26,646	-	-	26,646
Additions during the year	-	-	28,003	-	3,739	31,742
Acquired on business combination (note 5)	1,050,210	254,137	-	104,793	6,603	1,415,743
Transfers from capital work- in-progress	-	-	-	2,311	(2,311)	-
At 1 January 2025	1,050,210	254,137	54,649	107,104	8,031	1,474,131
Additions during the year	-	-	5,939	-	6,046	11,985
At 31 December 2025	1,050,210	254,137	60,588	107,104	14,077	1,486,116
Accumulated amortization						
At 1 January 2024	-	-	26,569	-	-	26,569
Charge for the year	-	5,930	7,601	11,808	-	25,339
Acquired on business combination (note 5)	-	-	-	59,984	-	59,984
At 1 January 2025	-	5,930	34,170	71,792	-	111,892
Charge for the year	-	10,165	7,197	27,930	-	45,292
At 31 December 2025	-	16,095	41,367	99,722	-	157,184
Carrying amount						
At 31 December 2025	1,050,210	238,042	19,221	7,382	14,077	1,328,932
At 31 December 2024	1,050,210	248,207	20,479	35,312	3,739	1,362,239

Goodwill and customer contracts

An intangible asset of AED 254,137 thousand has been recognised as a result of the acquisition of Matrix JVCO Ltd ("AIQ") on 7 June 2024 (note 5), which comprises of customer contracts.

Goodwill of AED 1,050,210 thousand arising from the above acquisition comprises largely the value of expected synergies arising from the acquisition, including operational efficiencies, access to technology capabilities, and revenue growth opportunities, which are not separately recognised as identifiable assets.

The Group tests goodwill annually for impairment. The recoverable amount of goodwill on acquisition of AIQ which represents a cash-generating unit ("CGU"), has been determined based on a Discounted Cashflow methodology (DCF) under the Income approach as our primary methodology, wherein the forecasted cash flows, based on the business plan provided by management, are discounted to estimate the Fair Value Less Cost of Disposal (FVLCD). The calculation uses cash flow projections derived from financial budgets approved by the Board, covering a five-year period, and a post-tax discount rate of 15.7% (2024: 25.7%) per annum.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

7 Intangible assets (continued)

The discount rate reflects the time value of money and the risks specific to the CGU and has been determined based on the Group's weighted average cost of capital, adjusted where appropriate to reflect CGU-specific risks.

The FVLCD is calculated using the following steps:

- The future cash inflows and outflows prior to disposal of the asset or cash generating unit are estimated from a market participant basis.
- The cashflows are then discounted using appropriate discount rate to arrive at the fair value of the asset is estimated using market-participant based valuation techniques such as discounted cash flow or valuation multiples as at the Valuation date.
- The estimated fair value is then adjusted for directly attributable costs of disposal

Key assumptions

The key assumptions used by management in preparing the cash flow projections for the initial five-year period are as follows:

Forecast sales growth rates

Forecast sales growth rates are based on historical performance of the CGU, adjusted to reflect expected market developments, customer demand trends, and strategic initiatives arising from the acquisition, including anticipated benefits from the integration of Matrix JVCO Ltd.'s operations and customer base. The average revenue growth rate forecasted is 22%.

Operating profits

Operating profit margins are forecast with reference to historical operating margins, adjusted for the expected impact of cost efficiencies, scalability benefits, integration synergies, and changes in product mix following the acquisition.

Terminal growth rate

Cash flows beyond the five-year period are extrapolated using a long-term growth rate of 2 per cent, which does not exceed the long-term average growth rate for the relevant market.

Capital work-in-progress

Capital work-in-progress mainly relates to manpower costs incurred on artificial intelligence projects that are in a development stage.

Amortisation charge for the year has been allocated in the consolidated statement of profit or loss as follows:

	2025	2024
	AED'000	AED'000
Direct costs (note 20)	30,443	18,889
General, administrative, and marketing expenses (note 21)	14,849	6,450
	45,292	25,339

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

8 Right-of-use assets

	Office premises	
	2025	2024
	AED'000	AED'000
Cost		
At 1 January	53,678	41,322
Acquired on business combination (note 5)	-	12,356
Additions	1,322	-
At 31 December	55,000	53,678
Accumulated depreciation		
At 1 January	28,356	17,450
Charge for the year	9,582	10,906
At 31 December	37,938	28,356
Carrying amount	17,062	25,322

The Group's right-of-use assets includes lease for office premises. The lease term is 2-5 years.

Amounts recognised in the consolidated statement of profit or loss:

	2025	2024
	AED'000	AED'000
Depreciation expense on right-of-use assets (note 21)	9,574	10,906
Interest expense on lease liabilities (note 15)	933	1,156
	10,507	12,062

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

9 Trade and other receivables

	2025	2024
	AED'000	AED'000
Trade receivables	810,055	650,776
less: Allowance for expected credit loss	(16,937)	(15,781)
	793,118	634,995
Advance to suppliers	36,194	20,410
Accrued interest income (note 12)	16,633	29,815
Retention receivable	-	7,371
Prepayments	4,512	4,340
Refundable deposits	696	515
Other receivables	1,470	-
VAT receivables	37,853	-
	890,476	697,446

The movement in the allowance for expected credit loss during the year is as follows:

	2025	2024
	AED'000	AED'000
At 1 January	15,781	5,593
Charge for the year (note 21)	1,156	10,188
At 31 December	16,937	15,781

No interest is charged on outstanding trade receivables.

The Group measures the allowance for expected credit loss for trade receivables at an amount equal to Lifetime ECL. The expected credit losses on trade receivables are estimated using a loss rate, with reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The expected credit loss on trade receivables is AED 16,937 thousand as at 31 December 2025 (31 December 2024: AED 15,781 thousand).

Trade receivables amounting to AED 661,770 thousand (2024: AED 629,977 thousand) pertains to related parties (note 11).

The Group has adopted a policy of dealing with only creditworthy counterparties. Adequate credit assessment is made before accepting an order for sale of services or goods from counterparty. Refer to ageing of trade receivables in note 31.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

10 Contract assets

Contract assets mainly represent balances due from customers for software development, installation and support service contracts that arise when the Group recognises revenue from customers in line with a series of performance related milestones. The group will previously have recognised a contract asset for any work performed.

Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. Payments are usually not due from the customers until either the services are complete or the respective milestones are achieved and therefore a contract asset is recognised over the period in which the services are performed to represent the Group's right to consideration for the services transferred to date. All the contract assets that are expected to be realised within one year are classified under current assets. The expected credit loss on contract assets is AED 3,067 thousand as at 31 December 2025 (31 December 2024: AED 3,067 thousand).

Contract assets of AED 574,312 thousand (2024: AED 784,911 thousand) pertain to related parties (note 11).

Carrying amount of contract assets is as follows:

	2025	2024
	AED'000	AED'000
Contract assets	1,751,084	1,164,043
Less: expected credit loss allowance	(3,067)	(3,067)
	1,748,017	1,160,976
	<u><u>1,748,017</u></u>	<u><u>1,160,976</u></u>

The contract assets are classified as follows in the consolidated statement of financial position:

	2025	2024
	AED'000	AED'000
Non-current	377,078	39,902
Current	1,370,939	1,121,074
	1,748,017	1,160,976
	<u><u>1,748,017</u></u>	<u><u>1,160,976</u></u>

11 Related party transactions and balances

Related parties, as defined in International Accounting Standard 24: *Related Party Disclosures* include associate companies, major shareholders, directors and other key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Management approves prices and terms of payment for these transactions and these are carried out at mutually agreed rates.

The Group, in the ordinary course of business, enter into transactions, with other business enterprises or individuals that fall within the definition of related parties contained in International Accounting Standard 24. The Group has a related party relationship with the Government of Abu Dhabi, directors and executive officers (including business entities over which they can exercise significant influence, or which can exercise significant influence over the Group).

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

11 Related party transactions and balances (continued)

The Parent is partially owned by a Government of Abu Dhabi owned entity. The Group has elected to use the exemption under IAS 24 ‘Related Party Disclosures’ for Government related entities on disclosing transactions and related outstanding balances with government related parties owned by the Government of Abu Dhabi and entities it owns and controls. The Group provides services in the normal course of business to entities owned and controlled by the Government of Abu Dhabi.

The Group maintains significant balances with these related parties, which arise from commercial transactions.

Balances with related parties at the end of the reporting period comprise:

	2025 AED’000	2024 AED’000
Due from related parties:		
Entities under common control	201,926	33,111
Due to related parties:		
Entities under common control	335,032	341,909

Significant transactions with related parties in the consolidated statement of profit or loss include the following:

	2025 AED’000	2024 AED’000
Revenue (note 19)	2,336,435	1,863,477
Support services and manpower fee (ii) (note 21)	65,694	31,972
Staff cost and allowances (i) (notes 20 and 21)	73,637	378,908
Transfer of employees’ end of service benefits (net) (note 14)	3,428	3,460
Sub-contractor costs and project consumables (note 20)	494,085	402,934
Marketing expense (note 21)	22,400	28,707
Grant (note 24)	78,185	60,742

- i. Staff costs and allowances relates to payroll of the employees who are legally under the sponsorship of an entity under common control (a “related party”) in accordance with an Inter-Group arrangement (the “Arrangement”) (note 20 and 21).
- ii. Support services and manpower fee are paid by the Group for support and manpower services provided by an entity under common control (a “related party”) in accordance with an Intra Group Services Agreement (the “Agreement”) between the parties.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

11 Related party transactions and balances (continued)

- iii. Refer notes 9, 10, 12,14, 15, 16 and 17 for balances with related parties.
- iv. Guarantees amounting to AED 1,427 thousand (2024: AED 1,427 thousand) are in the name of related parties but assigned for the benefit of the Group (note 29).
- v. On 8 November 2025, JTO Holding SPV Ltd (a “subsidiary”) declared a dividend of AED 52,143 thousand to its minority shareholder (31 December 2024: AED 31,257 thousand) (Note 23).

Compensation of key management personnel is as follows:

	2025	2024
Number of key management personnel	9	8
Short-term benefits (AED’000)	22,683	15,136
Long-term benefits (AED’000)	1,096	389

12 Bank balances

	2025	2024
	AED’000	AED’000
Cash at bank - current accounts	777,161	1,217,028
Wakala deposits	1,393,288	705,695
Short-term deposits (i)	-	17,225
	2,170,449	1,939,948
Less: Fixed deposit - under lien	-	(17,225)
Cash and cash equivalents for the purpose of cash flows	2,170,449	1,922,723

(i) The wakala deposits carry profit rates at prevailing market rates. Short-term deposits include a fixed deposit amounting to AED Nil (2024: AED 17,225 thousand) with an original maturity of 12-months and is held under lien as security for a bank guarantee

The Group’s bank balances are part of a cash pooling facility arrangement (the “Arrangement”) where all balances at the end of the day are transferred to the bank account of the Company at the end of the day.

Cash at bank and short-term deposit of AED 260,000 thousand (31 December 2024: AED 1,234,252 thousand) pertain to banks which are related parties (note 11).

Balances with banks are assessed to have low credit risk of default since these banks are highly regulated by the central bank of the UAE. Accordingly, management of the Group estimates the loss allowance on balances with banks at the end of the reporting period at an amount equal to 12-month ECL.

None of the balances with banks at the end of the reporting period are past due and taking into account the historical default experience and the current credit ratings of the bank, the management of the Group have assessed that there is no impairment, and hence have not recorded any loss allowances on these balances.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

13 Share capital

	2025	2024
	AED'000	AED'000
<i>Issued and fully paid:</i>		
5,608,680 thousand ordinary shares of AED 0.10 each		
(31 December 2024: 5,608,680 thousand ordinary shares of AED 0.10 each)	560,868	560,868
	<u>560,868</u>	<u>560,868</u>

On 16 February 2023, the Company's Board of Directors resolved to increase the share capital of the Company from AED 184 thousand divided into 1,836 thousand shares of AED 0.10 each to AED 560,868 thousand divided into 5,608,680 thousand shares of AED 0.10 each. The Board further resolved to allot 4,204,674 thousand shares of AED 0.10 each to the existing shareholder and 42,490 thousand shares of AED 0.10 each to other shareholder (an "entity under common control").

On 3 March 2023, pursuant to the public offering approved by the Securities and Commodities Authority, the Company offered the remaining 1,359,680 thousand shares of AED 0.10 each for public subscription on the Abu Dhabi Securities Exchange. The Company's offer price was set at AED 1.34 per share and was fully subscribed on 27 March 2023, resulting in a share premium of AED 1,686,001 thousand. Share issue costs amounted to AED 6,049 thousand which have been off set against the share premium.

14 Provision for employees' end of service benefits

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

	2025	2024
	AED'000	AED'000
At 1 January	21,081	14,436
Charge for year	11,340	4,052
Transfer from a related party (note 11)	3,428	3,460
Payments during the year	(1,411)	(867)
At 31 December	34,438	21,081
	<u>34,438</u>	<u>21,081</u>

Provision for employees' end of service benefits consists of an amount of AED nil (2024: 21,081 thousand) for employees who are legally under the sponsorship of an entity under common control (a "related party") in accordance with an Inter-Group arrangement (the "Arrangement") and the related payroll costs (including end of service benefits) for these employees are recharged to the Group (note 11).

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

15 Lease liabilities

The movement in the lease liabilities is as follows:

	2025	2024
	AED'000	AED'000
At 1 January	32,730	28,664
Additions	1,607	-
Acquired on business combination (note 5)	-	16,207
Accretion of interest	933	1,156
Payments made during the year	(21,490)	(13,297)
	<hr/>	<hr/>
At 31 December	13,780	32,730
	<hr/> <hr/>	<hr/> <hr/>

Lease liabilities are classified as follows in the consolidated statement of financial position:

	2025	2024
	AED'000	AED'000
Current	8,596	20,157
Non-current	5,184	12,573
	<hr/>	<hr/>
	13,780	32,730
	<hr/> <hr/>	<hr/> <hr/>

The Group does not face a significant liquidity risk with regard to their lease liabilities. Lease liabilities are monitored within the Parent Company's treasury function.

Maturity analysis

	2025	2024
	AED'000	AED'000
Less than one year	9,155	22,877
Between 1 to 5 years	5,204	11,229
	<hr/>	<hr/>
	14,359	34,106
Less: accretion of interest	(579)	(1,376)
	<hr/>	<hr/>
	13,780	32,730
	<hr/> <hr/>	<hr/> <hr/>

Lease liabilities of AED Nil thousand (2024: AED 28,656 thousand) pertain to related parties (note 11).

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

16 Trade and other payables

	2025	2024
	AED'000	AED'000
Trade payables	149,463	145,039
Project and other accruals	1,001,951	486,034
Provision for bonus	71,143	55,586
VAT payable (net)	36,045	31,656
Other payables	24,063	9,539
Provision for leave salary	5,778	3,816
	1,288,443	731,670

The Group has financial risk management policies in place to ensure that all payables are paid within credit period. No interest is charged on other payables.

Trade and other payables amounting to AED 402 thousand (2024: AED 1,255 thousand) pertains to related parties (note 11).

17 Contract liabilities

	2025	2024
	AED'000	AED'000
Contract liabilities	100,462	170,035

The contract liabilities primarily relate to advance received from or billed to the customers for services to be rendered in 2026. Contract liabilities amounting to AED 51,517 thousand (2024: AED 118,511 thousand) pertain to related parties (note 11).

18 Investments

	2025	2024
	AED'000	AED'000
Investments at fair value through profit or loss	6,427	-

During the current year the Group invested in an unlisted investment fund that invests primarily in early- and growth-stage entities. The investment is classified as a financial asset at fair value through profit or loss. The investment was made pursuant to partnership agreement dated 22 September 2025.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

18 Investments (continued)

The movement in investments during the year is as below:

	2025 AED'000	2024 AED'000
At 1 January	-	-
Additions during the year	6,427	-
	<hr/>	<hr/>
At 31 December	6,427	-
	<hr/> <hr/>	<hr/> <hr/>

Details of the fair valuation of investments is provided in note 31.

19 Revenue

The Group derives its revenue from contracts with customers for the transfer of goods and services over time as follows:

	2025 AED'000	2024 AED'000
Revenue from contracts with customers		
<i>Revenue recognised over time</i>		
Revenue from project services	2,841,058	1,979,880
	<hr/>	<hr/>
<i>Revenue recognised at point in time</i>		
Revenue from sale of hardware and software licenses	188,883	233,133
	<hr/>	<hr/>
	3,029,941	2,213,013
	<hr/> <hr/>	<hr/> <hr/>
	2025	2024
	AED'000	AED'000
Revenue by geographical markets:		
Within UAE	1,862,422	1,704,778
Outside UAE	1,167,519	508,235
	<hr/>	<hr/>
	3,029,941	2,213,013
	<hr/> <hr/>	<hr/> <hr/>

Revenue amounting to AED 2,336,435 thousand (2024: AED 1,863,477 thousand) pertains to related parties (note 11).

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

19 Revenue (continued)

The transaction price allocated to (partially) unsatisfied performance obligations at 31 December are as setout below.

	2025	2024
	AED'000	AED'000
Within one year	2,169,231	1,684,396
More than one year	1,210,790	1,308,455
	<hr/>	<hr/>
Revenue from project services	3,380,021	2,992,851
	<hr/> <hr/>	<hr/> <hr/>

20 Direct costs

	2025	2024
	AED'000	AED'000
Sub-contractor costs and project consumable (i)	1,487,455	974,739
Staff costs and allowances (ii) (note 11)	293,357	216,612
Amortization of intangible assets (note 7)	30,443	18,889
Other direct costs	72,319	61,645
	<hr/>	<hr/>
	1,883,574	1,271,885
	<hr/> <hr/>	<hr/> <hr/>

(i) Sub-contractor costs and project consumables include an amount of AED 494,085 thousand (2024: AED 402,934 thousand) pertaining to related parties (note 11).

(ii) Staff costs and allowances consists of an amount of AED Nil (2024: AED 216,612 thousand) relating to payroll of employees who are legally under the sponsorship of an entity under common control (a "related party") in accordance with an Inter-Group arrangement (the "Arrangement") (note 11).

21 General, administrative and marketing expenses

	2025	2024
	AED'000	AED'000
Staff costs and allowances (ii) (note 11)	243,127	162,296
Support services and manpower fee* (note 11)	65,694	31,972
Marketing expense (i)	26,667	67,211
Professional fees	21,991	19,359
Depreciation of right-of-use assets (note 8)	9,574	10,906
IT expenses	8,506	10,956
Allowance for expected credit loss, net (note 9)	1,156	10,188
Amortisation of intangible assets (note 7)	14,849	6,450
Transport and travel	9,550	5,762
Bank charges and other finance costs	691	4,529
Subcontracting costs	1,490	3,408
Depreciation of property and equipment (note 6)	7,406	2,668
Other expenses (iii)	13,862	10,096
	<hr/>	<hr/>
	424,563	345,801
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

21 General, administrative and marketing expenses (continued)

*Support services and manpower fee are paid by the Group for support and manpower services provided by a related party in accordance with an Intra Group Services Agreement (the “Agreement”) between the parties (note 11).

(i) Included in marketing expense is an amount of AED 22,400 thousand (2024: AED 28,707 thousand) pertaining to related parties (note 11).

(ii) Staff costs and allowances consists of an amount of AED 73,637 thousand (2024: AED 162,296 thousand) relating to payroll of employees who are legally under the sponsorship of an entity under common control (a “related party”) in accordance with an Inter-Group arrangement (the “Arrangement”) (note 11).

(iii) During the current year, the Group has recorded a grant amounting to AED 78,185 thousand (2024: 60,742 thousand) against the related expenditure (note 24).

22 Finance income

	2025	2024
	AED'000	AED'000
Interest income on short term deposits	63,395	78,260

23 Dividend

On 8 November 2025, JTO Holding SPV Ltd (a “subsidiary”) declared a dividend of AED 52,143 thousand to its minority shareholder (31 December 2024: AED 31,257 thousand) out of which an amount of AED 13,036 thousand was paid as at 31 December 2025.

24 Grant

During the year 2024, the Group entered into an agreement with Group 42 Holding Limited (a 'shareholder'), under which it recognized a grant amounting to AED 78,185 thousand (2024: AED 60,742 thousand) representing reimbursement of expenditure for infrastructure upgrades (note 21 (iii)). As of 31 December 2025, there are no unfulfilled conditions or contingencies associated with the grant.

25 Profit for the year

Profit for the year is arrived at after charging:

	2025	2024
	AED'000	AED'000
Staff cost and allowances (notes 20 and 21)	536,484	378,908
Depreciation and amortisation (note 6, 7 and 8)	62,280	38,913

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

26 Income tax

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 Corporate Tax (CT) regime in the UAE. The new CT regime became effective for accounting periods beginning on or after 1 June 2023. The taxable income of the entities that are in scope for UAE CT purposes are subject to the rate of 9% corporate tax.

	2025	2024
	AED’000	AED’000
<i>Consolidated statement of profit or loss:</i>		
Current income tax expense	101,191	61,324
Deferred tax credit/expense	18,514	(533)
	<hr/>	<hr/>
Tax expense reported in the consolidated statement of profit or loss	119,705	60,791
	<hr/> <hr/>	<hr/> <hr/>

The charge for the year can be reconciled to the profit before tax as follows:

	2025	2024
	AED’000	AED’000
Accounting profit before tax	785,199	673,587
UAE corporate income tax of 9% (2024:9%)	70,668	60,623
Exempt income up to AED 375,000 at 9% tax rate for tax group entities	(68)	(68)
Pillar 2 tax	34,250	-
Impact of tax rate change in respect of foreign jurisdiction	15,206	-
Others	(351)	236
	<hr/>	<hr/>
Income tax expense	119,705	60,791
	<hr/> <hr/>	<hr/> <hr/>

Movement of the income tax payable is as follows:

	2025	2024
	AED’000	AED’000
At beginning of the year	60,791	-
Charge for the year	101,191	60,791
Income tax paid	(59,584)	-
	<hr/>	<hr/>
At the end of the year	102,398	60,791
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

26 Income tax (continued)

On 11 February 2025, the Ministry of Finance (MoF) of the United Arab Emirates (UAE) released Cabinet Decision No. 142 of 2024 on the Imposition of Top-Up Tax on Multinational Enterprises (Cabinet Decision), introducing a Domestic Minimum Top-Up Tax (DMTT) on multinational enterprises (MNEs), which is applicable from 1 January 2025. The Group falls within the scope of DMTT based on the applicable revenue threshold. The Pillar Two regime recently adopted by the United Arab Emirates (UAE), will significantly influence the tax landscape for multinational enterprises. This regime, introduced as part of the OECD's efforts to address base erosion and profit shifting (BEPS), imposes new global minimum tax standards. The Group calculates income tax expense using the tax rate that would be applicable to the expected total annual earnings. The Group has recognised an additional top-up tax expense to ensure compliance with 15% global minimum effective tax rate.

The Group estimates the following current tax expense and top-up taxes related to Pillar Two for the year ended 31 December 2025:

Particulars	2025 AED'000
Group corporate taxes	66,941
Top-up taxes in the jurisdictions that have enacted Pillar Two legislation effective 1 st January 2025	34,250
	<hr/>
Total	101,191
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Furthermore, for the year ended 31 December 2025, the Group has applied the IASB amendment to IAS 12 - *Income taxes*, which provides a mandatory temporary exception from recognizing or disclosing deferred taxes related to Pillar Two.

Deferred tax

Movement in the deferred tax during the year is as follows:

	2025 AED'000	2024 AED'000
At 1 January	22,339	-
Recognized on customer contracts under Business Combination (note 5)	-	22,872
Deferred tax credit on amortization for the year	(919)	(533)
Deferred tax charge during the year	19,433	-
	<hr/>	<hr/>
At 31 December	40,853	22,339
	<hr/> <hr/>	<hr/> <hr/>

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

27 Non-controlling interest

Non-controlling interest represents the minority shareholder's proportionate share in the aggregate value of the net assets of the subsidiaries, JTO Holding SPV Ltd, Intellibrain Technological Projects LLC and Matrix JVCO LTD, and the results of the subsidiaries' operations.

Movement during the year is as follows:

	2025	2024
	AED'000	AED'000
At 1 January	366,513	83,105
Acquisition of a subsidiary (note 5)	-	225,942
Share of profit for the year	82,639	88,723
Dividends (note 23)	(52,143)	(31,257)
	397,009	366,513

The summarised financial information shown below for material subsidiaries is on a 100 percent basis. It represents the amounts shown in subsidiaries' consolidated financial statements prepared in accordance with IFRS under the Group accounting policies, and before intercompany elimination.

	<u>Matrix JVCO Ltd*</u>		<u>JTO Holding SPV Ltd</u>	
	2025	2024	2025	2024
	AED'000	AED'000	AED'000	AED'000
Non-controlling interest (%)	49%	49%	40%	40%
Revenue	837,959	459,694	-	-
Profit/(loss) for the year	177,931	181,143	-	(94)
- attributable to owners of the Company	90,745	92,383	-	(57)
- attributable to the non-controlling interest	87,186	88,760	-	(37)
Other comprehensive income		-		-
Total comprehensive income/(loss) for the year	177,931	181,143	-	(94)

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

27 Non-controlling interest (continued)

	Matrix JVCO Ltd*		JTO Holding SPV Ltd	
	2025	2024	2025	2024
	AED'000	AED'000	AED'000	AED'000
Non-current assets	36,933	308,960	-	-
Current assets	1,180,516	662,315	-	143,711
Non-current liabilities	(8,614)	(27,990)	-	-
Current liabilities	(614,096)	(301,939)	-	(13,080)
	594,739	641,346	-	130,631
Attributable to:				
- Owners of the Company	303,317	327,086	-	78,379
- Non-controlling interest	291,422	314,260	-	52,253
Net assets	594,739	641,346	-	130,632

* For Matrix JVCO Ltd, refer note 5.

28 Basic and diluted earnings per share

Basic earnings per share amounts are calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

The following reflects the income and share data used in the earnings per share computations:

	2025	2024
Profit attributable to owners of the Company (AED '000)	582,854	524,073

The following reflects the calculation of weighted average number of shares for the purpose of basic earnings per share computations:

	2025	2024
Weighted average number of shares in issue	5,608,680,000	5,608,680,000
Earnings per share (AED)	0.10	0.09

The Group does not have potentially dilutive shares and accordingly, diluted earnings per share is equal to basic earnings per share.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

29 Contingent liabilities and commitments

The Group has the following contingent liabilities and commitments outstanding at 31 December:

	2025 AED'000	2024 AED'000
Letters of guarantee	717,994	446,009

The guarantees were issued in the normal course of business.

Guarantees amounting to AED 1,427 thousand (2024: AED 1,427 thousand) are in the name of related parties but assigned for the benefit of the Group (note 11).

30 Segment information

IFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The operations of the Group are limited to one segment viz. artificial intelligence, machine learning, data analytics and hosting. The products and services being sold under this segment are of similar nature.

The Group's chief operating decision maker reviews the internal management reports prepared based on aggregation of financial information for all entities in the Group (adjusted for intercompany eliminations, adjustments etc.) on a periodic basis, for the purpose of allocation of resources and evaluation of performance. Accordingly, management has identified the above segment as the only operating segment for the Group.

31 Financial instruments

Material accounting policy information

Details of the material accounting policy information and methods adopted including the criteria for recognition for the basis of measurement in respect of each class of financial assets and financial liabilities are disclosed in note 3 to the consolidated financial statements.

All financial assets and liabilities are carried at amortised cost and management consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

Capital risk management

The Group manages its capital to ensure it is able to continue as a going concern while maximising the return on equity. The Group do not have a formalised optimal target capital structure or target ratios in connection with its capital risk management objectives.

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

31 Financial instruments (continued)

Financial risk management objectives

The Group's finance department monitors and manages the financial risks relating to the operations of the Group. These risks include credit risk and liquidity risk. The Group do not enter into or trade in derivative financial instruments for speculative or risk management purposes. The main risk arising from the Group's financial instruments are liquidity risk, market risk and credit risk.

Foreign currency risk management

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group do not have a significant exposure to currency risk as majority of its monetary assets and liabilities are denominated in USD or AED which is pegged to USD.

Market risk management

Market risk is the risk that changes in market prices, such as foreign exchange rates will affect the Group's income or the value of its holdings of financial instruments.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As at 31 December 2025 and 2024, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise credit risk, the management develops and maintains the Group's credit risk gradings to categorise exposures according to their degree of risk of default. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

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

	Notes	External credit ratings	Internal credit ratings	12 month or lifetime ECL	Gross carrying amount AED'000	Loss allowance AED'000	Net carrying amount AED'000
31 December 2025							
Trade receivables	9	N/A	(i)	Lifetime ECL	810,055	(16,937)	793,118
Refundable deposits	9	N/A	(i)	Lifetime ECL	696	-	696
Other receivables	9	N/A	(i)	Lifetime ECL	1,470	-	1,470
Contract assets	10	N/A	(i)	Lifetime ECL	1,751,084	(3,067)	1,748,017
Due from related parties	11	N/A	(i)	Lifetime ECL	201,926	-	201,926
Bank balances	12	AA-	N/A	12 months ECL	2,170,449	-	2,170,449

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

31 Financial instruments (continued)

Credit risk management (continued)

	Notes	External credit ratings	Internal credit ratings	12 month or lifetime ECL	Gross carrying amount AED'000	Loss allowance AED'000	Net carrying amount AED'000
31 December 2024							
Trade receivables	9	N/A	(i)	Lifetime ECL	650,776	(15,781)	634,995
Retention receivable	9	N/A	(i)	Lifetime ECL	7,371	-	7,371
Refundable deposits	9	N/A	(i)	Lifetime ECL	515	-	515
Contract assets	10	N/A	(i)	Lifetime ECL	1,164,043	(3,067)	1,160,976
Due from related parties	11	N/A	(i)	Lifetime ECL	33,111	-	33,111
Bank balances	12	AA-	N/A	12 months ECL	1,939,948	-	1,939,948

- (i) For trade receivables, refundable deposits, contract assets and due from related parties, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determine the expected credit losses on these items by using a loss rate, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

Below is the information about the credit risk exposure on the Group's trade receivables:

	Days past due				Total AED'000
	Up to 30 days AED'000	31-60 days AED'000	61-90 days AED'000	Over 90 days AED'000	
31 December 2025					
Estimated total gross carrying amount at default	363,879	170,622	17,219	258,335	810,055
Expected credit losses	-	-	-	(16,937)	(16,937)
	363,879	170,622	17,219	241,398	793,118
	Days past due				Total AED'000
	Up to 30 days AED'000	31-60 days AED'000	61-90 days AED'000	Over 90 days AED'000	
31 December 2024					
Estimated total gross carrying amount at default	341,292	2,987	3,848	302,649	650,776
Expected credit losses	-	-	-	(15,781)	(15,781)
	341,292	2,987	3,848	286,868	634,995

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

31 Financial instruments (continued)

Credit risk management (continued)

Concentration of credit risk arise when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentration of credit risk indicates the relative sensitivity of the Group's performance to developments affecting a particular industry or geographic location. Its 1 largest customer accounts for 41% of outstanding trade receivables at 31 December 2025 (2024: 99%). Management believes that the concentration of credit risk is mitigated by high credit rating and financial stability of its trade customers.

Liquidity risk management

Liquidity risk is the risk that the Group will be unable to meet its funding requirements. The ultimate responsibility for liquidity risk management rests with the Management, who has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The contractual maturities of the financial instruments, determined based on the remaining period at the end of the reporting period to the contractual maturity date, are as follows:

	Current less than 1 year AED'000	Non-current greater than 1 year AED'000
31 December 2025		
Trade and other payables (excluding provisions) (note 16)	1,211,522	-
Lease liabilities (note 15)	8,596	5,184
Due to related parties (note 11)	335,032	-
	<u>1,556,447</u>	<u>5,184</u>
	Current less than 1 year AED'000	Non-current greater than 1 year AED'000
31 December 2024		
Trade and other payables (excluding provisions) (note 16)	672,268	-
Lease liabilities (note 15)	20,157	12,573
Due to related parties (note 11)	341,909	-
	<u>1,034,334</u>	<u>12,573</u>

**Notes to the consolidated financial statements
for the year ended 31 December 2025 (continued)**

31 Financial instruments (continued)

Fair value of financial assets and liabilities

The fair values of financial assets and liabilities approximate their carrying amounts as stated in the consolidated statement of financial position except investments in FVTPL which are stated at fair value.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) 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 (i.e., as prices) or indirectly (i.e., derived from prices);
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable input)

	Level 1	Level 2	Level 3	Total
	AED'000	AED'000	AED'000	AED'000
31 December 2025				
Investments at FVTPL	-	-	6,427	6,427
	=====	=====	=====	=====
31 December 2024				
Investments at FVTPL	-	-	-	-
	=====	=====	=====	=====

At the reporting date, the Group obtained a net asset value (NAV) confirmation from the fund, an independent third party, in respect of the underlying investments held by the fund.

Fair value is determined using a market-based valuation approach, with reference to the most recent Series A, B and C funding rounds of the underlying portfolio companies. The valuation incorporates adjustments, where appropriate, for differences in rights and preferences between share classes, changes in performance and market conditions, and the lack of marketability and liquidity of the investments. Given the recent nature of the initial investment, and based on the independent NAV information received, the fair value at the reporting date does not differ materially from the initial investment amount. Due to the absence of redemption rights and an active market for the fund interest, the valuation incorporates significant judgement and is classified within Level 3 of the fair value hierarchy.

32 Authorisation of the consolidated financial statements

These consolidated financial statements were approved by management and authorised for issue on 11 February 2026.