

**Drake and Scull International (P.J.S.C.)
and its subsidiaries**

Interim Condensed Consolidated
Financial Statements
For the period ended March 31, 2025

Drake and Scull International (P.J.S.C.) and its subsidiaries
Interim Condensed Consolidated Financial Statements
For the period ended March 31, 2025

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Report on Review of the Interim Condensed Consolidated Financial Statements To the Shareholders of Drake and Scull International (P.J.S.C.)

Introduction

We have reviewed the accompanying interim condensed consolidated financial statements of Drake and Scull International (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 March 31, 2025, and the related interim consolidated statements of profit or loss and other comprehensive income for the three-month periods then ended, and the related interim consolidated statements of changes in equity and cash flows for the three-month period then ended, and explanatory notes.

Management is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with International Accounting Standard 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 condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Basis for Qualified Conclusion

Bank balances

We were not provided with sufficient appropriate audit evidence to verify the existence of bank balances with a gross carrying amount of AED 12,683 thousand as at March 31, 2025 and AED 12,683 thousand as at December 31, 2024 and completeness and accuracy of guarantees and bonds of AED 444,718 thousand as at March 31, 2025 and AED 453,330 thousand as at December 31, 2024. Consequently, we were unable to determine whether any adjustments were necessary to the related amounts and disclosures in the interim condensed consolidated financial statements as at March 31, 2025 and December 31, 2024.

Discontinued operations

We were not provided with sufficient appropriate audit evidence to verify the existence, completeness and accuracy of the transactions and balances disclosed in Note 24 to the interim condensed consolidated financial statements in connection with the discontinued operations and subsidiary with a loss of control. Consequently, we were unable to determine whether any adjustments were necessary in respect of amounts and disclosures concerning discontinued operations included in the interim condensed consolidated financial statements as at and for the three-month period ended March 31, 2025 and the opening balances as at January 1, 2025.



Report on Review of the Interim Condensed Consolidated Financial Statements To the Shareholders of Drake and Scull International (P.J.S.C.) (continued)

Basis for Qualified Conclusion (continued)

Legal status

We were not provided with sufficient appropriate audit evidence to verify the completeness and accuracy of the potential financial impact that may result from legal matters as at March 31, 2025. Consequently, we were unable to determine whether any adjustments or additional disclosures might have been necessary in relation to legal matters in the interim condensed consolidated financial statements as at and for the three-month period ended March 31, 2025.

Qualified Conclusion

Based on our review, with the exception of the matters referred to in the *Basis for Qualified Conclusion* section of our report, 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the interim condensed consolidated financial statements, which indicates that, as at March 31, 2025, the Group's accumulated losses exceeded 50% of the share capital. As stated in Note 2, this event or condition, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not further modified in respect of this matter.

Emphasis of Matter

We draw attention to Note 16 to the interim condensed consolidated financial statements, which describes uncertainty over the application of provisions of Corporate Tax Law ("CT Law") on the income of AED 3,792,884 thousand that resulted from write back of liabilities under approved restructuring settlement plan implemented during the year ended December 31, 2024. Therefore, to conclude over the treatment the Group has requested a private clarification from the Federal Tax Authority ("FTA"). However, as of the date of issuance of the interim condensed consolidated financial statements the Group has not received any final clarification. Our conclusion is not modified in respect of this matter.

Other Matter

The interim condensed consolidated financial statements of the Group for the three-month period ended March 31, 2024 were reviewed by another auditor who expressed a disclaimer of conclusion on those statements on May 8, 2024 as a result of a number of significant and pervasive matters.

GRANT THORNTON UAE

GRANT THORNTON

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

May 12, 2025





Drake and Scull International (P.J.S.C.) and its subsidiaries
Interim Condensed Consolidated Financial Statements

Interim consolidated statement of financial position
As at March 31, 2025

	Notes	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
ASSETS			
Non-current assets			
Property and equipment	3	21,889	582
Right-of-use assets	4	6,321	6,433
Deferred tax assets	21	17,973	17,324
Retentions receivable	5	9,357	7,386
		<u>55,540</u>	<u>31,725</u>
Current assets			
Trade and other receivables	5	125,732	108,481
Contract assets	17	11,551	14,718
Due from related parties	6	53,390	53,247
Financial assets at fair value through profit or loss		1,351	1,351
Cash and bank balances	7	339,781	390,529
		<u>531,805</u>	<u>568,326</u>
Assets held for sale	24	46,988	46,975
		<u>578,793</u>	<u>615,301</u>
TOTAL ASSETS		<u>634,333</u>	<u>647,026</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	8	2,886,697	2,886,697
Share discount		(1,356,310)	(1,356,204)
Treasury shares	9	(9,096)	(433)
Statutory reserve		479,454	479,454
Mandatory Convertible Sukuks	10	368,130	368,130
Foreign currency translation reserve		(22,994)	(23,378)
Accumulated losses		(2,077,419)	(2,079,873)
Total equity attributable to equity holders of the Parent		<u>268,462</u>	<u>274,393</u>
Non-controlling interest	11	(122,865)	(122,658)
Total equity		<u>145,597</u>	<u>151,735</u>
LIABILITIES			
Non-current liabilities			
Employees' end of service benefits		9,122	9,129
Lease liabilities	13	4,666	5,164
		<u>13,788</u>	<u>14,293</u>
Current liabilities			
Provisions	12	48,536	47,902
Lease liabilities	13	1,594	1,323
Bank borrowings	14	9,465	8,732
Trade and other payables	15	140,023	150,504
Contract liabilities	17	38,931	36,093
Income tax payable		3,550	3,202
		<u>242,099</u>	<u>247,756</u>
Liabilities directly associated with the assets held for sale	24	232,849	233,242
		<u>474,948</u>	<u>480,998</u>
Total liabilities		<u>488,736</u>	<u>495,291</u>
TOTAL EQUITY AND LIABILITIES		<u>634,333</u>	<u>647,026</u>

These interim condensed consolidated financial statements were approved and authorised for issue by the Board of Directors on May 12, 2025 and were signed on their behalf by:


Dr. Abdulrahman Mahmoud Alafeefi
 Director


Ahmad M.F.A. Al Kilani
 Director


Muin El-Saleh
 Chief Executive Officer


Fadi Baraki
 Chief Financial Officer

The accompanying notes from 1 to 24 form an integral part of these interim condensed consolidated financial statements.

Drake and Scull International (P.J.S.C.) and its subsidiaries
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Interim consolidated statement of profit or loss
For the period ended March 31, 2025

		Three-month period ended March 31,	
		2025 (Unaudited) AED'000	2024 (Unaudited) AED'000
	Notes		
Continuing operations			
Revenue from contract with customers	17	30,369	29,958
Cost of revenue	18	(28,180)	(27,352)
GROSS PROFIT		2,189	2,606
General and administrative expenses	19	(11,448)	(8,627)
Provisions		-	(3,328)
Allowance for expected credit losses of trade receivables	5	(153)	-
Restructuring costs		(1,306)	(1,560)
Other operating expenses		-	3,003
Other income	20	10,382	2,280
Finance income		4,049	153
Finance cost		(362)	(38,858)
PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS		3,351	(44,331)
Income tax (expense)/credit	21	(897)	4,336
PROFIT/(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS		2,454	(39,995)
Discontinued operations			
Loss from discontinued operations	24	-	(2,468)
PROFIT/(LOSS) FOR THE PERIOD		2,454	(42,463)
Attributable to:			
Equity holders of the Parent:			
Profit/ (loss) from continuing operations		2,454	(39,995)
Loss from discontinued operations		-	(2,595)
		2,454	(42,590)
Non-controlling interest:			
Profit from discontinued operations		-	127
Earnings per share:			
Basic earnings per share	22	0.001	(0.015)
Diluted earnings per share (AED)	22	0.001	(0.010)

The accompanying notes from 1 to 24 form an integral part of these interim condensed consolidated financial statements.

Drake and Scull International (P.J.S.C.) and its subsidiaries
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Interim consolidated statement of other comprehensive income
For the period ended March 31, 2025

	Three-month period ended March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
PROFIT/(LOSS) FOR THE PERIOD	2,454	(42,463)
Other comprehensive income		
<i>Items that may be reclassified to profit or loss in subsequent periods:</i>		
Exchange differences on translation of continuing foreign operations	384	1,022
Exchange differences on translation of discontinued foreign operations	(207)	3,059
Other comprehensive income for the period	177	4,081
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	2,631	(38,382)
Attributable to:		
Equity holders of the Parent	2,838	(40,008)
Non-controlling interest	(207)	1,626
	2,631	(38,382)

The accompanying notes from 1 to 24 form an integral part of these interim condensed consolidated financial statements.

**Interim consolidated statement of changes in equity
For the period ended March 31, 2025**

	Attributable to equity holders of the Parent						
	Share capital AED'000	Share premium AED'000	Treasury shares AED'000	Statutory reserve AED'000	Mandatory convertible Sukuks AED'000	Foreign currency translation reserve AED'000	Total deficiency of assets AED'000
At January 1, 2024 (audited)	1,070,988	3,026	-	125,760	-	(24,459)	(4,432,103)
Loss for the period	-	-	-	-	-	-	(42,463)
Other comprehensive income for the period	-	-	-	-	-	2,582	1,499
Total comprehensive loss for the period	-	-	-	-	-	(42,590)	(38,382)
At March 31, 2024 (unaudited)	1,070,988	3,026	-	125,760	-	(21,877)	(4,470,485)

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Drake and Scull International (P.J.S.C.) and its subsidiaries
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Interim consolidated statement of cash flows
For the period ended March 31, 2025

		Three-month period ended March 31	
		2025	2024
		(Unaudited)	(Unaudited)
	Notes	AED '000	AED '000
OPERATING ACTIVITIES			
Profit/(loss) before tax from continuing operations		3,351	(44,331)
Profit/(loss) from discontinued operations	24	-	(2,468)
Profit/(loss) before tax		3,351	(46,799)
<i>Adjustments for:</i>			
Depreciation of property and equipment	3	68	62
Depreciation of right-of-use assets	4	235	67
Provisions		-	3,328
Write back of liabilities and provisions	20	(10,020)	(97)
Provision for employees' end of service benefits		131	220
Finance cost		362	38,858
Allowance for expected credit losses of trade receivables	5	153	-
Finance income		(4,049)	(153)
		(9,769)	(4,514)
<i>Changes in working capital:</i>			
Trade and other receivables		(16,467)	861
Amounts due from related parties		(143)	1,395
Trade and other payables		3,056	(413)
Cash used in operations		(23,323)	(2,671)
Income tax paid		(601)	-
Payment of employees' end of service benefits		(143)	(37)
Net cash flows used in operating activities		(24,067)	(2,708)
INVESTING ACTIVITIES			
Purchase of property and equipment	3	(21,424)	(39)
Interest income received		383	153
Net cash flows (used in)/from investing activities		(21,041)	114
FINANCING ACTIVITIES			
Loan paid during the period		(3,000)	-
Loan received during the period		2,981	5,823
Acquisition of treasury shares, net	9	(8,663)	-
Payment of lease liabilities	13	(369)	(517)
Finance cost paid		(362)	(268)
Net cash flows (used in)/from financing activities		(9,413)	5,038
Net change in cash and cash equivalents		(54,521)	2,444
Net foreign exchange difference on translation of monetary items		1,452	967
Cash and cash equivalents at the beginning of the period		171,555	(449,591)
Cash and cash equivalents at the end of the period	7	118,486	(446,180)

The accompanying notes from 1 to 24 form an integral part of these interim condensed consolidated financial statements.

Drake and Scull International (P.J.S.C.) and its subsidiaries
Interim Condensed Consolidated Financial Statements

Notes to the interim condensed consolidated financial statements
For the period ended March 31, 2025

1 Legal status and principal activities

Drake and Scull International P.J.S.C (the “Company” or the “Parent”) was incorporated on November 16, 2008 and registered on January 21, 2009 as a Public Joint Stock Company. The Company is listed on the Dubai Financial Market. The registered address of the Company is P.O Box 65794, Dubai, United Arab Emirates. The Company together with its subsidiaries, as listed below, are referred to as the “Group”.

The Group is engaged in carrying out contracting work within the construction industry which mainly includes electrical, plumbing, oil and gas, air conditioning, water & waste-water treatment works.

These interim condensed consolidated financial statements as at March 31, 2025 include the financial performance and position of the Company and its subsidiaries.

The details of the subsidiaries held by the Group as at March 31, 2025 and December 31, 2024 are as follows:

Component name	Principal activity	Ownership (%)		Country of incorporation
		March 31, 2025	December 31, 2024	
Passavant Energy and Environment GmbH (“Passavant”) **	Contracting for wastewater, water and sludge treatment plants	100%	100%	Federal Republic of Germany
Drake and Scull Cayman Island Limited*	Investment in commercial enterprise and management	100%	100%	British Overseas Territory
Effective International Investment LLC	Investment in commercial, agricultural or industrial enterprises & management	100%	100%	United Arab Emirates
1996 Advanced Investments LLC*	Investment in commercial, agricultural or industrial enterprises & management	100%	100%	United Arab Emirates
Emirates Utility Company LLC*	Investment in commercial enterprise and management	100%	100%	United Arab Emirates
1881 Advanced Investments LLC*	Investment in commercial, agricultural or industrial enterprises & management	100%	100%	United Arab Emirates
Drake and Scull Engineering LLC (DSE DXB)	Engineering, procurement and construction of Water and Power Infrastructure projects	100%	100%	United Arab Emirates
Drake & Scull International LLC (Abu Dhabi)	Contracting work related to mechanical, electrical and sanitary engineering	100%	100%	United Arab Emirates
Drake and Scull for Contracting Oil and Gas Fields Facilities LLC	Oil & Gas Contracting	70%	70%	United Arab Emirates

The Company has a branch in Iraq under the name of “Drake and Scull International PJSC-Iraq Branch”.

The Group has investments in various other subsidiaries which are classified as discontinued operations (Note 24).

* Dormant entities

Drake and Scull International (P.J.S.C.) and its subsidiaries
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Notes to the interim condensed consolidated financial statements (continued)
For the period ended March 31, 2025

1 Legal status and principal activities (continued)

** Passavant has the following subsidiaries:

Component name	Principal activity	Ownership (%)		Country of incorporation
		March 31, 2025	December 31, 2024	
Passavant Energy and Environment India Private Limited	Engineering, procurement and construction	100%	100%	Republic of India
Balkanstek SRL former Passavant Energy & Environment SRL	Engineering, procurement and construction	100%	100%	Romania
Passavant Energy & Environment FZE	Engineering, procurement and construction	100%	100%	United Arab Emirates
Passavant Roediger Bulgaria EOOD	Engineering, procurement and construction	100%	100%	The Republic of Bulgaria
Passavant Engineering SRL	Engineering, procurement and construction	100%	100%	Romania
Passavant Engineering North Africa	Engineering, procurement and construction	100%	100%	The Republic of Tunisia
DSWE	Engineering, procurement and construction	100%	100%	Republic of India
Passavant Engineering Limited- British Virgin Islands	Engineering, procurement and construction	100%	100%	Virgin Island (British)

As at March 31, 2025 and December 31, 2024, Passavant has the following joint Ventures and branches:

Joint Ventures:

- JV - Passavant Roediger & Sec Yapi Consortium – *Turkey*
- JV Passavant Energy & Environment GmbH, Equipment Sales and Service Company, Hinnawi Contracting Company - *Palestine*
- Acciona Agua Sau Passavant Roediger GmbH Ute (EUR) Joint Venture Egypt (EGP) - *Egypt*
- Consortium Passavant Energy and Environment GmbH and Arab Towers Contracting Company - *Jordan*
- The Consortium of Passavant Energy & Environmental GmbH and Masoud & Ali Partners Contracting - *Palestine*
- Consortium Passavant-Roediger GmbH & Hussein Atieh Establishment Contracting & Constructions - *Jordan*
- JV of Larsen & Toubro - Passavant Energy & Environment - *India*
- Consortium Passavant Energy and Environment GmbH & Ludwig Pfeiffer Hoch- und Tiefbau GmbH - *Moldova*
- Consortium 815129 STP, Tukucha Khola - *Nepal*

Branches:

- Passavant Energy & Environment Sucursala Bucuresti - *Romania*
- Passavant Energy & Environment - *Kosovo*
- Passavant Energy & Environment - *Egypt*
- Passavant Energy & Environment GmbH - *Moldova*
- Project office of Passavant Energy & Environment GmbH (Nathdwara & Allahabad) - *India*
- Passavant Energy & Environment GmbH - *Palestine*
- Passavant Energy & Environment - *Turkey*
- Passavant Energy & Environment GmbH – *Jordan*

Drake and Scull International (P.J.S.C.) and its subsidiaries
Interim Condensed Consolidated Financial Statements

Notes to the interim condensed consolidated financial statements (continued)
For the period ended March 31, 2025

1 Legal status and principal activities (continued)

Branches (continued):

- Passavant Energy & Environment - *Algeria*
- Passavant Energy & Environment GmbH - *Bulgaria*
- Passavant Engineering – *Tunisia*
- Passavant Energy & Environment Limited - *Kingdom of Saudi Arabia*

2 Statement of compliance and material accounting policies

a) Basis of preparation

The interim condensed consolidated financial statements of the Group for the three-month period ended March 31, 2025 have been prepared in accordance with International Accounting Standard (IAS) 34, *Interim Financial Reporting*.

The interim condensed consolidated financial statements do not include all the information required in the annual consolidated financial statements prepared in accordance with IFRS Accounting Standards and should be read in conjunction with the consolidated financial statements of the Group as at and for the year ended December 31, 2024.

In addition, the results for the three-month period ended March 31, 2025 are not necessarily indicative of the results that may be expected for the financial year ending December 31, 2025.

Accounting policies, related adjustments, estimates and assumptions adopted for the preparation of these interim condensed consolidated financial statements are the same as those applied in the preparation of the audited consolidated financial statements as at and for the year ended December 31, 2024.

The interim condensed consolidated financial statements have been prepared on an accruals basis under the historical cost convention except for financial assets at fair value through profit or loss (FVTPL) and investment property, which have been measured at fair value.

b) Going concern

As at March 31, 2025, the accumulated losses exceed 50% of the Company's share capital. Furthermore, for the three-months period ended March 31, 2025 the Group generated negative cash flows from operations of AED 24,067 thousand (2024: AED 2,708 thousand). Notwithstanding, the interim condensed consolidated financial statements of the Group have been prepared on a going concern basis taking into consideration several factors as further disclosed below:

The Group's management and the Board of Directors have reassessed the Group's ability to continue as a going concern. The reassessment was based on the following factors:

- Availability of sufficient liquidity in the form of significant bank balance to meet its obligations;
- During the period, the Group has been awarded a major project in the UAE with a total contract value of AED 1 billion; and
- Given the Court's decision (i.e. 90/10 basis) potential future claims in relation to liabilities incurred within period covered by approved restructuring settlement plan are not expected to have a material impact on the Group.

Furthermore, management and the Board of Directors are not aware of any material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

Based on the above, the interim condensed consolidated financial statements have been prepared on a going concern basis.

c) Functional and presentation currency

The interim condensed consolidated financial statements are presented in Arab Emirates Dirham ("AED"), which is also the Company's functional currency. All values are rounded to the nearest thousand (AED "000") except when otherwise indicated.

Drake and Scull International (P.J.S.C.) and its subsidiaries
Interim Condensed Consolidated Financial Statements

Notes to the interim condensed consolidated financial statements (continued)
For the period ended March 31, 2025

2 Statement of compliance and material accounting policies (continued)

d) Basis of consolidation

The interim condensed consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at March 31, 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the interim condensed consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Profit or loss and each component of OCI are attributed to the equity holders of the Company and to the non-controlling interest, even if this results in the non-controlling interest having a deficit balance.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

e) Significant accounting estimates and judgments

The preparation of the interim condensed consolidated financial statements 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 judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those applied in the preparation of the consolidated financial statements of the Group as at and for the year ended December 31, 2024.

f) New Standards, Interpretations and Amendments adopted as at January 1, 2025

Certain accounting pronouncements have become effective from January 1, 2025 and have therefore been adopted by the Group. However, these standards do not have any significant impact on the interim condensed consolidated financial statements therefore further disclosures have not been made.

Drake and Scull International (P.J.S.C.) and its subsidiaries
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Notes to the interim condensed consolidated financial statements (continued)
For the period ended March 31, 2025

2 Statement of compliance and material accounting policies (continued)

g) Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk.

The interim condensed consolidated financial statements do not include all financial risk management information and disclosures required in the annual consolidated financial statements; these should be read in conjunction with the Group's consolidated financial statements as at December 31, 2024.

There have been no changes in the risk management policies and process since the year ended December 31, 2024.

3 Property and equipment

During the three-month period ended March 31, 2025, the Group acquired property and equipment amounting to AED 21,424 thousand (March 31, 2024: AED 39 thousand).

Depreciation charge on property and equipment for the three-month period ended March 31, 2025 amounted to AED 68 thousand (March 31, 2024: AED 62 thousand).

4 Right of use assets

During the three-month period ended March 31, 2025 and March 31, 2024, the Group did not enter into lease agreement.

Depreciation charge on right of use asset for the three-month period ended March 31, 2025 amounts to AED 235 thousand (March 31, 2024: AED 67 thousand).

5 Trade and other receivables

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
<i>Financial assets at amortised cost:</i>		
Trade receivables, gross	445,324	436,747
Less: allowance for expected credit losses	(422,682)	(422,120)
Trade receivables, net	22,642	14,627
Retentions receivable	10,758	11,156
Balance held with a third-party licensed Market Maker	22,137	30,907
Accrued interest	3,666	2,163
Other receivables	34,436	22,084
	93,639	80,937
<i>Non-financial assets at amortised cost:</i>		
Prepayments	2,084	1,473
Advance to suppliers	12,335	8,237
VAT receivable	27,031	25,220
	135,089	115,867
Less: non-current portion of retentions receivable	(9,357)	(7,386)
Trade and other receivables - current	125,732	108,481

During the period ended March 31, 2025, an allowance for expected credited losses of AED 153 thousand (March 31, 2024: AED Nil) was recorded in the interim consolidated statement of profit or loss. Furthermore, an impact resulting from foreign currency translation amounts to AED 409 thousand (March 31, 2024: AED 858 thousand).

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Interim Condensed Consolidated Financial Statements

Notes to the interim condensed consolidated financial statements (continued)
For the period ended March 31, 2025

6 Related party balances and transactions

Related parties represent major shareholders, directors and key management personnel of the Group, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Group's management in line with the approval of the Group's Board of Directors. Balances with related parties included in the interim consolidated statement of financial position are as follows:

Related party transactions

Transactions with related parties included in the interim consolidated statement of comprehensive income are as follows:

	Three-month period ended	
	March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
Campco Properties LLC – <i>Associate</i>		
Salaries expense	143	173

Compensation of key management personnel

The remuneration of directors and other key members of management during the period were as follows:

	Three-month period ended	
	March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
Short-term benefits	1,446	871
End of service benefits	37	34
	1,483	905

Due from a related party

	March 31,	December 31,
	2025	2024
	(Unaudited)	(Audited)
	AED'000	AED'000
Campco Properties LLC – <i>Associate</i>	76,617	76,474
Less: allowance for expected credit loss	(23,227)	(23,227)
	53,390	53,247

7 Cash and cash equivalents

	March 31,	December 31,
	2025	2024
	(Unaudited)	(Audited)
	AED'000	AED'000
Bank balances*	354,812	405,502
Cash in hand	557	615
	355,369	406,117
Less: allowance for expected credit losses	(15,588)	(15,588)
Cash and bank balances	339,781	390,529
Less: bank overdrafts (Note 14)	(7,153)	(6,420)
Less: fixed deposits with original maturity of more than three months	(180,000)	(180,030)
Less: deposits under lien*	(34,142)	(32,524)
Cash and cash equivalents	118,486	171,555

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7 Cash and cash equivalents (continued)

*Bank balances include deposits under lien against bank guarantees amounting to AED 34,142 thousand (2024: AED 32,524 thousand) that carry an average interest ranging between 4.5% to 7.75% per annum (2024: 4.0% to 7.7% per annum).

8 Share capital

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
Authorised, issued and fully paid 2,886,697,023 shares of AED 1 each (2024: 2,886,697,023 shares of AED 1 each)	2,886,697	2,886,697

9 Treasury shares

This represents the acquisition cost of the Company's shares traded by the Market Maker. As at March 31, 2025, the Market Maker held 26,616,649 (December 31, 2024: 1,226,412) of the Company's shares on behalf of the Company. As at March 31, 2025 and December 31, 2024 the Company also held a balance with the Market Maker to be utilised for the acquisition of treasury shares (Note 5).

10 Mandatory Convertible Sukuks

In 2024, the Group issued 73,626 Mandatory Convertible Sukuks ("MCSs") to its qualified creditors at the rate of AED 5,000 per MCSs.

MCSs are convertible into ordinary shares of the Company after a period of 5 years from the date of their issuance. In accordance with the MCSs agreement, the overall converted shares shall be 35% of the overall issued capital of the Company post conversion. Therefore, any further issuance would dilute the holding percentage of existing MCSs holders.

11 Non-controlling interest

This represents proportion of interest and voting rights held by non-controlling interest in Drake and Scull International L.L.C (Oman). As at March 31, 2025, the NCI holds 49% (December 31, 2024: 49%).

12 Provisions

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
Provision for legal cases	34,519	33,885
Provision for bond encashment	14,017	14,017
	48,536	47,902

13 Lease liabilities

During the three-month period ended March 31, 2025, the Group made payments amounting to AED 369 thousand (March 31, 2024: AED 517 thousand). Interest charged on leases for the three-month period ended March 31, 2025 amounts to AED 81 thousand (March 31, 2024: AED 24 thousand).

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14 Bank borrowings

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
Bank overdrafts (Note 7)	7,153	6,420
Bond encashment	2,312	2,312
	<u>9,465</u>	<u>8,732</u>

Bank overdrafts carry interest rates ranging between 2% to 11% per annum (2024: 2% to 12% per annum). One of the overdraft facilities is secured against corporate guarantee from the Company amounting to Euro 4 million (2024: Euro 4 million).

15 Trade and other payables

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
<i>Financial liabilities at amortised cost:</i>		
Trade payables	58,775	65,195
Employee liabilities	53,284	69,004
Accrued expenses	22,213	10,546
	<u>134,272</u>	<u>144,745</u>
<i>Non-financial liabilities at amortised cost:</i>		
Withholding tax payable	5,751	5,759
	<u>140,023</u>	<u>150,504</u>

16 Contingencies and commitments

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
<i>Contingencies:</i>		
Letters of guarantee	276,655	281,182
Performance bonds	266,333	261,500
	<u>542,988</u>	<u>542,682</u>
<i>Commitments:</i>		
Letters of credit	3,912	4,653

Legal cases - the Group as plaintiff

During the year 2018, the Group informed DFM that there were suspicious material financial violations by the previous management of the Group which are currently under investigation by the designated authorities in the UAE. Accordingly, the Company filed civil and criminal cases against the previous management and others with respect of these violations whereby criminal complaints were filed with the Abu Dhabi Public Funds Prosecutor's office. These legal cases are ongoing, and the Company is continuously following up with their status with the objective to protect the rights of the shareholders of the Company.

Legal cases - the Group as defendant

The Group is facing multiple civil cases from ex-employees mainly related to non-payment of their dues. Management assessed and concluded that in respect of the employee cases, sufficient provisions are recognised by the Group at the reporting date. The Group is also facing several civil legal cases with suppliers and subcontractors for non-payment of their dues.

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16 Contingencies and commitments (continued)

Legal cases - the Group as defendant (continued)

On the basis that any such claims that may be approved by the expert appointed by the Court will be subject to the settlement criteria of 90% write-back and 10% settlement in cash or Sukuk, management has concluded that no additional provisions are required to be recognised by the Group. Nonetheless, and given that all major lenders and creditors have already made their claims, management does not expect that such future claims will be material. The Group has commenced the settlement of legal cases with ex-employees and commercial creditors according to the approved restructuring settlement plan.

Taxation

In the year 2024, the Group did not recognise income tax expense against the gain on write-back of liabilities recorded under approved restructuring settlement plan which was recognized in the consolidated statement of profit or loss for the year ended December 31, 2024. The treatment was based on the tax advice received from an independent tax expert and management's interpretation of the UAE Corporate Tax Law that such income does not attract tax under the UAE tax laws.

Notwithstanding, the assumption and tax advice the Management requested a private clarification from the Federal Tax Authority ("FTA") with regards to such tax treatment. The Management is in regular correspondence with FTA to share the relevant information to obtain the private clarification. However, as of the date of issuance these interim condensed consolidated financial statements the Group has not received any such clarification from the FTA, the management is confident that it will receive a favourable response from FTA in this regard. The Management believes that final tax treatment with relation to this write-back is dependent on the private clarification from the FTA.

17 Revenue from contract with customers

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	Three-month period ended	
	March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
<i>Type of revenue:</i>		
Wastewater, water and sludge treatment projects	30,369	28,909
Plumbing projects	-	1,049
	30,369	29,958
Geographical market		
India	22,533	22,815
Romania	1,758	1,449
Tunisia	4,398	3,720
Jordan	1,213	602
Kingdom of Saudi Arabia	266	311
United Arab Emirates	-	1,049
Moldova	201	12
	30,369	29,958

All the Group's revenue is recognised over time.

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17 Revenue from contract with customers (continued)

Contract balances

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
Retentions receivable (Note 5)	10,758	11,156
Trade receivable, net (Note 5)	22,642	14,627
Contract assets, net (see below)	11,551	14,718
Contract liabilities (see below)	38,931	36,093

Contract assets

Contract assets relate to revenue earned provision of from wastewater treatment, sludge treatment projects, plumbing projects and other contracting services.

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
Amount due from contracts with customers	176,085	188,022
Less: allowance for expected credit losses	(164,534)	(173,304)
	11,551	14,718

Contract liabilities

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
Due to customers for contract work	27,418	22,466
Short-term customer advances	11,513	13,627
	38,931	36,093

18 Cost of revenue

	Three-month period ended March 31,	
	2025 (Unaudited) AED'000	2024 (Unaudited) AED'000
Material costs	20,768	14,085
Sub-contracting costs	4,080	8,571
Labour and staff cost	1,866	3,267
Depreciation of property and equipment (Note 3)	18	23
Other costs	1,448	1,406
	28,180	27,352

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19 General and administrative expenses

	Three-month period ended March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
Salaries and other employee benefits	7,161	5,014
Legal and professional fees	1,926	668
Business development	718	168
Office expenses	250	235
Depreciation of right-of-use assets	235	67
IT related expenses	164	3
Short-term leases	138	461
Transportation	75	35
Depreciation of property and equipment (Note 3)	50	39
Business travel	35	77
Others	696	1,860
	11,448	8,627

20 Other income

	Three-month period ended March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
Liabilities written-back*	10,020	97
Rental income	328	241
Recovery of receivables written off in prior periods	-	1,854
Others	34	88
	10,382	2,280

* These liabilities have been written-back as the related dues have been settled with the respective parties and the Group does not expect any further outflow of economic resources with relation to these parties.

21 Income tax

This represents provision for income tax recorded in accordance with the provisions of UAE Corporate Tax and Corporate Tax Laws applicable in respective foreign jurisdictions of operations. Income tax for the current period have been provided on the basis of estimated taxable income computed by the Group using tax rates, enacted at the reporting date, applicable in the respective countries in which the Group operates and any adjustment to tax in respect of previous periods.

The major components of income tax expense or reversal in interim condensed consolidated financial statements are follows:

	Three-month period ended March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
<i>Current income tax</i>		
Current income tax (charge) / credit	(897)	(33)
<i>Deferred tax</i>		
Relating to origination of temporary differences	-	4,369
Income tax (expense)/credit reported in profit or loss	(897)	4,336

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21 Income tax (continued)

Deferred tax

The deferred tax relates to brought forward losses of Passavant which are available indefinitely to be offset against future taxable profit and temporary timing difference resulting from provisions and expected credit losses of UAE entities. During the period the Group recorded AED Nil (March 31, 2024: AED 4,369 thousand) against additional temporary timing differences and AED 649 thousand (December 31, 2024: AED (328) thousand) against difference resulting from foreign exchange.

22 Earnings per share

Basic earnings per share ("EPS") is calculated by dividing the profit/(loss) for the period attributable to ordinary equity holders of the Parent by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the Parent after adjusting for interest on the Mandatory Convertible Sukuks by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

	Three-month period ended	
	March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
Profit/(loss) attributable to ordinary equity holders of the Parent:		
- Continuing operations (AED'000)	2,454	(39,995)
- Discontinued operations (AED'000)	-	(2,595)
Profit/(loss) attributable to ordinary equity holders of the Parent for basic and diluted earnings (AED'000)	2,454	(42,590)
Weighted average number of ordinary shares for basic EPS	2,875,663	2,875,663
Add: effect of dilution from MCSs	1,554,375	1,554,375
Total weighted average number of ordinary shares adjusted for the effect of dilution	4,430,038	4,430,038
Earnings per share:		
Basic earnings per share		
From continuing operations	0.001	(0.014)
From discontinued operations	-	(0.001)
	0.001	(0.015)
Diluted earnings per share		
- From continuing operations	0.001	(0.009)
- From discontinued operations	-	(0.001)
Diluted earnings per share	0.001	(0.010)

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

23 Segment reporting

Information regarding the Group's operating segments set out below is in accordance with IFRS 8 "Operating Segments". IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the "Executive management" who are the Chief Operating decision-makers in order to allocate resources to the segment and to assess its performance. Executive management assesses the performance of the operating segments based on revenue.

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23 Segment reporting (continued)

Business segments

For management purposes, the Group is organised into business units based on their types of services and has three reportable business segments which are: (1) wastewater treatment and water sludge, (2) Mechanical Electrical and Plumbing (MEP), and (3) Corporate.

The wastewater treatment and water sludge business involve the construction of plants for purification of contaminated water through various treatment processes and the management of the resulting solid by-products (sludge) for safe disposal or reuse.

The MEP segment carries out contracting work relating to the construction industry, such as mechanical, electrical, plumbing and sanitation work.

Corporate segment represents the corporate office of the Group.

Segment information for the period ended March 31 is as follows:

	2025 (Unaudited)				2024 (Unaudited)			
	Wastewater treatment and water sludge AED'000	MEP AED'000	Corporate AED'000	Total AED'000	Wastewater treatment and water sludge AED'000	MEP AED'000	Corporate AED'000	Total AED'000
Revenue								
External customers	30,369	-	-	30,369	28,909	1,049	-	29,958
Income/(expense)								
Sub-contracting cost	(4,080)	-	-	(4,080)	(8,571)	-	-	(8,571)
Material costs	(20,768)	-	-	(20,768)	(14,085)	-	-	(14,085)
Other direct costs	(3,332)	-	-	(3,332)	(3,718)	(978)	-	(4,696)
General and administrative expenses	(4,854)	(1,981)	(4,613)	(11,448)	(4,110)	(1,413)	(3,104)	(8,627)
Restructuring costs	-	-	(1,306)	(1,306)	-	-	(1,560)	(1,560)
Provisions	-	-	-	-	-	-	(3,328)	(3,328)
Expected credit losses	-	(153)	-	(153)	-	-	-	-
Other operating expenses	-	-	-	-	-	-	3,003	3,003
Other income	24	8,977	1,381	10,382	88	339	1,853	2,280
Finance income	189	-	3,860	4,049	153	-	-	153
Finance cost	(298)	(25)	(39)	(362)	(203)	(5,974)	(32,681)	(38,858)
Segment (loss)/profit before tax	(2,750)	6,818	(717)	3,351	(1,537)	(6,977)	(35,817)	(44,331)

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23 Segment reporting (continued)

	Wastewater treatment and water sludge AED'000	MEP AED'000	Corporate AED'000	Elimination AED'000	Total AED'000
As at March 31, 2025 <i>(Unaudited)</i>					
Total assets	173,417	331,539	931,819	(802,442)	634,333
Total liabilities	160,829	233,405	486,433	(391,931)	488,736
As at December 31, 2024 <i>(Audited)</i>					
Total assets	163,902	335,799	952,495	(805,170)	647,026
Total liabilities	148,271	233,795	505,396	(392,171)	495,291

24 Discontinued operations and subsidiary with a loss of control

The Group has following entities/ventures classified as discontinued operations.

- Drake & Scull International for Contracting SAE (D&S Egypt)
- Drake & Scull International for Electrical for Electrical Contracting WLL (D&S Kuwait)
- Drake & Scull Construction LLC - Algeria (DSC Algeria)
- Drake & Scull Engineering - Algeria (DSE Algeria)
- Drake & Scull Engineering LLC (D&S Jordan)
- Drake & Scull International (DSI Jordan)
- Drake & Scull International Thailand Company Limited (D&S Thailand)
- Drake & Scull International ASIA (DSI ASIA)
- Orient Corner Contracting Company
- Drake & Scull Syria Limited Liability Company - (D&S Syria)
- DSWP - Saudi Arabia (DSWP KSA)
- Drake and Scull Water & Power - (DSWP Qatar)
- International Center for Contracting
- Drake & Scull International LLC (Branch)
- DS International FOR General Contracting
- Drake & Scull International Construction Company LLC
- Drake & Scull International LLC (Oman)
- Oil and Gas Egypt
- Misr Sons Development S.A.E
- DSI-HLS Joint Venture (AUH)
- HLS-DSE Joint Venture (DXB) – JOC
- HLS-DSE Joint Venture (DXB) – Habtoor

Drake & Scull Construction LLC, Algeria and Drake & Scull Engineering Algeria

On July 20, 2023, Drake & Scull Construction LLC, Algeria received a termination notice from its client in Algeria (Emiral) for its project Zone -1 (consisting of four residential high-rise buildings) and Zone 4 (consisting of fifteen villas) of the Multipurpose real property complex, located in the Town of Staoueli, Wilaya of Algiers. In addition, due to the termination of the main contract with Emiral, Drake & Scull Engineering Algeria as MEP sub-contractor of the project working under Drake & Scull Construction LLC Algeria umbrella, was not able to continue its operations in Algeria.

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24 Discontinued operations and subsidiary with a loss of control (continued)

Drake & Scull Construction LLC, Algeria and Drake & Scull Engineering Algeria (continued)

As the contract with Emiral is the only business in Algeria for Drake & Scull Construction LLC, Algeria and Drake & Scull Engineering Algeria, both subsidiaries stopped their operations completely in Algeria and management does not have the intent to bid for new projects in the country.

Based on the above facts, management decided to treat its operations in Algeria as discontinued operations.

Drake & Scull International for Contracting SAE

Drake & Scull International for Contracting SAE ("DSIC") had one project in Egypt (Nile Corniche Project). Although the project was successfully completed and handed over in 2020, the main contractor liquidated DSIC's advance payment guarantee of USD 2,259,718 and performance guarantee of USD 12,895,500 on March 28, 2023, years after DSIC's successful works & project delivery. DSI PJSC is resorting to the dispute resolution clauses in the subcontract agreement that will ultimately lead to taking the main contractor to arbitration as per the subcontract agreement terms and conditions. The management did not find favorable opportunities within this territory to keep the operation alive and profitable, and accordingly, management decided to treat its operations in Egypt as discontinued operations.

Drake & Scull International Oman

In 2018, management initiated the liquidation of Drake & Scull International Oman, which has reached advanced stages and is expected to be completed during the year ending December 31, 2025.

DSWE India

On October 30, 2018, DSWE was admitted under Insolvency and Bankruptcy Code of India and underwent resolution process. A Resolution Plan submitted by Passavant Energy & Environment GmbH was approved by National Company Law Tribunal on December 3, 2020. The Resolution Plan of PEE was completed, and a Certificate of Completion was issued by a Monitoring Committee appointed by NCLT on May 10, 2024. All the admitted liabilities proposed to be paid have been paid off and balance liabilities prior to admission under insolvency have been written off.

Financial information of discontinued operations:

The results of the discontinued operations are presented below:

	Three-month period ended	
	March 31,	
	2025	2024
	(Unaudited)	(Unaudited)
	AED'000	AED'000
Statement of comprehensive income		
Other income	-	350
General and administrative expenses	-	(2,818)
Profit from discontinued operations	-	(2,468)

The major classes of assets and liabilities of the discontinued operations as at the reporting date are as follows:

	March 31,	December 31,
	2025	2024
	(Unaudited)	(Audited)
	AED'000	AED'000
<i>Assets:</i>		
Property and equipment	30	30
Trade and other receivables	45,104	45,091
Cash and bank balances	1,854	1,854
	46,988	46,975

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24 Discontinued operations and subsidiary with a loss of control (continued)

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
<i>Liabilities:</i>		
Trade and other payables	137,519	138,000
Bank borrowings	95,330	95,242
	<u>232,849</u>	<u>233,242</u>

Cash and cash equivalent related to discontinued operations are as follows:

	March 31, 2025 (Unaudited) AED'000	December 31, 2024 (Audited) AED'000
Cash and bank balances	1,854	1,854
Less: bank overdrafts	(95,330)	(95,242)
Bank overdrafts related to discontinued operations, net of cash	<u>(93,476)</u>	<u>(93,388)</u>