

**AGILITY PUBLIC WAREHOUSING COMPANY
K.S.C. AND SUBSIDIARIES**

**INTERIM CONDENSED CONSOLIDATED
FINANCIAL INFORMATION**

**PERIOD ENDED 30 SEPTEMBER 2012
(UNAUDITED)**



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REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF AGILITY PUBLIC WAREHOUSING COMPANY K.S.C.

Introduction

We have reviewed the accompanying interim condensed consolidated statement of financial position of Agility Public Warehousing Company K.S.C. (the "Parent Company") and its subsidiaries (collectively the "Group") as at 30 September 2012 and the related interim condensed consolidated statements of income and comprehensive income for the three months and nine months periods then ended and the interim condensed consolidated statements of cash flows and changes in equity for the nine months period then ended. The management of the Parent Company is responsible for the preparation and presentation of this interim condensed consolidated financial information in accordance with International Accounting Standard IAS 34: Interim Financial Reporting ("IAS 34"). Our responsibility is to express a conclusion on this interim condensed consolidated financial information based on our review.

Scope of Review

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

Basis for Qualified Conclusion

As further discussed in Note 12(c) to the interim condensed consolidated financial information, during the year ended 31 December 2006, a performance guarantee amounting to KD 10.1 million was called by a counterparty in relation to non performance of obligations under a contract operated by a subsidiary of the Parent Company and encashed during the year ended 31 December 2007. The amount was not expensed in the consolidated financial statements in respect of the year ended 31 December 2006, which in our opinion, is not in accordance with International Financial Reporting Standards. We have qualified our audit opinions and review conclusions in this regard on the consolidated financial statements since 31 December 2006. In 2009, the expert department of the Ministry of Justice issued a report on this matter which stated that the verdict should be issued in favour of the subsidiary in respect of most of the issues arising from the case. Pending final court ruling on this matter, in our opinion, other current assets should be decreased by KD 10.1 million and retained earnings attributable to the equity holders of the Parent Company should be decreased by KD 6.1 million and non-controlling interests should be decreased by KD 4.0 million.

Qualified Conclusion

Based on our review, except for the effect of the matter described in the preceding paragraph, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial information is not prepared, in all material respects, in accordance with IAS 34.

REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF AGILITY PUBLIC WAREHOUSING COMPANY K.S.C. (continued)**Emphasis of Matter**

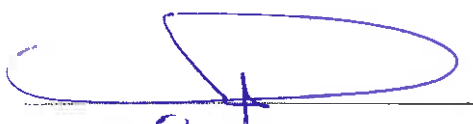
We draw attention to:

- (i) Note 2 to the interim condensed consolidated financial information which describes that the Parent Company was indicted by a federal grand jury in the United States of America ("US") on multiple counts of False Claims Act Violations. Furthermore, the United States Department of Justice also joined a civil qui tam lawsuit against the Parent Company under the False Claims Act. The Department of Justice is claiming substantial damages for alleged violations in both the criminal and civil proceedings. The Group Companies (including the Parent Company) are suspended from bidding for new contracts with the US Government pending the outcome of the cases. The Group is also engaged in settlement discussions with the US Department of Justice. The ultimate outcome of these matters cannot presently be determined, and therefore no provision has been made in the interim condensed consolidated financial information; and
- (ii) Notes 12(a) and 12(b) to the interim condensed consolidated financial information which describe the contingencies relating to the investigation into the freight forwarding business and termination of lease agreements.

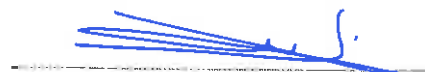
Our conclusion is not further qualified in respect of the matters set out above.

Report on Other Legal and Regulatory Requirements

Furthermore, based on our review, the interim condensed consolidated financial information is in agreement with the books of the Parent Company. We further report that, to the best of our knowledge and belief, we have not become aware of any violations of the Commercial Companies Law of 1960, as amended, or of the articles of association of the Parent Company during the nine month period ended 30 September 2012 that might have had a material effect on the business of the Parent Company or on its financial position.



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LICENCE NO. 68 A
OF ERNST & YOUNG



NAYEF M. AL-BAZIE
LICENCE NO. 91 A
RSM Albazie & Co.

13 November 2012

Kuwait

Agility Public Warehousing Company K.S.C. and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2012 (Unaudited)

		30 September 2012	(Audited) 31 December 2011	30 September 2011
	Notes	KD 000's	KD 000's	KD 000's
ASSETS				
Non-current assets				
Property, plant and equipment		192,822	202,031	203,667
Projects in progress		23,883	21,098	25,195
Investment properties	4	218,635	218,114	217,614
Intangible assets		31,437	8,820	8,908
Goodwill		255,336	241,833	241,838
Financial assets at fair value through profit or loss	5	103,681	100,701	209
Financial assets available for sale		37,646	31,995	129,925
Other non-current assets		28,953	43,879	80,083
Loan to an associate	5	28,086	27,837	-
Total non-current assets		920,479	896,308	907,439
Current assets				
Inventories		13,557	10,661	14,248
Trade receivables		291,360	279,284	286,973
Other current assets		94,815	94,027	87,882
Bank balances and cash	6	135,415	119,695	129,088
Total current assets		535,147	503,667	518,191
TOTAL ASSETS		1,455,626	1,399,975	1,425,630
EQUITY AND LIABILITIES				
EQUITY				
Share capital		104,684	104,684	104,684
Share premium		152,650	152,650	152,650
Statutory reserve		52,342	52,342	52,342
Treasury shares	7	(45,038)	(41,741)	(41,741)
Treasury shares reserve		44,366	44,366	44,366
Foreign currency translation reserve		(17,120)	(20,623)	(27,236)
Hedging reserve		(17,029)	(16,926)	(16,570)
Investment revaluation reserve		(202)	15	5,577
Retained earnings		611,840	617,006	613,547
Equity attributable to equity holders of the Parent Company		886,493	891,773	887,619
Non controlling interests		19,565	7,319	6,509
Total equity		906,058	899,092	894,128
LIABILITIES				
Non-current liabilities				
Interest bearing loans	8	27,145	24,484	40,524
Provision for employees' end of service benefits		19,351	18,074	17,995
Other non-current liabilities		32,289	35,078	36,804
Total non-current liabilities		78,785	77,636	95,323
Current liabilities				
Trade and other payables		405,138	377,379	375,819
Interest bearing loans	8	56,070	38,339	52,500
Dividends payable		9,575	7,529	7,860
Total current liabilities		470,783	423,247	436,179
Total liabilities		549,568	500,883	531,502
TOTAL EQUITY AND LIABILITIES		1,455,626	1,399,975	1,425,630

Tarek Abdul Aziz Sultan
Chairman and Managing Director

The attached notes 1 to 15 form part of this interim condensed consolidated financial information.

Agility Public Warehousing Company K.S.C. and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF INCOME

For the period ended 30 September 2012 (Unaudited)

	<i>Notes</i>	<i>Three months ended 30 September</i>		<i>Nine months ended 30 September</i>	
		<i>2012 KD 000's</i>	<i>2011 KD 000's</i>	<i>2012 KD 000's</i>	<i>2011 KD 000's</i>
Revenues					
Logistics and freight forwarding revenues		329,643	302,403	946,105	899,450
Rental revenues		9,639	8,055	24,932	23,418
Other services		24,159	19,328	63,038	56,007
Total revenues		363,441	329,786	1,034,075	978,875
Cost of revenues		(270,797)	(238,268)	(761,941)	(707,296)
Net revenues		92,644	91,518	272,134	271,579
General and administrative expenses		(24,729)	(28,489)	(85,109)	(77,251)
Salaries and employee benefits		(46,827)	(51,332)	(139,771)	(154,566)
Unrealised (loss) gain on financial assets at fair value through profit or loss		(110)	-	2,259	-
Gain on disposal of investment in a subsidiary		-	-	-	8,204
Miscellaneous income		633	1,909	7,032	4,776
Impairment of financial assets available for sale		-	(10,768)	-	(10,768)
Profit before interest, taxation, depreciation, amortisation and Directors' remuneration (EBITDA)		21,611	2,838	56,545	41,974
Depreciation		(6,951)	(7,250)	(20,951)	(23,153)
Amortisation		(715)	(136)	(1,288)	(409)
Profit before interest, taxation and Directors' remuneration (EBIT)		13,945	(4,548)	34,306	18,412
Interest income		2,127	17,366	4,883	19,560
Finance costs		(2,364)	(1,710)	(4,945)	(5,588)
Profit before taxation and Directors' remuneration		13,708	11,108	34,244	32,384
Taxation	9	(2,372)	(1,644)	(5,255)	(4,986)
Directors' remuneration		(31)	(43)	(94)	(131)
PROFIT FOR THE PERIOD		11,305	9,421	28,895	27,267
Attributable to:					
Equity holders of the Parent Company		9,751	8,053	24,651	23,584
Non controlling interests		1,554	1,368	4,244	3,683
		11,305	9,421	28,895	27,267
BASIC AND DILUTED EARNINGS PER SHARE- attributable to equity holders of the Parent Company	10	9.81 fils	8.04 fils	24.72 fils	23.47 fils

The attached notes 1 to 15 form part of this interim condensed consolidated financial information.

Agility Public Warehousing Company K.S.C. and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the period ended 30 September 2012 (Unaudited)

	<i>Three months ended 30 September</i>		<i>Nine months ended 30 September</i>	
	<i>2012 KD 000's</i>	<i>2011 KD 000's</i>	<i>2012 KD 000's</i>	<i>2011 KD 000's</i>
Profit for the period	11,305	9,421	28,895	27,267
Other comprehensive income:				
Financial assets available for sale:				
- Net changes in fair value of financial assets available for sale	(235)	(10,624)	(217)	(5,206)
- Impairment of financial assets available for sale transferred to consolidated statement of income	-	10,768	-	10,768
Foreign currency translation adjustments	5,806	(5,657)	3,469	(13,364)
Net (loss) gain on hedge of net investments (Note 8)	(19)	(107)	(103)	1,215
Other comprehensive income (loss)	5,552	(5,620)	3,149	(6,587)
Total comprehensive income for the period	16,857	3,801	32,044	20,680
Attributable to:				
Equity holders of the Parent Company	14,631	2,505	27,834	17,348
Non controlling interests	2,226	1,296	4,210	3,332
	16,857	3,801	32,044	20,680

The attached notes 1 to 15 form part of this interim condensed consolidated financial information.

Agility Public Warehousing Company K.S.C. and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the period ended 30 September 2012 (Unaudited)

		Nine months ended 30 September	
	Notes	2012 KD 000's	2011 KD 000's
OPERATING ACTIVITIES			
Profit before taxation and Directors' remuneration		34,244	32,384
Adjustments for:			
Provision for impairment of trade receivables		1,398	909
Provision for employees' end of service benefits		6,427	6,671
Foreign currency exchange (gain) loss		(1,329)	617
Depreciation		20,951	23,153
Amortisation		1,288	409
Impairment of financial assets available for sale		-	10,768
Interest income		(4,883)	(19,560)
Finance costs		4,945	5,588
Gain on disposal of investment in a subsidiary		-	(8,204)
Unrealised gain on financial assets at fair value through profit or loss		(2,259)	-
Miscellaneous income		(7,032)	(4,776)
Operating profit before changes in working capital		53,750	47,959
Inventories		(3,284)	(2,153)
Trade receivables		(3,415)	(4,629)
Other current assets		(5,799)	(4,094)
Trade and other payables		10,796	(4,108)
Cash from operations		52,048	32,975
Taxation paid		(5,817)	(2,693)
Director's remuneration paid		(160)	(160)
Payment made against share linked compensation and incentive plans		-	(20)
Employees' end of service benefits paid		(5,984)	(5,819)
Net cash from operating activities		40,087	24,283
INVESTING ACTIVITIES			
Net movement in financial assets available for sale		(250)	(2,087)
Additions to property, plant and equipment		(9,365)	(4,406)
Proceeds from disposal of property, plant and equipment		1,373	4,000
Loan to an associate		-	(13,807)
Additions to projects in progress		(6,250)	(4,915)
Additions to investment properties		(521)	(457)
Deferred consideration paid in respect of prior period acquisitions		(1,223)	(2,239)
Acquisition of a subsidiary, net of cash acquired	11	(14,308)	-
Net movement in other non-current assets		17,533	-
Disposal of a subsidiary, net of cash		-	(916)
Interest income received		5,141	3,666
Dividends received		1,379	713
Net movement in deposits with original maturities exceeding three months		18,270	49,591
Net cash from investing activities		11,779	29,143
FINANCING ACTIVITIES			
Purchase of treasury shares		(3,297)	(2,114)
Net movement in interest bearing loans		18,345	(30,410)
Finance cost paid		(4,366)	(5,673)
Dividends paid to equity holders of the Parent Company		(29,397)	(38,970)
Dividends paid to non controlling interests		-	(357)
Net cash used in financing activities		(18,715)	(77,524)
Net foreign exchange differences		839	(983)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		33,990	(25,081)
Cash and cash equivalents at 1 January		77,071	90,775
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER	6	111,061	65,694

The attached notes 1 to 15 form part of this interim condensed consolidated financial information.

Agility Public Warehousing Company K.S.C. and Subsidiaries

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the period ended 30 September 2012 (Unaudited)

	Attributable to equity holders of the Parent Company										Non controlling interests	Total equity
	Share capital KD 000's	Share premium KD 000's	Statutory reserve KD 000's	Treasury shares KD 000's	Foreign currency translation reserve KD 000's	Hedging reserve KD 000's	Investment revaluation reserve KD 000's	Retained earnings KD 000's	Sub total KD 000's	Sub total KD 000's		
As at 1 January 2012	104,684	152,650	52,342	(41,741)	(20,623)	(16,926)	15	617,006	891,773	891,773	7,319	899,092
Profit for the period	-	-	-	-	-	-	-	24,651	24,651	24,651	4,244	28,895
Other comprehensive income (loss)	-	-	-	-	3,503	(103)	(217)	-	3,183	3,183	(34)	3,149
Total comprehensive income (loss) for the period	-	-	-	-	3,503	(103)	(217)	24,651	27,834	27,834	4,210	32,044
Dividends (Note 13)	-	-	-	-	-	-	-	(29,817)	(29,817)	(29,817)	-	(29,817)
Purchase of treasury shares	-	-	-	(3,297)	-	-	-	-	(3,297)	(3,297)	-	(3,297)
Acquisition of a subsidiary (Note 11)	-	-	-	-	-	-	-	-	-	-	5,148	5,148
Issue of share capital by subsidiaries	-	-	-	-	-	-	-	-	-	-	2,888	2,888
As at 30 September 2012	104,684	152,650	52,342	(45,038)	(17,120)	(17,029)	(202)	611,840	886,493	886,493	19,565	906,058
As at 1 January 2011	104,684	152,650	52,342	(39,627)	(14,223)	(17,785)	15	630,054	912,476	912,476	9,391	921,867
Profit for the period	-	-	-	-	-	-	-	23,584	23,584	23,584	3,683	27,267
Other comprehensive (loss) income	-	-	-	-	(13,013)	1,215	5,562	-	(6,236)	(6,236)	(351)	(6,587)
Total comprehensive (loss) income for the period	-	-	-	-	(13,013)	1,215	5,562	23,584	17,348	17,348	3,332	20,680
Dividends (Note 13)	-	-	-	-	-	-	-	(40,091)	(40,091)	(40,091)	-	(40,091)
Purchase of treasury shares	-	-	-	(2,114)	-	-	-	-	(2,114)	(2,114)	-	(2,114)
Disposal of investment in a subsidiary	-	-	-	-	-	-	-	-	-	-	(5,857)	(5,857)
Dividends to non controlling interests	-	-	-	-	-	-	-	-	-	-	(357)	(357)
As at 30 September 2011	104,684	152,650	52,342	(41,741)	(27,236)	(16,570)	5,577	613,547	887,619	887,619	6,509	894,128

The attached notes 1 to 15 form part of this interim condensed consolidated financial information.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
INFORMATION

As at 30 September 2012 (Unaudited)

1 CORPORATE INFORMATION

Agility Public Warehousing Company K.S.C. (the "Parent Company") is a Kuwaiti shareholding company incorporated in 1979, and listed on Kuwait Stock Exchange and Dubai Stock Exchange. The address of the Parent Company's Head office is Sulaibia, beside Land Customs Clearing Area, P.O. Box 25418, Safat 13115, Kuwait. The Group operates under the brand name of "Agility".

The main objectives of the Parent Company are as follows:

- Construction, management and renting of all types of warehouses.
- Warehousing goods under customs' supervision inside and outside customs areas.
- Investing the surplus funds in investment portfolios.
- Participating in, acquiring or taking over companies of similar activities or those that would facilitate in achieving the Parent Company's objectives inside or outside Kuwait.
- All types of transportation, distribution, handling and customs clearance for goods.
- Customs consulting, customs automation, modernisation and decision support.

The interim condensed consolidated financial information was authorised for issue by the Parent Company's Board of Directors on 13 November 2012.

2 SUBSISTENCE PRIME VENDOR AND OTHER CONTRACTS - US INVESTIGATION

During the year ended 31 December 2007, the Parent Company was served with an administrative subpoena and, subsequently in March 2008 with a grand jury subpoena, by the US Government in connection with an investigation into certain aspects of the Subsistence Prime Vendor ("SPV") Contract which expired in December 2010. In addition, some employees of the Group were served with civil investigative demands. The Parent Company cooperated with this investigation and produced numerous records in response to this request.

In November 2009, the Parent Company was indicted by a federal grand jury in United States on multiple counts of False Claims Act violations. Furthermore, The United States Department of Justice also joined the civil qui tam lawsuit against the Parent Company under the US False Claims Act. The Department of Justice is claiming substantial damages for alleged violations in both the criminal and civil proceedings. The Parent Company pled not guilty to the indictment. Between February and June 2012, both the parties filed various motions and opposition briefs which are pending before the court for ruling. The Parent Company's filings included motions to dismiss the indictment on various grounds and a motion to transfer venue to another judicial district.

As a result of this indictment, the Group companies (including the Parent Company) are suspended from bidding for new contracts with the US Government pending the outcome of the cases. However, the suspension did not affect continued performance of the existing contracts.

While the Parent Company is rigorously defending its case, it is pursuing discussions with the US Government with a view to reaching a fair and reasonable settlement of the current legal cases. However, there is no guarantee that the parties can reach a mutually agreeable settlement.

In addition, the US Department of Justice is currently conducting an informal investigation regarding two cost reimbursable US Government contracts in order to ascertain whether reimbursement requests for certain costs incurred by the Parent Company were proper. Furthermore, in relation to one of such contracts, the Parent Company is appealing before the "Armed Services Board of Contracts, Appeals (ASBCA)" a decision made by the contracting officer demanding repayment of approximately KD 23 million from the Parent Company. During 2011, the US Government collected KD 4.7 million out of the above claim by offsetting payments due on the Group's other US Government contracts. The Parent Company, on 19 April 2011, also filed an affirmative claim for approximately KD 13 million owed by the US Government under the contract which was denied by the Contracting Officer on 15 December 2011.

The Parent Company filed an appeal before the ASBCA and decision on this appeal is currently pending. Due to inherent uncertainty surrounding these cases, no provision is recorded by the management in the interim condensed consolidated financial information. The Parent Company (after consulting the external legal counsel) is not able to comment on the likely outcome of the cases.

Agility Public Warehousing Company K.S.C. and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
INFORMATION

As at 30 September 2012 (Unaudited)

3 SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The interim condensed consolidated financial information has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting".

The interim condensed consolidated financial information does not contain all information and disclosures as required for full consolidated financial statements that are prepared in accordance with International Financial Reporting Standards ("IFRS"). In the opinion of management, all adjustments consisting of normal recurring accruals considered necessary for a fair presentation have been included. Operating results for the nine month period ended 30 September 2012 are not necessarily indicative of the results that may be expected for the financial year ending 31 December 2012. For more details please refer to the consolidated financial statements for the year ended 31 December 2011.

The interim condensed consolidated financial information is presented in Kuwaiti Dinars ("KD") and all values are rounded to the nearest KD thousand except when otherwise indicated.

Changes in accounting policy and disclosures

The accounting policies used in the preparation of the interim condensed consolidated financial information are consistent with those used in the preparation of the annual consolidated financial statements for the year ended 31 December 2011, except for the adoption of the following amended International Accounting Standards Board ("IASB") Standards during the period:

IAS 12: Income Taxes – Recovery of Underlying Assets (Amendment) (effective 1 January 2012)

The amendment clarified the determination of deferred tax on investment property measured at fair value. The amendment introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in IAS 40: Investment Property should be determined on the basis that its carrying amount will be recovered through sale. Furthermore, it introduces the requirement that deferred tax on non-depreciable assets that are measured using the revaluation model in IAS 16: Property, Plant and Equipment always be measured on a sale basis of the asset.

IFRS 3: Business Combinations (Amendment) (effective 1 July 2011)

The measurement options available for non-controlling interest have been amended. Only components of non controlling interest that constitute a present ownership interest that entitles their holder to a proportionate share of the entity's net assets in the event of liquidation shall be measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components are to be measured at their acquisition date fair value.

IFRS 7: Financial Instruments: Disclosures — Enhanced Derecognition Disclosure Requirements (Amendment) (effective 1 July 2011)

The amendment requires additional disclosure about financial assets that have been transferred but not derecognised to enable the user of the Group's consolidated financial statements to understand the relationship with those assets that have not been derecognised and their associated liabilities. In addition, the amendment requires disclosures about continuing involvement in derecognised assets to enable the user to evaluate the nature of, and risks associated with, the entity's continuing involvement in those derecognised assets.

The adoption of the above mentioned amendments did not have any material impact on the financial position or performance of the Group.

The Group has not early adopted any IASB standards, International Financial Reporting Interpretations Committee ("IFRIC") interpretations or amendments that have been issued but not yet effective.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
INFORMATION

As at 30 September 2012 (Unaudited)

4 INVESTMENT PROPERTIES

Investment properties are stated at fair value, which has been determined based on valuations performed by accredited independent appraisers, at the end of each financial year. The discounted future cash flow method or property market value method were used considering the nature and usage of the property.

Lease periods range from five to twenty years and are renewable. All investment properties are located in Kuwait.

Included in investment properties is a property with a carrying value of KD 8,823 thousand (including revaluation gains of KD 665 thousand recorded in previous periods). This property is subject to ongoing litigation arising from a claim filed by and against the Parent Company with respect to certain lease contracts, which have been cancelled by the counterparty during the year ended 31 December 2006 [Note 12 (b)].

5 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	<i>30 September 2012 KD 000's</i>	<i>(Audited) 31 December 2011 KD 000's</i>	<i>30 September 2011 KD 000's</i>
Investment in an associate – outside Kuwait	81,264	80,542	-
Quoted equity securities:			
- In Kuwait	209	209	209
- Outside Kuwait	22,208	19,950	-
	<u>103,681</u>	<u>100,701</u>	<u>209</u>

During the year ended 31 December 2011, the Group (through its wholly owned subsidiary, a Venture Capital Organisation) jointly with France Telecom acquired 44% equity interest in Korek Telecom L.L.C. ("Korek Telecom"), a limited liability company incorporated in Iraq, via a joint company owned 54% by the Group and 46% by France Telecom. As a result, the Group owns 23.7% indirect interest in Korek Telecom. The Group contributed US\$ 286 million by converting its convertible debt and a portion of accrued interest on this convertible debt in Korek Telecom to equity.

The investment in Korek Telecom has been classified as an investment in an associate as the Group exercises significant influence over financial and operating policies of Korek Telecom. As this associate is held as part of Venture Capital Organization's investment portfolio, it is carried in the consolidated statement of financial position at fair value. This treatment is permitted by IAS 28 "Investment in Associates" which requires investments held by Venture Capital Organisations to be excluded from its scope where those investments are designated, upon initial recognition, at fair value through profit and loss and accounted for in accordance with IAS 39, with changes in fair value recognised in the consolidated statement of income in the period of change.

As at 30 September 2012, interest bearing loan provided by the Group to Korek Telecom amounts to KD 28,086 thousand (31 December 2011: KD 27,837 thousand and 30 September 2011: KD Nil) (Note 14).

Agility Public Warehousing Company K.S.C. and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

As at 30 September 2012 (Unaudited)

6 BANK BALANCES AND CASH

	<i>30 September 2012 KD 000's</i>	<i>(Audited) 31 December 2011 KD 000's</i>	<i>30 September 2011 KD 000's</i>
Cash at banks and in hand	48,289	45,207	33,217
Short term deposits	62,772	31,864	32,477
Cash and cash equivalents	111,061	77,071	65,694
Deposits with original maturities exceeding three months	24,354	42,624	63,394
	135,415	119,695	129,088

Included in bank balances and cash are balances amounting to KD 73,553 thousand (31 December 2011: KD 65,641 thousand and 30 September 2011: KD 84,282 thousand) held by banks in Kuwait whereas the balance of KD 61,862 thousand (31 December 2011: KD 54,054 thousand and 30 September 2011: KD 44,806 thousand) are held by foreign banks situated outside Kuwait.

Short term deposits (with original maturities up to three months) are placed for varying periods of one day to three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short term deposit rates. Term deposits (deposits with original maturities exceeding three months) earn interest ranging from 1.5% to 2.5% per annum (31 December 2011: 2% to 2.6% per annum and 30 September 2011: 2% to 2.625% per annum).

7 TREASURY SHARES

	<i>30 September 2012</i>	<i>(Audited) 31 December 2011</i>	<i>30 September 2011</i>
Number of treasury shares	52,938,640	45,068,640	45,068,640
Percentage of issued shares	5.06%	4.31%	4.31%
Market value in KD 000's	27,528	16,450	13,971

Agility Public Warehousing Company K.S.C. and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

As at 30 September 2012 (Unaudited)

8 INTEREST BEARING LOANS

	30 September 2012 KD 000's	(Audited) 31 December 2011 KD 000's	30 September 2011 KD 000's
Committed Term Loan obtained from a foreign bank in April 2008 which was fully repaid during the period.	-	11,130	16,518
Committed Term Loan obtained from a local bank and is repayable in annual instalments commencing from December 2011.	15,167	15,026	22,299
Uncommitted revolving facility obtained from local bank in June 2012.	27,000	-	-
Interest bearing loans which were fully repaid during the year ended 31 December 2011.	-	-	14,331
Other loans	41,048	36,667	39,876
	<u>83,215</u>	<u>62,823</u>	<u>93,024</u>

Committed facility

A committed borrowing facility is one in which the lender is legally obliged to provide the funds subject to the Group complying with the terms of the loan facility agreement. A commitment fee will be usually charged to the Group on any undrawn part of the facility.

Uncommitted facility

An uncommitted borrowing facility is one in which the lender is not legally obliged to provide the funds and the facility is therefore repayable on demand.

Floating interest rate loans amounting to KD 62,296 thousand (31 December 2011: KD 48,539 thousand and 30 September 2011: KD 85,328 thousand) carry margin ranging from 1% to 3% per annum (31 December 2011: 1% to 3% per annum and 30 September 2011: 1.69% to 2.75% per annum) over the benchmark rates.

The following table shows the current and non-current portions of the Group's loan obligations:

	Current portion KD 000's	Non-current portion KD 000's	Total KD 000's
Balance at 30 September 2012	<u>56,070</u>	<u>27,145</u>	<u>83,215</u>
Balance at 31 December 2011 (Audited)	<u>38,339</u>	<u>24,484</u>	<u>62,823</u>
Balance at 30 September 2011	<u>52,500</u>	<u>40,524</u>	<u>93,024</u>

Included in interest bearing loans are loans amounting to KD 20,833 thousand (31 December 2011: KD 11,131 thousand and 30 September 2011: KD 11,909 thousand) which are held by subsidiaries in the Group. Trade receivables and certain other assets of the respective subsidiaries are pledged as collateral against these loans.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
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As at 30 September 2012 (Unaudited)

8 INTEREST BEARING LOANS (continued)

Included in interest bearing loans is an amount of KD 1,000 thousand (31 December 2011: KD 2,500 thousand and 30 September 2011: KD 3,000 thousand) in a subsidiary, Global Clearing House Systems K.S.C. (Closed) on a non-recourse basis. The Parent Company is only liable for losses equal to the contributed share capital of the subsidiary amounting to KD 3,030 thousand at the reporting date. Certain assets of the subsidiary amounting to KD 33,851 thousand (31 December 2011: KD 30,706 thousand and 30 September 2011: KD 29,573 thousand) have been pledged as collateral against this loan.

Hedge of net investments in foreign operations

Included in interest bearing loans at 30 September 2012 are loans denominated in US\$ (hedging instrument) of US\$ 54,000 thousand (31 December 2011: US\$ 94,000 thousand and 30 September 2011: US\$ 141,000 thousand), which have been designated as a hedge of the net investments in the overseas subsidiaries (with functional currency US\$) and are being used to hedge the Group's exposure to foreign exchange risk on these investments. Gains or losses on the translation of interest bearing loans are transferred to other comprehensive income to offset any gains or losses on translation of the net investments in these subsidiaries. Foreign exchange loss arising on translation of the hedging instruments amounting KD 103 thousand (30 September 2011: foreign exchange gain of KD 1,215 thousand) were taken directly to other comprehensive income (Hedging reserve).

9 TAXATION

	<i>Three months ended</i> <i>30 September</i>		<i>Nine months ended</i> <i>30 September</i>	
	2012	2011	2012	2011
	KD 000's	KD 000's	KD 000's	KD 000's
National labour support tax (NLST)	(281)	(211)	(671)	(617)
Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS)	(112)	(85)	(268)	(248)
Zakat	(112)	(85)	(267)	(248)
Taxation on overseas subsidiaries	(1,867)	(1,263)	(4,049)	(3,873)
	(2,372)	(1,644)	(5,255)	(4,986)

Agility Public Warehousing Company K.S.C. and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
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As at 30 September 2012 (Unaudited)

10 BASIC AND DILUTED EARNINGS PER SHARE

Basic and diluted earnings per share amounts are calculated by dividing profit for the period attributable to equity holders of the Parent Company by the weighted average number of shares outstanding during the period as follows:

	<i>Three months ended 30 September</i>		<i>Nine months ended 30 September</i>	
	<i>2012</i>	<i>2011</i>	<i>2012</i>	<i>2011</i>
	<i>KD</i>	<i>KD</i>	<i>KD</i>	<i>KD</i>
	<i>000's</i>	<i>000's</i>	<i>000's</i>	<i>000's</i>
Profit for the period attributable to equity holders of the Parent Company	<u>9,751</u>	<u>8,053</u>	<u>24,651</u>	<u>23,584</u>
	<i>Shares</i>	<i>Shares</i>	<i>Shares</i>	<i>Shares</i>
Weighted average number of paid up shares	1,046,836,709	1,046,836,709	1,046,836,709	1,046,836,709
Weighted average number of treasury shares	<u>(52,938,640)</u>	<u>(45,068,640)</u>	<u>(49,654,516)</u>	<u>(42,130,838)</u>
Weighted average number of outstanding shares	<u>993,898,069</u>	<u>1,001,768,069</u>	<u>997,182,193</u>	<u>1,004,705,871</u>
Basic and diluted earnings per share – attributable to equity holders of the Parent Company	<u>9.81 fils</u>	<u>8.04 fils</u>	<u>24.72 fils</u>	<u>23.47 fils</u>

Agility Public Warehousing Company K.S.C. and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

As at 30 September 2012 (Unaudited)

11 BUSINESS COMBINATION

Effective 4 June 2012, the Group acquired a 64.78% effective equity interest in United Projects Company for Aviation Services K.S.C. (Closed) ("UPAC") for a consideration of KD 26,088 thousand. Furthermore, in compliance with Capital Market Authority of Kuwait ("CMA") regulations, the Group also extended the same offer to the remaining shareholders of UPAC as a result of which the Group acquired an additional effective equity interest of 27.85% in UPAC for a consideration of KD 11,187 thousand, which was settled subsequent to the reporting date. The Group owns 92.63% effective equity interest in UPAC as of 30 September 2012.

Following the acquisition, UPAC became a subsidiary of the Group and has been consolidated from the date of exercise of control.

	<i>KD 000's</i>
Assets	
Property, plant and equipment	551
Intangible assets	23,905
Financial assets available for sale	4,882
Other assets	1,686
Bank balances and cash	11,780
	42,804
Liabilities	
Interest bearing loans	1,550
Trade and other payables	6,280
	7,830
Non controlling interests in acquiree	2,776
	10,606
Net assets acquired	32,198
Consideration	37,275
Non controlling interests in acquiree	2,372
	39,647
Provisional goodwill	7,449
Consideration paid	(26,088)
Cash and cash equivalents in subsidiary acquired	11,780
Cash outflow on acquisition	(14,308)

The abovementioned subsidiary has been consolidated based on the provisional values assigned to the identifiable assets and liabilities as on the acquisition date, since the management is in the process of determining the fair values of assets acquired and liabilities assumed.

From the date of acquisition, UPAC contributed KD 1,506 thousand to the profit of the Group.

Agility Public Warehousing Company K.S.C. and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

As at 30 September 2012 (Unaudited)

12 LIABILITIES AND CAPITAL COMMITMENTS

The Group has contingent liabilities and capital commitments at the reporting date as follows:

	30 September 2012 KD 000's	(Audited) 31 December 2011 KD 000's	30 September 2011 KD 000's
Letters of guarantee	91,581	108,132	95,323
Operating lease commitments	33,391	36,317	36,036
Capital commitments	4,859	6,568	7,355
	<u>129,831</u>	<u>151,017</u>	<u>138,714</u>

Included in letters of guarantee are bank guarantees for KD 31,405 thousand (31 December 2011: KD 31,405 thousand and 30 September 2011: KD 31,405 thousand), provided by a bank on behalf of the subsidiary, Global Clearing House Systems K.S.C. (Closed), to the General Administration of Customs in the State of Kuwait. These guarantees are issued by the bank on a non-recourse basis to the Group. The Parent Company is only liable for losses equal to the contributed share capital of the subsidiary amounting to KD 3,030 thousand.

Legal claims

(a) Freight forwarding business - investigation

In October 2007, certain subsidiaries (involved in the freight forwarding business) in the Group along with other major players in the freight forwarding industry received requests for information from the competition authorities of the EU, the United States and other jurisdictions in connection with an industry-wide investigation into the setting of surcharges and fees. These subsidiaries are fully cooperating with the respective authorities.

In July 2009, a subsidiary was named as a defendant in a class action lawsuit filed in the Eastern District of New York, along with a number of other freight forwarding companies, regarding surcharges and fees for services. In November 2009, the defendants filed motions to dismiss the claims that are currently pending before the court. On 13 August 2012, the court granted in part and denied in part the defendants' motions to dismiss and dismissed all but one of the claims asserted in the complaint. The court also granted the plaintiffs' leave to file an amended complaint. The ultimate outcome of this litigation is uncertain at this time.

On 26 November 2009 the Italian Competition Authority (ICA) opened an investigation into the activities of some 20 freight forwarding companies including Agility's subsidiary in Italy. The ICA issued its final decision on 15 June 2011, imposing a total fine of KD 55 thousand (Euro 139 thousand) on Agility. This decision is being appealed by other third parties before the court which is yet to pronounce its decision.

The Swiss Competition Authority's investigation into freight forwarding activities on certain Agility's subsidiaries commenced in July 2008. On 29 March 2012, Agility signed a settlement agreement in respect of some charges involving air freight forwarding. However, this settlement agreement is subject to the formal approval of the Swiss Competition Authority and the final decision over the level of the fine to be imposed upon these subsidiaries has not yet been taken by the Swiss Competition Authority.

In December 2011, the Competition Commission Singapore (CCS) opened an investigation in to the activities of the freight forwarding industry which included two of Agility's subsidiaries. No formal charges have been brought against the subsidiaries at this time.

As at 30 September 2012, due to inherent uncertainty surrounding these investigations, the Group's management (after consulting the external legal counsel) is not able to comment on the likely outcome of the investigations and in view of the difficulty in quantifying any additional potential liabilities in this regard, no provision is recorded in the accompanying interim condensed consolidated financial information.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
INFORMATION

As at 30 September 2012 (Unaudited)

12 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS (continued)

Legal claims (continued)

(a) Freight forwarding business – investigation (continued)

In February 2010, the European Commission issued a Statement of Objections ("SO") to the Parent Company and two of its subsidiaries. The SO alleged that certain infringements of EU competition law were committed by the subsidiaries. On 28 March 2012, the European Commission issued its final decision imposing a fine of KD 828 thousand (EUR 2,296 thousand) on Agility's UK subsidiary and a fine of KD 960 thousand (EUR 2,662 thousand) on Agility's Hong Kong subsidiary. These amounts were paid during the period.

(b) Lease agreements

On 27 November 2006, based on the recommendation by the Ministers' Council, the Minister of Commerce & Industry issued the Resolution No. 30/2006 to terminate three contracts between the Parent Company and the Public Authority of Industry (PAI) for leasing of land in Mina Abdulla Zone, Kuwait.

The Parent Company protested against this order through case No. 940/2006 "Administrative". In the Hearing held on 25 December 2006, the Court of first instance pronounced its ruling to repeal the aforesaid Resolution of the Minister of Commerce & Industry and its resultant impacts, which was also subsequently confirmed by the Court of appeal. The Ministry filed an appeal at the Supreme Court on which the Supreme Court issued a ruling on 4 May 2010, rejecting the Ministry's appeal and confirming the previous ruling in favour of the Parent Company.

However, the Government of Kuwait requested the Board of PAI to hold a meeting chaired by the Minister of Commerce & Industry, which issued another resolution No. 1/2007 to terminate the same contracts which were subject of the previous resolution. The Parent Company again protested against the above resolution through case No. 36/2007 at the Court of First Instance which ruled in favour of the parent company cancelling the aforesaid resolution of the PAI.

The PAI appealed against the above ruling at the Court of Appeal which pronounced its judgement in its favour on 20 February 2012 cancelling the ruling of Court of First Instance and confirming the termination of the three contracts. The Parent Company is currently appealing the above judgement in the Supreme Court. The Parent Company suspended recognising revenue on the aforementioned contracts since the inception of the case.

On 9 January 2007 the Ministry of Finance terminated the Al-Jahra Fish, Meat and Vegetables Market Project Contract with the Parent Company following the Resolution issued by the Council of Ministers No. 2/2007. The Parent Company appealed against this resolution through Case No. 200/2007 Administrative -3. The Court of First Instance cancelled the resolution No. 2/2007 issued by the Ministry of Finance.

In January 2008, the Court of Appeal ruled in favour of the Parent Company whereby Al-Jahra Fish, Meat and Vegetables Market Contract is to be given back to the Parent Company. As a result of the ruling the Parent Company resumed operations in the contract. The Court of Appeal also ruled out that the Parent Company be compensated for losses and expenses that arose as a result of this case. The Ministry of Finance filed an appeal at the Supreme Court which issued its ruling on 4 April 2012 in favour of the Parent Company.

(c) Guarantee encashment

A Resolution was issued by the General Administration of Customs for Kuwait ("GAC") to cash a portion, amounting to KD 10,092 thousand of the bank guarantee submitted by Global Clearing House Systems K.S.C. (Closed) (the "Company"), a subsidiary of the Parent Company, in favour of GAC. Pursuant to this resolution, GAC called the above guarantee during the year ended 31 December 2007. This Resolution is being appealed through case No. 224/2007 "Administrative - 7".

The Parent company (after consulting the external counsel) is of the opinion that the purported violations against which a portion of the bank guarantee provided was encashed, are not in accordance with the contract, and a verdict shall be issued in favour of the Company to return the encashed portion of the guarantee plus interest of 7%. In 2009, the Company obtained a report from the expert department of Ministry of Justice on this matter which was in favour of the Company in respect of most of the issues arising from the case. Accordingly, no expense is recorded in the statement of income.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

As at 30 September 2012 (Unaudited)

12 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS (continued)

Legal claims (continued)

(d) KGL Litigation

During the period, the Parent Company and certain of its subsidiaries were named as defendants in civil lawsuits filed by Kuwait and Gulf Link Transport Company ("KGL") and its affiliates in three separate jurisdictions in the United States for certain alleged defamation and interference with the KGL's contracts with the US Government by a former employee of the Parent Company. The Parent Company filed motions to dismiss the complaints and KGL also filed amended complaints. As a result, the court in one of the jurisdiction has granted the Parent Company's motion to dismiss the complaint. The ultimate outcome of the litigation in other jurisdictions is uncertain at this time.

In addition to the above, the Group is involved in various incidental claims and legal proceedings. The in-house legal counsel of the Group believes that these matters will not have a material adverse effect on the accompanying interim condensed consolidated financial information.

13 DIVIDEND

On 31 May 2012, the shareholders at the annual general assembly of the Parent Company, approved the consolidated financial statements for the year ended 31 December 2011 and approved a cash dividend of 30 fils per share (cash dividend of 40 fils per share in respect of the year ended 31 December 2010).

14 RELATED PARTY TRANSACTIONS

As per the International Accounting Standard (IAS) 24: Related Party Disclosures, related parties represent major shareholders, directors and key management personnel of the Group, and entities which they control or over which they exert significant influence. Pricing policies and terms of these transactions are approved by the Group's management.

Transactions and balances with related parties are as follows:

			Nine month ended 30 September		
	Major shareholders KD 000's	Other related parties KD 000's	2012 Total KD 000's	2011 Total KD 000's	
Interim condensed consolidated statement of income					
Revenues	-	790	790	-	
General and administrative expenses	(54)	(46)	(100)	-	
Interest income	-	2,446	2,446	575	
Finance costs	-	(600)	(600)	-	
			(Audited) 30 September 2012 Total KD 000's	31 December 2011 Total KD 000's	30 September 2011 Total KD 000's
Interim condensed consolidated statement of financial position					
Advance to a related party	-	5,000	5,000	5,000	5,000
Amounts due from related parties	-	121	121	440	20
Loan to an associate (Note 5)	-	28,086	28,086	27,837	-
Amounts due to related parties	54	21,069	21,123	23,057	23,264

Advance to a related party amounting to KD 5,000 thousand (31 December 2011: KD 5,000 thousand and 30 September 2011: KD 5,000 thousand) represents amount paid to acquire an investment.

Amounts due from related parties have arisen as a result of transactions made in the ordinary course of the business and are interest free.

Agility Public Warehousing Company K.S.C. and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

As at 30 September 2012 (Unaudited)

14 RELATED PARTY TRANSACTIONS (continued)

A portion of the amounts due to related parties carry an interest of 6.5% per annum (31 December 2011: 6.5% per annum and 30 September 2011: 6.5% per annum).

Compensation of key management personnel

	<i>Nine month ended 30 September</i>	
	<i>2012 KD 000's</i>	<i>2011 KD 000's</i>
Short-term benefits	1,107	1,163

15 OPERATING SEGMENT INFORMATION

For management reporting purposes, the Group is organised into business units based on their products and services produced and has two reportable operating segments as follows:

Logistics and Related Services:

The Logistics and Related Services segment provides a comprehensive logistics offering to its clients, including freight forwarding, transportation, contract logistics, project logistics and fairs and events logistics.

Infrastructure:

The Infrastructure segment provides other services which include industrial real-estate, airport and airplane ground handling and cleaning services, customs consulting, private equity and waste recycling.

Nine months ended 30 September 2012	<i>Logistics and related services KD 000's</i>	<i>Infrastructure KD 000's</i>	<i>Adjustments and eliminations KD 000's</i>	<i>Total KD 000's</i>
Revenues				
External customers	862,504	171,571	-	1,034,075
Inter-segment	3,121	3,419	(6,540)	-
Total revenues	865,625	174,990	(6,540)	1,034,075
Results				
Profit before interest, taxation, depreciation, amortisation and Directors' remuneration (EBITDA)	14,647	40,406	1,492	56,545
Depreciation				(20,951)
Amortisation				(1,288)
Profit before interest, taxation and Directors' remuneration (EBIT)				34,306
Interest income				4,883
Finance costs				(4,945)
Profit before taxation and Directors' Remuneration				34,244
Taxation and Directors' remuneration				(5,349)
Profit for the period				28,895

Agility Public Warehousing Company K.S.C. and Subsidiaries

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL
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As at 30 September 2012 (Unaudited)

15 OPERATING SEGMENT INFORMATION (continued)

Nine months ended 30 September 2011	<i>Logistics and related services KD 000's</i>	<i>Infrastructure KD 000's</i>	<i>Adjustments and eliminations KD 000's</i>	<i>Total KD 000's</i>
Revenues				
External customers	844,562	134,313	-	978,875
Inter-segment	15,909	4,848	(20,757)	-
Total revenues	860,471	139,161	(20,757)	978,875
Results				
Profit before interest, taxation, depreciation, amortisation and Directors' remuneration (EBITDA)	24,521	20,600	(3,147)	41,974
Depreciation				(23,153)
Amortisation				(409)
Profit before interest, taxation and Directors' remuneration (EBIT)				18,412
Interest income				19,560
Finance costs				(5,588)
Profit before taxation and Directors' Remuneration				32,384
Taxation and Directors' remuneration				(5,117)
Profit for the period				27,267

Included in the segment profit under "logistics and related services" above is an amount of KD Nil (30 September 2011: KD 8,204 thousand) which represents gain on disposal of a subsidiary.