SHUAA CAPITAL PSC and its Subsidiaries

CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION
FOR THE PERIOD FROM 1 JANUARY 2026 TO 30 SEPTEMBER 2026

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Crowe Mak L.L.C
كـرو مـاك ش.ذ.م.م
2104 & 2105, Level 21, The Prism
Business Bay, Sheikh Zayed Road
P O Box 6747, Dubai, UAE
T: +971 4 447 3951
uae@crowe.ae
www.crowe.ae

Ref: BN/B3171/November 2026

Report on review of the condensed consolidated interim financial information

To,
The Board of directors,
SHUAA Capital PSC.

Introduction

We have reviewed the accompanying condensed consolidated interim statement of financial position of SHUAA Capital PSC (the "Company") and its subsidiaries (together the “Group”) as at September 30, 2026, the related condensed consolidated interim statement of profit or loss and other comprehensive income, condensed consolidated interim statement of changes in equity and condensed consolidated interim statement of cash flows and notes for the three month and nine month periods then ended and other explanatory notes. Management is responsible for the preparation and fair presentation of this condensed consolidated interim financial information in accordance with applicable International Accounting Standard 34, "Interim Financial Reporting" ("IAS-34"). 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 the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim consolidated financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Basis for Qualified Conclusion

The Group’s investment in associates includes an investment in Eshraq Investments PJSC which is carried in the condensed consolidated interim financial information at AED 379 million (December 2025: AED 349 million). As at the date of this review report, the Eshraq Investments PJSC holds an investment in an open-ended fund (the “Fund”) measured at fair value, amounting to AED 700 million as at September 30, 2026.

The auditors of the Eshraq Investments PJSC were unable to obtain sufficient appropriate audit evidence regarding the fair value of the underlying fund. Consequently, they were unable to determine whether any adjustments were necessary to that amount. Our review of the Group’s investment in the Eshraq Investments PJSC is based on the financial information audited by the Eshraq Investments PJSC ’s auditors and we were unable to obtain sufficient appropriate review evidence to determine whether any adjustment to the Group’s share of results and the carrying amount of the investment in the Eshraq Investments PJSC was necessary.

Our audit opinion for the year ended 31 December 2025 was also modified in respect of the same matter.

Qualified Conclusion

Based on our review, except for the possible effects of the matter described in the “Basis for Qualified Conclusion” paragraph, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial information do not present fairly, in all material respects, the financial position of the Group as at 30 September 2026, and its financial performance and its cash flows for the period then ended, in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting.

Emphasis of Matter

We draw attention to Note 2.2 to the condensed consolidated interim financial information, which indicates that as at September 30, 2026, the Group’s borrowings aggregating AED 313 million including bilateral facilities (“Term Loan”) aggregating AED 226 million due to a bank (Note 13) are repayable within the next twelve months from the date of these condensed consolidated interim financial information. A waiver in respect of certain default events under this facility was obtained from the bank in 2024 and was valid until 21 December 2025. Following year-end, the Group obtained an extension of the waiver until 31 March 2026. The waiver was subsequently extended until 31 August 2026 and thereafter until 31 December 2026, as discussions relating to the proposed restructuring and refinancing of the facility continue and the related documentation progresses towards finalization.

Registered as Crowe Mak L.L.C with the Department of Economic Development, Dubai (#101627) as a Limited Liability Company
مـسـجـلـة باسـم كـرو مـاك ش.ذ.م.م لـدى دائـرة الـتـنـمـيـة الاقـتـصـادية, دبي (# ١٠١٦٢٧) ذات مسئـوليـة محـدودة

Further, as disclosed in Note 22, “Subsequent Events,” to the condensed consolidated interim financial information, the Group continued to engage in constructive discussions regarding a comprehensive restructuring and refinancing of the existing facility and as at the date of these consolidated interim financial information.

If restructuring and refinancing discussions do not conclude on acceptable terms, or the lender does not grant further waivers beyond 31 December 2026, the Group may face liquidity pressures and potential default. Our conclusion is not modified in respect of this matter.

For, Crowe Mak

Basil Naser
Partner
Registered Auditor Number: 5507
Dubai, United Arab Emirates
12 November 2026

Condensed consolidated interim statement of profit or loss for the three and nine months ended 30 September 2026 (unaudited)

(Currency - Thousands of U.A.E. Dirhams)

	Notes	***3 months to 30 September 2026 Unaudited***	*3 months to 30 September 2025 Unaudited*	***9 months to 30 September 2026 Unaudited***	*9 months to 30 September 2025 Unaudited*
Revenues					
Management and performance fees		**13,548**	13,598	**41,080**	43,464
Advisory fees		**275**	375	**3,691**	17,248
Trading and custody		**4,565**	1,040	**13,018**	3,252
Others		**-**	12	**-**	33
Total Revenues		**18,388**	15,025	**57,789**	63,997
Expenses					
General and administrative expenses		**(19,077)**	(20,751)	**(62,467)**	(62,838)
Depreciation and amortisation		**(1,563)**	(2,388)	**(7,675)**	(7,179)
Fee and commission expense		**(2,011)**	(1,322)	**(6,312)**	(3,609)
Total expenses		**(22,651)**	(24,461)	**(76,454)**	(73,626)
Operating loss		**(4,263)**	(9,436)	**(18,665)**	(9,629)
Finance cost		**(7,375)**	(7,538)	**(21,698)**	(24,940)
Net foreign exchange loss		**-**	-	**(19)**	-
Reversal/(provision) for impairment losses on financial assets		**-**	1	**(2,067)**	(1,045)
Net Interest (expense)/income		**-**	(59)	**-**	44
Gain on mandatory convertible bonds	2.2	**-**	-	**-**	214,776
Other Income	6	**3,279**	2,451	**19,931**	54,685
Change in fair value gain/(loss) from financial assets at fair value through profit or loss (FVTPL)		**(198)**	(1,866)	**158**	(20,151)
Share of net profit of investments in associates accounted for using the equity method		**15,591**	-	**30,418**	9,754
Profit/(loss) before corporate tax		**7,034**	(16,447)	**8,058**	223,494
Corporate tax income/(expense) for the period		**9,185**	-	**11,015**	(22,816)
Net profit/(loss) for the period after corporate tax		**16,219**	(16,447)	**19,073**	200,678
Attributable to:					
Owners of the Parent		**16,167**	(15,975)	**15,642**	198,444
Non-controlling interests		**52**	(472)	**3,431**	2,234
		16,219	(16,447)	**19,073**	200,678
Earnings/(losses) per share attributable to Owners (in AED)	16	**0.004**	(0.00)	**0.004**	0.05

The accompanying notes on pages 8 to 23 form an integral part of this condensed consolidated interim financial information.

Condensed consolidated interim statement of comprehensive income for the three and nine months ended 30 September 2026 (unaudited)

(Currency - Thousands of U.A.E. Dirhams)

	Notes	***3 months to 30 September 2026 Unaudited***	*3 months to 30 September 2025 Unaudited*	***9 months to 30 September 2026 Unaudited***	*9 months to 30 September 2025 Unaudited*
Profit/(loss) for the period		**16,219**	(16,447)	**19,073**	200,678
Other comprehensive income/(loss)					
Items that may be reclassified to profit or loss					
Exchange differences on translation of foreign operations	15	**(10)**	(1,549)	**(397)**	1,465
Share of other comprehensive income from investment in associates	10	**(847)**	-	**(847)**	-
Share of other comprehensive loss from financial assets at fair value	18	**-**	(562)	**-**	(562)
Other comprehensive (loss)/Income for the period		**(857)**	(2,111)	**(1,244)**	903
Total comprehensive income/(loss) for the period		**15,362**	(18,558)	**17,829**	201,581
Attributable to:					
Owners of the Parent		**15,320**	(11,504)	**14,831**	203,217
Non-controlling interests		**42**	(7,054)	**2,998**	(1,636)
		15,362	(18,558)	**17,829**	201,581

The accompanying notes on pages 8 to 23 form an integral part of this condensed consolidated interim financial information.

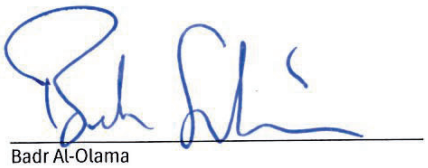
SHUAA CAPITAL PSC and its subsidiaries

Condensed consolidated interim statement of financial position as at 30 September 2026 (unaudited)

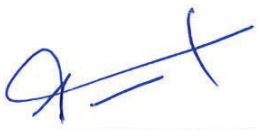
(Currency - Thousands of U.A.E. Dirhams)

	Notes	30 September 2026 Unaudited	31 December 2025 Audited
Assets			
Cash and cash equivalents	7	**69,334**	50,104
Receivables and other debit balances	8	**105,070**	94,819
Loans, advances and finance leases	9	**5,578**	59,261
Financial assets at fair value	18.1	**50,561**	18,583
Investments in associates	10	**379,366**	349,804
Property and equipment		**5,163**	10,052
Goodwill and other intangible assets	11	**534,774**	536,060
Total assets		**1,149,846**	1,118,683
Liabilities			
Payables and other credit balances	12	**180,193**	157,841
Other financial liabilities		**87,063**	86,836
Borrowings	13	**312,609**	320,469
Total liabilities		**579,865**	565,146
Equity			
Share capital	14	**3,659,023**	3,659,023
Share premium		**52,579**	52,579
Statutory reserve		**49,631**	49,631
Other reserves	15	**(2,235,442)**	(2,234,631)
Accumulated losses		**(930,065)**	(945,707)
Equity attributable to Owners		**595,726**	580,895
Non-controlling interests (NCI)		**(25,745)**	(27,358)
Net equity		**569,981**	553,537
Total equity and liabilities		**1,149,846**	1,118,683

This condensed consolidated interim financial information was approved by the Board of Directors on 12 November 2026 and signed on their behalf by:



Badr Al-Olama
Chairman



Nabil Al Rantisi
Group Chief Executive Officer

The accompanying notes on pages 8 to 23 form an integral part of this condensed consolidated interim financial information.

SHUAA CAPITAL PSC and its subsidiaries

Condensed consolidated interim statement of changes in equity for the nine months ended 30 September 2026 (unaudited)

(Currency - Thousands of U.A.E. Dirhams)

	Share capital	Share premium	Statutory reserve	Other reserves	Accumulated Losses	Equity attributable to owners of the Parent	Non – controlling interests	Total
Balance at 1 January 2025 (Audited)	2,535,720	52,579	49,631	(1,475,534)	(1,127,752)	34,644	(19,673)	14,971
Restatement of prior period error	-	-	-	-	25,564	25,564	343	25,907
Balance at 1 January 2025 – As restated	2,535,720	52,579	49,631	(1,475,534)	(1,102,188)	60,208	(19,330)	40,878
Profit for the period	-	-	-	-	198,444	198,444	2,234	200,678
Other comprehensive income/(loss) for the period	-	-	-	4,773	-	4,773	(3,870)	903
Total comprehensive income/(loss) for the period	-	-	-	4,773	198,444	203,217	(1,636)	201,581
Mandatory convertible bond conversion	1,123,303	-	-	(763,846)	-	359,457	-	359,457
Balance at 30 September 2025 (Unaudited)	3,659,023	52,579	49,631	(2,234,607)	(903,744)	622,882	(20,966)	601,916
Balance at 1 January 2026 (Audited)	**3,659,023**	**52,579**	**49,631**	**(2,234,631)**	**(945,707)**	**580,895**	**(27,358)**	**553,537**
Profit for the period	**-**	**-**	**-**	**-**	**15,642**	**15,642**	**3,431**	**19,073**
Other comprehensive loss for the period	**-**	**-**	**-**	**(811)**	**-**	**(811)**	**(433)**	**(1,244)**
Total comprehensive (loss)/income for the period	**-**	**-**	**-**	**(811)**	**15,642**	**14,831**	**2,998**	**17,829**
Distributions to NCI	**-**	**-**	**-**	**-**	**-**	**-**	**(1,385)**	**(1,385)**
Balance at 30 September 2026 (Unaudited)	**3,659,023**	**52,579**	**49,631**	**(2,235,442)**	**(930,065)**	**595,726**	**(25,745)**	**569,981**

The accompanying notes on pages 8 to 23 form an integral part of this condensed consolidated interim financial information.

Condensed consolidated interim statement of cash flows for the nine months ended 30 September 2026 (unaudited)

(Currency - Thousands of U.A.E. Dirhams)

	Notes	***9 months to 30 September 2026 Unaudited***	*9 months to 30 September 2025 Unaudited*
Cash flows from operating activities			
Pre-tax profit for the period		**8,058**	223,494
Adjustments:			
Finance cost		**21,698**	24,940
Net interest income		**-**	(44)
Fair value (gain)/loss on investments at FVTPL		**(158)**	21,322
Share of net profit from investments in associates	10	**(30,418)**	(9,754)
Mandatory convertible bonds	2.2	**-**	(214,776)
Gain on Settlement of borrowings and other financial liabilities		**(12,309)**	(37,839)
Employees' end of service benefit charge		**1,674**	1,215
Provisions for impairment losses – net		**2,067**	1,045
Depreciation and amortization		**7,675**	7,179
Other income		**(933)**	-
Gain from fair value uplift	6.1	**-**	(8,600)
Operating cash flows before movements in working capital		**(2,646)**	8,182
Increase/(decrease) in receivables and other debit balances		**763**	(6,664)
Increase in loans and advances		**51,616**	7,209
Increase/(decrease) in payables and other credit balances		**28,389**	(465)
Decrease in other financial liabilities		**(4,000)**	(25,008)
Net cash generated/(used in) from operations		**74,122**	(16,746)
Employees' end of service benefit paid		**(1,741)**	(702)
Net cash generated/(used in) from operating activities		**72,381**	(17,448)
Cash flows from investing activities			
Payments for the purchase of investments		**(31,820)**	(453)
Proceeds from disposal of investments		**-**	636
Net interest received		**-**	44
Distribution to NCI		**(1,385)**	-
Acquisition of property and equipment		**(567)**	(841)
Net cash used in investing activities		**(33,772)**	(614)
Cash flows from financing activities			
Issuance of Mandatory convertible bonds		**-**	85,000
Repayment of borrowings		**(11,782)**	(48,967)
Lease rentals paid		**(6,843)**	(6,104)
Finance cost paid		**(754)**	(20,957)
Net cash (used in)/generated from financing activities		**(19,379)**	8,972
Net increase/(decrease) in cash and cash equivalents		**19,230**	(9,090)
Cash and cash equivalents at beginning of the period	7	**48,854**	41,926
Cash and cash equivalents at end of the period		**68,084**	32,836

The accompanying notes on pages 8 to 23 form an integral part of this condensed consolidated interim financial information.

1. LEGAL STATUS AND ACTIVITIES

SHUAA Capital PSC (the "Company" or "SHUAA") is a public shareholding company established in Dubai, United Arab Emirates, pursuant to Emiri Decree No. 6 of 25 April 1979 and in accordance with the UAE Federal Law No. 8 of 1984 concerning Commercial Companies and its amendments ("Companies Law"). The registered address of the Company is P.O. Box 31045, Dubai, United Arab Emirates. The Company's shares are traded on the Dubai Financial Market in the United Arab Emirates.

This condensed consolidated interim financial information include the assets, liabilities and results of operations of the Group and its subsidiaries (the "Group") as disclosed in the Group's annual consolidated financial statements as at 31 December 2025.

The company is licensed by the Capital Markets Authority to conduct Investment Management, Financial Consulting and Financial Analysis, Promotion, Introduction and Issuance Management activities. The Company and its subsidiaries conduct a diversified range of investment and financial services activities with special emphasis on the Arab region in general, the UAE and GCC markets, and are actively involved in public and private capital markets in the region.

2. BASIS OF PREPARATION

2.1 Basis of preparation

This condensed consolidated interim financial information and accompanying notes for the period ended 30 September 2026 have been prepared in accordance with International Accounting Standard (IAS) 34, "Interim Financial Reporting" and comply with the applicable requirements of the laws in the U.A.E. As per the requirements of IAS 34, the condensed consolidated interim financial information does not include all the information required for full annual consolidated financial information and should be read in conjunction with the Group's annual audited consolidated financial statements as at and for the year ended 31 December 2025 which have been prepared in accordance with International Financial Reporting Standards (IFRS). These condensed consolidated interim financial information of the Group are prepared under the historical cost basis except for certain financial instruments which are measured at fair value. In addition, results for the nine months ended 30 September 2026 are neither audited nor are they necessarily indicative of the results that may be expected for the full financial year ending 31 December 2026.

2.2 Going concern

The Group has achieved a gain of AED 19.8 million (30 September 2025: Net gain of 200.7 million) during the nine-month period to 30 September 2026 which has resulted in decrease in accumulated losses to an amount of AED 929 million (31 December 2025: 946 million) as at that date. The Group has incurred net gain/(losses) during the previous two years and an operating loss in the current year to date.

Further, the Group has AED 313 million of borrowings repayable within the next twelve months from the date of approval of this condensed consolidated interim financial information, including bilateral facilities ("Term Loan") of AED 226 million due to a bank. The Group remained in close engagement with its senior lender during the period. Following the covenant waiver secured in 2024, a further waiver was secured during the period which will expire on 31 December 2026, and the Group continued to advance discussions toward a comprehensive restructuring agreement. Refer to subsequent event (Note 22) for further details.

During the year 2025, the Group has successfully finalised its Mandatory Convertible Bonds ("MCBs") amounting to AED 274.4 million (equivalent to USD 74.7 million) to its existing Noteholders. These MCBs were converted into ordinary shares at AED 0.32 per share which resulted in 857.5 million of ordinary shares issued in Q1 2025. The remaining Noteholders, whose holdings total USD 75.3 million received a settlement equivalent to 20% of their principal amount, paid on 28 March 2025 (USD 15.1 million). This transaction resulted in a gain of AED 214.8 million.

In addition, the Group raised AED 85 million through the issuance of MCBs to new investors and these MCBs were converted into ordinary shares at AED 0.32 per share resulting in 265.6 million shares issued in Q1 2025.

2. BASIS OF PREPARATION (continued)

2.2 Going concern (continued)

In assessing the appropriateness of applying the going concern basis in the preparation of these condensed consolidated interim financial statements, the Board of Directors have considered the Group's operational profitability, liquidity and forecasted cash flows, taking into account reasonably possible outcomes over a 12-month period from the date of approval of these condensed consolidated interim financial information.

3. NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE GROUP

The accounting policies adopted in the preparation of this condensed consolidated interim financial information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2025 except for the adoption of new standards effective as of 1 January 2026 where appropriate. The Group has not adopted any other standard, interpretation or amendment that has been issued that is not yet effective. Several amendments apply for the first time in 2026 and adopted by the Group. These amendments do not have significant impact on the condensed consolidated interim financial information of the Group and therefore further disclosures have not been made.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the preparation of the Group's condensed consolidated interim financial information, management has made a number of critical estimates and judgments in a manner consistent with those described in the Group's annual consolidated financial statements for the year ended 31 December 2025.

5. SEGMENTAL INFORMATION

For internal management purposes the Group is organised into three operating segments, all of which are based on business units:

Asset Management manages real estate funds and projects, investment portfolios and funds in the regional equities, fixed income and credit markets. It also provides investment solutions to clients with a focus on alternative investment strategies.

Investment banking provides corporate finance advisory, transaction services, private placement, public offerings of equity and debt securities and structured products. It also creates market liquidity on OTC fixed income products.

Corporate manages principal investments, non-core assets, corporate developments, treasury and other shared services related to the Group.

	1 January to 30 September 2026 (Unaudited)			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Management and performance fees	**40,781**	**-**	**299**	**41,080**
Advisory income	**661**	**3,030**	**-**	**3,691**
Trading and custody	**-**	**13,064**	**(46)**	**13,018**
Total revenues	**41,442**	**16,094**	**253**	**57,789**
General and administrative expenses	**(19,531)**	**(14,569)**	**(28,367)**	**(62,467)**
Depreciation and amortisation	**(912)**	**(2,251)**	**(4,512)**	**(7,675)**
Fee and commission expense	**(6,296)**	**(16)**	**-**	**(6,312)**
Total expenses	**(26,739)**	**(16,836)**	**(32,879)**	**(76,454)**
Operating profit/(loss)	**14,703**	**(742)**	**(32,626)**	**(18,665)**
Finance cost	**(207)**	**(188)**	**(21,303)**	**(21,698)**
Net foreign exchange loss	**(14)**	**(5)**	**-**	**(19)**
Provision for impairment losses on financial assets	**-**	**-**	**(2,067)**	**(2,067)**
Other income	**1,012**	**1,470**	**17,449**	**19,931**
Change in fair value gain from financial assets at fair value through profit or loss (FVTPL)	**-**	**-**	**158**	**158**
Share of net profit from investments in associates	**-**	**-**	**30,418**	**30,418**
Profit/(loss) before corporate tax	**15,494**	**535**	**(7,971)**	**8,058**
Corporate tax credit for the period	**-**	**-**	**11,015**	**11,015**
Net Profit for the period after corporate tax	**15,494**	**535**	**3,044**	**19,073**
Non-controlling interests	**-**	**-**	**(3,431)**	**(3,431)**
Profit for the period attributable to Owners	**15,494**	**535**	**(387)**	**15,642**
Revenue generated from external customers (fee & commission)	**40,780**	**5,338**	**252**	**46,370**

	At 30 September 2026 (Unaudited)			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Assets	**354,164**	**331,619**	**464,063**	**1,149,846**
Liabilities	**56,539**	**99,171**	**424,155**	**579,865**

5. SEGMENTAL INFORMATION (continued)

	1 January to 30 September 2025 (Unaudited)			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Management and performance fees	40,993	-	2,471	43,464
Advisory income	-	17,248	-	17,248
Trading and custody	-	3,252	-	3,252
Others	-	-	33	33
Total revenues	40,993	20,500	2,504	63,997
General and administrative expenses	(35,685)	(16,474)	(10,679)	(62,838)
Depreciation and amortisation	(3,658)	(3,445)	(76)	(7,179)
Fee and commission expense	(2,868)	-	(741)	(3,609)
Total expenses	(42,211)	(19,919)	(11,496)	(73,626)
Operating (loss)/profit	(1,218)	581	(8,992)	(9,629)
Finance cost	(2,283)	(1,014)	(21,643)	(24,940)
Provision for impairment losses on financial assets	-	-	(1,045)	(1,045)
Net interest income	-	-	44	44
Gain on mandatory convertible bonds	-	-	214,776	214,776
Other income	3,737	2,641	48,307	54,685
Change in fair value loss from financial assets at fair value through profit or loss (FVTPL)	-	-	(20,151)	(20,151)
Share of net profit from investments in associates	-	-	9,754	9,754
Profit before corporate tax	236	2,208	221,050	223,494
Corporate tax expense for the period	-	-	(22,816)	(22,816)
Net Profit for the period after corporate tax	236	2,208	198,234	200,678
Non-controlling interests	44	-	(2,278)	(2,234)
Profit for the period attributable to Owners	280	2,208	195,956	198,444
Revenue generated from external customers (fee & commission)	40,993	871	2,505	44,369

	At 30 September 2025 (Unaudited)			
	Asset Management	*Investment Banking*	*Corporate*	*Total*
Assets	356,558	307,807	511,971	1,176,336
Liabilities	51,763	42,814	479,843	574,420

6. OTHER INCOME - NET

	3 months to 30 September 2026 Unaudited	*3 months to 30 September 2025 Unaudited*	***9 months to 30 September 2026 Unaudited***	*9 months to 30 September 2025 Unaudited*
Gain on settlement of other financial liabilities	**-**	-	**12,309**	37,839
Loss on disposal of associate	**-**	(63)	**-**	(63)
Others (Note 6.1)	**3,279**	2,514	**7,622**	16,909
	3,279	2,451	**19,931**	54,685

6.1 This includes nil (30 September 2025: AED 8,600) fair value uplift from a subsidiary.

7. CASH AND CASH EQUIVALENTS

	30 September 2026 Unaudited	*31 December 2025 Audited*
Cash in hand	**127**	109
Balances held with banks	**69,207**	49,995
Cash and deposits with banks	**69,334**	50,104
Less: Restricted deposits	**(1,250)**	(1,250)
Cash and cash equivalents	**68,084**	48,854

8. RECEIVABLES AND OTHER DEBIT BALANCES

	30 September 2026 Unaudited	*31 December 2025 Audited*
Trade receivables – net of loss allowance (8.1)	**56,806**	44,204
Prepayments	**4,405**	5,753
Advances and deposits	**4,090**	4,707
Accrued income	**3,827**	7,333
Deferred tax asset	**10,311**	7,522
Others (8.2)	**25,631**	25,300
	105,070	94,819
Trade receivables and managed funds – net of loss allowance		
Trade receivables and managed funds	**180,097**	167,495
Loss allowance	**(123,291)**	(123,291)
	56,806	44,204

8.1 Included in trade receivables is an amount of AED 11 (31 December 2025: AED 498) due from related parties (Note 17).

8.2 This includes AED 25,300 (31 December 2025: AED 25,300) receivable from the disposal of a subsidiary in 2022.

9. LOANS, ADVANCES AND FINANCE LEASES

During the nine-month period ended 30 September 2026, no charge (nine-month period ended 30 September 2025: nil) was made against expected credit losses on loans given by the group.

As at 30 September 2026, the underlying collateral for finance leases were valued at AED 88,456 (31 December 2025: AED 149,499).

10. INVESTMENTS IN ASSOCIATES

	30 September 2026 Unaudited	*31 December 2025 Audited*
Opening balance	**349,804**	368,415
Share of profit of associates	**30,418**	12,487
Disposal	**-**	(32,541)
Share of other comprehensive income of associates	**(856)**	1,654
Impairment	**-**	(211)
Closing balance	**379,366**	349,804

The below table highlights the geographical allocation of associates:

	30 September 2026 Unaudited	*31 December 2025 Audited*
U.A.E.	**379,366**	349,804
	379,366	349,804

11. GOODWILL AND OTHER INTANGIBLE ASSETS

	Goodwill	***Trademark***	***Customer Relationships***	***Trade Licenses***	***Total***
Cost					
Balance at beginning of the period	**516,051**	**7,993**	**34,249**	**7,607**	**565,900**
Balance at end of the period	**516,051**	**7,993**	**34,249**	**7,607**	**565,900**
Accumulated amortisation					
Balance at beginning of the period	**-**	**2,967**	**26,866**	**7**	**29,840**
Charge for the period	**-**	**361**	**925**	**-**	**1,286**
Balance at end of the period	**-**	**3,328**	**27,791**	**7**	**31,126**
Net book value at 30 September 2026 (Unaudited)	**516,051**	**4,665**	**6,458**	**7,600**	**534,774**
Net book value at 31 December 2025 (Audited)	516,051	5,026	7,383	7,600	536,060

During the nine months period to 30 September 2026, the Group did not identify any significant changes in the estimation, assumptions (excluding cashflows of cash generating units) or the sensitivities used for the impairment assessment performed at 31 December 2025 and which were disclosed in the condensed consolidated financial statements for the year ended 31 December 2025.

12. PAYABLES AND OTHER CREDIT BALANCES

	30 September 2026 Unaudited	31 December 2025 Audited
Payable to clients	**2,968**	3,232
Deferred tax liability	**40,854**	40,854
FVTPL liabilities (Note 18.1)	**38,959**	3,055
Accruals	**22,548**	20,963
Payables against acquisition	**11,391**	11,391
Customer deposits	**9,208**	9,208
Corporate tax payable	**-**	8,226
Lease liabilities	**2,104**	8,462
End of service benefits	**6,785**	6,851
Deferred revenue	**1,549**	2,078
Provisions	**375**	374
Other payables*	**43,452**	43,147
	180,193	157,841

* Other payables mainly comprise of amount due to suppliers.

The maturity profile of payables and other credit balances at the end of the reporting period is as follows:

	30 September 2026 Unaudited	*31 December 2025 Audited*
Repayable within twelve months	**132,554**	99,596
Repayable after twelve months	**47,639**	58,245
	180,193	157,841

13. BORROWINGS

Secured	***30 September 2026 Unaudited***	*31 December 2025 Audited*
Due to banks (Note 13.1)	**225,934**	212,585
Due to other financial institutions (Note 13.2)	**34,375**	33,464
Others	**33,570**	56,066
	293,879	302,115
Unsecured		
Bonds and Sukuk payable (Note 13.3)	**18,730**	18,354
	18,730	18,354
	312,609	320,469

13.1 The interest accrued, amounting to AED 17,900 during the nine-month period ended 30 September 2026, on the above-mentioned borrowings (due to bank) has been calculated based on the terms outlined in the original term sheet that is currently under advanced discussion with the lending bank. A further extension of the waiver period was obtained which is valid till 31 December 2026.

13.2 These include borrowings amounting to AED 34,375 (31 December 2025: AED 33,464) due to related parties (Note 17) with an interest rate of 8% p.a. (2025: 8% p.a.).

13.3 Finance cost includes interest of AED 453 for the reviewed period (31 December 2025: AED 76) on the Sukuk payable.

13. BORROWINGS (continued)

The maturity profile of borrowings at the end of the reporting period is as follows:

	30 September 2026 Unaudited	*31 December 2025 Audited*
Secured		
Repayable within twelve months	**293,879**	302,115
	293,879	302,115
Unsecured		
Repayable after twelve months	**18,730**	18,354
	18,730	18,354
	312,609	320,469

14. SHARE CAPITAL

	Number of shares (in '000s)	*Value*
30 September 2026 (Unaudited)	**3,659,023**	**3,659,023**
31 December 2025 (Audited)	3,659,023	3,659,023

Authorised, issued and fully paid share capital comprises 3,659,022,945 shares (31 December 2025: 3,659,022,945 shares) of AED 1 (31 December 2025: AED 1 per share). Each share carries one vote and the right to receive dividends.

In Q1 2025, the Group successfully finalized the conversion of Mandatory Convertible Bonds ("MCBs") totaling AED 274.4 million (equivalent to USD 74.7 million) held by existing Noteholders. These MCBs were converted into 857.5 million ordinary shares at a conversion price of AED 0.32 per share.

Additionally, the Group raised AED 85 million through the issuance of MCBs to new investors, which were converted into 265.6 million ordinary shares at AED 0.32 per share in Q1 2025.

As a result of these transactions, the Group issued a total of 1,123 million ordinary shares in Q1 2025. The par value of each share is AED 1. The difference between the issue price and the par value amounted to AED 0.68 per share (AED 763.8 million in total), has been recorded as a negative share premium reserve (Note 15).

15. OTHER RESERVES

	Merger reserve (15.1)	*Investment revaluation reserve*	*Cash flow hedge reserve*	*Translation reserve*	*Negative share premium Reserve*	*Total*
At 1 January 2026 (Audited)	**(1,410,720)**	**(64,860)**	**9,203**	**(4,408)**	**(763,846)**	**(2,234,631)**
Translation of operations of foreign subsidiaries	-	-	-	**(397)**	**-**	**(397)**
Share of other comprehensive income from investment in associates	-	**(847)**	-	-	**-**	**(847)**
NCI share	-	**(185)**	-	**618**	-	**433**
At 30 September 2026 (Unaudited)	**(1,410,720)**	**(65,892)**	**9,203**	**(4,187)**	**(763,846)**	**(2,235,442)**
At 31 December 2025 (Audited)	(1,410,720)	(64,860)	9,203	(4,408)	(763,846)	(2,234,631)

15.1 Merger reserve represents the excess value of the consideration paid by the legal acquirer (SHUAA) over the nominal value of the pre-merger share capital of the legal acquiree (ADFG).

16. EARNINGS PER SHARE

Basic earnings per share has been computed by dividing the net profit attributable to the Owners with the weighted average number of ordinary shares outstanding.

	3 months to 30 September 2026 Unaudited	*3 months to 30 September 2025 Unaudited*	***9 months to 30 September 2026 Unaudited***	*9 months to 30 September 2025 Unaudited*
Profit/(loss) attributable to the Owners after tax	**16,167**	(15,975)	**15,642**	198,444
Weighted average number of ordinary shares (thousands)	**3,659,023**	3,659,023	**3,659,023**	3,659,023
Earnings/(losses) per share attributable to the Owners (in AED)	**0.004**	(0.00)	**0.004**	0.05

Diluted earnings per share as of 30 September 2026 and 30 September 2025 are equivalent to basic earnings per share.

17. RELATED PARTY TRANSACTIONS AND BALANCES

The Group enters transactions with companies and entities that fall within the definition of a related party. Related parties represent significant shareholders, directors and key management personnel of the Group, their close family members and entities controlled, jointly controlled or significantly influenced by such parties.

The Group conducts its transactions with related parties on arm's length terms, with any exceptions to be specifically approved by the Board. In all cases, transactions with related parties are required to be conducted in compliance with all relevant laws and regulations. Where a Board member has an actual or perceived conflict of interest over an issue to be considered by the Board, the interested member may not vote on any relevant resolutions and can also be asked by the Chairman not to participate in the relevant Board discussions.

The nature of significant related party transactions and the amounts due to/from related parties were as follows:

	30 September 2026 Unaudited	*31 December 2025 Audited*
Receivables and other debit balances		
Associates	**11**	498
Borrowings		
Associates	**34,375**	33,464
Other financial liabilities		
Associates	**14,804**	14,041
Other related parties	**32,821**	31,128

18. FINANCIAL INSTRUMENTS

18.1 Fair value of financial instruments

Fair value measurement of financial assets at FVTPL and FVTOCI

Fair values for the Group's financial assets at FVTPL and FVTOCI (level 3) are measured using market or income approaches.

Considerable judgment may be required in developing estimates of fair value, particularly for financial instruments classified as Level 3 in the fair value hierarchy as such estimates incorporate market unobservable inputs that require management to use its own assumptions.

The uncertainty in those assumptions have been incorporated into the Group's valuations of Level 3 financial instruments primarily through updated cash flows and discount rates, as applicable. Additional volatility in the fair values of Level 3 financial instruments may arise in future periods if actual results differ materially from the Group's estimates.

The Group's valuation techniques for Level 3 financial instruments remained unchanged during the nine months ended 30 September 2026.

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:
- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The following table shows an analysis of financial assets and liabilities recorded at fair value by level of the fair value hierarchy:

	30 September 2026 (Unaudited)			
Financial Assets	***Level 1***	***Level 2***	***Level 3***	***Total***
FVTPL				
-Equity investments	**2,800**	-	-	**2,800**
-Fixed income investments	**42,962**	-	-	**42,962**
-Fund investments	-	**547**	**4,252**	**4,799**
	45,762	**547**	**4,252**	**50,561**
Financial Liabilities				
FVTPL	**38,959**	-	-	**38,959**
	38,959	-	-	**38,959**

	31 December 2025 (Audited)			
	Level 1	*Level 2*	*Level 3*	*Total*
Financial Assets				
FVTPL				
-Equity investments	8,641	-	-	8,641
-Fixed income investments	5,074	-	-	5,074
-Fund investments	-	547	4,321	4,868
	13,715	547	4,321	18,583
Financial Liabilities				
FVTPL	3,055	-	-	3,055
	3,055	-	-	3,055

18. FINANCIAL INSTRUMENTS (continued)

18.1 Fair value of financial instruments (continued)

Financial assets recorded at fair value

The following is a description of the determination of fair value for financial instruments which are recorded at fair value using valuation techniques. These incorporate the Group's estimate of assumptions that a market participant would make when valuing the instruments.

At fair value through profit or loss:

Investments carried at FVTPL are valued using market prices in active markets or valuation techniques which incorporate data which is both observable and non-observable. This category includes quoted and unquoted securities and funds which invest in underlying assets which are in turn valued based on both observable and non-observable data. Observable inputs include market prices (from active markets), foreign exchange rates and movements in stock market indices. Unobservable inputs include assumptions regarding expected future financial performance, discount rates, net asset values and market liquidity discounts. Investments classified as FVTPL falling under level 2 category have been valued using Net Asset Value and adjusted quoted prices in respect of investments under inactive markets.

At fair value through other comprehensive income:

Financial assets carried at FVTOCI are valued using quoted prices in active markets, valuation techniques or pricing models and consist of quoted equities, and unquoted funds. These assets are valued using quoted prices or models which incorporate data which is both observable and non-observable. The non-observable inputs to the models include assumptions regarding the future financial performance of the investee, its risk profile and economic assumptions regarding the industry and geographical jurisdiction in which the investee operates.

18. FINANCIAL INSTRUMENTS (continued)

18.1 Fair value of financial instruments (continued)

The following table shows the impact on the fair value of level 3 instruments reflecting change in underlying assumptions used in the valuation by class of instrument.

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and Key input(s)	Significant nobservable input(s)	Effect of changes in nderlying assumptions Sep 2026	Effect of changes in underlying assumption Dec 2025	Sensitivity analysis	elationship of unobservable inputs to fair value
	30/9/26 Unaudited	*31/12/25 Audited*							
FVTPL									
Fund investments	**4,252**	4,321	3	Discounted cash flow[1] and NAV[2]	Net asset value adjusted with market risk	**+/- 213**	+/-216	± 5% change in NAV and 1% change in discount rate, impacts fair value	The higher the market risk, the lower the fair value and the higher the discount rate, the lower the fair value

Significant unobservable inputs in Level 3 instruments valuations

[1]Discounted cash flow models are used to fair value fund investments. The assets recognized under fund investments, the cash flow model includes assumptions related to future cash inflows/outflows, discount rate and growth rate. The extent of the adjustment varied according to the characteristics of each investment.

[2]Net asset value represents the estimated value of a security based on valuations received from the investment or fund manager. The NAV is based on the fair value of the underlying investments and other assets and liabilities. The valuation of certain private equity securities is based on the economic benefit we derive from our investment.

18. FINANCIAL INSTRUMENTS (continued)

18.1 Fair value of financial instruments (continued)

Movements in level 3 financial assets measured at fair value

During the period, there were no transfers between levels.
The following table shows a reconciliation of the opening and closing balance of level 3 financial assets which are recorded at fair value:

	30 September 2026 (Unaudited)							
	Balance at 1 January 2026	***Acquired on business combination***	***Additions***	***Disposal***	***Loss through P&L***	***Loss through OCI***	***Level 2 to 3***	***Balance at 30 September 2026***
FVTPL								
Equity Investments	-	-	-	-	-	-	-	-
Fund Investment	**4,321**	-	-	**(69)**	-	-	-	**4,252**
FVOCI								
Fund Investment	-	-	-	-	-	-	-	-
	4,321	-	-	**(69)**	-	-	-	**4,252**

	31 December 2025 (Audited)							
	Balance at 1 January 2025	*Acquired on business combination*	*Additions*	*Disposal*	*Loss through P&L*	*Loss through OCI*	*Level 2 to 3*	*Balance at 31 December 2025*
FVTPL								
Equity Investment	9,009	-	-	-	(9,009)	-	-	-
Fund Investment	20,374	-	-	-	(16,053)	-	-	4,321
FVOCI								
Fund Investment	562	-	-	-	-	(562)	-	-
	29,945	-	-	-	(25,062)	(562)	-	4,321

Gains and losses on level 3 financial assets included in the condensed consolidated interim statement of profit or loss for the period/year are detailed as follows:

	30 September 2026 Unaudited	*31 December 2025 Audited*
Realised and unrealised losses	-	(25,062)

19. FINANCIAL RISK MANAGEMENT

Introduction

The inherent risk relating to the Group's activities is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The Group is exposed to credit risk, liquidity risk, market risk (comprising, interest rate risk, foreign exchange risk and equity price risk) and operational risk.

Risk management structure

The Board of Directors is ultimately responsible for identifying and controlling risk relating to the Group's activities and recognises the importance of managing risk in line with shareholder risk appetite.

Authority to set Group-wide rules to manage credit, liquidity and market risk are delegated to the Governance Committees of the Group and to each subsidiary. However, enterprise-wide risk is monitored by the Group Management Committees which ensures that Group rules are adhered to.

Liquidity risk & risk management

Liquidity risk is the risk that it will be unable to meet its funding requirements and arises principally on the Group's borrowings, payables and other credit balances and other financial liabilities. To limit this risk, management has arranged diversified funding sources, managed assets with liquidity in mind and monitored liquidity daily.

In addition, the Group has strengthened its liquidity buffer through working capital management and fund-raising initiatives. The Group believes that the current cash and cash equivalents provide sufficient level of liquidity and stability during this time of uncertainty.

The Group's approach aims to always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses and without materially affecting the return on capital. The Risk & Governance Committee of the Board ("RGCB") and Asset Liabilities Committee ("ALCO") set minimum liquidity ratios and cash balance requirements which are then approved by the Board. The Group collects the projected cash flow and liquidity profiles of its financial assets and financial liabilities. It maintains a portfolio of short-term liquid assets to cover requirements, largely consisting of short-term liquid placements with financial institutions.

The various liquidity monitoring metrics are monitored by both the RCB and ALCO against internally set limits which have been approved by the Board. The primary measures of liquidity used by the Group are stock of liquid assets, liquidity coverage ratio and net funding requirement. The oversight of the liquidity risk by the Board, RCB and ALCO also includes monitoring of the Group's compliance with the debt covenants.

20. COMMITMENTS AND CONTINGENT LIABILITIES

	30 September 2026 Unaudited	*31 December 2025 Audited*
Contingent liabilities	**515**	515

At 30 September 2026, the Group had capital commitments of Nil (31 December 2025: Nil) with respect to project development.

21. TAXATION

Based on the assessment, the Company has noted no deferred tax impact for the quarter ended 30 September 2026. The tax charge for the quarter ended 30 September 2026 is nil.

22. SUBSEQUENT EVENT

The Group maintained ongoing dialogue with its senior lender throughout the period. Following the covenant waiver originally secured in 2024, the Group continued to engage in constructive discussions regarding a comprehensive restructuring and refinancing of the existing facility. A further extension of the waiver period was obtained during the period, which will expire on 31 December 2026. As at the date of approval of these consolidated interim financial statements, the refinancing term sheet is still in discussion by the Group with the senior lender with the expectation of finalisation to be done before the fourth quarter. The bank has not issued a formal demand or acceleration notice in respect of the overdue amounts under the existing facility as at the date of these consolidated interim financial statements. The bank has expressly reserved all of its rights and remedies under the existing facility. The management expects to conclude a definitive restructuring and refinancing agreement before the end of 2026.

Subsequent to the period end, the Group engaged an independent valuation expert, to perform a goodwill valuation at the cash-generating unit level. The Group anticipates that the valuation will be finalized before 31 December 2026. Any impairment loss identified as a result of the valuation will be recognized in the financial statements for the year ended 31 December 2026, upon completion of the assessment.