

Air Arabia PJSC  
and its subsidiaries

Condensed consolidated interim  
financial information  
*for the six month period ended 30 June 2016*

# Air Arabia PJSC and its subsidiaries

## Condensed consolidated interim financial information

30 June 2016

| <b><i>Contents</i></b>                                                                         | <b><i>Page</i></b> |
|------------------------------------------------------------------------------------------------|--------------------|
| Independent auditors' report on review of condensed consolidated interim financial information | 1-2                |
| Condensed consolidated statement of financial position                                         | 3                  |
| Condensed consolidated statement of profit or loss                                             | 4                  |
| Condensed consolidated statement of comprehensive income                                       | 5                  |
| Condensed consolidated statement of changes in equity                                          | 6                  |
| Condensed consolidated statement of cash flows                                                 | 7                  |
| Notes to the condensed consolidated interim financial information                              | 8 - 17             |



KPMG Lower Gulf Limited  
Level 12, IT Plaza  
P.O.Box 341145  
Dubai Silicon Oasis, Dubai  
United Arab Emirates  
Tel. +971 (4) 356 9500  
Main Fax +971 (4) 326 3788  
Audit Fax +971 (4) 326 3773  
www.ae-kpmg.com

## **Independent Auditors' Report on Review of Condensed Consolidated Interim Financial Information**

The Board of Directors  
Air Arabia PJSC

### **Introduction**

We have reviewed the accompanying 30 June 2016 condensed consolidated interim financial information of Air Arabia PJSC ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprises:

- the condensed consolidated statement of financial position as at 30 June 2016;
- the condensed consolidated statement of profit or loss for the three month and six month periods ended 30 June 2016;
- the condensed consolidated statement of comprehensive income for the three month and six month periods ended 30 June 2016;
- the condensed consolidated statement of changes in equity for the six month period ended 30 June 2016;
- the condensed consolidated statement of cash flows for the six month period ended 30 June 2016; and
- notes to the condensed consolidated interim financial information.

Management is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with International Accounting Standard (IAS) 34, 'Interim Financial Reporting'. Our responsibility is to express a conclusion on this condensed consolidated interim 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.



**Air Arabia PJSC**  
Independent auditors' report  
30 June 2016

## **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the accompanying 30 June 2016 condensed consolidated interim financial information is not prepared, in all material respects, in accordance with IAS 34, *"Interim Financial Reporting"*.

KPMG Lower Gulf Limited  
Fawzi AbuRass  
Registration No.: 968  
Dubai, United Arab Emirates

Date **11 AUG 2016**

# Air Arabia PJSC and its subsidiaries

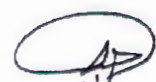
## Condensed consolidated statement of financial position as at 30 June 2016

|                                                  |             | 30 June<br>2016<br>(Unaudited)<br>AED'000 | 31 December<br>2015<br>(audited)<br>AED'000 |
|--------------------------------------------------|-------------|-------------------------------------------|---------------------------------------------|
|                                                  | <i>Note</i> |                                           |                                             |
| <b>Assets</b>                                    |             |                                           |                                             |
| <b>Non-current assets</b>                        |             |                                           |                                             |
| Property and equipment                           | 7           | 6,564,222                                 | 6,353,710                                   |
| Advances for new aircraft                        |             | 330,146                                   | 344,067                                     |
| Investment properties                            |             | 170,112                                   | 170,572                                     |
| Intangible assets                                |             | 1,296,965                                 | 1,296,209                                   |
| Deferred charges                                 |             | 31,906                                    | 33,078                                      |
| Investments                                      | 8           | 635,400                                   | 664,398                                     |
| Equity accounted investments                     |             | 50,573                                    | 58,818                                      |
| <b>Total non-current assets</b>                  |             | <b>9,079,324</b>                          | <b>8,920,852</b>                            |
| <b>Current assets</b>                            |             |                                           |                                             |
| Inventories                                      |             | 16,596                                    | 17,154                                      |
| Trade and other receivables                      | 11          | 545,884                                   | 528,641                                     |
| Other investments                                |             | 1,049,928                                 | 333,654                                     |
| Bank balances and cash                           | 9           | 921,527                                   | 1,598,559                                   |
| <b>Total current assets</b>                      |             | <b>2,533,935</b>                          | <b>2,478,008</b>                            |
| <b>Total assets</b>                              |             | <b>11,613,259</b>                         | <b>11,398,860</b>                           |
| <b>Liabilities and equity</b>                    |             |                                           |                                             |
| <b>Non-current liabilities</b>                   |             |                                           |                                             |
| Provision for staff terminal benefits            |             | 88,192                                    | 79,655                                      |
| Trade and other payables                         |             | 1,211,728                                 | 951,465                                     |
| Non-current portion of finance lease liabilities | 10          | 3,129,332                                 | 3,173,589                                   |
| <b>Total non-current liabilities</b>             |             | <b>4,429,252</b>                          | <b>4,204,709</b>                            |
| <b>Current liabilities</b>                       |             |                                           |                                             |
| Deferred income                                  |             | 375,152                                   | 268,354                                     |
| Short-term borrowings                            |             | 117,542                                   | -                                           |
| Trade and other payables                         | 11          | 1,292,846                                 | 1,605,305                                   |
| Current portion of finance lease liabilities     | 10          | 438,957                                   | 322,653                                     |
| <b>Total current liabilities</b>                 |             | <b>2,224,497</b>                          | <b>2,196,312</b>                            |
| <b>Total liabilities</b>                         |             | <b>6,653,749</b>                          | <b>6,401,021</b>                            |
| <b>Capital and reserves</b>                      |             |                                           |                                             |
| Share capital                                    |             | 4,666,700                                 | 4,666,700                                   |
| Statutory reserve                                |             | 370,827                                   | 370,827                                     |
| Other reserves                                   |             | (372,156)                                 | (518,268)                                   |
| Retained earnings                                |             | 260,067                                   | 442,555                                     |
| Equity attributable to owners of the Company     |             | 4,925,438                                 | 4,961,814                                   |
| Non-controlling interests                        |             | 34,072                                    | 36,025                                      |
| <b>Total equity</b>                              |             | <b>4,959,510</b>                          | <b>4,997,839</b>                            |
| <b>Total liabilities and equity</b>              |             | <b>11,613,259</b>                         | <b>11,398,860</b>                           |

The accompanying notes on pages 8 to 17 are an integral part of this condensed consolidated interim financial information.

This condensed consolidated interim financial information was approved by the Board of Directors and authorised for issue on

**11 AUG 2016**



Chairman



Chief Executive Officer



Director Finance

The independent auditors' report on review of condensed consolidated interim financial information is set out on pages 1 and 2.

# Air Arabia PJSC and its subsidiaries

## Condensed consolidated statement of profit or loss (unaudited) for the six month period ended 30 June 2016

|                                                  | <i>Note</i> | <b>Three month<br/>period ended 30 June</b> |                | <b>Six month<br/>period ended 30 June</b> |                |
|--------------------------------------------------|-------------|---------------------------------------------|----------------|-------------------------------------------|----------------|
|                                                  |             | <b>2016</b>                                 | <b>2015</b>    | <b>2016</b>                               | <b>2015</b>    |
|                                                  |             | <b>AED'000</b>                              | <b>AED'000</b> | <b>AED'000</b>                            | <b>AED'000</b> |
| <b>Revenue</b>                                   |             | <b>893,774</b>                              | 860,165        | <b>1,839,530</b>                          | 1,746,136      |
| Direct costs                                     |             | (731,369)                                   | (697,273)      | (1,480,074)                               | (1,430,266)    |
|                                                  |             | -----                                       | -----          | -----                                     | -----          |
| <b>Gross profit</b>                              |             | <b>162,405</b>                              | 162,892        | <b>359,456</b>                            | 315,870        |
| General and administrative expenses              |             | (45,752)                                    | (31,659)       | (95,377)                                  | (76,080)       |
| Selling and marketing expenses                   |             | (13,724)                                    | (13,671)       | (30,961)                                  | (30,999)       |
| Finance income                                   |             | 18,630                                      | 19,499         | 40,147                                    | 38,637         |
| Finance costs                                    |             | (20,873)                                    | (17,368)       | (41,487)                                  | (35,937)       |
| Share of loss on equity accounted<br>investments |             | (4,065)                                     | (4,287)        | (5,245)                                   | (3,917)        |
| Other income (net)                               |             | 34,438                                      | 36,167         | 18,829                                    | 29,340         |
|                                                  |             | -----                                       | -----          | -----                                     | -----          |
| <b>Profit for the period</b>                     |             | <b>131,059</b>                              | 151,573        | <b>245,362</b>                            | 236,914        |
|                                                  |             | =====                                       | =====          | =====                                     | =====          |
| <b>Profit attributable to:</b>                   |             |                                             |                |                                           |                |
| Owners of the Company                            |             | 126,415                                     | 146,245        | 237,515                                   | 224,377        |
| Non-controlling interests                        |             | 4,644                                       | 5,328          | 7,847                                     | 12,537         |
|                                                  |             | -----                                       | -----          | -----                                     | -----          |
|                                                  |             | <b>131,059</b>                              | 151,573        | <b>245,362</b>                            | 236,914        |
|                                                  |             | =====                                       | =====          | =====                                     | =====          |
| <b>Basic earnings per share (AED)</b>            | <i>12</i>   | <b>0.03</b>                                 | 0.03           | <b>0.05</b>                               | 0.05           |
|                                                  |             | =====                                       | =====          | =====                                     | =====          |

The accompanying notes on pages 8 to 17 are an integral part of this condensed consolidated interim financial information.

The independent auditors' report on review of condensed consolidated interim financial information is set out on pages 1 and 2.

# Air Arabia PJSC and its subsidiaries

## Condensed consolidated statement of comprehensive income (unaudited) for the six month period ended 30 June 2016

|                                                                                                        | <b>Three month</b>          |                | <b>Six month</b>            |                |
|--------------------------------------------------------------------------------------------------------|-----------------------------|----------------|-----------------------------|----------------|
|                                                                                                        | <b>period ended 30 June</b> |                | <b>period ended 30 June</b> |                |
|                                                                                                        | <b>2016</b>                 | <b>2015</b>    | <b>2016</b>                 | <b>2015</b>    |
|                                                                                                        | <b>AED'000</b>              | <b>AED'000</b> | <b>AED'000</b>              | <b>AED'000</b> |
| <b>Profit for the period</b>                                                                           | <b>131,059</b>              | <b>151,573</b> | <b>245,362</b>              | <b>236,914</b> |
| <b>Other comprehensive income:</b>                                                                     |                             |                |                             |                |
| <i>Items that will never be subsequently transferred to consolidated profit or loss:</i>               |                             |                |                             |                |
| Fair value movement of investments measured at fair value through other comprehensive income ("FVOCI") | (14,519)                    | -              | (28,998)                    | -              |
| <i>Items that are or may be reclassified subsequently to consolidated profit or loss:</i>              |                             |                |                             |                |
| <i>Fair value reserve (available-for-sale investments)</i>                                             |                             |                |                             |                |
| Net change in fair value                                                                               | -                           | 3,287          | -                           | 11,273         |
| <i>Cash flow hedge</i>                                                                                 |                             |                |                             |                |
| Effective portion of change in fair value                                                              | 164,704                     | 122,706        | 175,110                     | 86,975         |
| <i>Total other comprehensive income</i>                                                                | <b>150,185</b>              | <b>125,993</b> | <b>146,112</b>              | <b>98,248</b>  |
| <b>Total comprehensive income for the period</b>                                                       | <b>281,244</b>              | <b>277,566</b> | <b>391,474</b>              | <b>335,162</b> |
| <b>Total comprehensive income attributable to:</b>                                                     |                             |                |                             |                |
| Owners of the Company                                                                                  | 276,600                     | 272,238        | 383,627                     | 322,625        |
| Non-controlling interests                                                                              | 4,644                       | 5,328          | 7,847                       | 12,537         |
|                                                                                                        | <b>281,244</b>              | <b>277,566</b> | <b>391,474</b>              | <b>335,162</b> |

The accompanying notes on pages 8 to 17 are an integral part of this condensed consolidated interim financial information.

The independent auditors' report on review of condensed consolidated interim financial information is set out on pages 1 and 2.

# Air Arabia PJSC and its subsidiaries

## Condensed consolidated statement of changes in equity for the six month period ended 30 June 2016

|                                                              | Share<br>capital<br>AED'000 | Statutory<br>reserve<br>AED'000 | Other reserves                |                                  |                                             |                                       | Retained<br>earnings<br>AED'000 | Attributable to<br>owners of the<br>Company<br>AED'000 | Non-controlling<br>interests<br>AED'000 | Total<br>AED'000 |
|--------------------------------------------------------------|-----------------------------|---------------------------------|-------------------------------|----------------------------------|---------------------------------------------|---------------------------------------|---------------------------------|--------------------------------------------------------|-----------------------------------------|------------------|
|                                                              |                             |                                 | General<br>reserve<br>AED'000 | Fair value<br>reserve<br>AED'000 | Cumulative<br>change in<br>FVOCI<br>AED'000 | Cash flow hedge<br>Reserve<br>AED'000 |                                 |                                                        |                                         |                  |
| Balance at 1 January 2015 (audited)                          | 4,666,700                   | 319,702                         | 262,925                       | 48,590                           | -                                           | (692,977)                             | 449,585                         | 5,054,525                                              | 26,491                                  | 5,081,016        |
| <b>Total comprehensive income for the period</b>             |                             |                                 |                               |                                  |                                             |                                       |                                 |                                                        |                                         |                  |
| Profit for the period                                        | -                           | -                               | -                             | -                                | -                                           | -                                     | 224,377                         | 224,377                                                | 12,537                                  | 236,914          |
| Other comprehensive income                                   | -                           | -                               | -                             | 11,273                           | -                                           | 86,975                                | -                               | 98,248                                                 | -                                       | 98,248           |
| <b>Total comprehensive income</b>                            | -                           | -                               | -                             | 11,273                           | -                                           | 86,975                                | 224,377                         | 322,625                                                | 12,537                                  | 335,162          |
| <b>Transactions with owners, recorded directly in equity</b> |                             |                                 |                               |                                  |                                             |                                       |                                 |                                                        |                                         |                  |
| Dividend declared (refer note 17)                            | -                           | -                               | -                             | -                                | -                                           | -                                     | (420,003)                       | (420,003)                                              | (9,800)                                 | (429,803)        |
| Balance at 30 June 2015 (unaudited)                          | <u>4,666,700</u>            | <u>319,702</u>                  | <u>262,925</u>                | <u>59,863</u>                    | <u>-</u>                                    | <u>(606,002)</u>                      | <u>253,959</u>                  | <u>4,957,147</u>                                       | <u>29,228</u>                           | <u>4,986,375</u> |
| Balance at 1 January 2016 (audited)                          | 4,666,700                   | 370,827                         | 314,050                       | -                                | 32,845                                      | (865,163)                             | 442,555                         | 4,961,814                                              | 36,025                                  | 4,997,839        |
| <b>Total comprehensive income for the period</b>             |                             |                                 |                               |                                  |                                             |                                       |                                 |                                                        |                                         |                  |
| Profit for the period                                        | -                           | -                               | -                             | -                                | -                                           | -                                     | 237,515                         | 237,515                                                | 7,847                                   | 245,362          |
| Other comprehensive income / (loss)                          | -                           | -                               | -                             | -                                | (28,998)                                    | 175,110                               | -                               | 146,112                                                | -                                       | 146,112          |
| <b>Total comprehensive income</b>                            | -                           | -                               | -                             | -                                | (28,998)                                    | 175,110                               | 237,515                         | 383,627                                                | 7,847                                   | 391,474          |
| <b>Transactions with owners, recorded directly in equity</b> |                             |                                 |                               |                                  |                                             |                                       |                                 |                                                        |                                         |                  |
| Dividend declared (refer note 17)                            | -                           | -                               | -                             | -                                | -                                           | -                                     | (420,003)                       | (420,003)                                              | (9,800)                                 | (429,803)        |
| Balance at 30 June 2016 (unaudited)                          | <u>4,666,700</u>            | <u>370,827</u>                  | <u>314,050</u>                | <u>-</u>                         | <u>3,847</u>                                | <u>(690,053)</u>                      | <u>260,067</u>                  | <u>4,925,438</u>                                       | <u>34,072</u>                           | <u>4,959,510</u> |

The accompanying notes on pages 8 to 17 are an integral part of this condensed consolidated interim financial information.



# Air Arabia PJSC and its subsidiaries

## Condensed consolidated statement of cash flows (unaudited)

for the six month period ended 30 June 2016

|                                                              |      | Six month period ended 30 June<br>2016<br>(unaudited)<br>AED '000 | 2015<br>(unaudited)<br>AED '000 |
|--------------------------------------------------------------|------|-------------------------------------------------------------------|---------------------------------|
|                                                              | Note |                                                                   |                                 |
| <b>Operating activities</b>                                  |      |                                                                   |                                 |
| Profit for the period                                        |      | 245,362                                                           | 236,914                         |
| <i>Adjustments for:</i>                                      |      |                                                                   |                                 |
| Depreciation of property and equipment                       | 7    | 207,478                                                           | 184,001                         |
| Depreciation of investment property                          |      | 460                                                               | 375                             |
| Amortisation of deferred charges                             |      | 1,172                                                             | 1,950                           |
| Provision for staff terminal benefits                        |      | 11,846                                                            | 8,275                           |
| Ineffective portion of cash flow hedge                       |      | 32,962                                                            | 27,820                          |
| Share of loss on equity accounted investment                 |      | 5,245                                                             | 3,917                           |
| Interest income from bank deposits                           |      | (40,147)                                                          | (38,637)                        |
| <i>Operating cash flows before working capital changes</i>   |      | <u>464,378</u>                                                    | <u>424,615</u>                  |
| <i>Changes in:</i>                                           |      |                                                                   |                                 |
| - Trade and other receivables                                |      | (17,243)                                                          | (87,456)                        |
| - Inventories                                                |      | 558                                                               | -                               |
| - Trade and other payables                                   |      | 89,951                                                            | 41,028                          |
| - Deferred income                                            |      | 106,798                                                           | 102,945                         |
| - Staff terminal benefits paid                               |      | (3,309)                                                           | (260)                           |
| <b>Net cash from operating activities</b>                    |      | <u>641,133</u>                                                    | <u>480,872</u>                  |
| <b>Investing activities</b>                                  |      |                                                                   |                                 |
| Acquisition of property and equipment                        |      | (42,529)                                                          | (5,940)                         |
| Additions in investment properties                           |      | -                                                                 | (8,373)                         |
| (Payments)/receipts in relation to advances for new aircraft |      | (113,745)                                                         | 108,542                         |
| Payments for deferred charges                                |      | -                                                                 | (27,401)                        |
| Dividend received from joint ventures                        |      | 3,000                                                             | 14,000                          |
| Payments for investment in associate                         |      | -                                                                 | (13,124)                        |
| Acquisition of intangible assets                             |      | (756)                                                             | (1,625)                         |
| Change in fixed and margin deposits                          |      | 717,024                                                           | 20,250                          |
| Interest income from bank deposits                           |      | 40,147                                                            | 38,637                          |
| Other investments made                                       |      | (716,274)                                                         | -                               |
| <b>Net cash (used in) / from investing activities</b>        |      | <u>(113,133)</u>                                                  | <u>124,966</u>                  |
| <b>Financing activities</b>                                  |      |                                                                   |                                 |
| Dividend paid to non-controlling interests                   |      | (9,800)                                                           | (9,800)                         |
| Dividend paid to owners of the Company                       |      | (420,003)                                                         | (420,003)                       |
| Increase in short- term borrowings                           |      | 117,542                                                           | -                               |
| Payments of finance lease liabilities                        |      | (175,747)                                                         | (164,501)                       |
| <b>Net cash used in financing activities</b>                 |      | <u>(488,008)</u>                                                  | <u>(594,304)</u>                |
| <b>Net increase in cash and cash equivalents</b>             |      | <u>39,992</u>                                                     | <u>11,534</u>                   |
| Cash and cash equivalents at the beginning of the period     |      | 230,805                                                           | 62,899                          |
| <b>Cash and cash equivalents at the end of the period</b>    |      | <u>270,797</u>                                                    | <u>74,433</u>                   |
| <b>The details of cash and cash equivalents is as under:</b> |      |                                                                   |                                 |
| Bank balances and cash                                       | 9    | 921,527                                                           | 1,242,073                       |
| Fixed deposits with maturity over 3 months                   |      | (648,895)                                                         | (1,055,676)                     |
| Margin deposits with maturity over 3 months                  |      | (1,835)                                                           | (1,768)                         |
|                                                              |      | <u>270,797</u>                                                    | <u>184,629</u>                  |
| Bank overdraft                                               |      | -                                                                 | (110,196)                       |
|                                                              |      | <u>270,797</u>                                                    | <u>74,433</u>                   |

The accompanying notes on pages 8 to 17 are an integral part of this condensed consolidated interim financial information.

The independent auditors' report on review of condensed consolidated interim financial information is set out on pages 1 and 2.

# Air Arabia PJSC and its subsidiaries

## Notes to the condensed consolidated interim financial information for the six month period ended 30 June 2016

### 1. Reporting entity

Air Arabia PJSC (“the Company”) was incorporated on 19 September 2007 as a Public Joint Stock Company in accordance with UAE Federal Law No. 8 of 1984 (as amended). The Company operates in the United Arab Emirates under a trade license issued by the Economic Development Department of the Government of Sharjah and Air Operator's Certificate Number AC 2 issued by the General Civil Aviation Authority, United Arab Emirates.

The Company's ordinary shares are listed on the Dubai Financial Market, United Arab Emirates.

The registered office address is P.O. Box 8, Sharjah, United Arab Emirates.

The condensed consolidated interim financial information as at and for the six month period ended 30 June 2016 comprise the Company and its subsidiaries (collectively referred to as the “Group”) and the Group's interest in associates and joint ventures.

The licensed activities of the Group are international commercial air transportation, aircraft trading, aircraft rental, aircraft spare parts trading, travel and tourist agencies, hotels, hotel apartment rentals, airline companies' representative office, passengers transport, cargo services, air cargo agents, documents transfer services, aviation training and aircraft repairs and maintenance.

The extent of the Group's ownership in its various subsidiaries, joint ventures and associates and their principal activities are as follows:

| <u>Name</u>                                     | <u>Legal ownership interest</u> |      | <u>Country of incorporation</u> | <u>Principal activities</u>                                                           |
|-------------------------------------------------|---------------------------------|------|---------------------------------|---------------------------------------------------------------------------------------|
|                                                 | 2016                            | 2015 |                                 |                                                                                       |
| <b><i>Subsidiaries</i></b>                      |                                 |      |                                 |                                                                                       |
| COZMO Travel LLC and its subsidiaries           | 51%                             | 51%  | United Arab Emirates            | Travel and tours, tourism and cargo services.                                         |
| <b><i>Subsidiaries of COZMO Travel LLC:</i></b> |                                 |      |                                 |                                                                                       |
| COZMO Travel WLL                                | 100%                            | 100% | Qatar                           | Travel and tours, tourism and cargo services.                                         |
| COZMO Travel Limited Company                    | 100%                            | 100% | Kingdom of Saudi Arabia         | Travel and tours, tourism and cargo services.                                         |
| COZMO Travel LLC                                | 100%                            | 100% | Kuwait                          | Travel and tours, tourism and cargo services.                                         |
| COZMO Travel LLC                                | 100%                            | 100% | Bahrain                         | Travel and tours, tourism and cargo services.                                         |
| COZMO World Travel                              | 100%                            | 100% | United Arab Emirates            | Travel agent.                                                                         |
| COZMO Travel (Private) Limited                  | 100%                            | 100% | India                           | Travel and tours, tourism and cargo services.                                         |
| Tune Protection Commercial Brokerage LLC        | 51%                             | 51%  | United Arab Emirates            | Commercial brokers.                                                                   |
| Information System Associates FZC               | 100%                            | 100% | United Arab Emirates            | IT services to aviation industry.                                                     |
| Action Hospitality                              | 100%                            | 100% | United Arab Emirates            | Hospitality services, tourism, managing and operating restaurants and hotels.         |
| <b><i>Joint ventures</i></b>                    |                                 |      |                                 |                                                                                       |
| Alpha Flight Services UAE LLC                   | 50%                             | 50%  | United Arab Emirates            | Flight and retail catering and ancillary services to the Air Arabia PJSC.             |
| Sharjah Aviation Services LLC                   | 50%                             | 50%  | United Arab Emirates            | Aircraft handling, passenger and cargo services at the Sharjah International Airport. |
| Air Arabia – Egypt Company S.A.E.               | 50%                             | 50%  | Egypt                           | International commercial air transportation.                                          |
| <b><i>Associates</i></b>                        |                                 |      |                                 |                                                                                       |
| Air Arabia Maroc, S.A.                          | 40%                             | 40%  | Morocco                         | International commercial air transportation.                                          |
| Air Arabia Jordan                               | 49%                             | 49%  | Jordan                          | International commercial air transportation.                                          |

# Air Arabia PJSC and its subsidiaries

Notes to the condensed consolidated interim financial information *(continued)*  
for the six month period ended 30 June 2016

## **2. Basis of preparation**

### **2.1 Statement of compliance**

The condensed consolidated interim financial information has been prepared in accordance with the International Accounting Standard (“IAS”) 34, Interim Financial Reporting. The condensed consolidated interim financial information does not include all of the information required for full annual consolidated financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”), and should be read in conjunction with the annual consolidated financial statements of the Group as at and for the year ended 31 December 2015.

### **2.2 Basis of measurement**

The condensed consolidated interim financial information has been prepared on the historical cost basis except for derivative financial instruments and Investments measured at fair value through other comprehensive income (“FVOCI”), which are measured at their fair values in the consolidated statement of financial position

### **2.3 Functional and presentation currency**

This condensed consolidated interim financial information is presented in United Arab Emirates Dirham (“AED”), which is the Group’s functional currency.

## **3. Significant accounting policies**

The accounting policies applied by the Group in the preparation of the condensed consolidated interim financial information are consistent with those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2015.

## **4. New standards, amendments to standards and interpretations issued but not adopted**

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2016; however, the Group has not applied following new standards, amendments to standards and interpretations in preparing this condensed consolidated interim financial information:

- *IFRS 15 Revenue from Contracts with Customers*

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and IFRIC 13 Customer Loyalty Programmes. IFRS 15 is effective for annual reporting periods beginning on or after 1 January 2018, with early adoption permitted.

- *IFRS 16 Leases*

IFRS 16, published in January 2016 replaces the previous guidance in IAS 17 Leases. Under this revised guidance, leases will be brought onto the lessee’s consolidate statement of financial position, increasing the visibility of their assets and liabilities. It further removes the classification of leases as either operating leases or finance leases treating all leases as finance leases from the perspective of the lessee, thereby eliminating the requirement for lease classification test. The revised guidance has an increased focus on who controls the asset and may change which contracts are leases.

IFRS 16 is effective for annual periods beginning on or after 1 January 2019. Early adoption is permitted provided IFRS 15 Revenue from Contract with Customers is also applied by the Group.

# Air Arabia PJSC and its subsidiaries

Notes to the condensed consolidated interim financial information *(continued)*  
for the six month period ended 30 June 2016

## 4. New standards, amendments to standards and interpretations issued but not adopted (continued)

The above standards, amendments to standards and interpretations are currently being assessed by the management of the Group to determine any material impact on the Group's financial statements.

## 5. Accounting estimates and judgments

The preparation of condensed consolidated interim financial information in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

The significant judgments made by the management in applying the Group's accounting policies and the key sources of estimation of uncertainty were the same as those that were applied in preparation of the consolidated financial statements of the Group as at and for the year ended 31 December 2015.

## 6. Financial risk management

The Group's financial risk management objectives and policies are consistent with those disclosed in the consolidated financial statements as at and for the year ended 31 December 2015.

## 7. Property and equipment

### *Additions, disposals and depreciation (unaudited)*

During the six month period ended 30 June 2016, the Group acquired property and equipment amounting to AED 417.9 million *(six month period ended 30 June 2015: AED 723.9 million)*.

Depreciation charge on property and equipment for the current period amounted to AED 207.5 million *(six month period ended 30 June 2015: AED 184 million)*.

## 8. Investments

With effect from 1 July 2015, the Group had adopted IFRS 9 and elected an irrevocable option to designate certain investments as investments measured at fair value through other comprehensive income ("FVOCI") as these investments were not held for trading. The Group had also classified an investment in preference shares at amortised cost. These investments were previously classified as available-for-sale investments under IAS 39.

|                                                                                 |             | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|---------------------------------------------------------------------------------|-------------|--------------------------------------------|----------------------------------------------|
|                                                                                 | <i>Note</i> |                                            |                                              |
| Investments measured at fair value through other comprehensive income ("FVOCI") | 8(a)        | 268,085                                    | 297,083                                      |
| Investment measured at amortised cost                                           | 8(b)        | 367,315                                    | 367,315                                      |
|                                                                                 |             | <u>635,400</u>                             | <u>664,398</u>                               |

# Air Arabia PJSC and its subsidiaries

Notes to the condensed consolidated interim financial information *(continued)*  
for the six month period ended 30 June 2016

## 8. Investments (continued)

### 8a. Investments measured at fair value through other comprehensive income ("FVOCI")

|          | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|----------|--------------------------------------------|----------------------------------------------|
| Quoted   | 10,457                                     | 9,751                                        |
| Unquoted | 257,628                                    | 287,332                                      |
|          | <u>268,085</u>                             | <u>297,083</u>                               |
| In UAE   | <u>268,085</u>                             | <u>297,083</u>                               |

*Movement during the period were as follows:*

|                                   | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|-----------------------------------|--------------------------------------------|----------------------------------------------|
| Opening balance                   | 297,083                                    | 347,782                                      |
| Disposed during the period / year | -                                          | (27,650)                                     |
| Change in fair value              | (28,998)                                   | (23,049)                                     |
|                                   | <u>268,085</u>                             | <u>297,083</u>                               |

The market rate as at 30 June 2016, is considered for the calculation of the fair value of the investments that are quoted in the stock exchange.

### 8b. Investment measured at amortised cost

|             | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|-------------|--------------------------------------------|----------------------------------------------|
| Unquoted    | <u>367,315</u>                             | <u>367,315</u>                               |
| Outside UAE | <u>367,315</u>                             | <u>367,315</u>                               |

# Air Arabia PJSC and its subsidiaries

Notes to the condensed consolidated interim financial information  
for the six month period ended 30 June 2016

## 9. Bank balances and cash

|                              | 30 June<br>2016<br>(unaudited)<br>AED'000 | 31 December<br>2015<br>(audited)<br>AED'000 |
|------------------------------|-------------------------------------------|---------------------------------------------|
| Bank balances:               |                                           |                                             |
| Current accounts             | 212,591                                   | 181,224                                     |
| Call deposits                | 53,301                                    | 47,554                                      |
| Fixed deposits*              | 648,895                                   | 1,365,987                                   |
| Margin deposits*             | 1,835                                     | 1,767                                       |
|                              | -----                                     | -----                                       |
| Total bank balances          | 916,622                                   | 1,596,532                                   |
| Cash in hand                 | 4,905                                     | 2,027                                       |
|                              | -----                                     | -----                                       |
| Total bank balances and cash | <u>921,527</u>                            | <u>1,598,559</u>                            |

\* These carry interest rates ranging from 1.2% - 3.8% (2015: 2% - 5%) per annum.

## 10. Finance lease liabilities

The Group has entered into a leasing arrangement with a third party to finance the purchase of the aircraft. The term of the lease is 12 years.

The lease agreements are subject to certain financial and operational covenants including compliance with various regulations, restrictions on subleasing, insurance coverage and maintenance of total debt to equity ratio.

## 11. Balances and transactions with related parties

|                                                                 | 30 June<br>2016<br>(unaudited)<br>AED'000 | 31 December<br>2015<br>(audited)<br>AED'000 |
|-----------------------------------------------------------------|-------------------------------------------|---------------------------------------------|
| <b>Due from related parties</b>                                 |                                           |                                             |
| <i>Included in trade and other receivables</i>                  |                                           |                                             |
| Receivable from associate and joint ventures (net of provision) | <u>24,728</u>                             | <u>25,774</u>                               |
|                                                                 | 30 June<br>2016<br>(unaudited)<br>AED'000 | 31 December<br>2015<br>(audited)<br>AED'000 |
| <b>Due to related parties</b>                                   |                                           |                                             |
| <i>Included in trade and other payables</i>                     |                                           |                                             |
| Payable to a joint venture and others                           | <u>8,078</u>                              | <u>6,953</u>                                |

The Group has made certain investments to maximise returns which are included in consolidated statement of financial position under Investments and Other investments.

# Air Arabia PJSC and its subsidiaries

Notes to the condensed consolidated interim financial information *(continued)*  
for the six month period ended 30 June 2016

## 12. Basic earnings per share

|                                                                   | 30 June<br>2016<br>(unaudited)<br>AED '000 | 30 June<br>2015<br>(unaudited)<br>AED '000 |
|-------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| Profit attributable to the owners<br>of the Company (in AED '000) | 237,515                                    | 224,377                                    |
| Number of shares (in '000)                                        | 4,666,700                                  | 4,666,700                                  |
| Basic earnings per share (AED)                                    | 0.05                                       | 0.05                                       |

## 13. Operating lease commitments

### 13.1 Where the Group is a lessee:

|                                                                                                                                                                                | <u>Six month period ended</u>              |                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
|                                                                                                                                                                                | 30 June<br>2016<br>(unaudited)<br>AED '000 | 30 June<br>2015<br>(unaudited)<br>AED '000 |
| Minimum lease payment under operating leases<br>(excluding variable lease rental on the basis<br>of flying hours) recognised in consolidated profit and loss<br>for the period | 13,457                                     | 13,953                                     |

*The lease commitments for aircraft were as follows:*

|                       | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|-----------------------|--------------------------------------------|----------------------------------------------|
| Within one year       | 15,178                                     | 24,846                                       |
| Between 2 and 5 years | 60,713                                     | -                                            |
| Above 5 years         | 40,940                                     | -                                            |
|                       | 116,831                                    | 24,846                                       |

### 13.2 Where the Group is a lessor:

The Group has leased out 7 (2015: 6) aircraft under non-cancellable operating lease agreements to related parties.

*Minimum lease payments:*

The leases have varying terms and renewal rights. The future minimum lease payments receivable under non-cancellable operating leases contracted for at the reporting dates but not recognised as receivables, are as follows:



# Air Arabia PJSC and its subsidiaries

Notes to the condensed consolidated interim financial information  
for the six month period ended 30 June 2016

## 13. Operating lease commitments (continued)

13.2 Where the Group is a lessor (continued):

|                            | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|----------------------------|--------------------------------------------|----------------------------------------------|
| Within one year            | 78,826                                     | 59,676                                       |
| Between two and five years | 92,174                                     | 45,917                                       |
| Above 5 years              | 40,793                                     | -                                            |
|                            | <u>211,793</u>                             | <u>105,593</u>                               |

The carrying amount of the leased aircraft owned by the Group under operating leases at the reporting date are as follows:

|                                         | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|-----------------------------------------|--------------------------------------------|----------------------------------------------|
| Net book value                          | <u>660,592</u>                             | <u>686,780</u>                               |
| Accumulated depreciation                | <u>308,118</u>                             | <u>281,930</u>                               |
| Depreciation charge for the period/year | <u>21,467</u>                              | <u>51,690</u>                                |

## 14. Contingent liabilities

|                      | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|----------------------|--------------------------------------------|----------------------------------------------|
| Letters of credit    | 209,372                                    | 300,954                                      |
| Letters of guarantee | <u>39,380</u>                              | <u>36,420</u>                                |

Letters of credit mainly comprise letters of credit issued to lessors of aircraft in lieu of placing deposits against leased aircraft.

## 15. Capital commitments

The Group has entered into the following capital commitments:

|                                       | 30 June<br>2016<br>(unaudited)<br>AED '000 | 31 December<br>2015<br>(audited)<br>AED '000 |
|---------------------------------------|--------------------------------------------|----------------------------------------------|
| <i>Authorised and contracted:</i>     |                                            |                                              |
| Aircraft fleet                        | <u>894,727</u>                             | <u>1,518,581</u>                             |
| <i>Authorised but not contracted:</i> |                                            |                                              |
| Aircraft fleet                        | <u>1,422,807</u>                           | <u>1,422,807</u>                             |



# Air Arabia PJSC and its subsidiaries

Notes to the condensed consolidated interim financial information *(continued)*  
for the six month period ended 30 June 2016

## 16. Segment information

Primary reporting format – business segments

| <b>Six month period ended<br/>30 June 2016 (unaudited)</b>                          | <b>Airline<br/>AED '000</b> | <b>Other<br/>Segments<br/>AED '000</b> | <b>Eliminations<br/>AED '000</b> | <b>Total<br/>AED '000</b> |
|-------------------------------------------------------------------------------------|-----------------------------|----------------------------------------|----------------------------------|---------------------------|
| Revenue                                                                             |                             |                                        |                                  |                           |
| External sales                                                                      | 1,738,564                   | 100,966                                | -                                | 1,839,530                 |
| Inter-segment sales                                                                 | -                           | 3,616                                  | (3,616)                          | -                         |
|                                                                                     | -----                       | -----                                  | -----                            | -----                     |
| Total revenue                                                                       | 1,738,564                   | 104,582                                | (3,616)                          | 1,839,530                 |
|                                                                                     | =====                       | =====                                  | =====                            | =====                     |
| <b>Result</b>                                                                       |                             |                                        |                                  |                           |
| Segment result                                                                      | 208,228                     | 42,379                                 | -                                | 250,607                   |
| Share of loss on equity-<br>accounted investments                                   |                             |                                        |                                  | (5,245)                   |
|                                                                                     |                             |                                        |                                  | -----                     |
| <b>Profit for the period</b>                                                        |                             |                                        |                                  | 245,362                   |
|                                                                                     |                             |                                        |                                  | =====                     |
| <b>Other information</b>                                                            |                             |                                        |                                  |                           |
| Additions to property and<br>equipment, investment<br>property and deferred charges | 415,925                     | 2,065                                  | -                                | 417,990                   |
| Depreciation and amortisation                                                       | 205,872                     | 3,238                                  | -                                | 209,110                   |
| <b>30 June 2016 (unaudited)</b>                                                     |                             |                                        |                                  |                           |
| <b>Assets</b>                                                                       |                             |                                        |                                  |                           |
| Segment assets                                                                      | 9,577,750                   | 293,268                                | (182,239)                        | 9,688,779                 |
|                                                                                     | -----                       | -----                                  | -----                            | -----                     |
| Unallocated Group assets                                                            |                             |                                        |                                  | 1,924,480                 |
|                                                                                     |                             |                                        |                                  | -----                     |
| Total assets                                                                        |                             |                                        |                                  | 11,613,259                |
|                                                                                     |                             |                                        |                                  | =====                     |
| <b>Liabilities</b>                                                                  |                             |                                        |                                  |                           |
| Segment liabilities                                                                 | 6,720,273                   | 162,342                                | (228,866)                        | 6,653,749                 |
|                                                                                     | =====                       | =====                                  | =====                            | =====                     |

# Air Arabia PJSC and its subsidiaries

Notes to the condensed consolidated interim financial information *(continued)*  
for the six month period ended 30 June 2016

## 16. Segment information (continued)

Primary reporting format – business segments (continued)

| Six month period ended<br>30 June 2015 (unaudited) | Airline<br>AED '000 | Other<br>segments<br>AED '000 | Eliminations<br>AED '000 | Total<br>AED '000 |
|----------------------------------------------------|---------------------|-------------------------------|--------------------------|-------------------|
| <b>Revenue</b>                                     |                     |                               |                          |                   |
| External sales                                     | 1,643,430           | 102,706                       | -                        | 1,746,136         |
| Inter-segment sales                                | -                   | 2,946                         | (2,946)                  | -                 |
|                                                    | -----               | -----                         | -----                    | -----             |
| Total revenue                                      | 1,643,430           | 105,652                       | (2,946)                  | 1,746,136         |
|                                                    | =====               | =====                         | =====                    | =====             |
| <b>Result</b>                                      |                     |                               |                          |                   |
| Segment result                                     | 198,072             | 42,759                        | -                        | 240,831           |
| Share of equity accounted<br>investments           |                     |                               |                          | (3,917)           |
|                                                    |                     |                               |                          | -----             |
| <b>Profit for the period</b>                       |                     |                               |                          | 236,914           |
|                                                    |                     |                               |                          | =====             |
| <b>Other information</b>                           |                     |                               |                          |                   |
| Additions to property and<br>equipment, investment |                     |                               |                          |                   |
| property and deferred charges                      | 759,115             | 5,320                         | -                        | 764,435           |
| Depreciation and amortisation                      | 183,700             | 2,626                         | -                        | 186,326           |
|                                                    |                     |                               |                          |                   |
| <b>30 June 2015 (unaudited)</b>                    |                     |                               |                          |                   |
| <b>Assets</b>                                      |                     |                               |                          |                   |
| Segment assets                                     | 8,532,273           | 232,347                       | (132,086)                | 8,632,534         |
|                                                    | -----               | -----                         | -----                    | -----             |
| Unallocated Group assets                           |                     |                               |                          | 2,327,198         |
|                                                    |                     |                               |                          | -----             |
| Total assets                                       |                     |                               |                          | 10,959,732        |
|                                                    |                     |                               |                          | =====             |
| <b>Liabilities</b>                                 |                     |                               |                          |                   |
| Segment liabilities                                | 6,012,736           | 116,985                       | (156,364)                | 5,973,357         |
|                                                    | =====               | =====                         | =====                    | =====             |

Inter-segment sales are charged at prevailing market prices.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3 to the consolidated financial statements as at and for the year ended 31 December 2015. Segment result represents the profit earned by each segment without considering share of profit/(loss) on equity accounted entities, finance cost, profit from bank deposits and other income. Segment assets do not include fixed deposits, investments, investment properties and investment in subsidiaries, joint ventures and associate. Goodwill and intangible assets have been allocated to the Airline segment.

# Air Arabia PJSC and its subsidiaries

## Notes to the condensed consolidated interim financial information *for the six month period ended 30 June 2016*

### **17. Dividend**

At the Annual General Meeting held on 13 March 2016, the shareholders approved a cash dividend of AED 420,003,000 at AED 9 fils per share for the year ended 31 December 2015 (*2015: AED 9 fils per share for the year ended 31 December 2014*).

### **18. Comparative figures**

Comparative information has been reclassified, where necessary, in order to conform to the current period's presentation. Such reclassifications do not affect the previously reported profit, net assets or equity of the Group.