Gulf Navigation Holding PJSC
and its subsidiaries

UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2024

Gulf Navigation Holding PJSC and its subsidiaries

Interim condensed consolidated financial statements
September 30, 2024

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Grant Thornton

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INDEPENDENT AUDITOR'S REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS TO THE SHAREHOLDERS OF GULF NAVIGATION HOLDING P.J.S.C

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Gulf Navigation Holding P.J.S.C (the "Company") and its subsidiaries (collectively referred to as the "Group"), comprising the interim consolidated statement of financial position as at September 30, 2024, and the related interim consolidated statement of comprehensive income for the three months and nine months then ended, and the related interim consolidated statements of changes in equity and cash flows for the nine months then ended, and explanatory notes. Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with IAS 34 *Interim Financial Reporting* (IAS 34). Our responsibility is to express a conclusion on these interim condensed consolidated financial statements 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.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

Grant Thornton

Grant Thornton Public Accountants P.O. Box: 1620 DUBAI-U.A.E.

GRANT THORNTON UAE

Dr. Osama El Bakry
Registration No. 935
Dubai, United Arab Emirates

November 14, 2024

Gulf Navigation Holding PJSC and its subsidiaries

INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at September 30, 2024

	Notes	***September 30, 2024 AED'000 (Unaudited)***	*December 31, 2023 AED'000 (Audited)*
ASSETS			
Non-current assets			
Vessels, property and equipment	4	**566,925**	516,211
Goodwill	5	**143,463**	143,463
Total non-current assets		**710,388**	659,674
Current assets			
Inventories		**12,071**	9,084
Trade receivables, net		**10,378**	15,552
Advances and other assets	6	**31,680**	7,592
Financial assets at fair value through profit or loss	7	**20,742**	100,379
Cash and bank balances	8	**210,244**	210,059
Total current assets		**285,115**	342,666
TOTAL ASSETS		**995,503**	1,002,340
EQUITY AND LIABILITIES			
Equity			
Share capital	9	**837,696**	837,696
Share premium	9, 10	**(4,775)**	35,734
Treasury shares	10	**(203,686)**	(96,281)
Statutory reserve		**2,128**	2,128
Accumulated losses		**(26,137)**	(2,570)
Other reserves	11	**(181,071)**	(181,071)
Total equity		**424,155**	595,636
Non-current liabilities			
Interest-bearing borrowings	12	**77,903**	94,163
Provision for employees' end-of-service benefits		**1,001**	1,255
Total non-current liabilities		**78,904**	95,418
Current liabilities			
Interest-bearing borrowings	12	**21,289**	25,684
Bank overdraft	12	**199,999**	180,187
Trade and other payables	13	**271,156**	105,415
Total current liabilities		**492,444**	311,286
Total liabilities		**571,348**	406,704
TOTAL EQUITY AND LIABILITIES		**995,503**	1,002,340

The interim condensed consolidated financial statements were approved by the Board of Directors on November 14, 2024 and signed on its behalf by:

Dr. Abdul Rahman Al Afeefi	**Ahmad "M.F." A. Al Kilani**	**Ali Abouda**
Board Member	**Chief Executive Officer**	**Chief Financial Officer**

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the nine months ended September 30, 2024

		Nine months ended September 30,		Three months ended September 30,	
		2024	2023	**2024**	2023
	Notes	**AED'000 (Unaudited)**	AED'000 (Unaudited)	**AED'000 (Unaudited)**	AED'000 (Unaudited)
Revenue	16	**60,444**	83,060	**22,975**	18,181
Direct costs	17	**(73,111)**	(75,540)	**(19,521)**	(21,334)
GROSS (LOSS)/PROFIT		**(12,667)**	7,520	**3,454**	(3,153)
General and administrative expenses	18	**(13,061)**	(14,459)	**(604)**	(1,733)
Other operating income		**-**	24,834	**-**	-
OPERATING (LOSS)/PROFIT		**(25,728)**	17,895	**2,850**	(4,886)
Other non-operating income	19	**35,551**	39,095	**1,561**	18,361
Other non-operating expenses	19	**(23,259)**	-	**-**	
Finance costs	20	**(17,603)**	(20,957)	**(5,767)**	(6,142)
Finance income		**7,472**	-	**2,486**	-
(LOSS)/PROFIT BEFORE INCOME TAX		**(23,567)**	36,033	**1,130**	7,333
Income tax		**-**	(1,373)	**-**	(458)
(LOSS)/PROFIT FOR THE PERIOD		**(23,567)**	34,660	**1,130**	6,875
Other comprehensive income		**-**	-	**-**	-
TOTAL COMPREHENSIVE (LOSS)/ INCOME FOR THE PERIOD		**(23,567)**	34,660	**1,130**	6,875
Earnings per share:					
Basic and diluted (AED)	21	**(0.029)**	0.036	**0.001**	**0.006**

INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the nine months ended September 30, 2024

	Share capital AED'000	*Share premium AED'000*	*Treasury shares AED'000*	*Statutory reserve AED'000*	*(Accumulated Losses) AED'000*	*Other reserves AED'000*	*Mandatory convertible bonds and sukuk AED'000*	*Total AED'000*
Balance at January 1, 2023 - Audited	1,275,391	8,452	(24,045)	19,747	(679,159)	(181,071)	-	419,315
Total comprehensive income for the period	-	-	-	-	34,660	-	-	34,660
Capital reduction and absorption of losses	(637,695)	-	-	(19,747)	657,442	-	-	-
Treasury shares	-	30,529	6,973	-	-	-	-	37,502
Issuance of Mandatory convertible Sukuk	-	-	-	-	-	-	220,000	220,000
Shares issued to Sukuk holders	200,000	20,000	-	-	-	-	(220,000)	-
Balance at September 30, 2023 - Unaudited	837,696	58,981	(17,072)	-	12,943	(181,071)	-	711,477
Balance at January 1, 2024 - Audited	837,696	35,734	(96,281)	2,128	(2,570)	(181,071)	-	595,636
Total comprehensive loss for the period	-	-	-	-	(23,567)	-	-	(23,567)
Treasury shares (Note 10)	-	(40,509)	(107,405)	-	-	-	-	(147,914)
Balance at September 30, 2024- Unaudited	**837,696**	**(4,775)**	**(203,686)**	**2,128**	**(26,137)**	**(181,071)**	**-**	**424,155**

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

Gulf Navigation Holding PJSC and its subsidiaries

INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

For the nine months ended September 30, 2024

	Notes	*Nine months ended September 30,* **2024** **AED'000** ***(Unaudited)***	*2023* *AED'000* *(Unaudited)*
OPERATING ACTIVITIES			
(Loss)/profit before income tax		**(23,567)**	36,033
Adjustments for:			
Depreciation of vessels, property and equipment	4	**20,015**	14,533
Change in fair value of financial assets at FVTPL	19	**16,574**	(850)
Finance costs	20	**17,603**	20,957
Finance income		**(7,472)**	-
Provision for employees' end of service benefits		**243**	90
Other non-operating income	19	**(33,931)**	-
Other non-operating expense	19	**6,685**	-
Gain on sale of a vessel	4	**-**	(24,834)
Write-back of liabilities		**-**	(37,530)
Allowance for expected credit losses	18	**-**	1,000
Operating cash flows before changes in working capital		**(3,850)**	9,399
Working capital changes:			
Inventories		**(2,987)**	(1,081)
Trade receivables, advances and other assets		**(18,914)**	(33,658)
Trade and other payables		**21,042**	(1,158)
Cash used in operations		**(4,709)**	(26,498)
Employees' end of service benefits paid		**(497)**	(99)
Insurance claim received, net		**27,246**	-
Net cash flows from/(used in) operating activities		**22,040**	(26,597)
INVESTING ACTIVITIES			
Proceeds from disposal of financial assets at FVTPL	7	**63,063**	12,107
Additions to vessels, property and equipment		**(70,729)**	(4,909)
Investments in financial assets at FVTPL		**-**	(78,912)
Proceeds from sale of a vessel	4	**-**	99,472
Placement of fixed deposits		**-**	(200,000)
Net cash flows used in investing activities		**(7,666)**	(172,242)
FINANCING ACTIVITIES			
Movement in treasury shares, net		**(147,914)**	37,502
Repayment of interest-bearing borrowings	12	**(21,155)**	(98,309)
Settlement of Islamic non-convertible Sukuk		**-**	(28,443)
Proceeds from banking facility		**19,812**	-
Financing from the liquidity provider	13	**144,699**	-
Interest paid		**(17,103)**	(12,049)
Finance income		**7,472**	-
Proceeds from issuance of mandatory convertible Sukuk		**-**	220,000
Net cash flows (used in)/from financing activities		**(14,189)**	118,701
Net change in cash and cash equivalents		**185**	(80,138)
Cash and cash equivalents at the beginning of the period		**10,059**	17,801
Cash and cash equivalents at the end of the period		**10,244**	(62,337)

The attached notes 1 to 23 form part of these interim condensed consolidated financial statements.

1 LEGAL STATUS AND ACTIVITIES

Gulf Navigation Holding PJSC (the "Company") is a public joint stock company since October 30, 2006 as per the Resolution of the Ministry of Economy No. 425 of 2006 and in accordance with the UAE Federal Decree-Law No. (32) of 2021. The Company is listed on the Dubai Financial Market. The Company operates from its office on the 39th Floor, API Trio Tower, Al Barsha, Dubai, United Arab Emirates ("UAE").

The Group is primarily engaged in sea transport of oil and petroleum products and similar commodities, ship charter, shipping lines of freight and passenger transportation, sea freight and passenger charters, shipping services, sea shipping lines agents, clearing and forwarding services, cargo loading and unloading services, cargo packaging, sea cargo services and ship management operations.

These interim condensed consolidated financial statements include the assets, liabilities and results of operations of the Group's subsidiaries and branches as disclosed in the Group's annual consolidated financial statements as at December 31, 2023.

Certain comparative information has been reclassified to conform to the presentation adopted in these interim condensed consolidated financial statements. Such reclassifications did not have any impact on the previously reported net assets and results of the Group.

2 BASIS OF PREPARATION AND CHANGES TO ACCOUNTING POLICIES

2.1 Basis of preparation

These interim condensed consolidated financial statements for the nine-month period ended September 30, 2024 have been prepared in accordance with IAS 34: *Interim Financial Reporting.*

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Group's annual consolidated financial statements as at December 31, 2023. In addition, the results for the nine-month period ended September 30, 2024 may not be indicative of the results that may be expected for the financial year ending December 31, 2024.

When preparing the interim condensed consolidated financial statements, management undertakes a number of judgements, estimates, and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management.

2.2 Going concern

The Group incurred a loss of AED 23,567 thousand for the nine-month period ended September 30, 2024 and, as of that date, its current liabilities exceeded its current assets by AED 207,329 thousand. Notwithstanding, the interim condensed consolidated financial statements have been prepared on a going concern basis given that the management of the Group has prepared a cash flow forecast for a period of not less than twelve months from the date of the issuance of these interim condensed consolidated financial statements and has a reasonable expectation that the Group will have adequate resources to continue its operational existence in the foreseeable future.

2.3 New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in the preparation of these interim condensed financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended December 31, 2023 except for the adoption of new standards effective as of January 1, 2024 where appropriate. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments apply for the first time in 2024 and have therefore been adopted by the Group. However, these amendments do not have any significant impact on the interim condensed consolidated financial statements of the Group, and therefore, further disclosures have not been made.

2.4 Fair value measurement

All financial assets and liabilities are stated at amortised cost or historical cost in these interim condensed consolidated financial statements, except for financial assets at fair value through profit or loss, which have been carried at fair value using Level 1 category of fair value measurement.

3 OPERATING SEGMENTS

Business segments
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker has been identified as the Group's Executive Committee who make strategic decisions. The Executive Committee reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports, which have not changed from December 31, 2023.

The Group comprises the following main business segments:

- *Vessel chartering:* Chartering of vessels to customers;
- *Shipping and technical services:* Providing agency services to ships calling at ports; and providing workshop services for boats;
- *Corporate:* Includes management of all divisions and administrative activities.

Vessel chartering, shipping and technical services and corporate meet the criteria required by IFRS 8: *Operating Segments* and reported as separate operating segments.

Geographical segments
The Group's Executive Committee does not consider the geographical distribution of the Group's operations to be relevant for their internal management analysis and therefore no geographical segment information has been disclosed.

All operating segments' results, for which discrete financial information is available, are reviewed regularly by the Group's Executive Committee to make decisions about resources to be allocated to the segment and assess their performance.

Nine-month ended September 30, 2024 – Unaudited

	Vessel chartering	*Shipping and technical services*	*Corporate*	*Inter-segment elimination*	*Total*
	AED'000	*AED'000*	*AED'000*	*AED'000*	*AED'000*
Revenue	56,473	3,840	-	131	60,444
Direct costs	(68,360)	(4,620)	-	(131)	(73,111)
General and administrative expenses	(1,807)	(1,980)	(9,274)	-	(13,061)
Other non-operating income	35,551	-	-	-	35,551
Other non-operating expenses	(23,259)	-	-	-	(23,259)
Finance costs	(8,727)	(12)	(8,864)	-	(17,603)
Finance income	-	-	7,472	-	7,472
Segment loss	(10,129)	(2,772)	(10,666)	-	(23,567)
At September 30, 2024 – Unaudited					
Segment assets	903,167	895	91,441	-	995,503
Segment liabilities	(248,033)	(2,569)	(320,746)	-	(571,348)

3 OPERATING SEGMENTS (continued)

Nine-month ended September 30, 2023 – Unaudited Restated

	Vessel chartering AED'000	*Shipping and technical services AED'000*	*Corporate AED'000*	*Inter-segment elimination AED'000*	*Total AED'000*
Revenue	78,514	4,582	200	(236)	83,060
Direct costs	(72,867)	(2,909)	-	236	(75,540)
General and administrative expenses	(1,337)	(2,834)	(10,480)	192	(14,459)
Other income	45,751	27	18,343	(192)	63,929
Finance costs	(17,181)	(5)	(3,771)	-	(20,957)
Income tax	(1,373)	-	-	-	(1,373)
Segment profit/(loss)	31,507	(1,139)	4,292	-	34,660
At September 30, 2023 – Unaudited					
Segment assets	702,100	16,210	282,755	(1,324)	999,741
Segment liabilities	(250,799)	(1,265)	(38,065)	1,865	(288,264)

4 VESSELS, PROPERTY AND EQUIPMENT

(a) During the nine-month period ended September 30, 2024, the Group did not purchase any vessels, property and equipment but incurred capital expenditure towards dry dock and major maintenance of certain vessels amounting to AED 70,473 thousand (2023: Nil).

(b) Vessels with a carrying value of AED 566,765 thousand (2023: AED 424,938 thousand) are mortgaged as security against interest-bearing borrowings.

(c) During the nine-month period ended September 30, 2023, the Group sold a vessel with a carrying amount of AED 74,638 thousand for a cash consideration of AED 99,472 thousand resulting in a gain of AED 24,834 thousand.

(d) Management had performed a detailed impairment assessment of vessels, property and equipment as at December 31, 2023 and had not identified any impairment. The impairment was assessed by comparing the carrying value of vessels with their recoverable amounts, which is the higher of fair value less cost of disposal and the value in use. At September 30, 2024, management did not identify any indications that vessels, property and equipment may be impaired.

(e) Depreciation expense has been allocated as follows:

	Nine months ended September 30,	
	2024	*2023*
	AED '000	*AED '000*
	(Unaudited)	*(Unaudited)*
Direct costs* (Note 17)	**19,682**	14,204
General and administrative expenses (Note 18)	**333**	329
	20,015	14,533

* Includes depreciation related to dry-docking costs of AED 9,658 thousand (2023: AED 7,148 thousand)

5 GOODWILL

	September 30, 2024 AED'000 (Unaudited)	December 31, 2023 AED'000 (Audited)
Gross carrying value	219,912	219,912
Accumulated impairment loss	(76,449)	(76,449)
Net carrying value	143,463	143,463

The goodwill of AED 135,999 thousand and AED 83,913 thousand that arose at the time of the initial public offer (IPO) and acquisition of livestock vessels in 2018, respectively, have been allocated to the vessel owning and chartering reporting segment.

Management had performed a detailed impairment assessment of goodwill as at December 31, 2023. Based on its assessment, no impairment loss was recognized in the Group's consolidated financial statements for the year ended December 31, 2023. Management did not identify any indications of impairment to goodwill as at September 30, 2024.

6 ADVANCES AND OTHER ASSETS

	September 30 2024 AED'000 (Unaudited)	December 31 2023 AED'000 (Audited)
Advances to suppliers	23,591	3,374
Prepayments	8,089	1,551
Accrued interest on fixed deposit	-	2,667
	31,680	7,592

7 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group has invested in quoted equity instruments listed in the UAE for trading purposes, and accordingly, these investments have been classified as financial assets at fair value through profit or loss (FVTPL). The movement in the investments in financial assets at FVTPL is as follows:

	September 30 2024 AED'000 (Unaudited)	December 31 2023 AED'000 (Audited)
At the beginning of the period/ year	100,379	-
Acquisitions	-	178,423
Disposals	(63,063)	(76,035)
Change in fair value (Note 19)	(16,574)	(2,009)
At the end of the period/year	20,742	100,379

8 CASH AND CASH EQUIVALENTS

	September 30 2024 AED'000 (Unaudited)	*December 31 2023 AED'000 (Audited)*
Cash in hand	**59**	83
Cash at banks – current accounts	**10,185**	9,976
Cash at bank – fixed deposit	**200,000**	200,000
Cash and bank balances	**210,244**	210,059
Less: fixed deposit with initial maturity of more than three months (Note 12)	**(200,000)**	(200,000)
Cash and cash equivalents	**10,244**	10,059

9 SHARE CAPITAL

	September 30 2024 AED'000 (Unaudited)	*December 31 2023 AED'000 (Audited)*
Authorised, issued and fully paid-up share capital		
837,695,625 shares (2023: 837,695,625) of AED 1 each	**837,696**	837,696

10 TREASURY SHARES

At the Annual General Assembly held on April 28, 2022, the shareholders of the Company approved the recommendation of the Board of Directors to buy back the Company's shares, not exceeding 10% of its total shares, for the purpose of disposing them in accordance with the decision issued by the Securities & Commodities Authority ("SCA").

Consequently, the Company acquired 11,150,000 of its own shares through market brokers and agents, which have been registered under the Company's name as legal and beneficial holder of those shares, as well as appointed a liquidity provider to provide liquidity for the Company's securities listed on the DFM as the regulated market by entering two-way daily quotes into the Market Trading System, whereby the Company's shares traded under the liquidity provision agreement would be held under the legal name of the liquidity provider on behalf and for the benefit of the Company.

	Number of shares		**Acquisition cost of shares**	
	September 30 2024 Shares (Unaudited)	*December 31 2023 Shares (Audited)*	*September 30 2024 AED'000 (Unaudited)*	*December 31 2023 AED'000 (Audited)*
Held under the legal name of:				
- the Company	**575,000**	575,000	**334**	334
- the liquidity provider	**31,673,361**	13,465,854	**203,352**	95,947
Total	**32,248,361**	14,040,854	**203,686**	96,281

In accordance with the signed agreement, the liquidity provider has partially funded the acquisition of the treasury shares (Note 13).

11 OTHER RESERVES

Other reserves include reserve of AED 170,788 thousand arising on issuance of 256,182 thousand shares of the Company at a discount against settlement of AED 85,394 thousand of liabilities. Other reserves also include AED 7,559 thousand equity adjustment on acquisition of non-controlling interest in 2022 representing the excess of purchase consideration over the net carrying value of non-controlling interest as at the date of acquisition.

12 INTEREST-BEARING BORROWINGS

	September 30, 2024 AED'000 (Unaudited)	*December 31, 2023 AED'000 (Audited)*
Term loans (a)	**99,192**	119,847
Bank overdraft (b)	**199,999**	180,187
Total interest-bearing borrowings	**299,191**	300,034
Less: non-current portion	**(77,903)**	(94,163)
Current portion	**221,788**	205,871

(a) Term loans

The movement in term loans was as follows:

	September 30, 2024 AED'000 (Unaudited)	*December 31, 2023 AED'000 (Audited)*
At January 1,	**119,847**	233,323
Add: amortization of arrangement fee	**500**	1,419
Less: repayments during the period/year	**(21,155)**	(106,375)
Less: write back	**-**	(8,520)
	99,192	119,847

At September 30, 2024 and December 31, 2023, the Group had one term loan, which was obtained in 2022 part of a refinancing arrangement with a financial institution to restructure the Group's borrowings. In accordance with the arrangement, the Group borrowed AED 226,920 thousand and partially utilized the proceeds to fully settle two other term loans. The Group incurred arrangement fee of AED 4,172 thousand, which is being amortised over the term of the loan of 5 years. The loan is subject to compliance with certain financial covenants on quarterly basis, which are all met as at September 30, 2024 (2023: all met).

The write-back of AED 8,520 thousand in 2023 is related to a settlement agreement made with a lender with regards to two term loans that were fully settled in 2023 along with accrued interest of AED 10,941 thousand (Note 19). In addition, in 2023, upon sale of a vessel, the related remaining portion of the term loan of AED 41.9 million was fully settled.

(b) Bank overdraft

During the third quarter of 2023, the Group obtained a bank overdraft facility with a limit of AED 200 million secured by a fixed deposit (Note 8), which was mainly utilized for financing activities and settlement of Sukuk. The facility carries interest rate of 0.75% over the highest rate payable on pledged deposits per annum.

13 TRADE AND OTHER PAYABLES

	September 30, 2024 AED'000 (Unaudited)	*December 31, 2023 AED'000 (Audited)*
Payable to liquidity provider (Note 10)	**215,623**	70,924
Accruals, provisions and other payables	**47,523**	12,441
Trade payables	**8,010**	19,231
Tax accrual	**-**	2,374
Advances from customers	**-**	445
	271,156	105,415

14 RELATED PARTY TRANSACTIONS

Key management personnel remuneration

	Nine months ended September 30, 2024 AED'000 (Unaudited)	2023 AED'000 (Unaudited)
Directors' fees (Note 18)	**2,777**	2,450
Post-employment benefits	**2,174**	128
Short-term benefits	**-**	2,315
	4,951	4,893

15 COMMITMENTS AND CONTINGENCIES

At September 30 2024, the Group did not have any contingent liabilities or capital commitments (2023: None)

16 REVENUE

	Nine months ended September 30, 2024 AED'000 (Unaudited)	2023 AED'000 (Unaudited)
Services transferred over time		
Vessel chartering	**53,631**	78,335
Services transferred at a point in time		
Shipping and technical services	**6,813**	4,725
	60,444	83,060

17 DIRECT COSTS

	Nine months ended September 30, 2024 AED'000 (Unaudited)	2023 AED'000 (Unaudited)
Vessel chartering:		
Ship running costs - vessels	**48,808**	54,266
Depreciation of vessels, property and equipment (Note 4)	**19,682**	14,204
Ship running costs - crew boats	**1,864**	3,390
Ship repairs	**-**	435
Shipping and technical services:		
Operating expenses	**2,757**	3,245
	73,111	75,540

18 GENERAL AND ADMINISTRATIVE EXPENSES

	Nine months ended September 30,	
	2024	*2023*
	AED'000	*AED'000*
	(Unaudited)	*(Unaudited)*
Staff costs	**5,331**	7,811
Directors' fees (Note 14)	**2,777**	2,450
Professional fees	**1,813**	1,854
Depreciation of property and equipment (Note 4)	**333**	329
Expected credit losses on trade receivables	**-**	1,000
Others	**2,807**	1,015
	13,061	14,459

19 OTHER NON-OPERATING INCOME AND EXPENSES

Other non-operating income

	Nine months ended September 30,	
	2024	*2023*
	AED'000	*AED'000*
	(Unaudited)	*(Unaudited)*
Insurance claim income*	**33,931**	-
Write-back of loans and related accrued interest (Note 12)	**-**	19,461
Gain of settlement of Sukuk	**-**	18,069
Change in fair value of financial assets at FVTPL (Note 7)	**-**	850
Others	**1,620**	715
	35,551	39,095

Other non-operating expenses

	Nine months ended September 30,	
	2024	*2023*
	AED'000	*AED'000*
	(Unaudited)	*(Unaudited)*
Change in fair value of financial assets at FVTPL (Note 7)	**16,574**	-
Vessel repair*	**6,685**	-
	23,259	-

* During the nine months ended September 30, 2024, the Group incurred expenses with regards to the repair of a vessel as a result of a flood in the engine room, for which the Group was able to claim and receive an amount of AED 33,931 thousand under the vessel's insurance contract (Note 19).

20 FINANCE COSTS

	Nine months ended September 30, 2024 AED'000 (Unaudited)	2023 AED'000 (Unaudited)
Finance costs on:		
- Short-term facility	**8,720**	-
- Term loans	**8,211**	12,013
- Amortisation of arrangement fee	**500**	4,585
- Islamic non-convertible sukuk	**-**	3,966
Others	**172**	393
	17,603	20,957

21 BASIC AND DILUTED EARNINGS PER SHARE

The calculation of basic and diluted earnings per share has been based on the (loss)/profit for the period attributable to the Owners of the Company and weighted average number of ordinary shares outstanding during the period.

	Nine months ended September 30, 2024 (Unaudited)	2023 (Unaudited)
(Loss)/profit for the period (AED'000)	**(23,567)**	34,660
Weighted average number of ordinary shares* ('000)	**815,937**	959,283
Basic and diluted earnings per share (AED)	**(0.029)**	0.036

* The weighted average number of ordinary shares takes into account the weighted average effect of changes in treasury shares during the period.

22 UAE CORPORATE TAX

The Company and its UAE subsidiaries became taxable effective January 1, 2024 at the rate of 9% applicable to taxable income exceeding AED 375,000. However, no current income tax expense has been recorded by the Group for the nine months ended September 30, 2024 on the basis that the Group incurred taxable losses.

Based on the information available to the date of the issuance of the interim condensed consolidated financial statements, management, with the support of its tax consultant, assessed the deferred tax implications on the Group and concluded that it is not significant as at and for the nine months ended September 30, 2024.

23 BUSINESS ACQUISITION

On September 25, 2024, the Board of Directors approved the acquisition of companies and assets owned by Brooge Energy Limited by way of cash consideration, issuance of mandatory convertible bonds and issuance of new shares of the Company amounting to approximately AED 448.5 million with the convertible bonds to be the largest portion of the consideration to be settled. The acquisition is subject to the approval of the General Assembly and SCA, which are not yet obtained at the date of the issuance of these interim condensed consolidated financial statements.