



depa

ANNUAL REPORT 2022

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Note: In this Annual Report, a reference to 'Depa', 'Depa Group', 'the Group', 'we', 'us' or 'our' is a reference to Depa PLC and certain entities that it directly or indirectly controls, unless otherwise stated.

The Directors' report and consolidated financial statements for the year ended 31 December 2022 are available on Depa's website and/or Nasdaq



About Depa



VISION

Global Interior Solutions



MISSION

To deliver sustainability, profitability and performance for our clients, shareholders and employees.



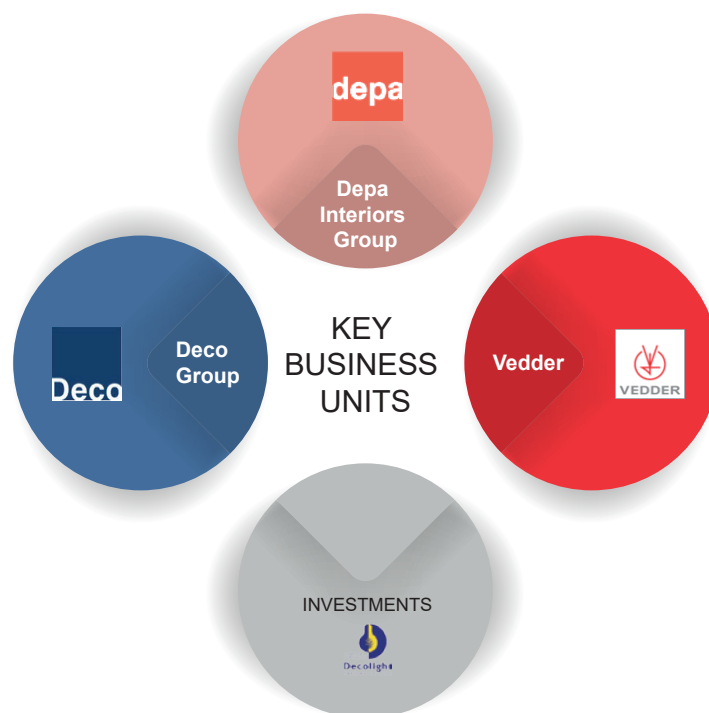
VALUES

Integrity
Accountability
Transparency
Professionalism
Exceptional Service



Depa is one of the leading providers of interior solutions that comprises three business units which deliver hospitality, commercial (offices and retail), social, infrastructure, economic infrastructure, yachts and marine, high-rise and low-rise residential, and aircraft projects, across the Middle East & North Africa, Europe, Asia and North America.

STRUCTURE



GEOGRAPHICAL FOOTPRINT



OPERATIONAL FOOTPRINT

- | | | |
|--------------------------|-------------|----------------------|
| India | Netherlands | Saudi Arabia |
| Egypt | Germany | United Arab Emirates |
| United States of America | Morocco | Qatar |



STRATEGIC REVIEW

CHAIRMAN'S STATEMENT

Depa's performance in 2022 has significantly improved compared to 2021. Depa was able to achieve strong revenue growth and backlog in the Kingdom of Saudi Arabia. Public Investment Fund's investment in Depa has propelled this growth in the Kingdom and the Middle East.

The board looks forward to supporting senior management as they continue to build on this positive momentum.



Muteb Al Shathri

GROUP OPERATIONAL REVIEW



The construction industry faced significant challenges in the wake of the COVID-19 pandemic, and 2022 has been a recovery year from this pandemic. Depa Group has achieved strong financial results compared to 2021. The Group's ability to adapt to changing market conditions and focus on cost optimisation has helped it emerge from the pandemic in 2022.

In 2022, the Group entered into a definitive subscription agreement with the Public Investment Fund ("PIF"), whereby PIF made a cash investment of AED 150 million in Depa in return for the allotment of 750 million new Class A shares. The proceeds were used to recapitalise the business and provide additional working capital which assisted Depa in delivering both its existing projects and future projects. This strategic partnership has further led to growth in the Kingdom of Saudi Arabia, where the Group had secured multiple hospitality projects.

The business units have achieved strong revenue growth along with delivering a net profit for the year.

In 2022 Group recognised a net profit of AED 59.1 million from its continuing operations as compared to AED 27.2 million loss in 2021

Kevin Lewis

DEPA INTERIORS OPERATIONAL REVIEW



The Middle East's leading provider of interior solutions for the hospitality, residential, commercial, transport and civil infrastructure markets



Financial highlights

Revenue: AED 355.5mn, up 40% year on year
EBIT: AED 40.9mn

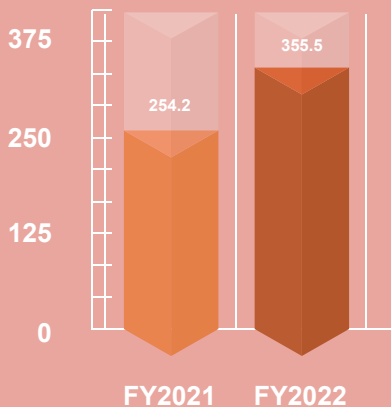
Operational highlights

Strong growth in revenue and performance post recovery from Covid-19

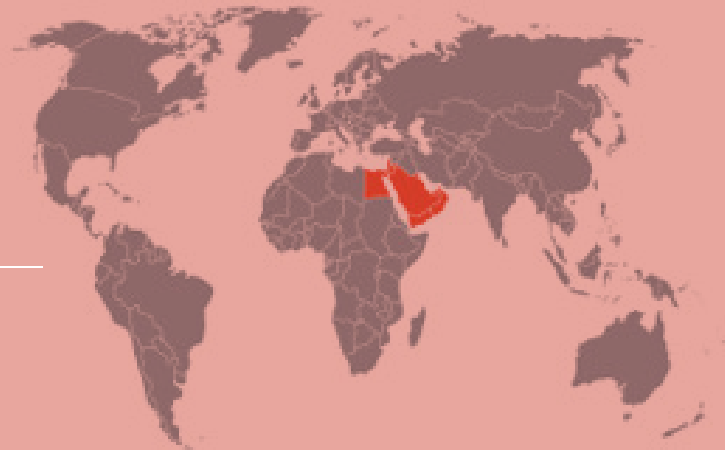
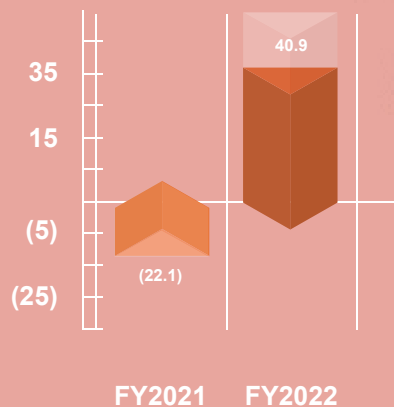
Project delivery during the year included a major hospitality project in the United Arab Emirates

Awarded new hospitality projects in Saudi Arabia over AED 250mn and in the United Arab Emirates over AED 100mn

REVENUE



EBIT



DECO GROUP OPERATIONAL REVIEW



The Middle East's leading provider of interior solutions for the luxury retail market, premium marble supply and installation, and high-quality furniture and joinery works



Financial highlights

Revenue: AED 163.9mn, up 29% year on year
EBIT: AED 10.1mn

Operational highlights

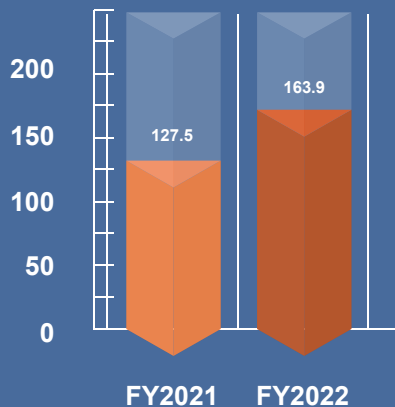
Strong relationships with long-term clients securing projects for Louis Vuitton, Versace, Dior Chanel and Dolce & Gabbana during the period

Deco successfully delivered a number of projects for repeat clients, including multiple projects for Dior, Givenchy and Louis Vuitton

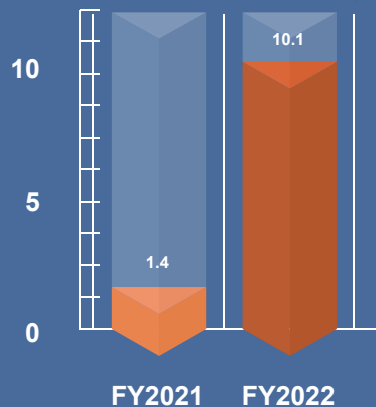
Carrara successfully handed over a major hospitality package in Dubai



REVENUE



EBIT



VEDDER

OPERATIONAL REVIEW



Based in Germany, Vedder is the world's leading provider of fit-out solutions for the global superyacht, private jet and residence markets



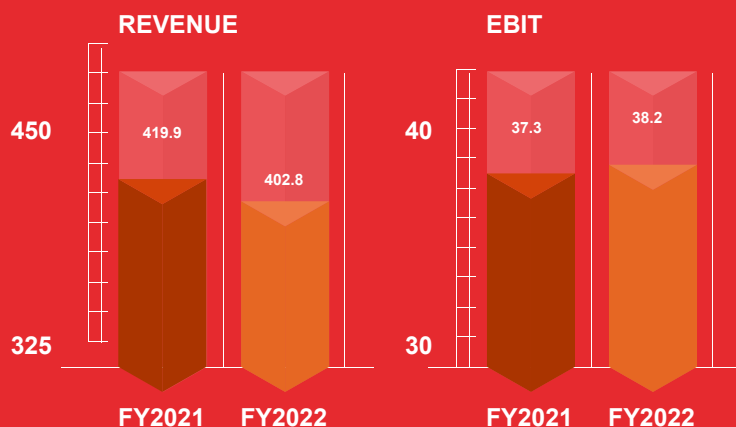
Financial highlights

Revenue: AED 402.8mn, down 4% year on year
EBIT: AED 38.2mn

Operational highlights

Decrease in revenue mainly due to devaluation of Euro. Overall, in Euro terms, revenue has increased by 5.5%

Secured new awards of three new-build superyacht interior packages, bringing new wins for 2022 to over AED 275mn

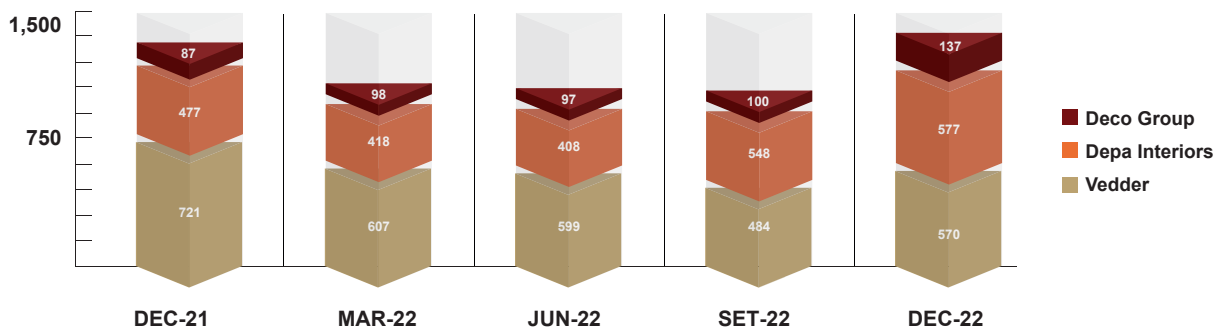


Depa Group Operational Review

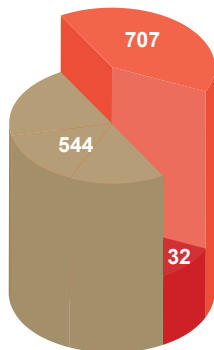
The Group's performance in 2022 improved compared to 2021, with Depa Interiors Group, Vedder and Deco Group all delivering a net profit for the year.

The Kingdom of Saudi Arabia was identified as a key growth country in the prior year for Depa Interiors, Deco and Carrara businesses. Increased focus on this market has resulted in the Group securing a number of new wins in the Kingdom of Saudi Arabia, with Depa Interiors and Deco securing a number of notable projects in 2022.

BACKLOG BY KEY BUSINESS UNIT

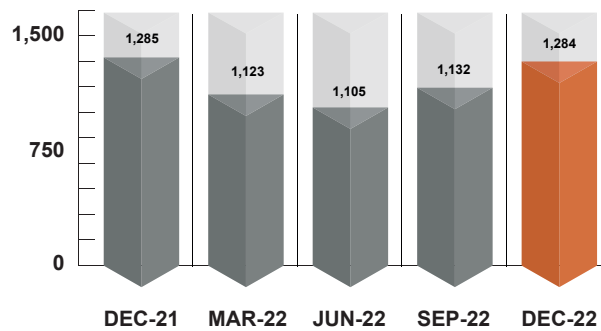


BACKLOG BY GEOGRAPHY

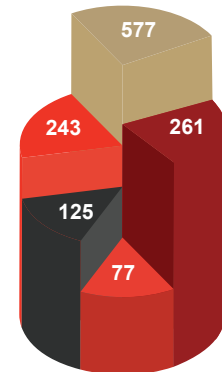


- Middle East
- Europe
- United States

BACKLOG



BACKLOG BY PROJECT TYPE



- Yachts & marine
- Commercial
- Hospitality
- Residential
- Economic infrastructure
- Social infrastructure

OUTLOOK

The construction industry in the Middle East has been facing a challenging market situation in recent years. Despite the challenges, the construction industry remains a key driver of economic growth in the Middle East.

The transaction with the Public Investment Fund has led Depa to achieve growth in the Kingdom of Saudi Arabia and has also enhanced Depa's long-term strategic prospects in the Middle East. The Group's European business continues to benefit from its leading market position. However, due to the devaluation of the Euro in 2022, the results of the business have been affected negatively. Further, margins have decreased in the European sector due to energy shortage in Europe, and shift in the customer profile due to the Russia / Ukraine crisis.

Financial Review

SUMMARY INCOME STATEMENT

AED mn	FY22	FY21	CHANGE
Revenue ¹	917.8	801.6	116.2
Expenses	(879.3)	(836.9)	(42.4)
Net reversal of allowance for doubtful debts and due from construction contract customers ²	40.7	29.0	11.7
Share of profit /(loss) from associates	0.2	0.8	(0.6)
Profit/(loss) before interest and tax	79.4	(5.5)	84.9
Net - finance cost	(6.8)	(9.5)	2.7
Profit/(loss) before tax	72.6	(15.0)	87.6
Income tax expense	(13.5)	(12.2)	(1.3)
Profit/(loss) for the period from continuing operations	59.1	(27.2)	86.3
Profit/(loss) for the period from discontinued operations ³	0.0	84.3	(84.3)
Profit/(loss) for the period	59.1	57.1	2.0
Non-controlling interests	0.0	(17.3)	17.3
Profit/(loss) for the period after NCI	59.1	39.8	19.3

1. Revenue increased year on year mainly due to strong recovery post Covid-19 and new projects wins in 2022.
2. Net reversal of provisions for doubtful debts mainly due to collection of long outstanding project related balance by Depa Interiors and a positive movement in the expected credit loss provision due to the evolution of the working capital.
3. DSG was classified as discontinued operation in FY2021.

SUMMARY BALANCE SHEET

AED mn	FY22	FY21	CHANGE
Cash and cash equivalents ¹	248.0	142.6	105.4
Restricted cash ¹	59.1	17.1	42.0
Fixed deposits ¹	0.7	0.6	0.1
Trade and other receivables	348.7	320.0	28.7
Assets classified as held for sale ³	4.8	0.0	4.8
Due from construction contract customers	165.0	190.8	(25.8)
Inventories	36.8	35.6	1.2
Total current assets	863.1	706.8	156.3
Contract retentions	113.2	166.1	(52.9)
Property, plant and equipment	105.4	119.8	(14.4)
Goodwill	32.3	32.3	0.0
Other non-current assets	25.3	28.6	(3.3)
Total non current assets	276.2	346.8	(70.6)
Total assets	1,139.3	1,053.5	85.8
Trade and other payables	593.4	651.7	(58.3)
Liabilities directly associated with assets classified as held for sale ³	1.3	0.0	1.3
Borrowings ²	13.3	54.3	(41.0)
Income tax payable	2.1	3.5	(1.4)
Current liabilities	610.2	709.6	(99.4)
Employees' end of service benefits	53.1	59.8	(6.7)
Borrowings ²	16.1	19.7	(3.6)
Other non-current liabilities	37.3	47.1	(9.8)
Non current liabilities	106.5	126.6	(20.1)
Total liabilities	716.7	836.1	(119.4)
Total equity including minorities	422.6	217.4	205.2

1. Cash balance of AED 307.8mn.
2. Reduction of AED 44.6mn of borrowings during the year, with total debt at year end of AED 29.4mn, a total external debt to equity ratio of 7%.
3. At FY 2022 assets and liabilities of Eldiar are classified as held for sale.
4. Net asset value per share of AED 0.31 and tangible net asset value per share of AED 0.28.

SUMMARY CASHFLOW STATEMENT

AED mn	FY22	FY21	CHANGE
Operating activities	58.5	(54.5)	113.0
Working capital changes	(6.3)	109.8	(116.1)
Other movements	(21.2)	(19.2)	(2.0)
Net cash flows from operating activities	31.0	36.1	(5.1)
Investing activities			
Net capex	(11.0)	(2.7)	(8.3)
Reclassification of net cash of assets held for sale	0.0	33.2	0.0
Dividends received from associates	2.4	0.0	2.4
Proceeds from disposal of financial assets	0.0	8.1	(8.1)
Other movements	1.0	1.7	(0.7)
Net cash flows from (used in) / investing activities	(7.6)	40.3	(47.9)
Financing activities			
Movement in borrowings	(38.1)	(2.9)	(35.2)
Proceeds from issuance of share capital	150.0	0.0	150.0
Interest paid	(7.9)	(14.6)	6.7
Finance lease payments	(4.0)	(3.7)	(0.3)
Net cash flows from/(used in) financing activities	100.0	(21.2)	121.2
Net movement in cash and cash equivalents	123.4	55.2	68.2
Cash and cash equivalents at the year end	238.3	125.5	112.8
Included in cash and cash equivalent per balance sheet	237.4	125.5	111.9
Included in assets of the disposal group	0.9	0.0	0.9



CORPORATE GOVERNANCE

INTRODUCTION

Depa PLC (for the purpose of this report, the **Company**) is a public company incorporated in the Dubai International Financial Centre, United Arab Emirates (the **DIFC**) and was admitted to the official list of securities on the Nasdaq Dubai in 2008.

In addition to other applicable laws and regulations, the Company is required to comply on an ongoing basis with the obligations of the DIFC's Companies' law regime, the Dubai Financial Services Authority (the **DFSA**) Markets Rules and the rules of the Nasdaq Dubai. Under these particular laws and regulations, the Company should have in place a corporate governance framework which promotes the prudent and sound management of the Depa Group in the long-term interest of the Company and its shareholders.

This corporate governance report (the **CG Report**) demonstrates how the Company aims to ensure that the Group's business is managed prudently and soundly, through an effective corporate governance framework including:

- Effective and accountable leadership with a clear division of responsibility;
- Well-defined and well-integrated systems of risk management, internal control and compliance; and
- A performance driven culture with remuneration structures and strategies which are aligned with the long-term interests of the Company and its shareholders.

The Company has adopted all the corporate governance principles as stipulated by the DFSA under its Market Rules which could be evidenced from the information provided throughout the CG Report, except where duly notified through disclosures made from time to time via publications by the Company or website of the Company.

SUBSEQUENT EVENTS

Where appropriate and relevant, subsequent event notes are included in the CG Report to reflect key updates as at the date of publication of this Annual Report.

COMMUNICATION WITH SHAREHOLDERS

The Company held an extra ordinary general meeting on 11 March 2022 (the **EGM 2022**) electronically via web application in accordance with the Articles of Association of the Company (the **Articles**) and the applicable laws and procedures of DIFC, DFSA and Nasdaq Dubai. At the EGM 2022, the shareholders, by passing ordinary resolutions, approved to allot an aggregate nominal amount of US\$750 represented by Ordinary A shares in the capital of the Company, together with relating subscription rights and related matters.

Subsequently, the Company held its annual general meeting on 1 June 2022 for the financial year ended on 31 December 2021 (the **AGM 2022**) which was also conducted electronically via web application in accordance with the Articles and the applicable laws and procedures of DIFC, DFSA and Nasdaq Dubai. At the AGM 2022, the shareholders by passing ordinary resolutions approved the Company's financial statements as at and for the financial year ended on 31 December 2021 (together with the auditor's report), appointed the external auditors of the Company for the financial year ending on 31 December 2022 and re-appointed Marwan Shehadeh and Ahmed Ramdan as non-executive directors of the Company.

Pursuant to the resolution passed at the AGM 2022 authorizing the Board to determine the remuneration payable to the external auditor for FY 2022, the Board resolved to pay AED 1,666,139 to PricewaterhouseCoopers in connection with their engagement for FY 2022.

All eligible shareholders are provided with equal opportunity to vote on the resolutions, to engage with the Board of Directors of the Company (the **Board**) and the senior management of the Company (the **Management**) and submit questions both in advance and in real time through the online portal used to conduct the meeting.

The Company's full and half year financial results, as well as quarterly trading updates and other ad hoc market disclosures, are communicated to shareholders via the Company's website and the Nasdaq Dubai, in accordance with the requirements of DFSA's Markets Rules.

EFFECTIVE AND ACCOUNTABLE LEADERSHIP

BOARD OF DIRECTORS

A key component of an effective corporate governance framework is an effectively functioning and well-informed Board.

The Board comprises a mix of professionally acclaimed Directors who provide leadership to the Group by setting clear business and strategic objectives within a framework of effective controls which enable risk to be identified and managed effectively by the Group's Senior Management.

The Board is responsible for exercising its reasonable business judgement in overseeing, counselling and directing the Management and for acting on a fully informed basis, in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

A summary of the mandate, composition and working procedures of the Board is set out below, with full details set out in the Group's Corporate Governance Framework, available on the Company's website.

Profiles for the Chairman of the Board and each of the members of the Board, including details of each of their external interests, significant commitments and relevant skills and expertise, are also set out below:



Muteb bin Mohammed Al Shathri was appointed as Non-Executive Director of Depa PLC on 23 March 2022 and was appointed as Non-Executive Chairman of Depa PLC on 1 June 2022. Al Shathri is a senior director of the MENA Investments Division in PIF since 2021.

He is also currently a board member of ADES International Holding PLC, Saudi Ceramics and is vice chairman at Qassim Cement Company.

His previous positions include (among others) acting as senior vice president in the MENA Investments Division in PIF (from 2019 to 2021) and strategic transformation officer at Saudi Aramco (from 2008 to 2013).

He holds a Master of Business Administration from Harvard Business School.

Muteb bin Mohammed Al Shathri
Non-Executive Chairman
Chairman of the Executive Committee of the Board

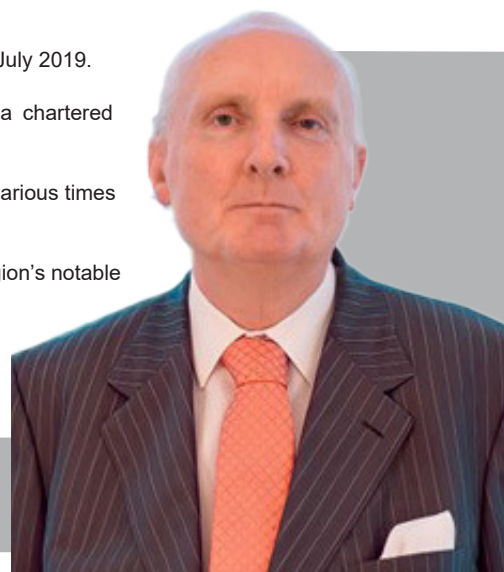
Edward Quinlan was appointed as an Independent Non-Executive Director of Depa PLC on 4 July 2019.

He also serves as Chairman of the Audit & Compliance Committee. Having qualified as a chartered accountant in London, Quinlan moved to the Middle East with Ernst & Young in 1973.

Quinlan spent his entire career in the region until his retirement in 2010, being responsible at various times for Ernst & Young's offices in Saudi Arabia, Qatar, Jordan and, most recently, the UAE.

In addition to serving many of the largest banks in the region, he worked with several of the region's notable family groups as they transformed into diversified organisations.

He also acted as an advisor to governments in the region through various advisory boards and government think tanks.



Edward Quinlan
Independent Non-Executive Director
Chairman of the Audit & Compliance Committee of the Board



Ahmed Ramdan, the founder and Group CEO of Roya International LLC, a prominent GCC-based hospitality advisory firm, was appointed as an Independent Non-Executive Director of Depa PLC on 8 July 2015.

Before establishing Roya International, Ramdan had a highly successful, 30-year career in hotel management, including running multiple properties on behalf of global hotel brands such as InterContinental Hotels and Le Meridien Hotels.

He has also served as a key advisor to government institutions on some of the Middle East's most iconic projects, including the Dubai International Financial Centre, Dubai Media City, Jumeirah Beach Residence, as well as Reem Island and Saadiyat Island in Abu Dhabi.

Ahmed Ramdan
Independent Non-Executive Director
Chairman of the Nomination & Remuneration Committee of the Board

Mohammed bin Turki Alsudairy was appointed as Non-Executive Director of Depa PLC on 23 March 2022. Alsudairy joined the Public Investment Fund back in 2018 and currently is a senior director and a portfolio head in the Local Real Estate Investment Division.

Additionally, Mohammed is a board member representing PIF in a number of PIF portfolio companies.

His previous positions include manager of the investments & project financing division at Amlak International for Real Estate Finance (from 2012 to 2018) and associate in the corporate finance division at KPMG.

He holds a Master of Business Management from Oxford Brookes University and a bachelor's degree in finance from King Fahd University of Petroleum and Minerals.



Mohammed bin Turki Alsudairy
Non-Executive Director



Fadi Adel AISaid was appointed as Non-Executive Director of Depa PLC on 23 March 2022. AISaid is a senior director of the MENA Investments Division in PIF since 2020.

He is also currently a board member of ADES International Holding PLC.

His previous positions include (among others) acting as a managing director and lead portfolio manager at Lazard Asset Management (from 2014 to 2020) and senior investment manager and head of MENA investments at ING Investment Management (from 2008 to 2014).

He holds an executive Master of Business Administration from Cass Business School, City University of London and is a CFA charter holder.

Fadi Adel AISaid
Non-Executive Director



Sadhak Bindal
Non-Executive Director

Sadhak Bindal was appointed as Non-Executive Director of Depa PLC on 23 March 2022. Bindal is a director of the MENA Securities Investments Division in PIF, which he joined in 2020.

His previous positions include (among others) acting as a portfolio manager at Miras Investments (from 2017 to 2020), Senior Associate at Tata Capital Growth Fund (from 2014 to 2017) and an associate at J.P. Morgan (from 2008 to 2012).

He holds a post graduate diploma in management from the Indian Institute of Management, Bachelor in Technology from Indian Institute of Technology and is a CFA charter holder.

Naif bin Saleh Al Issa was appointed as Non-Executive Director of Depa PLC on 23 March 2022. Al Issa is currently a board member of Bidaya Home Finance as well as member of its executive committee and risk and credit committee. He is also an audit committee member at Saudi Arabia Railways, an executive committee member at Sela Sport Company and an audit committee member at Jasara Program Management Company.

His previous positions (among others) include senior vice president of the MENA Investments Division in PIF until June 2022, Investment and M&A manager at Alfaisaliah Group during 2017, and as an investment banker at Alawwal Invest (from 2015 to 2017).

Prior to that, he worked at SAMA and Sanabil Investments as an investment professional.

He holds a Master of Business Administration from Shippensburg University of Pennsylvania, and bachelor degree in Civil Engineering from Widener University.

Naif bin Saleh Al Issa
Non-Executive Director



Faisal bin Hassan Al Areefi
Non-Executive Director

Faisal bin Hassan Al Areefi was appointed as Non-Executive Director of Depa PLC on 23 March 2022. Al Areefi was previously the assistant vice president of the Portfolio Companies Affairs Department in PIF (from 2019 to 2022).

His previous positions include (among others) a member of the budget and performance team and a member of the permanent working team at the Ministry of Finance in 2019, acting as senior financial advisor at the Ministry of Finance (from 2018 to 2019) and assistant manager in the transaction advisory services department at EY (from 2015 to 2018).

He holds a Master of Finance from the George Washington University.

Charbel Khoury was appointed as Non-Executive Director of Depa PLC on 1 June 2022. Khoury is the Group Chief Executive Officer of Mazrui International LLC.

He started his career in prominent legal practices in Lebanon and the UAE before assuming the role of Chief Legal Officer at Mazrui International LLC, where he was responsible for multiple jurisdictions and industry sectors.

He holds a number of board positions across international organisations in which Mazrui International LLC has invested.

He holds a Bachelor of International Law and Legal Studies, and a Master of Private Law, both from Sagesse University in Lebanon. In 2021, he also successfully completed the Harvard Business School Executive Education Program.



Charbel Khoury
Non-Executive Director



Marwan Shehadeh was appointed as Non-Executive Director of Depa PLC on 23 March 2008.

Shehadeh is the Group Director for Corporate Development of Al-Futtaim Group. He is responsible for Al-Futtaim Group's business development, strategy, investment and merger and acquisition activities. He joined Al-Futtaim in 2003 as Director of Finance of Dubai Festival City LLC.

Shehadeh started his career at The Chase Manhattan Bank, New York. He holds a Master of International Business from the Institute D'Etudes des Relations Internationales, Paris and has completed the General Manager and the Advanced Management Programs at Harvard Business School.

Marwan Shehadeh
Non-Executive Director

KEY BOARD ROLES

Role	Responsibilities
Chairman of the Board	The Chairman of the Board is responsible for leading the Board and facilitating constructive contribution by all Directors so as to ensure the Board functions effectively in discharging its duties and responsibilities.
Non-Executive Directors	<p>The primary objective of all Directors is to constructively challenge and help develop proposals on strategy.</p> <p>Full details of the Non-Executive Directors' duties are set out in the Group Corporate Governance Framework (available on the Company's website).</p> <p>The Group also has in place a Directors Duties Policy, which clearly defines the key legal and statutory duties, powers and liabilities of the Company's Directors.</p>
The Company Secretary	The Company Secretary plays a significant role in ensuring that Board and its Committee meetings are run efficiently and that resolutions of the Board are actioned in a timely manner. The Company Secretary is also generally responsible for carrying out the administrative and legislative requirements of the Board, including ensuring that Board procedures are followed and that the applicable rules and regulations are complied with.

BOARD MEETINGS

The Board meets at least once every three months (on a quarterly basis). Board meetings are conducted in an open and inclusive atmosphere that allows for healthy debate between all Directors.

DELEGATION TO COMMITTEES

The Board delegates oversight of key areas of responsibility to its Committees who report to the full Board with their analyses, recommendations and/or decisions. This allows Directors to give closer attention to important issues than is possible in scheduled Board meetings.

Details of the Board's Committees are also set out in this CG Report.

PARTICIPATION IN BOARD AND COMMITTEE MEETINGS

In accordance with the Articles and to facilitate effective participation of all parties, an option is provided to all the members of the Board and its Committees who may choose to participate in the relevant meetings remotely via use of conference and video calling facilities.

Information packs regarding the Company's business and performance are distributed to all members prior to the relevant Board or Committee meetings, ensuring that the members fully understand the issues being raised and, when required, make an appropriately informed decision. Board resolutions are adopted by a simple majority of votes of those participating in or represented at the meeting. In case of a tie when voting, the Chairman has a casting vote.

BOARD RESERVED MATTERS AND DELEGATION OF AUTHORITY

The Board ensures a clear division between its own responsibilities and those responsibilities of Management by way of a formal schedule of matters reserved for Board approval – being those matters of significant strategic, financial or reputational implications or consequences. The current schedule of Board Reserved Matters of Depa PLC is set out below:

NO.	BOARD RESERVED MATTER
1 STRATEGY AND MANAGEMENT	1.1 Annual business plans, operating budgets and any significant changes to them
	1.2 Extension of activities into new business or geographic areas outside the approved annual business plan
	1.3 Decisions to cease to operate all or any significant part of the Group's business
2 STRUCTURE AND CAPITAL	2.1 Changes to Depa PLC's equity capital structure
	2.2 Changes to Depa PLC's listing
	2.3 Changes to Depa PLC's articles of association*
	2.4 Changes to Depa PLC's name*
3 FINANCIAL REPORTING AND CONTROLS	3.1 Interim and final financial statements
	3.2 Market disclosures concerning financial reporting
	3.3 Depa PLC's dividend policy and any changes to it
	3.4 Declaration of Depa PLC interim dividend and recommendation for Depa PLC final dividend*
	3.5 Significant changes to the Group's accounting and/or treasury policies and procedures
	3.6 Material foreign exchange hedgings
	3.7 Debt capital market transactions
	3.8 Material capital expenditure
	3.9 Material facility agreements and any significant changes to them
	3.10 Guarantees not in the Ordinary Course of Business
	3.11 Opening and closing of bank accounts
4 CONTRACTS	4.1 Material corporate investments, divestments or liquidations
	4.2 Material project contracts
	4.3 Material project performance bonds
	4.4 Contracts outside of the Ordinary Course of Business
	4.5 Transactions with or between Related Parties which are not on an Arm's Length Basis and/or not in the Ordinary Course of Business
5 COMMUNICATION	5.1 Shareholder circulars, investor presentations, prospectuses and listing particulars
6 BOARD MEMBERSHIP AND OTHER APPOINTMENTS	6.1 Changes to the structure, size and composition of the Board of Directors of Depa PLC (the "Board")
	6.2 Succession plans for the Board and Senior Management
	6.3 Appointment and/or removal of Directors*
	6.4 Market disclosures concerning appointment and/or removal of Directors
	6.5 Determination of the independence of Non-Executive Directors in accordance with applicable rules and regulations
	6.6 Establishment of Board Committees
	6.7 Remuneration for Directors and Committee Members
	6.8 Continuation in office of Directors at the end of their term of office
	6.9 Appointment and/or removal of the Company Secretary
	6.10 Appointment and/or removal of internal auditors
	6.11 Appointment and/or removal of external auditors*
7 HUMAN RESOURCES	7.1 Appointment and/or termination of Senior Management
	7.2 Material human resources policies and procedures and any significant changes to them
	7.3 Remuneration and payment of awards to Senior Management and direct reports of the Group Chief Executive Officer
8 GOVERNANCE & RISK MATTERS	8.1 Board Committees' respective charters and any significant changes to them
	8.2 Delegations of the Board's powers and authorities
	8.3 Material risk and/or governance policies and procedures and any significant changes to them
	8.4 Overall levels of insurance for the Group
	8.5 Internal and external audit plans
	8.6 Individual indemnities to any Director or any other individual
9 OTHERS	9.1 Political donations
	9.2 Prosecution, commencement, defence or settlement of material litigation, arbitration or any alternative dispute resolution mechanism
	9.3 Convening or postponing annual and/or extraordinary general meetings of Depa PLC
	9.4 Any other matters which the Board is required to consider and/or approve under applicable laws and regulations
	9.5 This schedule of Board Reserved Matters and any changes to it

*(subject to shareholder approval)

The Board delegates comprehensive power and authorities to manage the business and affairs of Depa Group to the Group Chief Executive Officer through the Delegation of Authority Matrix (**DoA**) which is intended to facilitate the running of Depa Group's activities in the normal course of its business in accordance with the annual business plan. It provides guidance for the authorization and empowerment of relevant senior employees for decisions having financial and/or operational impact on the Depa Group.

Cascading the Group Chief Executive Officer's powers and authorities appropriately throughout the Group ensures:

- Decisions are taken at the correct level of responsibility; and
- Scopes of authority are clearly defined for each position thereby empowering positions to undertake their role properly.

The DoA is subject always to the Board Reserved Matters and is reviewed by the Board on an annual basis or as and when there are major changes within the Depa Group.

BOARD COMPOSITION AND APPOINTMENTS

The maintenance of an appropriate balance of executive, non-executive and independent Directors is a matter that the Board and the Nomination & Remuneration Committee monitor on an ongoing basis.

In all Board and Committee appointments, consideration is given to whether a Director is able to pay adequate time and effort to their Directorship and that such Directorship shall not conflict with their other interests.

During FY 2022, the following changes were made in the Board:

(1) Following the allotment of 750,000,000 ordinary A shares by the Company to Public Investment Fund (**PIF**), the following six Directors were nominated by PIF and appointed to the Board as Non-Executive Directors effective from 23 March 2022:

1. Muteb Al Shathri
2. Mohammed Alsudairy
3. Naif Al Issa
4. Fadi AlSaid
5. Sadhak Bindal
6. Faisal Al Areefi

(2) Muteb Al Shathri acted as Deputy Chairman of the Board from 24 March 2022 until 1 June 2022.

(3) On 24 March 2022, the Board constituted Executive Committee comprising of the below members:

1. Muteb Al Shathri
2. Sadhak Bindal
3. Marwan Shehadeh
4. Ahmed Ramdan

(4) On 24 March 2022, Naif Al Issa was appointed as a member of the Audit & Compliance Committee in place of Khalifa Romaithi and Fadi AlSaid was appointed as a member of the Nomination & Remuneration Committee in place of Khalifa Romaithi.

(5) Marwan Shehadeh and Ahmed Ramdan were re-appointed as Non-Executive Directors by the shareholders at the annual general meeting held on 1 June 2022 in accordance with the Articles.

(6) Effective 1 June 2022, Abdullah Al Mazrui stepped down as Non-Executive Chairman of the Company due to other commitments and Muteb Al Shathri was appointed by the Board as Non-Executive Chairman of the Company.

(7) Effective 1 June 2022, Khalifa Romaithi also stepped down as Non-Executive Director of the Company due to other commitments and Charbel Khoury was appointed by the Board as Non-Executive Director of the Company subject to reappointment by the shareholders at the next annual general meeting of the Company.

(8) Fadi AlSaid was appointed as a member of Executive Committee on 17 October 2022.

DIRECTOR INDEPENDENCE

The Board considers a director to be independent upon an assessment of the objective criteria set out in the Company's confirmation of independence exercise.

DIRECTOR'S ACCESS TO OFFICERS AND INDEPENDENT ADVICE

Directors and Committee Members have full and free access to all officers of the Company, including the Company Secretary.

The Board and its Committees may also request external consultation (including but not limited to legal, financial or other expert advice) on any issues related to the Company, provided that conflicts of interest shall be avoided.

BOARD INDUCTION AND EDUCATION

Several inductions sessions were conducted to brief the Directors in the year 2022. All Directors and Committee Members are also regularly encouraged to attend, at the Company's expense, director continuing education programmes.

FY 2022 BOARD MEETINGS – ATTENDANCE RECORDS

BOARD OF DIRECTORS							
PRESENT IN PERSON	4-Feb-22	24-Mar-22	14-Apr-22	1-Jun-22	29-Aug-22	8-Nov-22	6-Dec-22
Abdullah Al Mazrui	☎	☎	☎	✘	○	○	○
Muteb Al Shathri		✓	✓	✓	☎	✓	✓
Edward Quinlan	☎	✓	✓	✓	✓	✓	✓
Ahmed Ramdan	☎	☎	☎	✓	☎	✓	✓
Marwan Shehadeh	☎	☎	✓	✘	☎	✓	□
Khalifa Al Romaithi	☎	☎	☎	✘	○	○	○
Mohammed Alsudairy		☎	☎	✘	☎	✘	☎
Naif Al Issa		☎	☎	✘	☎	✓	✓
Sadhak Bindal		☎	☎	✓	☎	✓	✓
Faisal Al Areefi		☎	☎	☎	☎	✓	☎
Fadi Al Said		✓	✓	✓	☎	✓	✓
Charbel Khoury					☎	✓	✓

✓ Present in person ✘ Absent with apologies ☎ Present by voice/video conference call □ Attendance by proxy ○ Retired

BOARD COMMITTEES

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee evaluates the balance of skills, knowledge and experience on the Board in light of particular appointments and on an annual basis. The Nomination & Remuneration Committee is also responsible for reviewing the Company's HR policies and compensation programmes, and for making recommendations to the Board and Management remuneration, allowances and terms of service.

The composition of the Nomination and Remuneration Committee as at 31 December 2022 was as follows:

- Ahmed Ramdan (Committee Chairman)
- Edward Quinlan
- Fadi AlSaid

The details of the meetings of the Nomination & Remuneration Committee held in FY 2022 are as below:

NOMINATION & REMUNERATION COMMITTEE				
COMMITTEE MEMBERS	18-Mar-22	15-Apr-22	26-May-22	22-Nov-22
Ahmed Ramdan	☎	✓	✓	☎
Khalifa Al Romaithi	☎	○	○	○
Edward Quinlan	☎	✓	✓	✓
Fadi AlSaid		✓	☎	☎

✓ Present in person ✘ Absent with apologies ☎ Present by voice/video conference call ○ Retired

AUDIT & COMPLIANCE COMMITTEE

The Audit & Compliance Committee monitors the integrity of the Company's financial statements, compliance with DFSA Markets Rules and other significant market regulations applicable to the Company, the internal systems and controls for financial reporting, the adequacy of financial risk management processes, the independence and qualifications of the Company's auditors, the performance of the Group's Internal Audit Function and the Compliance and Governance Function.

The composition of the Audit and Compliance Committee as at 31 December 2022 was as follows:

- Edward Quinlan (Committee Chairman)
- Ahmed Ramdan
- Naif Al Issa

AUDIT & COMPLIANCE COMMITTEE					
COMMITTEE MEMBERS	21-Mar-22	26-May-22	9-Aug-22	17-Aug-22	22-Nov-22
Edward Quinlan	✓	✓	✓	✓	✓
Khalifa Al Romaiithi	☎	○	○	○	○
Ahmed Ramdan	✘	✓	☎	✘	☎
Naif Al Issa		☎	☎	☎	☎

✓ Present in person ✘ Absent with apologies ☎ Present by voice/video conference call ○ Retired

EXECUTIVE COMMITTEE

The Executive Committee has been established to assist the Board in fulfilling its oversight responsibilities and serve in an advisory capacity to support the decision making process of the Board. It also provides strategic support to the Group Chief Executive Officer and Senior Management Team.

The composition of the Executive Committee as at 31 December 2022 was as follows:

- Muteb Al Shathri (Committee Chairman)
- Sadhak Bindal
- Marwan Shehadeh
- Ahmed Ramdan
- Fadi AlSaid

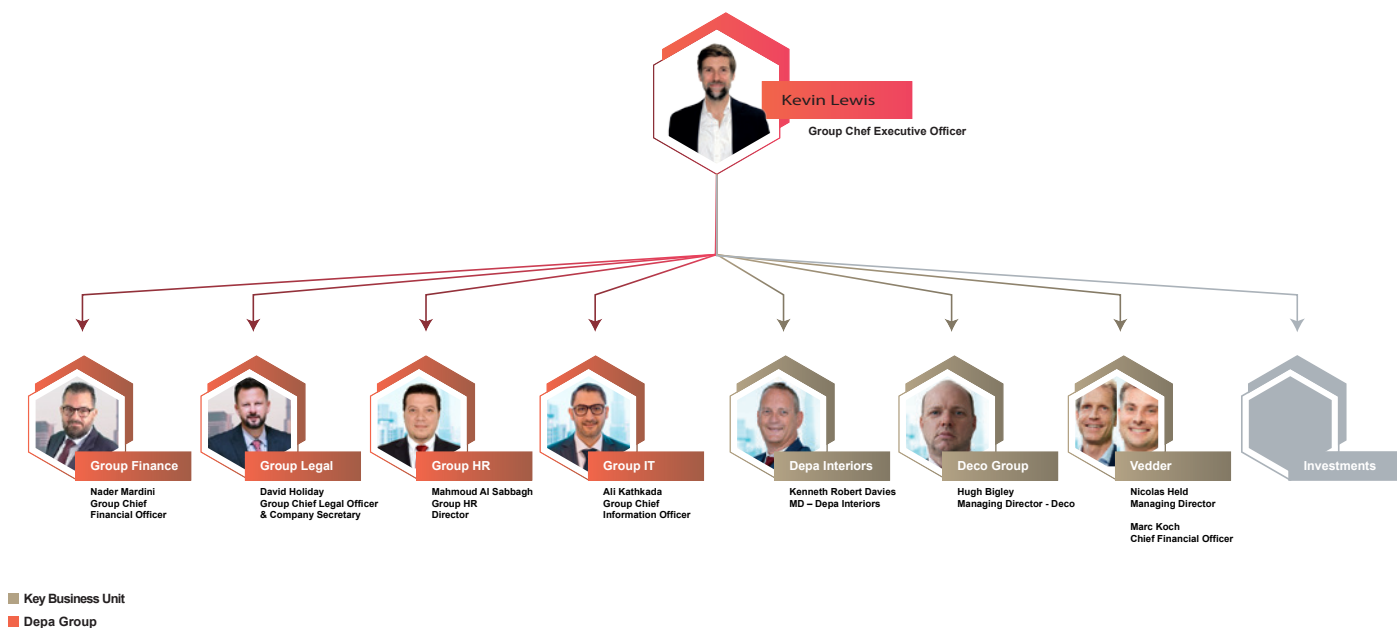
The details of the meetings of the Executive Committee held in FY 2022 are as below:

EXECUTIVE COMMITTEE					
COMMITTEE MEMBERS	15-Apr-22	26-May-22	27-Jun-22	9-Aug-22	17-Oct-22
Muteb Al Shathri	✓	✓	☎	☎	☎
Marwan Shehadeh	✓	✓	☎	✘	✘
Ahmed Ramdan	✓	✓	☎	☎	☎
Sadhak Bindal	☎	☎	☎	☎	☎
Fadi AlSaid					☎

✓ Present in person ✘ Absent with apologies ☎ Present by voice/video conference call

GROUP CHIEF EXECUTIVE OFFICER AND MANAGEMENT

The Company's business is conducted by the Senior Management, under the direction of the Group Chief Executive Officer. In carrying out the business of the Company, the Group Chief Executive Officer and Senior Management are accountable to the Board and ultimately to the Company's shareholders.



GROUP CHIEF EXECUTIVE OFFICER

The primary role of the Group Chief Executive Officer is to define and execute the Company's vision, mission, values and strategy. The Group Chief Executive Officer is responsible for the Group's overall operations, profitability and sustainable growth.

The Group Chief Executive Officer supervises and develops the operational and business plan and directs the Group and aligns its employees towards the achievement of its objectives.

The Group Chief Executive Officer is expected to achieve sensible business objectives, forecasts and targets set by the Board, and to ensure that all operations are managed efficiently in terms of key resource allocation and profitability.

Full details of the Group Chief Executive Officer's responsibilities are set out in the Corporate Governance Framework, available on the Company's website.

SENIOR MANAGEMENT

Senior Management play an important role in the Company as both leaders and decision-makers.

Senior Management's primary responsibilities broadly cover the oversight of the day-to-day operations of the Company's business, strategic planning, budgeting, financial reporting and risk management. In fulfilling these responsibilities, Senior Management must balance the unique relationships between and amongst the Company, its network of officers, investors and partners.

Senior Management is also responsible for making decisions about the overall purpose and direction of the Group and to ensure that resources are properly utilised to meet the Company's aims and objectives.

Full details of Senior Management's responsibilities are set out in the Corporate Governance Framework, available on the Company's website.

REMUNERATION AND PERFORMANCE EVALUATION

BOARD PERFORMANCE EVALUATION

The Board's performance, including the performance of the Board Committees, is evaluated by way of an annual self-evaluation process, led by the Nomination & Remuneration Committee, which invites Directors to anonymously evaluate their collective performance.

BOARD REMUNERATION

The remuneration of Directors and Committee Members for FY 2022 consisted of fixed attendance fees as follows:

Role	Delivered Via	Annual Remuneration (AED)
Independent Director	Fixed Base Fee	40,000
Independent Audit & Compliance Committee Chairman	Additional Chairman Fee	12,500
Independent Nomination & Remuneration Committee Chairman		12,500
Independent Audit & Compliance Committee Member	Additional Member Fee	25,000
Independent Nomination & Remuneration Committee Member		25,000

Board Remuneration is paid in accordance with the Company's Articles of Association and Corporate Governance Framework. Meeting Fees are accrued against meeting attendances and are capped at four meetings per annum. Non-Executive and Non-Independent Executive Directors waive their remuneration. Reasonable expenses are reimbursed at cost and administrative support is provided by the Company without charge for Board and Committee duties.

GROUP CHIEF EXECUTIVE OFFICER AND MANAGEMENT PERFORMANCE EVALUATION

The Board expects the Group Chief Executive Officer and Management to achieve annually set business objectives, forecasts and targets (key performance indicators, or KPIs), and to ensure that all operating groups are managed efficiently in terms of key resource allocation and profitability.

Depa Group operationalises its strategic objectives into measurable KPIs in order to ensure clear alignment between achievement of the KPIs (performance) and employee remuneration.

Measurable KPIs, including both financial and non-financial measures, are used to provide a useful snapshot of the performance of the Company and link this to the Group Chief Executive Officer's and Management's annual remuneration via Board approved short term incentive plans.

RISK MANAGEMENT AND INTERNAL CONTROL

The Company has in place well-defined and well-integrated systems of risk management and internal control which provide assurance of effective and efficient operations, accurate financial reporting and compliance with laws and regulations by identifying, analysing and managing risks which would prevent the Depa Group from achieving its business objectives or strategies.

ENTERPRISE RISK MANAGEMENT

Depa's operating groups manage enterprise risk through a stage-gate process by which each project is divided into stages or phases, separated by gates. At each gate, the continuation of the process is decided by an appropriately defined level of authority. Depending on the value of the project, the ultimate decision to proceed to the final stage may be made by an operating group MD, the Group Chief Executive Officer, the Investment & Risk Committee or the Board only.

Decisions are based on the information available at the time, including the business case, risk analysis, and availability of necessary resources.

INTERNAL AUDIT FUNCTION

Depa's Internal Audit Function plays a critical role in providing the Board with an objective and comprehensive view of the business by seeking to understand and document business processes, identify risk and controls and validate that such controls are effective in mitigating risk. Through its reviews, the Internal Audit Function confirms adherence to policies, ethical standards and requirements and recommends areas for improvement.

COMPLIANCE AND GOVERNANCE FUNCTION

Depa's Compliance and Governance Function takes all appropriate measures to prevent any losses due to non-compliance with applicable rules and regulations, codes of conduct, Group policies and procedures and/or standards of best practice.

The Compliance and Governance Function provides guidance to the Board and Management on matters relating to corporate governance and compliance, and is authorised to implement necessary actions to ensure the achievement of its objectives, as set out in more detail in the Corporate Governance Framework available on the Company's website.

SHARE TRADING POLICY

Rules and procedures concerning any dealing in the Company's shares, as implemented by the Board, are found in the Company's Share Trading Policy which applies to Directors, Management and Group employees at all levels.

The Compliance and Governance Function maintains a list of insiders as required under the Markets Rules. All insiders are required to commit to the Share Trading Policy's obligations and prohibition on the sharing of inside information.

The Share Trading Policy sets out the restricted conditions under which insiders may trade in the Company's shares, including internal reporting requirements and share trading blackout periods prior to the release of the Company's full year and half year financial results announcements.

Any insider share dealings in the Company's shares are disclosed as per the DFSA Market Rules.

RELATED PARTY TRANSACTIONS POLICY

Depa Group ensures that appropriate processes are in place concerning related party transactions by way of the Group Related Party Transactions Policy which sets out the requirements that all Group employees must comply with in relation to related party transactions. The Compliance and Governance Function maintains an updated list of Related Parties which is available on the Group's portal and incorporated into the Group's procurement and proposal management platforms.

INVESTOR RELATIONS AND DISCLOSURE POLICY

The Company is committed to the highest level of transparency and communications both with the Company's shareholders and the wider market. The Group and its employees have an obligation to keep the market and the Company's shareholders accurately and promptly informed of inside information, including material events. The Investor Relations and Disclosure Policy sets out the Company's disclosure obligations, including details of material events which trigger a disclosure obligation.

EMPLOYEE CONDUCT AND WHISTLEBLOWING POLICY

The Employee Conduct and Whistleblowing Policy, sets out the guiding principles by which the Group must operate its business in order to achieve honesty and integrity in its dealings with the Company's shareholders and the Group's, officers, customers and vendors. The Employee Conduct and Whistleblowing Policy applies to the Board, Management and all Group employees.

ANTI BRIBERY AND CORRUPTION POLICY

Depa does not tolerate any form of bribery or corruption whether or not permitted by local law and regardless of differing business practices in the countries in which the Group operates. The Anti Bribery and Corruption Policy is part of the Group's commitment to ensuring that it has appropriate internal controls and processes in place to promote compliance with anti-bribery and corruption laws in jurisdictions where the Group conducts, or is seeking to conduct, business. The Policy is applicable to the Board, Management and all Employees, as well as to sub-contractors, joint venture partners, suppliers and any other representatives and third parties performing services for or on behalf of the Group.

CONNECTED PERSONS AT 31 DECEMBER 2022

Shareholders of 5% or more	Number of Shares	% of Total Shares Issued
Public Investment Fund	750,000,000	54.81%
Al Futtaim Capital LLC	163,313,849	11.93%
Mashreqbank PSC	149,555,275	10.93%
Mazrui Investments LLC	71,793,876	5.25%

Directors	Personal Portfolio	% of Total Shares Issued
Muteb Al Shathri	0	0.00%
Mohammed Alsudairy	0	0.00%
Naif Al Issa	0	0.00%
Fadi AlSaid	0	0.00%
Sadhak Bindal	0	0.00%
Faisal Al Areefi	0	0.00%
Ahmed Ramdan	0	0.00%
Marwan Shehadeh	1,621,098	0.12%
Edward Quinlan	0	0.00%
Charbel Khoury	0	0.00%

Senior Management	Personal Portfolio	% of Total Shares Issued
Kevin Lewis Group Chief Executive Officer	0	0.00%
Nader Mardini Group Chief Financial Officer	0	0.00%
David Holiday Group Chief Legal Officer & Company Secretary	548,122	0.04%
Ali Katkhada Group Chief Information Officer	27,120	0.002%
Hugh Bigley Managing Director - Deco	55,268	0.004%
Marc Koch Managing Director and Chief Financial Officer – Vedder	0	0.00%
Nicolas Held Managing Director - Vedder	0	0.00%
Kenneth Robert Davies Managing Director – Depa Interiors	0	0.00%
Mahmoud Al Sabbagh Group HR Director	0	0.00%

SUBSEQUENT EVENT NOTE:

750,000,000 ordinary Class A shares issued to Public Investment Fund are currently not listed on Nasdaq Dubai. An application for listing of the Subscription Shares was filed with Nasdaq Dubai on 30 January 2023 and the application is currently in process.

ANNUAL REPORTING ON COMPLIANCE PURSUANT TO RULE 3.2.10 OF THE DFSA'S MARKET RULES

The DFSA corporate governance regime is set out in the DIFC Markets Law 2012 and the DFSA Market Rules. The DFSA corporate governance regime applies to all companies that have their shares listed on an Authorised Market Institution. The regime therefore applies to the Company.

The DFSA corporate governance regime contains a number of high level Corporate Governance Principles and best practice standards prescribed under the DFSA Market Rules (the “**CG Principles**”) which apply in respect of the board of directors, division of responsibilities, board composition and resources, risk management and internal control systems, shareholders rights and effective dialogue, financial position and prospects and remuneration.

The Company has adopted the best practice standards specified in the CG Principles and complies with the CG Principles excepting that the chairman of the Board is not considered independent. Paragraph 31(h) of Appendix 4 of the DFSA's Market Rules states that in making the assessment of independence, the Board should consider matters such as whether the person ‘represents a significant shareholder’. Mr. Muteb Al Shathri is an employee of the Public Investment Fund of the Kingdom of Saudi Arabia (“**PIF**”) and PIF is a significant shareholder of the Company, owning 54.81% of its issued share capital. The Board acknowledges the benefits in having an appropriate balance of skills, experience, independence and knowledge in its composition as set out in the CG Principles. Although the Company deviates from the CG Principles on the independence criteria (as stated above), the Board considers this deviation to be in the best interests of the Company and its shareholders.

As required under Rule 3.2.10(c) of the DFSA's Market Rules, in the opinion of the Directors of the Company, the corporate governance framework of the Company is effective in promoting compliance with the CG Principles.

The original version of the Annual Report 2022 was published on 28 April 2023. The above content has been included in this version 2 of the Annual Report 2022 on 2 June 2023 in line with Rule 3.2.10 of the DFSA's Market Rules.



FINANCIAL STATEMENTS

DIRECTORS' REPORT

BOARD OF DIRECTOR'S REPORT

The Board of Directors present their report and audited consolidated financial statements of Depa PLC (the “**Company**”) and its subsidiaries (together referred to as the “**Group**” or “**Depa**”) for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Group specialises in the luxury fit-out sector, focusing primarily on hospitality, commercial and residential property developments, and also includes the airport, retail, yacht, theming and specialist fit-out sectors. Additionally, the Group is a provider of manufactured products, with a primary focus on customised furniture, fixtures and equipment, much of which is produced in its in-house facilities

FINANCIAL AND OPERATIONAL REVIEW AND RESULTS

The Group specialises in the luxury fit-out sector, focusing primarily on hospitality, commercial and residential property developments, and also includes the airport, retail, yacht, theming and specialist fit-out sectors. Additionally, the Group is a provider of manufactured products, with a primary focus on customised furniture, fixtures and equipment, much of which is produced in its in-house facilities

Operational review

The Group's performance in 2022 improved compared to 2021, with Depa Interiors Group, Vedder and Deco Group all delivering a net profit for the year.

The Kingdom of Saudi Arabia was identified as a key growth country in the prior year for Depa Interiors, Deco and Carrara businesses. Increased focus on this market has resulted in the Group securing a number of new wins in the Kingdom of Saudi Arabia, with Depa Interiors and Deco securing a number of notable projects in 2022.

In 2022, the Group entered into a definitive subscription agreement with the Public Investment Fund (“PIF”), whereby PIF made a cash investment of AED 150 million in Depa in return for the allotment of 750 million new Class A shares. The proceeds were used to recapitalise the business and provide additional working capital which assisted Depa in delivering both its existing projects and future projects.

Vedder

Vedder, the Group's European key business unit, specialising in the superyacht, residence fit-out and private jet market, generated revenue of AED 402.8 million and profit of AED 23.3 million, a decrease in revenue of AED 17.1 million or 4% on 2021 (AED 419.9 million) and a decrease in profit of AED 1.3 million or 5% on 2021 (AED 24.6 million). The overall operations of Vedder have been negatively impacted by the devaluation of the Euro in 2022. Vedder achieved revenue growth of 5.5% in Euro terms.

Vedder ended the year with AED 290 million worth of new project wins. These new wins include the awards of new-build superyacht interior packages, demonstrating Vedder's continued position as a market leader in the superyacht fit-out sector.

Vedder successfully completed and handed over a number of projects during the year, including both the interior and exterior package of a prominent new-build superyacht and a number of refit and smaller packages.

Depa Interiors

Depa Interiors is the Group's Middle Eastern business providing fit-out services to the hospitality, residential, commercial, and transport and civil infrastructure sectors. Depa Interiors generated revenue of AED 355.5 million (2021: AED 254.2 million) and a profit of AED 35.8 million (2021: loss of AED 31.0 million).

Depa Interiors' overall financial performance improved in 2022. Management have continued to focus on cash collection and successfully collected several legacy receivable balances and claims during the year.

In the Kingdom of Saudi Arabia, Depa Interiors was awarded contracts in excess of AED 260 million during the year and the country is regarded as a key market for Depa Interiors. Depa Interiors also continues to win UAE-based projects, securing two hospitality packages in Dubai and Abu Dhabi towards the end of the year.

Deco Group

Middle East-based Deco Group comprises (i) Deco, which is focused on the high-end retail and commercial fit-out sector, and (ii) Carrara, which supplies and installs premium marble, stone and granite.

In 2022, Deco Group generated revenue of AED 163.9 million (2021: AED 127.5 million) and a profit of AED 8.8 million (2021: AED 0.2 million). While Deco achieved strong profitability for the year, Carrara's results proved to be a drag on Deco Group's overall profitability. Deco saw an improvement in its backlog position in 2022. Carrara, however, faced new project award challenges due to challenges in obtaining contract financing from UAE-based banks whose risk appetite towards the construction sector remain cautious, an outlook which is expected to improve as we venture into the year 2023.

Deco continued its long-term relationships with several major luxury retailers, securing a number of projects during the year for Versace, Dior, Cartier and Dolce & Gabbana.

Deco achieved strong project delivery during the year, successfully delivering projects for their repeat clients including multiple projects for both Dior and Versace, while Carrara successfully handed over a number of hospitality packages in Dubai.

Backlog

Depa's backlog stands at AED 1,284 million on 31 December 2022 (2021: AED 1,285 million) following a number of major contract awards during the year, including a significant number of project awards in the Kingdom of Saudi Arabia for both Depa Interiors and Deco.

Outlook

The transaction with the Public Investment Fund enhances Depa's long-term strategic prospects in the Middle East and its expansion plans for the Kingdom of Saudi Arabia. The overall market conditions in the Middle Eastern construction sector remain challenging, with the banking of the construction sector remaining a strong headwind.

The Group's European business continues to benefit from its leading market position in its historically strong market; however, at this stage the consequences of the Ukraine war and related Russian sanctions on the Group's European business and the global economy, more generally, are uncertain.

Financial performance

During the twelve months to 31 December 2022, Depa generated revenue of AED 917.8 million, a 14.5% increase of AED 116.2 million compared to 2021 (AED 801.6 million). Group's revenue growth during 2022 was supported by strong growth in all its key business units.

Expenses in 2022 increased by AED 42.4 million to AED 879.3 million (2021: AED 836.9 million) in line with increase in revenue. Net reversals of contract assets of AED 40.7 million (2021: AED 29.0 million) primarily relate to Depa Interiors, with the collection of a major receivable balances.

In the twelve months to 31 December 2022, associates generated a profit of AED 0.2 million (2021: AED 0.8 million) with net finance expense amounting to AED 6.8 million (2021: AED 9.5 million). The Group recognised an income tax expense of AED 13.5 million in 2022 (2021: AED 12.2 million).

In 2021, discontinued operations, which relate to DSG, generated a net profit of AED 84.3 million.

No profits attributable to non-controlling interests were recorded in 2022 (2021: AED 17.3 million).

The Group generated net profit after non-controlling interests of AED 59.1 million (2021: AED 39.8 million).

Cash flow

Net cash inflows from operating activities amounted to AED 31.0 million (2021: AED 36.1 million). Net cash outflows used in investing activities for 2022 amounted to AED 7.6 million (2021: AED 40.3 million inflows).

During 2022, the Group repaid borrowings amounting to AED 38.1 million excluding overdrafts (2021: AED 2.9 million). Net cash inflows generated from financing activities for the year amounted to AED 100.0 million (2021: AED 21.2 million outflows) mainly due to proceeds from issuance of new shares to Public Investment Fund amounting to AED 150.0 million. Currency translation differences resulted in a negative movement AED 10.6 million (2021: AED 3.9 million positive) mainly due to the fluctuation of the Euro in the reported cash and cash equivalents. As a result of the above, the Group ended 2022 with cash and cash equivalents as at 31 December 2022 standing at AED 237.4 million (excluding AED 0.9 million cash and cash equivalent included in assets of the disposal group) (2021: AED 125.5 million).

Financial position

The Group seeks to ensure that it maintains adequate liquidity to meet its requirements and appropriate working capital facilities via its long-term bank relationships. The Group reported year-end net cash, excluding restricted cash, of AED 218.6 million (2021: AED 68.6 million), coupled with improved current ratio of 1.41 (2021: 0.99) and debt-to-equity ratio of 1.7 (2021: 3.85).

At year-end, equity attributable to equity holders of the parent amounted to AED 474.7 million (2021: AED 269.4 million) and the Group's outstanding ordinary shares at end of 2022 amounted to 1,364,145,794 (issued ordinary shares of 618,452,753 less 4,306,959 treasury shares and issued ordinary Class A shares of 750,000,000).

Risks and uncertainties

The Group faces risks from a range of sources that could have a material impact on our financial commitments and future financial performance. The principal risks are determined considering our risk environment. The principal risks facing the Group include the following:

- Operational risks: work delivery challenges may result in actual costs increasing above previous estimates; failure to continue to win and / or retain contracts on satisfactory terms and conditions; non delivery of projects to client required standards; ineffective management of contracts; serious injury or fatality being sustained by an employee and / or member of the public; and the retention of key management and personnel.
- Financial and market risks: reduced access to financing facilities necessary to fund the business; inability to maintain a sustainable level of financial performance; interest rate and foreign currency risks; failure to collect major receivables from key clients; and liquidity risks.
- Strategic risks: adverse changes in economic, regulatory and / or political conditions in the markets in which the Group operates; unforeseen external events and actions which may affect business development and / or project delivery; and material adverse brand and reputational damage.

The Board recognises that certain risk factors that influence the principal risks are outside of the control of management. The Board is satisfied that these risks are being managed appropriately and consistently in view of the Group's target risk appetite. The set of principal risks should not be considered as an exhaustive list of all the risks the Group faces.

DIVIDEND

No dividend was declared or paid during the current year.

		AED million	
CONSOLIDATED STATEMENT OF PROFIT OR LOSS	Note	2022	2021
Continuing operations			
Revenue		917.8	801.6
Expenses	4	(879.3)	(836.9)
Reversal of impairment on financial and contract assets - net	13,14	40.7	29.0
Finance income		1.1	1.2
Finance cost		(7.9)	(10.7)
Net - finance cost		(6.8)	(9.5)
Share of profit from associates	10	0.2	0.8
Profit / (loss) before tax		72.6	(15.0)
Income tax expense	5	(13.5)	(12.2)
Profit / (loss) for the year from continuing operations		59.1	(27.2)
Profit from discontinued operations	29,30	-	84.3
Profit for the year		59.1	57.1
Attributable to:			
Owners of Depa PLC		59.1	39.8
Non-controlling interests		-	17.3
		59.1	57.1
Earnings per share			
Basic and diluted profit / (loss) per share from continuing operations (UAE fils)	6	5	(4)
Basic and diluted profit per share from discontinued -operations (UAE fils)	6	-	11
Total basic and diluted profit per share (UAE fils)		5	7

		AED million	
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	Note	2022	2021
Profit for the year		59.1	57.1
Other comprehensive income			
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		(9.7)	(2.9)
Items that will not be reclassified to profit or loss:			
Actuarial gain recognised	20	5.9	7.0
Other comprehensive (loss) / income for the year		(3.8)	4.1
Total comprehensive income for the year		55.3	61.2
Attributable to:			
Owners of Depa PLC		55.3	43.9
Non-controlling interests		-	17.3
		55.3	61.2
Attributable to owners of Depa PLC arises from:			
Continuing operations		55.3	(23.4)
Discontinued operations		-	67.3

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AED million

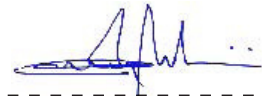
At 31 December

	Note	At 31 December	
		2022	2021
ASSETS			
Cash and cash equivalents	27, 34	248.0	142.6
Restricted cash	34	59.1	17.1
Fixed deposits	34	0.7	0.6
Trade and other receivables	13	348.7	320.0
Due from construction contract customers	14	165.0	190.8
Inventories	15	36.8	35.6
		858.3	706.7
Assets classified as held for sale	29	4.8	-
Total current assets		863.1	706.7
Contract retentions		113.2	166.1
Property, plant and equipment	7	74.6	90.0
Right-of-use assets	33	30.8	29.8
Intangible assets	8	7.6	8.7
Investment property	12	6.6	6.6
Investment in associates	10	11.1	13.3
Goodwill	9	32.3	32.3
Total non-current assets		276.2	346.8
Total assets		1,139.3	1,053.5
LIABILITIES			
Trade and other payables	21	593.4	651.7
Income tax payable	5	2.1	3.5
Borrowings	19	13.3	54.3
		608.8	709.5
Liabilities directly associated with assets classified as held for sale	29	1.3	-
Total current liabilities		610.1	709.5
Employees' end of service benefits	20	53.1	59.8
Retentions		12.0	19.4
Lease liabilities	33	25.1	27.6
Deferred tax liabilities	5	0.2	0.1
Borrowings	19	16.1	19.7
Total non-current liabilities		106.5	126.6
Total liabilities		716.6	836.1
Net assets		422.7	217.4
EQUITY			
Share capital	16	908.9	908.9
Share premium		322.1	172.1
Treasury shares	17	(12.6)	(12.6)
Statutory reserve	18	60.0	60.0
Translation reserve		(29.3)	(19.6)
Other reserve		(1.0)	(6.9)
Accumulated losses		(773.4)	(832.5)
Equity attributable to Owners of Depa PLC		474.7	269.4
Non-controlling interests		(52.0)	(52.0)
Net equity		422.7	217.4

The consolidated financial statements were approved for issue by the Board of Directors on 23 March 2023 and signed on its behalf by:



Group Chief Executive Officer



Group Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share	Share premium	Treasury shares	Statutory reserve	Translation reserve	Other reserve	Accumulated losses	Attributable to owners of Depa PLC	Non-controlling interests	Total
At 1 January 2021	908.9	172.1	(12.6)	60.0	(16.7)	(13.9)	(872.3)	225.5	(69.3)	156.2
Profit for the year	-	-	-	-	-	-	39.8	39.8	17.3	57.1
Other comprehensive income for the year	-	-	-	-	(2.9)	7.0	-	4.1	-	4.1
Total comprehensive income for the year	-	-	-	-	(2.9)	7.0	39.8	43.9	17.3	61.2
At 31 December 2021	908.9	172.1	(12.6)	60.0	(19.6)	(6.9)	(832.5)	269.4	(52.0)	217.4
Profit for the year	-	-	-	-	-	-	59.1	59.1	-	59.1
Other comprehensive loss the year	-	-	-	-	(9.7)	5.9	-	(3.8)	-	(3.8)
Total comprehensive income for the year	-	-	-	-	(9.7)	5.9	59.1	55.3	-	55.3
Shares issued (note 16)	-	150.0	-	-	-	-	-	150.0	-	150.0
At 31 December 2022	908.9	322.1	(12.6)	60.0	(29.3)	(1.0)	(773.4)	474.7	(52.0)	422.7

CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	AED million	
		2022	2021
Operating activities			
Profit / (loss) before income tax from:			
Continuing operations		72.6	(15.0)
Discontinued operations		-	88.8
Profit before tax including discontinued operations		72.6	73.8
Adjustments for:			
Depreciation of property, plant and equipment	7	19.9	21.5
Depreciation of right-of-use assets	33	4.0	4.3
Gain on deconsolidation of subsidiaries	30	-	(152.0)
Amortisation and impairment of intangible assets	8	1.1	1.3
Loss on disposal of property, plant and equipment		2.2	-
Gain on disposal of investment in an associate		-	(1.0)
Finance income		(1.1)	(1.2)
Finance cost		7.9	14.6
Provision for inventory obsolescence	15	-	0.9
Reversal of impairment on financial and contract assets - net	13,14	(40.7)	(23.1)
Reversal of provision for guarantees	4	(14.1)	-
Share of profit from associates	10	(0.2)	(0.8)
Provision for employees' end of service benefits	20	6.9	7.2
Operating cash flows before payment of employees' end of service benefits, taxes and changes in working capital		58.5	(54.5)
Employees' end of service benefits paid	20	(6.4)	(10.5)
Income tax paid		(14.8)	(8.7)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
AED million

	Note	2022	2021
Changes in working capital:			
Trade and other receivables		15.9	(6.6)
Inventories		(1.2)	(7.5)
Due from construction contract customers		47.9	58.9
Contract retentions		52.9	2.4
Retentions		(7.4)	0.6
Trade and other payables		(72.4)	45.2
Restricted cash		(42.0)	16.8
Net cash generated from operating activities		31.0	36.1
Investing activities			
Purchase of property, plant and equipment	7	(11.0)	(2.7)
Purchase of intangible assets	8	-	(0.5)
Dividends received from associates	10	2.4	-
Decrease in long term fixed deposits		(0.1)	-
Net overdraft on for deconsolidation of subsidiaries	30	-	33.2
Proceeds from sale of financial assets at fair value through OCI		-	8.1
Proceeds from sale of investment in an associate		-	1.0
Finance income received		1.1	1.2
Net cash (used in) / generated from investing activities		(7.6)	40.3
Financing activities			
Proceeds from issuance of new shares		150.0	-
Principal elements of lease payments		(4.0)	(3.7)
Repayments of borrowings		(38.1)	(2.9)
Finance cost paid		(7.9)	(14.6)
Net cash generated from / (used in) financing activities		100.0	(21.2)
Net increase in cash and cash equivalents		123.4	55.2
Cash and cash equivalents at the beginning of the year	34	125.5	66.4
Effect of foreign exchange differences		(10.6)	3.9
Cash and cash equivalents at the end of the year	27	238.3	125.5
Included in cash and cash equivalents and overdrafts	27	237.4	125.5
Included in assets of the disposal group	29	0.9	-
		238.3	125.5

1. CORPORATE INFORMATION

Depa PLC (the “Company”), formerly Depa Limited, is a company limited by shares and registered in accordance with Companies Law – DIFC Law No. 5 of 2018 (“Companies Law”).

The Company was incorporated in United Arab Emirates on 25 February 2008. Depa PLC is the management company of Depa United Group P.J.S.C.

The Company and its subsidiaries (together referred to as the “Group”) specialises in the luxury fit-out sector, focusing primarily on hospitality, commercial and residential property developments, and also includes the airport, retail, yacht, theming and specialist fit-out sectors. Additionally, the Group is a provider of manufactured products and procurement services, with a primary focus on customised furniture, fixtures and equipment, much of which is produced in its in-house facilities. These financial statements are consolidated financial statements for the Group consisting of the Company and its subsidiaries. The ultimate parent and controlling party of the Group is Public Investment Fund, Kingdom of Saudi Arabia.

The Company's shares are listed on Nasdaq Dubai. The address of the Company's registered office is P.O. Box 56338, Dubai, United Arab Emirates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with and comply with International Financial Reporting Standards (“IFRS”) and IFRS Interpretation Committee (“IFRIC”) applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention, unless otherwise stated.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

During the year ended 31 December 2021, the Vedder business was reclassified as part of continuing operations as at 31 December 2021 and the related assets and liabilities were transferred from “assets / liabilities classified as held for sale” to the respective statement of financial position categories.

(a) New standards and amendments adopted by the Group

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2022:

- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16;
- Onerous Contracts – Cost of Fulfilling a Contract – Amendments to IAS 37;
- Annual Improvements to IFRS Standards 2018-2020; and
- Reference to the Conceptual Framework – Amendments to IFRS 3.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(b) New standards and amendments not early adopted by the Group

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been early adopted by the Group. The Group is currently assessing the impact of these standards, and amendments on the future consolidated financial statements of the Group and intends to adopt these, if applicable, when they become effective.

There are no other IFRSs, amendments or IFRIC interpretations that are effective that would be expected to have a material impact on the Group's consolidated financial statements.

2.1.1 MANAGEMENT'S ASSESSMENT OF GOING CONCERN BASIS

The Group reported a total comprehensive income of AED 55.3 million (2021: AED 61.2 million) for the year. The current assets of the Group exceed the current liabilities by AED 253.0 million (2021: current liabilities exceed current assets: AED 2.8 million) and the Group had positive operating cash flows of AED 31.0 million (2021: AED 36.1 million). The accumulated losses as at 31 December 2022 is AED 773.4 million (2021: AED 832.5 million).

In 2022, the Group entered into a definitive subscription agreement with the Public Investment Fund (“PIF”), whereby PIF made a cash investment of AED 150 million in the Group. The proceeds were used to recapitalise the business and provide additional working capital with which the Group more comfortably delivers both its existing projects and future projects. Refer to note 16.

Management prepared cash flow projections, including multiple sensitivities and scenarios, to assess the Group's liquidity position until March 2024.

The cashflow projections included the following key assumptions:

- Significant portion of backlog (signed contracts) will be converted into revenue and subsequently into cash receipts in the next 12 months;
- Timely recovery of balances due from customers; and
- Future pipeline will be replenished.

Accordingly, management believes that the Group will be able to meet its liabilities and continue its operations for a period of at least 12 months from the date of the approval of the consolidated financial statements and accordingly, the consolidated financial statements of the Group have been prepared on a going concern basis.

2.2 BASIS OF CONSOLIDATION

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries are consistent with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

If the Group loses control over a subsidiary, it:

- derecognises the assets (including goodwill) and liabilities of the subsidiary;
- derecognises the carrying amount of any non-controlling interests;
- derecognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss; and
- reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A listing of Group subsidiaries is set out in note 23.

(b) Associates

Associates are all entities over which the Group has significant influence, but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. Dividends received from associates reduce the carrying value of the investment in associates. Other post-acquisition changes in the Group's share of net assets of an associate are recognised as follows: (i) the Group's share of profits or losses of associates is recorded in the consolidated profit or loss for the year as the share of results of associates, (ii) the Group's share of other comprehensive income is recognised in other comprehensive income and presented separately, (iii) all other changes in the Group's share of the carrying value of net assets of associates are recognised in profit or loss within the share of results of associates.

However, when the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates; unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

(c) Joint arrangements

Under IFRS 11 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the consolidated financial statements under the appropriate headings. For details of the joint operations refer to note 28.

(d) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Depa PLC.

2.3 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker of the Group is its Chief Executive Officer. Refer to note 26.

2.4 FOREIGN CURRENCY TRANSLATION

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency").

The consolidated financial statements are presented in the United Arab Emirates Dirham ("AED") which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss.

(c) Group companies

The results and financial positions of all the subsidiaries (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- i. assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of the statement of financial position;
- ii. income and expenses for each statement of comprehensive income are translated at average exchange rates during the financial year; and
- iii. all resulting exchange differences are recognised as a separate component of equity called "translation reserve".

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the consolidated statement of profit or loss as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate at the consolidated statement of financial position date. Exchange differences arising on translation of these items are recognised in consolidated statement of other comprehensive income.

2.5 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Land is not depreciated. Depreciation is calculated using the straight-line method to allocate the assets' cost to their residual values over their estimated useful lives. The principal annual rates used for this purpose are as follows:

Buildings	6 -15 years
Machinery, plant and equipment	2 - 15 years
Motor vehicles	4 - 5 years
Furniture and office equipment	3 - 5 years

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

Capital work-in-progress is stated at cost and includes equipment that is being developed for future use. When commissioned, capital work-in-progress is transferred to appropriate category of property, plant and equipment and depreciated in accordance with the Group's policies.

At the end of each reporting period management assesses whether there is any indication of impairment of property, plant and equipment. If any such indication exists, management estimates the recoverable amount, which is determined as the higher of an asset's fair value less costs of disposal and its value in use.

The carrying amount is reduced to the recoverable amount and the impairment loss is recognised in profit or loss for the year. An impairment loss recognised for an asset in prior years is reversed where appropriate if there has been a change in the estimates used to determine the asset's value in use or fair value less costs of disposal. Impairment of non-financial assets is disclosed in note 2.9.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss for the year.

2.6 INVESTMENT PROPERTIES

Investment properties are measured initially at cost, including transaction costs. The carrying amount includes the cost expenditure which are capitalised as and when activities that are necessary to get the investment properties ready for use for the purpose they are intended to. The carrying amount excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, investment properties are stated at fair value at each reporting period, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in the consolidated statement of profit or loss in the year in which they arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

2.7 GOODWILL

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate a potential impairment and is carried at cost less accumulated impairment losses, if any. For the purpose of impairment testing, goodwill is allocated to cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose. An impairment loss is recognised when the carrying value of the cash generating unit or group of cash generating units exceeds its recoverable amount. Impairment losses on goodwill are not reversed.

Goodwill is measured by deducting the net assets of the acquiree from the aggregate of the consideration transferred for the acquiree, the amount of non-controlling interest in the acquiree and the fair value of an interest in the acquiree held immediately before the acquisition date. Any negative amount ("negative goodwill" or a "bargain purchase") is recognised in profit or loss, after management reassesses whether it identified all the assets acquired and all the liabilities and contingent liabilities assumed and reviews the appropriateness of their measurement.

Gains and losses on disposal of an entity include the carrying amount of goodwill relating to the entity sold.

2.8 INTANGIBLE ASSETS

Intangible assets acquired separately are reported at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful lives are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

The intangible assets with definite useful lives are amortised on the following basis:

Brand name and rights	15 years
Software	3 - 5 years

Intangible assets residual values, useful lives and impairment indicators are reviewed at each financial year end and adjusted prospectively, if considered necessary. Intangible assets are written down to the recoverable amount if carrying value is higher than recoverable amount.

2.9 IMPAIRMENT OF NON-FINANCIAL ASSETS

Goodwill is not subject to amortisation and is tested annually for impairment. Assets that are subject to depreciation/amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flows ("cash generating units").

Non-financial assets other than goodwill that have suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.10 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes expenditure incurred in acquiring the inventories and bringing them to their existing locations and conditions. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.11 FINANCIAL ASSETS

(a) Classification

The Group classifies its financial assets in the following categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, the Group has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition, derecognition and measurement

Regular purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Subsequent measurement of financial asset depends on the group's business model for managing the asset and the cash flow characteristics of the asset.

Financial assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method.

Financial assets at fair value through other comprehensive income (FVOCI) are carried at fair value. After initial measurement, the Group presents fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss when the Group's right to receive payments is established.

The Group classifies debt instruments at amortised cost using the effective interest rate method.

(c) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets. For trade receivables, amount due from construction contract customers and contract retentions, the Group applies the simplified approach permitted by IFRS 9 "Financial Instruments", which requires expected lifetime losses to be recognised from initial recognition of the receivables and contract assets (note 31).

2.12 OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.13 TRADE AND OTHER RECEIVABLES

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.14 CASH AND CASH EQUIVALENTS

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments, which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, with original maturities of three months or less and bank overdrafts. In the consolidated statement of financial position, bank overdrafts are shown within bank borrowings. Term deposits are deposits that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.15 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.16 TRADE AND OTHER PAYABLES

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period.

2.17 PROVISIONS

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are not recognised for future operating losses. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and risks specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2.18 FINANCIAL LIABILITIES

Financial liabilities are classified as financial liabilities at fair value through profit or loss or financial liabilities at amortised cost, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

2.19 BORROWINGS

Bank borrowings are recognised initially at fair value, net of transaction costs incurred. Bank borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any noncash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2.20 BORROWING COSTS

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in consolidated statement of profit or loss in the period in which they are incurred.

2.21 CURRENT AND DEFERRED INCOME TAX

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in comprehensive income or directly in equity. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the consolidated statement of financial position date in the countries where the Company and its subsidiaries operate and generate taxable income.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.22 SHARE-BASED PAYMENTS

The Company had an equity settled share-based compensation plan in place, under which the entity receives services from employees as consideration for share awards. In accordance with IFRS 2, "Share-based payments", the cost of share-based payments awarded is charged to the consolidated statement of profit or loss over the performance and vesting periods of the instruments. The cost is based on the fair value of the awards made at the date of grant adjusted for the number of awards expected to vest. Where awards are settled by the new issue of shares, any proceeds received in respect of share options are credited to share capital and share premium. Share awards are granted by the Company to employees of its subsidiaries.

2.23 EMPLOYEES' END OF SERVICE BENEFITS

In accordance with labour laws prevailing in the countries in which the Company and its subsidiaries operate, the Group provides end of service benefits to its employees. The entitlement to these benefits is usually based upon the employees' salary and length of service, subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

Wages, salaries, contributions to pension, paid annual leave and sick leave, bonuses, and non-monetary benefits are accrued in the year in which the associated services are rendered by the employees of the Group. The short term employee current employee benefit are presented in trade and other payables.

The Group provides post-employment defined benefit plans under several jurisdictions in which the Group operates. Major jurisdictions in which employees end of service benefits are accrued are United Arab Emirates and the Kingdom of Saudi Arabia. These benefits are currently un-funded. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in the other reserves in the consolidated statement of changes in equity. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the consolidated statement of comprehensive income as past service costs.

The interest cost component is expensed to the consolidated statement of profit or loss and is calculated by applying the discount rate to the balance of the defined benefit obligation. The defined benefit liability comprises the present value of the defined benefit obligations which is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The Group has not currently allocated any assets to such plans.

Payments made to social security institutions in connection with government pension plans in various countries where the Group operates are dealt with as payments to defined contribution plans, where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan. The Group pays contributions to the social security institutions on a mandatory basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense in the period to which the employees' service relates

2.24 ROUNDING OF AMOUNTS

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest hundred thousand units unless otherwise stated.

2.25 REVENUE RECOGNITION

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding discounts, rebates, customer returns and other sales taxes or duty. The following specific recognition criteria must also be met before revenue is recognised:

The Group recognises revenue from contracts with customers based on a five step model as set out below:

1. Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
2. Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
3. Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
5. Recognise revenue when (or as) the entity satisfies a performance obligation at a point time or over time.

The Group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or
2. The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where any one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied. The Group is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue.

(a) Contract revenue

The Group provides interior fit out solutions to its customers operating in a wide variety of industries as noted in note 1. The Group has concluded that for its arrangements, it is either creating or enhancing an asset controlled by the customer or it is creating an asset with no alternative use and has an enforceable right to payment for work completed. Therefore, it meets the criteria to recognise revenue over time and measure progress of its projects through the cost to complete method (input method) as it best depicts the transfer of control of products and services under each performance obligation.

When the Group satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised this gives rise to a contract liability.

A receivable is recognised when the work performed is certified and as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. The payment terms for the customer are in accordance each contract with the customer.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duty. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Group has concluded that it is acting as a principal in all of its revenue arrangements.

Variations which are extension of existing scope of work are accounted for using cumulative catch up adjustments to the cost to complete method of revenue recognition.

Variation orders which require addition of distinct goods and services to the scope at discounted prices are accounted for prospectively and variation orders which require addition of distinct goods and services to the scope at standalone selling prices are accounted for as new contracts with the customers.

Claims are accounted for as variable consideration. They are included in contract revenue using the expected value or most likely amount approach (whichever is more predictive of the amount the entity expects to be entitled to receive) and it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the claim is subsequently resolved.

A loss is recognised in the consolidated statement of profit and loss when the expected contract cost exceeds the anticipated contract revenue.

The Group recognises two or more contracts entered into at or near the same time with the same customer and account for the contracts as a single contract under IFRS 15 "Revenue from contracts with customers" if one or more of the following criteria are met:

1. The two or more contracts entered into at or near the same time with the same customer are negotiated as a package, with a single commercial objective;
2. The amount of consideration to be paid in one contract depends on the price or performance of the other contract; or
3. The goods or services promised in the contracts (or some goods or services promised in each of the contracts) are a single performance obligation.

If any of the above criteria is met, the arrangements are combined and accounted for as a single arrangement for revenue recognition.

Pre-contract cost of obtaining a contract with a customer is recognised as an asset, which is amortised over the term of the contract, if those costs are expected to be recovered.

The Group provides complete interior fit out solutions to its customers operating in a wide variety of industries as noted in note 1, therefore, the Group assess whether these arrangements can have single or multiple performance obligations under IFRS 15 "Revenue from contracts with customers" based on the nature of interior solutions being offered under that arrangement.

Factors affecting the conclusion whether an arrangement has single or multiple performance obligations can include (among other factors) customer's expectations from the contract, distinct nature of the products and services degree of integration or inter-relation between the various products and services.

Revenue is recognised in the consolidated statement of profit and loss to the extent that it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably.

(b) Sale of goods

Revenue from sale of goods represents the sale of materials. Revenue from sale of goods is recognized at point in time when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. A receivable is recognized when the goods are delivered to the customer as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. The payment terms for the customer are in accordance with each contract with the customer. The Company is considered to be a principal in the arrangement.

2.26 LEASES

The Group leases various lands, buildings, offices, warehouses, equipment and cars.

Rental contracts are typically made for fixed periods of 2 to 15 years but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not typically impose any covenants.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to statement of profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

To determine the incremental borrowing rate, the Group uses recent third-party financing received. Where third-party financing is not available, the Group uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk of the Group and any other adjustments specific to the lease.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received; and
- any initial direct costs, and restoration costs

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in statement of profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Low-value assets comprise small items of office equipment and furniture.

Extension and termination options are included in a number of property and equipment leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of extension and termination options held are mutually exercisable and not only by the Group and or the respective lessor.

2.27 DIVIDEND

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

2.28 EARNINGS PER SHARE

The Group presents basic and diluted earnings per share ("EPS") for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

Diluted EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company (after adjusting for interest on the convertible bond and other consequential changes in income or expense that would result from the assumed conversion, if any) by the weighted average number of ordinary shares outstanding during the year including the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

2.29 FINANCE COST AND FINANCE INCOME

(i) Finance costs

Finance costs comprise interest expense on borrowings, finance charges on leases based on the incremental borrowing rate in accordance with IFRS 16 Leases that are recognised in consolidated statement of profit or loss and other comprehensive income. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in consolidated statement of profit or loss and other comprehensive income using the effective interest method.

(ii) Finance income

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in consolidated statement of profit or loss and other comprehensive income as part of finance income.

2.30 CONTRACT RETENTIONS

Contract retentions represent amounts withheld by the customers in accordance with contract terms and conditions. These amounts are to be repaid upon fulfilment of contractual obligations. The amounts are recognised initially at transaction price and subsequently measured at amortised cost, less provision for impairment, if any.

2.31 FOREIGN EXCHANGE TRANSLATION RESERVE

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

2.32 DIVIDEND INCOME

Dividend income is recognised when the rights to receive payment have been established.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. The judgements, estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant, including expectations of future events that are believed to be reasonable under the circumstances.

Estimates and underlying assumptions are reviewed on an on-going basis. Revision to accounting estimates are recognised in the period in which the estimates are revised and in any future period affected.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Recognition of revenue from construction contracts

The Group uses recognition of revenue and profit over time based on progress of its project through cost to complete method which requires the Group to estimate the progress of work performed as a proportion of contract costs incurred for work performed to date to the estimated total contract costs. Since contract costs can vary from initial estimates, the reliance on the total contract cost estimate represents an uncertainty inherent in the revenue recognition process. Individual contract budgets are reviewed regularly with project leaders to ensure that cost estimates are based upon up to date and as accurate information as possible, and take into account any relevant historic performance experience. Effects of any revision to these estimates are reflected in the year in which the estimates are revised.

(b) Construction cost estimates

The Group uses internal quantity surveyors together with project managers to estimate the costs to complete for construction contracts. Factors such as changes in material prices, labour costs, defects liability costs and other costs are included in the construction cost estimates based on best estimates.

(c) Contract variations

Contract variations are recognised as revenue to the extent that it is highly probable that they will result in revenue and a significant reversal in revenue will not occur and which can be reliably measured, this requires the exercise of judgment by management based on prior experience, application of contract terms and relationship with the contract owners.

(d) Recoverability of contract receivables, retentions and amounts due from contract customers

Management has estimated the recoverability of contract receivables, retentions and amount due from customers and has considered the allowance required. Management has estimated the allowance for contract receivables, retentions and amount due from contract customers on the basis of prior experience, the current economic environment, the status of negotiations as well as forward looking estimates at the end of each reporting period (refer note 31). Estimating the amount of the allowance requires significant judgment and the use of estimates related to the amount and timing of estimated losses based on historical loss experience, current disputes, consideration of current economic trends and conditions and contractor/employer-specific factors, all of which may be susceptible to significant change.

To the extent actual outcomes differ from management estimates, additional allowance for doubtful debts or reversal of excess provisions could be made that could adversely or positively affect earnings or the financial position in future periods.

The Group has overdue contract balances for completed projects for which the Group is currently in discussion with the customers for the settlement of the outstanding balances and believes no further provision is required. Refer to note 31.

(e) Employees' end of service benefits

The cost of the end of service benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate and future salary increases. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about the assumptions used are set out in note 20.

(f) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount which is higher of fair value less cost to sell or value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value which necessarily involves making numerous estimates and assumptions regarding revenue growth, operating margins, tax rates, appropriate discount rates and working capital requirements. These estimates will likely differ from future actual results of operations and cash flows, and it is possible that these differences could be material. Refer to note 9 for further details.

(g) Taxes

Management has assessed the tax position in the jurisdictions it operates having regard to the local tax legislation, decrees issued periodically and related bilateral/international treaties and/or conventions.

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of international business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group records provisions based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues, depending on the conditions prevailing in the respective Group company's domicile.

3.2 CRITICAL JUDGEMENTS

Joint operations

The Group reports its interests in jointly controlled entities as joint operations when the Group has direct right to the assets, and obligations for the liabilities, relating to an arrangement. In this case it accounts for each of its assets, liabilities and transactions, including its share of those held or incurred jointly, in relation to the joint operation.

Management has evaluated its interest in its joint arrangements and has concluded them to be joint operations.

4. EXPENSES

	AED million	
	2022	2021
Personnel costs	309.6	298.9
Sub-contractor costs	308.9	261.3
Material costs	224.9	219.7
Depreciation (note 7)	19.9	21.5
Registration and legal expenses	7.8	7.2
Depreciation of right-of-use assets (note 33)	4.0	4.3
Premises rent	3.3	2.9
Amortisation of intangibles (note 8)	1.1	1.3
Reversal of provision for guarantees	(14.1)	-
Other expenses	13.9	19.8
	879.3	836.9

5. INCOME TAX EXPENSE

The Group is subject to taxation on its operations in Singapore, Malaysia, Thailand, Myanmar, Sri Lanka, China, Germany, Qatar, Egypt, Kingdom of Saudi Arabia, Jordan, Hungary, India and Morocco.

A) INCOME TAX RECOGNISED IN THE CONSOLIDATED FINANCIAL STATEMENTS:

	AED million	
	2022	2021
Current tax expense	13.5	16.7
	13.5	16.7

	AED million	
	2022	2021
Effective tax rate from taxable operations:		
Profit before tax from operations which are taxable	57.8	35.8
Loss before tax from operations which are taxable	(22.3)	(100.9)
Profit from operations before tax which are not taxable	37.1	222.3
Profit before tax including discontinued operations	72.6	157.2
Total income tax expense during the year	(13.5)	(16.7)
Effective tax rate on profit from operations which are taxable	23.3%	46%

	AED million	
	2022	2021
Income tax from continuing operations	(13.5)	(12.2)
Income tax from discontinued / deconsolidation of subsidiaries	-	(4.5)
Tax on profit from operations which are taxable	(13.5)	(16.7)

The relationship between tax expense and the accounting profit is as follows:	AED million	
	2022	2021
Profit before tax (including discontinued operations)	72.6	73.8
Tax at the domestic rates applicable to profits in countries where the Group operates	(13.5)	(16.7)
	(13.5)	(16.7)

B) TAX BALANCES

The following is the analysis of tax balances presented in the consolidated statement of financial position:	AED million	
	2022	2021
Deferred tax liabilities	0.2	0.1
Income tax payable	2.1	3.5

6. BASIC AND DILUTED EARNINGS PER SHARE

Basic and diluted earnings per share is calculated by using weighted average number of ordinary shares outstanding during the year of 1,364,145,794 shares (2021: 614,145,794 shares), which represent the outstanding shares of 1,368,458,753 (refer note 16), net of treasury shares of 4,306,959 (refer note 16 and 17)..

	AED million	
	2022	2021
Basic earnings per share (continuing operations)		
Profit / (loss) attributable to ordinary shareholders in AED million	59.1	(27.5)
Weighted average number of ordinary shares outstanding	1,176,645,794	614,145,794
Basic earnings / (loss) per share (UAE fils)	5	(4)
Basic earnings per share (discontinued operations)		
Profit attributable to ordinary shareholders in AED million	-	67.3
Weighted average number of ordinary shares outstanding	1,176,645,794	614,145,794
Basic earnings per share (UAE fils)	-	11
Diluted earnings per share (continuing operations)		
Profit / (loss) attributable to ordinary shareholders in AED million	59.1	(27.5)
Weighted average number of ordinary shares outstanding	1,176,645,794	614,145,794
Diluted earnings / (loss) per share (UAE fils)	5	(4)
Diluted earnings per share (discontinued operations)		
Profit attributable to ordinary shareholders in AED million	-	67.3
Weighted average number of ordinary shares outstanding	1,176,645,794	614,145,794
Diluted earnings per share (UAE fils)	-	11

7. PROPERTY, PLANT AND EQUIPMENT

	AED million					
	Land and buildings	Machinery, plant and equipment	Motor vehicles	Furniture and office equipment	Capital work-in-progress	Total
Cost						
At 1 January 2021	223.1	102.9	8.4	63.4	8.2	406.0
Reclassified as continuing operations	48.0	39.8	-	12.8	-	100.6
Additions	-	1.1	-	1.2	0.4	2.7
Transfers	6.7	-	-	-	(6.7)	-
Disposals	-	(4.7)	(1.3)	(1.4)	-	(7.4)
Deconsolidation of subsidiaries	(15.8)	(11.2)	(0.4)	(16.6)	-	(44.0)
Exchange differences	(10.8)	(2.7)	-	(1.0)	-	(14.5)
At 31 December 2021	251.2	125.2	6.7	58.4	1.9	443.4
Additions	0.3	1.0	0.6	7.1	2.0	11.0
Transfers	0.9	-	-	0.3	(1.2)	-
Disposals	-	(0.3)	(0.5)	(1.2)	(2.2)	(4.2)
Exchange differences	(3.0)	(2.9)	(0.2)	(2.2)	(0.5)	(8.8)
At 31 December 2022	249.4	123.0	6.6	62.4	-	441.4
Accumulated depreciation and impairment						
At 1 January 2021	183.7	90.4	7.8	55.7	6.6	344.2
Reclassified as continuing operations	10.0	16.3	-	6.4	-	32.7
Charge for the year (note 4)	13.0	5.9	0.7	1.9	-	21.5
Transfers	6.6	-	-	-	(6.6)	-
Disposals	-	(4.7)	(1.3)	(1.4)	-	(7.4)
Deconsolidation of subsidiaries	(13.2)	(9.4)	-	(12.1)	-	(34.7)
Exchange differences	(0.7)	(1.2)	(0.5)	(0.5)	-	(2.9)
At 31 December 2021	199.4	97.3	6.7	50.0	-	353.4
Charge for the year (note 4)	8.3	6.6	0.5	4.5	-	19.9
Disposals	-	(0.3)	(0.5)	(1.2)	-	(2.0)
Exchange differences	(1.3)	(1.9)	(0.1)	(1.2)	-	(4.5)
At 31 December 2022	206.4	101.7	6.6	52.1	-	366.8
Net carrying amount						
At 31 December 2022	43.0	21.3	-	10.3	-	74.6
At 31 December 2021	51.8	27.9	-	8.4	1.9	90.0

Property, plant and equipments amounting to AED 189.5 million were fully depreciated but are still in use as at 31 December 2022 (31 December 2021: AED 144.8 million).

8. INTANGIBLE ASSETS

	AED million		
	Brand name and rights	Software	Total
Cost			
At 1 January 2021	108.6	61.2	169.8
Assets reclassified as continuing operations	-	3.1	3.1
Additions	-	0.5	0.5
At 31 December 2021	108.6	64.8	173.4
At 31 December 2022	108.6	64.8	173.4
Accumulated amortisation and impairment			
At 1 January 2021	99.8	61.2	161.0
Assets reclassified as continuing operations	-	2.4	2.4
Charge for the year (note 4)	1.0	0.3	1.3
At 31 December 2021	100.8	63.9	164.7
Charge for the year (note 4)	0.7	0.4	1.1
At 31 December 2022	101.5	64.3	165.8
Net carrying amount:			
At 31 December 2022	7.1	0.5	7.6
At 31 December 2021	7.8	0.9	8.7

Intangibles includes certain fully amortised / impaired brand names and rights and customer lists.

9. GOODWILL

The goodwill arose on the acquisition by the Group of Vedder which is related primarily to the value of the synergies of the combined business operations, new customers relationships, growth opportunities and skilled labour. Goodwill is not tax deductible for tax purpose.

Goodwill has been allocated to the groups of cash-generating units which are the lowest level at which goodwill is monitored for internal management purposes.

Goodwill allocation to group of cash-generating units is as follows:	AED million	
	2021	2020
Vedder	32.3	32.3
	32.3	32.3

(a) Annual test for impairment

The Group carried out an impairment test for goodwill allocated to Vedder during 2022. The recoverable amount of the cash generating unit has been estimated and is based on the higher of fair value less cost to sell or value in use calculated using cash flow projections approved by senior management covering a five-year period. The cashflow projections beyond the five-year period is extrapolated using the growth rate mentioned overleaf. Management concluded that no impairment was required.

(b) Key assumptions used

The calculation of the value in use is sensitive to the following assumptions:

- Growth rate; and
- Discount rate.
- Earnings before interest and tax (EBIT) rate.

Growth rate: Estimates are based on historic performance, approved business plan, backlog and prospective projects. An average growth rate of 4.3% per annum was used in the estimates.

Discount rate: Discount rate used throughout the assessment period was 11.4%, reflecting the cash generating unit estimated weighted average cost of capital and specific market risk profile and cost of debt. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

EBIT rate: EBIT rate used throughout the assessment period was 8.3% reflecting historic average EBIT of the Vedder.

At 31 December 2022, if the growth rate or EBIT rate had decreased by 2% or discount rate increased by 2%, the recoverable amount of the cash generating unit exceeded the carrying value of the goodwill.

10. INVESTMENT IN ASSOCIATES

Details of the Group's associates are as follows:

Name of associate	Country	Holding %		Principal activities
		2022	2021	
Decolight Trading LLC	United Arab Emirates	45%	45%	Trading
Polypod Middle East LLC	United Arab Emirates	40%	40%	Non-operating

Movement in investment in associates during the year is as follows:

	AED million	
	2022	2021
At 1 January	13.3	12.5
Share of profit	0.2	0.8
Dividends received	(2.4)	-
At 31 December	11.1	13.3

No individual associate is material to the Group.

Summarised financial information in respect of the Group's associates is set out below:

	AED million	
	2022	2021
Current assets	35.2	39.8
Non-current assets	0.8	0.8
Total assets	36.0	40.6
Current liabilities	9.8	9.8
Non-current liabilities	1.6	1.5
Total liabilities	11.4	11.3
Net assets	24.6	29.3
Group's share of net assets of associates	11.1	13.3
Total revenue	32.8	33.5
Total profit for the year	0.3	1.7
Group's share of profit and total comprehensive income of associates	0.2	0.8

As at 31 December 2022, the Group has assessed that the investments in its associates are not impaired (2021: nil).

There are no material contingencies and commitments in the associates' financial information.

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH OCI

	AED million	
	2022	2021
At 1 January	-	8.1
Sale of financial assets at fair value through OCI	-	(8.1)
At 31 December	-	-
At 31 December	-	8.1

The Group had equity investments classified as fair value through OCI. During 2021, the equity investments were disposed.

12. INVESTMENT PROPERTIES

	AED million	
	2022	2021
At 1 January	6.6	8.4
Sale of investment properties	-	(1.8)
At 31 December	6.6	6.6

The Group's investment property consists of a plot of land in Ajman which is valued by a qualified independent property valuation firm based on the market value of the relevant region in which the property is located. The valuer is licensed and has recent experience in the location and category of the property being valued. The most significant input into this valuation approach is price per square metre. The property valuation firms are specialised in valuing these types of investment properties.

During 2021, the Group sold its villas in Morocco.

The fair value stated in the report is determined using valuation methods with parameters not based exclusively on observable market data (level 3). Rental income recognised during the year was nil in the consolidated statement of profit or loss (2021: nil).

13. TRADE AND OTHER RECEIVABLES

	AED million	
	2021	2020
Trade receivables	188.9	228.2
Total contract retentions	218.6	279.4
Less: non-current portion of contract retentions	(113.2)	(166.1)
Less: Impairment of trade receivables and contract retentions	(222.5)	(267.1)
Trade receivables and contract retentions - net	71.8	74.4
Amounts due from related parties (note 22)	9.0	9.0
Other receivables	77.8	65.1
Other current assets:		
Advances to sub-contractors and suppliers	174.8	157.9
Prepayments	15.3	13.6
	348.7	320.0

Trade receivables represent amounts due from customers for contract work rendered by the Group and duly certified by the customers.

Contract retentions represent amounts withheld by the customers in accordance with contract terms and conditions. These amounts are to be repaid upon fulfilment of contractual obligations.

The movement in the provision for impairment for trade receivables during the year is as follows:	AED million	
	2022	2021
At 1 January	109.2	191.2
Charge for the year	5.0	5.7
Reclassification (note 14)	-	0.6
Deconsolidation of subsidiaries	-	(29.2)
Provision for impairment attributable to assets held for sale	(10.4)	-
Reversal during the year	(7.1)	(40.2)
Amounts written off / transferred – net	-	(18.9)
At 31 December	96.7	109.2

The movement in the provision for impairment for contract retentions during the year is as follows:	AED million	
	2022	2021
At 1 January	157.9	156.3
Charge for the year	3.7	23.2
Deconsolidation of subsidiaries	-	(5.0)
Provision for impairment attributable to assets held for sale	(0.5)	-
Reversal during the year	(20.9)	(16.6)
Amounts written off / transferred – net	(14.4)	-
At 31 December	125.8	157.9

The credit risk in relation to trade and other receivable and contract retention is disclosed in note 31.

Contract balances have been agreed with customers through original contracts and formal agreements in the form of variations, claims and compensating events, uncertainty remains around the customers' ability to settle their dues to the Group.

The Group has a number of long overdue contract balances for completed projects for which the Group is currently in discussion with the customers for the settlement of the outstanding balances and believes no further provision is required. Associated with the recoverability of contract balances, the Group commenced legal cases against certain customers in order to recover outstanding balances.

14. DUE FROM CONSTRUCTION CONTRACT CUSTOMERS

Contracts in progress at end of the reporting period	AED million	
	2022	2021
Amount due from construction contract customers	240.7	303.0
Less: Impairment of amount due from construction contract customers	(75.7)	(112.2)
Amount due from construction contract customers included in current assets	165.0	190.8
Amount due to construction contract customers included in trade and other payables (refer note 21)	(50.2)	(35.7)
	114.8	155.1

Amount due from construction contract customers includes amounts which have been recognised as revenue and have not been certified or invoiced at the end of the reporting period. These have decreased due to higher certification during the year.

Amount due to construction contract customers represents excess billings. These increased due to increase in billings made to customers based on the milestone achievements in the project.

The credit risk in relation to amount due from construction contract customers is disclosed in note 31.

	AED million	
	2022	2021
The movement in the provision for impairment for amount due from construction contract customers during the year is as follows:		
At 1 January	112.2	167.6
Charge for the year	1.2	15.1
Deconsolidation of subsidiaries	-	(53.5)
Reversal during the year	(22.6)	(10.3)
Reclassification (note 13)	-	(0.6)
Provision for impairment attributable to assets held for sale	(7.0)	-
Amounts written off	(8.1)	(6.1)
At 31 December	75.7	112.2

	AED million	
	2022	2021
The Group has recognised the following assets and liabilities related to contracts with customers:		
Revenue recognised that was included in contract liability balance at the beginning of the year	35.7	39.3

	AED million	
	2022	2021
The following table shows unsatisfied performance obligations resulting from fixed-price long-term contracts:		
Aggregate amount of transaction price allocated to long-term contracts that are partially or fully unsatisfied as at 31 December	1,283.8	1,285.5

Management expects that 81% of the transaction price allocated to unsatisfied performance obligations as of 31 December 2022 will be recognised as revenue during the next reporting period (AED 1,035 million). The remaining 19% (AED 248.8 million) will be recognised in the 2024 and 2025 financial years. The amount disclosed above does not include variable consideration which is constrained.

15. INVENTORIES

	AED million	
	2022	2021
Raw materials	43.6	39.6
Goods in transit	0.8	4.3
Work in progress	8.0	7.3
	52.4	51.2
Less: Allowances for slow moving inventories	(15.6)	(15.6)
	36.8	35.6

The cost of inventories charged as expense during the year was AED 76.2 million (2021: AED 70.3 million).

	AED million	
	2022	2021
The movement in the allowance for slow moving inventory during the year is as follows:		
At 1 January	15.6	14.7
Charge for the year	-	0.9
At 31 December	15.6	15.6

16. SHARE CAPITAL

The share capital as at 31 December 2022 and 2021 comprises of the following:	AED million	
	2022	2021
Authorised share capital:		
5,000,000,000 ordinary shares of AED 1.47 (US\$ 0.40) each	7,350.0	7,350.0
1,100,000,000 ordinary Class A shares of AED 0.000003 (US\$ 0.000001) each	-	-
Issued and fully paid share capital:		
618,452,753 ordinary shares (31 December 2021: 618,452,753) of AED 1.47 (US\$ 0.40) each	908.9	908.9
750,000,000 ordinary Class A shares (31 December 2021: nil) of AED 0.000003 (US\$ 0.000001) each	-	-
	908.9	908.9

In February 2022, the Group entered into a definitive subscription agreement with the Public Investment Fund (“PIF”), whereby, during March 2022, PIF made a cash investment of AED 150,000,000 in the Group in return for the allotment of 750,000,000 new Class A shares (the “Subscription Shares”) and the issuance of warrants (the “Warrants”) to subscribe for 272,829,158 additional ordinary A shares in the capital of the Group. The ordinary Class A shares rank at the same level in all respects with the ordinary shares (as if the ordinary shares and the ordinary Class A shares constituted one and the same class).

The Subscription Shares are not listed on Nasdaq Dubai. An application for listing of the Subscription Shares was filed with Nasdaq Dubai on 30 January 2023. The application is currently in process.

The equity injection provides the Group with the support of a strategic partner in the Kingdom of Saudi Arabia which was identified during the Group’s strategic review completed in 2020 as a key growth market for Depa Interiors and Deco Group. The increased liquidity resulting from the transaction has and will allow the Group to better execute its expansion plans, particularly in the Kingdom of Saudi Arabia. The proceeds have and will also be used to recapitalise the business and provide additional working capital.

Following satisfaction of all conditions to the share subscription agreement, including the necessary shareholder approvals which were obtained at the Group’s Extraordinary General Meeting held on 11 March 2022, the Subscription Shares were allotted and issued, and the Warrants were issued to PIF, and AED 150 million cash consideration was received by the Group. As a result of the allotment and issuance of the Subscription Shares, PIF holds approximately 54.8% of voting rights in and rights to distributions of the Group. Additionally, six PIF nominated directors have been appointed to the Group’s Board of Directors as non-executive directors.

Ordinary shares and ordinary Class A shares entitle the holder to participate in dividends, and to share in the proceeds of winding up the Group in proportion to the number of and amounts paid on the shares held. Every holder of ordinary shares present at a meeting, in person or by proxy, is entitled to one vote, and on a poll each share is entitled to one vote.

Share premium

During the year, the Group issued 750,000,000 new Class A shares at a value of AED 0.2 per share with a nominal value of AED 0.000003 per share. As a result, the Group recorded a share premium of AED 150.0 million in consolidated statement of financial position.

17. TREASURY SHARES

At 31 December 2022, the number of treasury shares held was 4,306,959 (2021: 4,306,959) amounting to AED 12.6 million (2021: AED 12.6 million).

The fair value of the treasury shares at the reporting date is AED 1.2 million (2021: AED 0.8 million).

18. STATUTORY RESERVE AND OTHER RESERVE

In accordance with the Articles of Association of certain subsidiaries of the Group, 10% of the profit for the year is transferred to a statutory reserve for each entity. Such transfers are required to be made until the reserve equals 50% of the share capital in each of the subsidiaries. This reserve is not available for distribution, except in circumstances stipulated in the commercial laws applicable to each entity. As at 31 December 2022, the reserve is fully funded as per the local companies law of the respecting country in which the Group’s subsidiaries operate.

The other reserves includes negative AED 1.6 million for cumulative actuarial gain/loss recognised for end of service benefits obligation.

19. BORROWINGS

	AED million	
	2022	2021
Bank overdrafts (note 27)	10.6	17.1
Bank loans	18.6	45.9
Trust receipts and acceptances	0.2	11.0
	29.4	74.0
The borrowings are repayable as follows:		
Within 1 year	13.3	54.3
1- 2 years	2.5	3.6
Later than 2 years	13.6	16.1
	29.4	74.0
Presented in the consolidated statement of financial position as:		
Non-current liabilities	16.1	19.7
Current liabilities	13.3	54.3
	29.4	74.0

(a) Bank overdrafts

The interest rate on the overdrafts varies between floating index plus 2.75% to 3.75% per annum and the bank base rate plus a margin per annum.

(b) Bank loans

These loans comprise the following:

- i. The Group obtained in prior years three loan facilities of EUR 9 million from German banks which are fixed interest rates ranging between 1% and 2.75% per annum, of which AED 18.6 million remain outstanding as at 31 December 2022, repayable in instalments till 2033. The loans are secured by way of a charge on the land and operational machinery investment with a net book value as at 31 December 2022 of AED 29.8 million (2021: AED 29.5 million).
- ii. During 2021, bank overdrafts amounting to AED 45.3 million were converted to loans. These loans bear interest rate ranging from EIBOR plus 4% to 4.25% per annum and are repayable in 22 to 24 months. The loans were fully repaid on 25 December 2022.

There are no undrawn facilities as of 31 December 2022 and 2021.

(c) Trust receipts and acceptances

Trust receipts and acceptances are one of the financing facilities used by the Group for imports. The buyer promises to hold the goods received in the name of the bank arranging the financing. The bank retains title to the goods until the debt is settled. The payment terms vary between 30 and 180 days and are subject to floating interest rates ranging from EIBOR plus 2.5% to 3.75% per annum.

(d) Security

AED 18.6 million of bank loan is secured against assets of the Group as disclosed above, and AED 10.8 million is secured by corporate guarantees issued by the Group.

(e) Covenants

The Group has various debt covenants related to its facilities which require maintaining certain financial ratios within stipulated limits. These financial ratios address the liquidity and capital structure of the Group and the Group was in compliance with these ratios as of 31 December 2022.

(f) Related party

Bank overdraft amounting to AED 7.0 million (2021: AED 15.1 million) and bank loans amounting to nil (2021: AED 8.3 million) are owed to a related party, a bank as disclosed in Note 22.

20. EMPLOYEES' END OF SERVICE BENEFITS

Provision for employees' end of service benefits is made in accordance with the relevant labour laws assuming the maximum payable based on current remuneration and cumulative years of service at the end of the reporting period.

The following tables summarise the components of net benefit expense recognised in the consolidated statement of profit or loss and other comprehensive income:	AED million	
	2022	2021
Current service cost	5.3	5.7
Interest cost	1.6	1.5
Net expense recognised in the consolidated statement of profit or Loss	6.9	7.2
Actuarial gain recognised in consolidated statement of comprehensive income	(5.9)	(7.0)

Changes in the present value of defined benefit obligations is as follows:	AED million	
	2022	2021
At 1 January	59.8	70.1
Current service cost	5.3	5.7
Interest cost	1.6	1.5
Benefits paid during the year	(6.4)	(10.5)
Exchange differences	(1.3)	-
Actuarial gain recognised in consolidated statement of comprehensive income	(5.9)	(7.0)
At 31 December	53.1	59.8

The expected maturity analysis of undiscounted benefits plans is as follows:	AED million			
	Less than 12 months	1 to 5 years	>5 years	Total
As at 31 December 2022				
Defined benefits obligation	7.1	31.2	34.8	73.1
	7.1	31.2	34.8	73.1
As at 31 December 2021				
Defined benefits obligation	7.7	28.0	32.2	67.9
	7.7	28.0	32.2	67.9

	AED million	
	2022	2021
United Arab Emirates	46.2	51.3
Kingdom of Saudi Arabia	3.9	4.7
Others	3.0	3.8
At 31 December	53.1	59.8

The principal assumptions used in determining the provision for end of service benefit obligations are shown below:	AED million	
	2022	2021
Discount rate per annum compound	5.1%	2.4%
Salary increase rate per annum compound - Staff and workers	0% - 3.5%	0% - 3.5%

Management believes that no reasonably possible change in any of the above key assumptions would have material impact on the amounts disclosed in the consolidated financial statements.

21. TRADE AND OTHER PAYABLES

	AED million	
	2022	2021
Project cost accruals	214.0	202.3
Advances received	95.3	129.3
Trade payables	83.5	84.4
Subcontractor/supplier retentions	41.1	37.2
Amount due to construction contract customers (refer note 14)	50.2	35.7
Lease liabilities (note 33)	4.4	3.2
Amounts due to related parties (note 22)	9.6	9.6
Other payables	95.3	150.0
	593.4	651.7

No interest is charged on the trade payables. The Group has financial risk management policies in place to ensure that all payables are paid as per the agreed terms and conditions, provided the supplier has complied with the terms.

22. RELATED PARTIES

Transactions between the Company and its subsidiaries have been eliminated upon consolidation and are not disclosed in this note. Related parties include directors, shareholders and key management personnel and entities in which they have the ability to control and exercise a significant influence in financial and operating decisions. The Group considers its joint operations as related parties on the basis of substance of the relationship.

The Group maintains significant balances with related parties which arise from commercial transactions. The balances are non-interest bearing and are expected to be realised within 12 months from the reporting date. The types of related party transactions are described below.

(a) Commercial transactions

The Group receives and provides services to related parties in the normal course of business. These services consist of construction/fit-out work, leasing office space or land and use of specialised skills on certain projects. In addition, the Group purchases supplies and inventory from certain related parties. Pricing policies and terms of related party transactions are approved in accordance with the Group's Corporate Governance policies, addressing related party transactions and conflicts of interest. Transactions with the related parties are unsecured and settled in cash.

The tables below summarise amounts due to and due from related parties, as well as amounts included in expenses and management remuneration:	AED million	
	2022	2021
Amounts due from related parties (refer note 13)		
Entities with common ownership and/or management		
Lindner AG	9.0	9.0
	9.0	9.0

Amounts included in trade receivables, contract retention and amounts due from customers on construction contracts net of amounts included in trade and other payables are the following related party balances

Shareholder		
AF Construction LLC	30.7	72.9
Entities with common ownership and/or management		
Red Sea Global Company	15.9	-
Neom Company	0.2	-
Boutique Hospitality Group	4.5	-
El Seif Engineering Contracting Company Limited	14.7	-
	66.0	72.9

Amounts included in cash and bank balances

Shareholder		
Mashreqbank PSC	11.8	30.2
Entities with common ownership and/or management		
Saudi National Bank	0.2	-
Riyad Bank	43.9	-
	55.9	30.2

The credit risk in relation to balances due from related parties is disclosed in note 31.

AED million

	2022	2021
Amounts due to related parties (refer note 21)		
Joint Operations		
Amounts due to joint operating partners	0.8	0.8
Lindner Depa Interiors LLC	8.8	8.8
	9.6	9.6
Amounts included in trade and other payables		
Entities with common ownership and/or management		
Red Sea Global Company	21.2	-
	21.2	-
Amounts included in bank borrowings		
Shareholder		
Mashreqbank PSC*	7.0	23.4
	7.0	23.4

AED million

	2022	2021
Related party transactions		
Entities with common ownership and/or management		
<i>Revenue</i>		
Red Sea Global Company	64.1	-
Neom Company	0.2	-
Boutique Hospitality Group	22.7	-
Al Futtaim Group	15.6	38.2
	102.6	38.2

* During 2021, 149.5 million shares of Depa PLC held by Arabtec Holding PJSC were transferred to Mashreqbank PSC and accordingly, Mashreqbank PSC was classified as a related party in the Group's consolidated financial statements for the year ended 31 December 2021.

(b) Compensation of key management personnel (including discontinued operations)

The remuneration of directors and other key members of management of the Group during the year were as follows:	AED million	
	2022	2021
Short-term compensation	5.0	4.6
End of service benefits	0.2	0.3
Directors' fees	0.8	0.8
	6.0	5.7

23. SUBSIDIARIES

The following subsidiaries in which the Company exercises control, directly or indirectly, are consolidated in these financial statements based on the financial statements of the respective subsidiaries:

Name of associate	Country	Holding %		Principal activities
		2022	2021	
Depa United Group PJSC	United Arab Emirates	100%	100%	Strategic management
Depa Beta Investments LLC	United Arab Emirates	100%	100%	Strategic management
Subsidiaries of Depa United Group PJSC				
Carrara Mid-East Industrial Co. LLC	United Arab Emirates	100%	100%	Contracting
Deco Emirates Company LLC	United Arab Emirates	100%	100%	Contracting
Depa (UK) Limited	United Kingdom	100%	100%	Contracting
Depa Albarakah LLC	United Arab Emirates	100%	100%	Contracting
Depa Azerbaijan LLC	Azerbaijan	100%	100%	Contracting
Depa Construction LLC	United Arab Emirates	100%	100%	Contracting
Depa Décor, General Contracting & Maintenance Company LLC	United Arab Emirates	100%	100%	Contracting
Depa for Hotels Egypt SAE	Egypt	100%	100%	Contracting
Depa Germany Verwaltungs GmbH & Co. KG	Germany	100%	100%	Holding company

Depa Hungary KFT	Hungary	100%	100%	Holding company
Depa Munich GmbH & Co. KG	Germany	100%	100%	Holding company
Depa India Private Limited	India	100%	100%	Contracting
Depa India RAK FZE	United Arab Emirates	100%	100%	Supply
Depa Industrial Group (DIG) LLC	United Arab Emirates	100%	100%	Manufacturing
Depa Industrial Group Maroc sarl	Morocco	100%	100%	Manufacturing
Depa Interiors LLC	United Arab Emirates	100%	100%	Contracting
Depa Jordan Investment WLL	Bahrain	70%	70%	Holding company
Depa Mauritius	Mauritius	100%	100%	Holding company
Depa Qatar WLL	Qatar	100%	100%	Contracting
DEPA Saudi Arabia for Contracting & Interior Design Ltd	Kingdom of Saudi Arabia	100%	100%	Contracting
Depa Syria SAE	Syria	100%	100%	Real estate
Depamar Sarl	Morocco	100%	100%	Contracting
Dragoni International LLC	United Arab Emirates	60%	60%	Contracting
Design Studio Group Ltd*	Singapore	90%	90%	Holding company
Design Studio Asia Pte. Ltd.*	Singapore	100%	100%	Holding company
DSG Manufacturing Singapore Pte.Ltd*	Singapore	100%	100%	Contracting
DSG Manufacturing Malaysia Sdn. Bhd.*	Malaysia	100%	100%	Contracting
DS Project Management Sdn.Bhd.*	Malaysia	100%	100%	Contracting
DS Interior Decoration (Middle East) LLC*	United Arab Emirates	100%	100%	Contracting
Design Studio (China) Pte. Ltd.*	Singapore	100%	100%	Holding company
DS (Huizhou) Home Furnishing Co., Ltd*	China	100%	100%	Contracting
DSG Asia Holdings Pte. Ltd.*	Singapore	100%	100%	Holding company
DSG Projects Singapore Pte. Ltd.*	Singapore	100%	100%	Contracting
DDS Contracts & Interior Solutions (Thailand) Co., Ltd*	Thailand	69%	69%	Contracting
DSG Projects Malaysia Sdn. Bhd.*	Malaysia	100%	100%	Contracting
DDS Contracts & Interior Solutions (Vietnam) Co., Ltd*	Vietnam	100%	100%	Contracting
Design Studio Lanka (Private) Limited*	Sri Lanka	100%	100%	Contracting
DSG (Thailand) Co., Ltd*	Thailand	100%	100%	Contracting
Design Studio Furniture(Shanghai) Co., Ltd*	China	100%	100%	Contracting
DS Interior Contracts & Renovation (Shanghai) Co., Ltd *	China	100%	100%	Contracting
El Diar 2	Mauritius	100%	100%	Holding company
Eldiar Furniture Manufacturing & Dec Co LLC **	United Arab Emirates	100%	100%	Manufacturing
Mivan Depa Contracting (Bahrain) WLL	Bahrain	100%	100%	Supply
Project Division Company sarl	Morocco	100%	100%	Real estate
Pino Meroni Wooden and Metal Industries SAE	Egypt	100%	100%	Manufacturing
Thrislington Gulf Co. LLC	United Arab Emirates	100%	100%	Contracting
Vedder GmbH	Germany	100%	100%	Contracting
Vedder Corporation	USA	100%	100%	Contracting
Waltersdorfer Solar GmbH	Germany	100%	100%	Holding company

* These entities are part of DSG. The Group lost control on DSG on 19 November 2021 as disclosed in (note 30).

** This entity has been classified as discontinued operations (note 29).

24. COMMITMENTS AND CONTINGENCIES

	AED million	
	2022	2021
Letters of credit	0.1	20.2
Letters of guarantee	291.9	378.5
Security cheques issued	18.7	13.7

The above letters of credit and guarantee were issued in the normal course of business.

The Group has no committed capital expenditures for the year (2021: nil).

The security cheques were issued in lieu of bank performance guarantees.

LEGAL CASES

The Group companies are defendants in a number of legal proceedings which arose in the normal course of business. The Group does not expect that the outcome of such proceedings either individually or in the aggregate to have a material effect on the Group's operations, cash flows or financial position.

25. MATERIAL PARTLY-OWNED SUBSIDIARIES

Financial information of subsidiaries that have material non-controlling interests is provided below. DSG was considered a material partly-owned subsidiary up to the point of deconsolidation on 19 November 2021, refer to note 30 for further details.

(a) Summarised consolidated statement of comprehensive income of DSG

	AED million	
	2022	2021
Revenue	-	6.1
Loss before tax	-	(63.2)

26. SEGMENT INFORMATION

The Group is organised in four key business units: DSG, Vedder, Depa Interiors, Deco Group and Investments and others. These businesses are the basis on which the Group reports its primary segment information to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance. The principal products and services of each of these businesses are as follows:

DSG was deconsolidated and classified as discontinued operations during 2021 (note 30).

(a) **DSG**

- Interior fit-out solutions, including contracting, manufacturing and supply, specialising in the hospitality, commercial and residential sectors.
- Primarily operates in Asia.

(b) **Vedder**

- Interior fit-out solutions, including contracting, manufacturing and supply, specialising in luxury super yachts, private jets and residences.
- Primarily operates in Europe.

(c) **Depa Interiors**

- Interior fit-out solutions, including contracting, manufacturing and supply, specialising in luxury hotels, villas, residential, hospitality and public buildings.
- Primarily operates in the Middle East.

(d) **Deco Group**

- Interior fit-out solutions, including contracting, manufacturing and supply, specialising in the high-end luxury retail sector.
- Manufacture and supply of stone works to the interior fit-out sector, specialising in high quality marble.
- Manufacture and supply of joinery and carpentry work to the interior fit-out sector.
- Primarily operates in the Middle East.

(e) **Investments and others**

- Strategic management activities at a corporate level.
- Corporate services and head office function
- Activities are geographically spread.
- Primarily operated in the Middle East.

The following is the analysis of the Group's segments as at:

AED million

	DSG	Vedder	Depa Interiors	Deco Group	Investments and others	Eliminations /other adjustments	Total
31 December 2022							
Reportable segment assets	-	374.0	775.7	194.2	3,105.1	(3,309.7)	1,139.3
Reportable segment liabilities	-	219.9	658.3	84.8	125.6	(372.0)	716.6
31 December 2021							
Reportable segment assets	-	381.2	623.5	198.7	2,919.9	(3,069.8)	1,053.5
Reportable segment liabilities	-	281.7	621.5	91.1	186.8	(345.0)	836.1
31 December 2022							
Revenue – intersegment	-	-	-	4.4	-	(4.4)	-
Revenue – external	-	402.8	355.5	159.5	-	-	917.8
Expenses (including loss allowance)	-	(364.6)	(315.7)	(153.7)	(9.0)	4.4	(838.6)
Share of profit from associates	-	-	-	-	0.2	-	0.2
Net finance cost	-	(1.4)	(4.0)	(1.4)	-	-	(6.8)
Income tax expense	-	(13.5)	-	-	-	-	(13.5)
Profit / (loss) for the year from continuing operations	-	23.3	35.8	8.8	(8.8)	-	59.1
Profit / (loss) attributable to owners of Depa PLC	-	23.3	35.8	8.8	(8.8)	-	59.1
Capital expenditure	-	9.0	1.7	0.3	-	-	11.0
Depreciation	-	6.7	5.6	7.6	-	-	19.9
Amortisation	-	-	0.7	0.4	-	-	1.1
31 December 2021							
Revenue – intersegment	-	-	-	-	-	-	-
Revenue – external	-	419.9	254.2	127.5	-	-	801.6
Expenses (including loss allowance and impairment loss)	-	(382.6)	(277.3)	(126.1)	(21.9)	-	(807.9)
Share of profit from associates	-	-	-	-	0.8	-	0.8
Net finance cost	-	(2.1)	(6.3)	(1.2)	0.1	-	(9.5)
Income tax expense	-	(10.6)	(1.6)	-	-	-	(12.2)
(Loss) / profit for the year from continuing operations	-	24.6	(31.0)	0.2	(21.0)	-	(27.2)
Profit / (loss) for the year from discontinued operations	(67.7)	-	-	-	-	152.0	84.3
Profit / (loss) attributable to owners of Depa PLC	(60.6)	24.6	(31.0)	0.2	(21.0)	127.6	39.8
Capital expenditure	-	2.1	-	0.6	-	-	2.7
Depreciation	-	6.5	9.5	8.2	0.5	-	24.7
Amortisation	-	0.3	-	1.0	-	-	1.3

The Group recorded revenue amounting to AED 916.5 million over time from construction contracts (2021: AED 799.8 million). Point in time revenue amounted to AED 1.3 million from supply of materials (2021: AED 1.8 million).

27. CASH AND CASH EQUIVALENTS

	AED million	
	2022	2021
Cash on hand	1.1	0.8
Current accounts	238.5	129.4
Short term fixed deposits	8.4	12.4
Balances as per statement of financial position	248.0	142.6

27.1 RECONCILIATION TO CONSOLIDATED STATEMENT OF CASH FLOWS

The above figures reconcile to the amount of cash show in the statement of cash flows at the end of the financial year as follows:

	AED million	
	2022	2021
Balances as above	248.0	142.6
Bank overdrafts (note 19)	(10.6)	(17.1)
Balances as per consolidated statement of cash flows	237.4	125.5

27.2 NET CASH (EXCLUDING RESTRICTED CASH) RECONCILIATION

	AED million	
	2022	2021
Cash and cash equivalents (excluding overdraft)	248.0	142.6
Borrowings - repayable within one year (including overdrafts)	(13.3)	(54.3)
Borrowings - repayable after one year	(16.1)	(19.7)
Net cash excluding lease liabilities	218.6	68.6
Lease liabilities	(29.5)	(30.8)
Net cash	189.1	37.8
Cash and cash equivalent (excluding overdraft)	248.0	142.6
Borrowings – variable interest rates (including overdrafts)	(29.4)	(74.0)
Net cash (excluding restricted cash)	218.6	68.6
Lease liabilities	(29.5)	(30.8)
Net cash	189.1	37.8

The cash flows in respect of bank borrowings and lease liabilities are presented on the cash flow statement and reconciles with the net debt.

Cash in current accounts amounting to AED 55.9 million (2021: AED 30.2 million) are held with related parties which are bank as disclosed in note 22.

Restricted cash is cash held with the banks as margin for various guarantees issued by these banks to the Group's customers.

28. JOINT OPERATIONS

The Group has interest in the following joint operations:

Name of joint operation	Country	Holding %		Principal activities
		2022	2021	
Depa/CCC – SKMC *	Morocco	50%	50%	Contracting
Depa/CCC and GTGCE *	United Arab Emirates	50%	50%	Contracting
Lindner Depa Interiors LLC *	United Arab Emirates	51%	51%	Contracting

*The entities have completed their contracts with customers in prior years and there were no operations during the year.

The Group is entitled to a proportionate share of the joint operation assets and revenue and bears a proportionate share of the liabilities and expenses. The amounts below are included in the Group's consolidated financial statements as a result of the Group's rights to the assets, returns, and obligations for liabilities relating to the joint operations.

	AED million	
	2022	2021
Current assets	25.9	25.9
Current liabilities	0.8	0.8
Non-current liabilities	0.1	0.1
Expenses – net	-	(0.4)
Loss for the year	-	(0.4)

29. DISPOSAL GROUP HELD FOR SALE

1) ELDIAR FURNITURE MANUFACTURING & DEC CO LLC

During 2022, the Company commenced a sale process of its shareholding in Eldiar Furniture Manufacturing & Dec Co LLC and following negotiations and submission of bids from potential buyers in June 2022, the sale transaction was considered highly probable. The assets and related liabilities therefore met the 'held for sale' criteria, as set out in IFRS 5, and were reclassified as such at 31 December 2022 as set out in the table overleaf.

The related assets / liabilities are measured at the lower of the carrying amount before it was classified as held for sale (adjusted for depreciation, amortisation and revaluations that would have been recognised if the asset had not been classified as held for sale), and the recoverable amount at the date of the decision not to sell the business.

Eldiar Furniture Manufacturing & Dec Co LLC is not material to the Group's consolidated financial statements and does not represent a separate line of business or geographical area of operations. Therefore, it is not presented as discontinued operations on the consolidated statement of profit or loss.

A) ASSETS AND LIABILITIES OF THE DISPOSAL GROUP CLASSIFIED UNDER IFRS 5

	AED million	
	Carrying value as at 22 June 2022	Carrying value
The following assets and liabilities were reclassified as held for sale as at 31 December 2022:		
Assets classified as held for sale		
Trade and other receivables	4.6	3.9
Cash and cash equivalents	0.2	0.9
Total assets of disposal group held for sale	4.8	4.8
Liabilities directly associates with assets classified as held for sale		
Trade and other payables	1.3	1.3
Total liabilities of disposal group held for sale	1.3	1.3

B) FINANCIAL PERFORMANCE AND CASHFLOW INFORMATION

Financial performance and cash flow information is set out below.

	AED million	
	2022	2021
Revenue	-	0.1
Expenses	(1.3)	(2.8)
Loss before tax	(1.3)	(2.7)
Loss after tax	(1.3)	(2.7)
	2022	2021
Net cash outflow from operating activities	(1.3)	(1.5)
Net decrease in cash generated by the subsidiaries	(1.3)	(1.5)

The cumulative foreign exchange losses recognised in other comprehensive income in relation disposal group were AED 1.2 million. The fair value less costs to sell exceeded the carrying amount of the related net assets and, accordingly, no impairment loss was recognised on the reclassification.

30. DECONSOLIDATION OF SUBSIDIARIES

Due to significant financial difficulties faced by DSG, management had initiated a restructuring exercise of DSG operations during 2019. Management engaged independent financial advisors and a Chief Restructuring Officer to oversee the restructuring process and has also appointed legal advisors to advise on matters pertaining to the restructuring. In addition, in order to continue as going concern, DSG required financial, board and management support from the Group.

In 2020, Management filed an application in respect of its Singaporean subsidiaries to the High Court of the Republic of Singapore to commence a court-supervised process to reorganise its liabilities and to seek a moratorium against enforcement actions and legal proceedings by creditors. Management also filed an application to Malaysian courts for three of its Malaysian incorporated subsidiaries to be placed under judicial management and to seek protection against enforcement actions and legal proceedings by creditors.

In 2021, Group's Board resolved to discontinue the financial support that it had extended to support the restructuring of DSG due primarily to the General Division of the High Singapore Court's decision to decline DSG's application for the court's sanction of the creditor scheme of arrangement. Following this decision by the Group and subsequent actions taken by the board of directors of DSG, on 19 November 2021, the Singapore High Court issued a winding up order in respect of Design Studio Limited and appointed liquidators to assume control of DSG. The appointment of the liquidators resulted in the Group's loss of control of DSG. As a consequence, the Group derecognised the assets and liabilities of DSG as of this date, recognised certain obligations in relation to its ownership of DSG and recorded the corresponding gain on the deconsolidation of DSG.

	AED million
The carrying amounts of assets and liabilities as of the deconsolidation date were:	Carrying value as at 19 November 2021
Property and equipment and other non-current assets	13.3
Trade and other receivables	44.2
Cash and other bank balance (including restricted cash)	4.2
Total assets	61.7
Trade and other payables	262.0
Bank overdraft	37.4
Bank borrowings	27.9
Total liabilities	327.3
Net equity / gain on deconsolidation of subsidiaries	(265.6)

Gain on deconsolidation is partially offset by provisions for liabilities and inter-group receivables written off on deconsolidation, amounting to AED 113.6 million. The net gain on deconsolidation of subsidiaries is AED 152.0 million.

AED million

Consolidated statement of comprehensive income of DSG is as follows:

	2022	For the period ended 19 November 2021
Revenue	-	6.1
Expenses	-	(65.4)
Net finance cost	-	(3.9)
Income tax expenses	-	(4.5)
Loss for the year	-	(67.7)

Profit from discontinued operations of AED 84.3 million includes gain on deconsolidation of subsidiaries amounting to AED 152.0 million partially offset by losses of DSG up to the date of deconsolidation and provision for Parent Company guarantee.

31. FINANCIAL RISK MANAGEMENT

FINANCIAL RISK FACTORS

The Group's activities expose it to a variety of financial risks including the effects of changes in market risk (including foreign exchange risk, price risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group's Board of Directors and senior management review and agree the policies and oversee the management of these risks. The policies for managing each of these risks are summarised overleaf.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

MARKET RISK

i. Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. The Group's foreign currency monetary assets and liabilities are denominated mainly in the following currencies:

- Category A: US Dollar, Saudi Arabian Riyals, Qatari Riyals and Bahraini Dinars.
- Category B: Euro, Indian Rupee, British Pound, Moroccan Dirham, Singapore Dollar, Egyptian Pounds, Syrian Pounds and Azerbaijan New Mana't

As the Category A monetary assets and liabilities are either US Dollars or pegged to US Dollars, the sensitivity only considers the effect of a reasonably possible movement of the AED currency rate against Category B monetary assets and liabilities with all other variables held constant, on the consolidated statement of comprehensive income.

At 31 December 2022, if these had strengthened/weakened by 10% against the AED, the net equity for the year would have been higher/lower by AED 18.3 million (2021: AED 11.4 million). The fluctuation in exchange rates are monitored on a continuous basis by the management. The impact of reasonably possible change in the exchange rates on the Group's net profit is not considered to be material.

The carrying amounts of the Group's foreign currency denominated assets and liabilities at the reporting date are as follows:

	AED million			
	2020		2019	
	Assets	Liabilities	Assets	Liabilities
Euro	370.2	196.7	380.4	281.8
Saudi Riyal	210.4	167.3	87.1	128.7
Egyptian Pound	14.7	12.6	24.6	14.0
Indian Rupee	16.9	8.3	22.1	11.5
Qatari Riyal	12.9	24.4	11.8	25.3
Moroccan Dirham	7.4	5.9	9.9	11.7
US Dollar	8.3	5.1	8.3	5.1
Bahraini Dinar	3.2	5.5	3.3	5.7
Syrian Pound	0.9	0.6	0.9	0.6
Azerbaijan New Mana't	0.2	0.9	0.2	0.9
British Pound	-	0.7	-	0.9

ii. Price risk

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of equity indices and the value of individual stocks. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis.

The Group is not exposed to significant price risks as it does not have significant price sensitive assets and liabilities.

iii. Cash flow and fair value interest rate risk

Interest rate risk is a risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The changes in interest rates effect either the fair value or future cash flows of financial instruments issued at either at fixed or variable rates. The Group mainly faces its interest rates risk arising on its interest-bearing liabilities such as borrowings and lease liabilities.

As the Group does not have any significant borrowings and lease liabilities at variable interest rate, the Group is not exposed to any cash flow interest rate.

Borrowings issued at fixed rates expose the Group to fair value interest rate risk. As at 31 December 2022, the exposure arising from the fair value interest rate risk is considered to be immaterial.

iv. Credit risk

Credit risk is the risk that one party to financial instruments will fail to discharge an obligation and cause the other party to incur a financial loss. Credit risk for the Group arises from trade receivables, amount due from construction contract customers, contract retentions, due from related parties (included in trade receivables), other receivables and cash and bank. As at 31 December 2022 and 2021, the Company was exposed to credit risk on the balances presented overleaf:

	AED million	
	2022	2021
Trade receivables	188.9	228.2
Amount due from construction contracts	240.7	303.0
Contract retentions	218.6	279.4
Other receivables	276.9	245.6
Cash and bank balances (including restricted cash and fixed deposits)	307.8	160.3
	1,232.9	1,216.5

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above. Further, the Group does not hold any collaterals against these financial assets.

Concentration of credit risk arises when a number of counterparties are engaged in similar business activities, or activities in the same geographic region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentration of credit risk indicates the relative sensitivity of the Group's performance to developments affecting a particular industry or geographic location.

Trade receivables from the Group's twenty largest customers amounts to 38% of the total trade receivables balance (2021: 32%) at the end of the reporting period.

Amount due from construction contract customers from the Group's twenty largest customers amounts to 61% of the total amount due from construction contract customers balance (2021: 51%) at the end of the reporting period.

Contract retentions from the Group's twenty largest customers amounts to 54% of the total contract retention balance (2021: 38%) at the end of the reporting period.

The Group does not face any significant concentration risks in relation to each class of financial assets except for those disclosed above.

Cash and cash equivalents:

The Group manages the credit risk arising on the cash and cash equivalents by placing the balance with reputable banks and financial institutions. Cash balances are held with banks with credit ratings ranging from BB to A+. The identified risk of default arising on these balances is considered not to be material.

Trade receivables, amount due from construction contract customers and contract retentions

The Group has adopted a policy of only dealing with creditworthy counterparties, however significant revenue is generated by dealing with high-profile well-known customers, for whom the credit risk is assessed to be low. The Group attempts to control credit risk by monitoring credit exposures, limiting transactions with specific counterparties, and continually assessing the creditworthiness of such counterparties.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and sector in which customers operate.

A default on trade receivables, amount due from construction contract customers and contract retentions occurs when the counterparty fails to make the contractual payments within their specified payment terms.

Trade receivables, amount due from construction contract customers and contract retentions are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a customer to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 365 days past due.

Estimating expected credit loss

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for trade receivables, amount due from construction contract customers and contract retentions.

To measure the expected credit losses, these have been grouped based on shared credit risk characteristics and the days past due. The loss allowance is based on assumptions about risk of default and expected loss rates.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2022 or 1 January 2022 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the inflation rate of the respective country in which it operates as the most relevant factor, and accordingly adjusts the loss rates based on expected changes in these factors.

On that basis, the loss allowance as at 31 December 2022 and 2021 was determined as follows:

Trade receivables	AED million		AED million
	Gross carrying amount	Average loss rate %	Loss allowance
31 December 2022			
Not yet due	32.1	24%	7.6
Due for 0 to 180 days	37.0	25%	9.1
Due for 181 to 365 days	4.5	56%	2.5
Due for more than 365 days	115.3	67%	77.5
	188.9		96.7

	AED million		AED million
	Gross carrying amount	Average loss rate %	Loss allowance
31 December 2021			
Not yet due	40.3	23%	9.2
Due for 0 to 180 days	42.1	25%	10.1
Due for 181 to 365 days	12.4	41%	5.1
Due for more than 365 days	133.4	64%	84.8
	228.2		109.2

Amount due from construction contract customers	AED million		AED million
	Gross carrying amount	Average loss rate %	Loss allowance
31 December 2022			
Not yet due	2.5	-	-
Due for 0 to 180 days	165.2	2%	2.7
Due for 181 to 365 days	7.7	100%	7.7
Due for more than 365 days	65.3	100%	65.3
	240.7		75.7

	AED million		AED million
	Gross carrying amount	Average loss rate %	Loss allowance
31 December 2021			
Not yet due	34.4	-	-
Due for 0 to 180 days	130.4	13%	17.7
Due for 181 to 365 days	25.7	70%	17.8
Due for more than 365 days	112.5	68%	76.7
	303.0		112.2

Contract retentions	AED million		AED million
	Gross carrying amount	Average loss rate %	Loss allowance
31 December 2022			
Not yet due	193.0	52%	100.2
Due	25.6	100%	25.6
	218.6		125.8

	AED million		AED million
	Gross carrying amount	Average loss rate %	Loss allowance
31 December 2021			
Not yet due	208.2	54%	112.1
Due	71.2	64%	45.8
	279.4		157.9

Balances due from related parties

The balances due from related parties and other receivables are subject to the impairment requirement of IFRS 9. The trade related due from related party balances are included within trade receivables, contract retentions and amount due from construction contract customers as disclosed in note 22. To measure the expected credit losses on these balances, the balances are grouped within the classes of contract balances mentioned above as the management assessed the balances to have the shared credit risk characteristics.

The identified expected credit on loss on non-trade related due from related parties and other receivables was immaterial.

v. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Due to the nature of the underlying business, the Group maintains adequate bank balances and credit facilities to fund its operations.

Management monitors the forecast of the Group's liquidity position on the basis of expected cash flow.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the consolidated statement of financial position date to the contractual maturity date.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	AED million			
	Less than 12 months	1 to 5 years	>5 years	Total
As at 31 December 2022				
Trade and other payables*	443.5	-	-	443.5
Lease liabilities (note 33)	5.3	35.5	-	40.8
Borrowings	14.2	9.7	8.3	32.2
	463.0	45.2	8.3	516.5

	AED million			
	Less than 12 months	1 to 5 years	>5 years	Total
As at 31 December 2021				
Trade and other payables*	486.7	-	-	486.7
Lease liabilities (note 33)	4.1	36.9	-	41.0
Borrowings	57.8	8.7	11.3	77.8
	548.6	45.6	11.3	605.5

*(including retentions and excluding advances, amounts due to contract customers and lease liabilities)

vi. Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares for cash (note 31) or against reduction of debt, use cash or sell assets to reduce debt (note 29).

Consistent with others in the industry, the Group monitors capital on the basis of gearing ratio which is calculated as net debt divided by total 'equity' (as shown in the consolidated statement of financial position including non-controlling interests).

The Group was in a net cash position as at 31 December 2022 and 2021.

vii. Fair value estimation

Financial instruments comprise financial assets and financial liabilities.

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of assets and liabilities by valuation technique:

Level 1: Measurement is made by using quoted prices (unadjusted) from an active market.

Level 2: Measurement is made by means of valuation methods with parameters derived directly or indirectly from observable market data.

Level 3: Measurement is made by means of valuation methods with parameters not based exclusively on observable market data. The table overleaf presents the Group's financial assets and liabilities that are measured at fair value at 31 December 2022 and 2021.

	AED million			
	Level 1	Level 2	Level 3	Total
Assets for which fair values are disclosed as at 31 December 2022				
Investment properties	-	-	6.6	6.6
Total	-	-	6.6	6.6
Assets for which fair values are disclosed as at 31 December 2021				
Investment properties	-	-	6.6	6.6
Total	-	-	6.6	6.6

32. FINANCIAL INSTRUMENTS

Financial instruments comprise financial assets and financial assets as follows:

	AED million
Financial assets	Financial assets at amortised cost
As at 31 December 2022	
Trade and other receivables (including subcontractor/supplier retentions)*	158.6
Cash and bank balances	307.8
	466.4

	AED million
Financial assets	Financial assets at amortised cost
As at 31 December 2021	
Trade and other receivables (including subcontractor/supplier retentions)*	148.5
Cash and bank balances	160.3
	308.8

AED million

	Liabilities at amortised cost
Financial liabilities	
As at 31 December 2022	
Trade and other payables**	447.9
Lease liabilities	29.5
Borrowings	29.4
	506.8
Financial liabilities	
As at 31 December 2021	
Trade and other payables**	486.7
Lease liabilities	30.8
Borrowings	74.0
	591.5

* excluding prepayments and advances to subcontractors and suppliers

** including retentions and excluding advance received and amounts due to construction contract customers

As at 31 December 2022 and 2021, the fair values of the Group's financial instruments are estimated to approximate their carrying values since the financial instruments are short term in nature, carry interest rates which are based on prevailing market interest rates and are expected to be realized at their current carrying values within twelve months from the date of the statement of financial position.

33. LEASES

(A) AMOUNTS RECOGNISED IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

The consolidated statement of financial position shows the following amounts relating to leases:

	AED million	
	2022	2021
Right-of-use assets		
Retail outlets, office premises and warehouses	30.8	29.8
Lease liabilities		
Current (note 21)	4.4	3.2
Non-current	25.1	27.6
	29.5	30.8

(B) AMOUNTS RECOGNISED WITHIN THE CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME AND THE MOVEMENT OF RIGHT-OF-USE ASSETS AND LEASE LIABILITIES DURING THE YEAR

AED million

Right-of-use assets	2022	2021
Cost		
At 1 January	39.5	26.1
Reclassification as continuing operations	-	13.9
Additions	4.9	6.1
Lease terminations	(0.9)	(3.9)
Translation difference	(4.3)	0.4
Deconsolidation of subsidiaries	-	(3.1)
At 31 December	39.2	39.5
Accumulated depreciation		
At 1 January	9.7	5.3
Reclassification as continuing operations	-	4.0
Charge for the year (note 4)	4.0	4.3
Lease terminations	(1.1)	(2.7)
Translation difference	(4.2)	(0.3)
Deconsolidation of subsidiaries	-	(0.9)
At 31 December	8.4	9.7
Net book amount – 31 December	30.8	29.8
Lease liabilities		
At 1 January	30.8	21.2
Reclassification as continuing operations	-	9.9
Additions during the year	4.8	6.1
Interest expense charged to finance costs	1.3	1.4
Currency translation	(2.1)	0.5
Payments made to the lessors	(5.3)	(5.1)
Terminations	-	(0.4)
Deconsolidation of subsidiaries	-	(2.8)
At 31 December	29.5	30.8

The total cash outflow for leases in 2022 was AED 5.3 million (2021: AED 5.1 million) including interest expense amounting to AED 1.3 million (2021: AED 1.4 million). The total expense in relation to short term leases was AED 3.3 million (2021: AED 2.9 million).

34. CORRESPONDING FIGURES

The following corresponding figures have been reclassified to conform to the current year's presentation;

- Restricted cash amounting to AED 17.1 million has been presented separately in the consolidated statement of financial position which was previously included as part of cash and bank balances (Note 27). The restricted cash as at 1 January 2021 was AED 33.9 million;
- Fixed deposits amounting to AED 0.6 million have been presented separately in the consolidated statement of financial position which was previously included as part of cash and bank balances. The fixed deposits as at 1 January 2021 were AED 0.6 million; and
- Cash and cash equivalents amounting to AED 57.6 million has been added to the opening cash position in the comparative year in the consolidated statement of cash flows relating to a subsidiary classified as held for sale at that date. The Group had previously excluded this cash from the opening cash position and treated it as an investing inflow when the held for sale classification was removed during 2021.

35. IMPACT OF RUSSIA AND UKRAINE CRISES

A number of countries have responded to the invasion of Ukraine by imposing sanctions on Russia (including on Russian individuals and their respective businesses). The results of the war and the related sanctions on the world-wide economy remain uncertain.

Senior Management has considered the conflict's impact on the going concern of the Group. Based on the latest information available, management believe there is no material impact of the conflict on the Group's going concern assessment. Senior Management is continuing to monitor the situation closely and any impact that it may have on the Group going forward.

36. SUBSEQUENT EVENTS

UAE corporate tax

On 9 December 2022, the UAE Ministry of Finance released Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) to enact a Federal corporate tax regime in the UAE. The Law was previously gazetted on 10 October 2022, becoming law 15 days later. The Corporate Tax regime will become effective for accounting periods beginning on or after 1 June 2023.

However, at year end the threshold at which the 9% tax rate would apply was not finalised in the Law as the relevant Cabinet Decision had not been announced. Therefore, pending this decision by the Cabinet, the Group has determined that the Law was not practically operational as at 31 December 2022, and so not enacted or substantively enacted from the perspective of IAS 12 – Income Taxes. Following the publication of the Cabinet Decision on 16 January 2023, the Company will be subject to a 9% corporate tax rate on taxable income above a threshold of AED 375,000 for periods beginning on or after 1 June 2023. The Group is currently in the process of assessing the possible impact on its financial statements, both from current and deferred tax perspective.

Independent auditor's report to the shareholders of Depa PLC

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements presents fairly, in all material respects, the consolidated financial position of Depa PLC (the "Company") and its subsidiaries (together the "Group") as at 31 December 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of profit or loss for the year ended 31 December 2022;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) and the ethical requirements of the Dubai Financial Services Authority ("DFSA"). We have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.



Independent auditor's report to the shareholders of Depa PLC (continued)

Our audit approach

Overview

Key Audit Matters	Recoverability of contract balances Revenue recognition from long-term contracts
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As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent auditor's report to the shareholders of Depa PLC (continued)

Key audit matter

How our audit addressed the key audit matter

Recoverability of contract balances

The consolidated statement of financial position has an aggregate contract balance amounting to AED 648.2 million as at 31 December 2022, before loss allowance of AED 298.2 million (net AED 350.0 million).

Recoverability of contract balances is a key matter for our audit. Although contract balances have been agreed with customers through original contracts and formal agreements in the form of variations and claims, uncertainty remains around the customers' ability to settle their dues to the Group.

Furthermore, the Group has long overdue balances from certain customers for completed projects for which the Group is currently in discussions with the customers for the settlement of these balances.

Associated with the recoverability of contract balances, the Group commenced legal cases against certain customers in order to recover outstanding balances.

Please refer to Note 3, Note 13 and Note 14 to the consolidated financial statements for further disclosures.

We focused on those contract balances with significant uncertainty around recoverability, based on the age, possible expected losses and materiality of the outstanding debt, known disputes and the existence of arbitration proceedings.

We discussed the judgements applied by management in relation to their assessment of the required provision for impairment of these individual receivables, and we have corroborated management's assertions through various sources including as appropriate, the correspondence between the Group and the customers concerned, the individual circumstances of each contract and our knowledge of the industry. We also considered historical impairment provisions recognised by the Group and the related subsequent outcomes.

In respect of contracts that are subject to legal cases, we evaluated recovery of outstanding amounts by reference to the status of negotiations and legal proceedings along with other supporting documentation. We received legal confirmations and also made inquiries of management's legal counsel in respect of the current status of proceedings.

We also assessed the appropriateness of the accounting policies and disclosures made in the consolidated financial statements.

Independent auditor's report to the shareholders of Depa PLC (continued)

Key audit matter

How our audit addressed the key audit matter

Revenue recognition from long-term contracts

The Group enters into contracts, many of which are complex and long-term, spanning several reporting periods. The recognition of revenue and profit on these contracts in accordance with "IFRS 15 – Revenue from Contracts with Customers" is over time, based on progress of the projects, which is measured through the cost to complete method. Revenue recognition is assessed by reference to the progress of work performed as a proportion of contract costs incurred for the work performed at the balance sheet date relative to the estimated total contracts costs.

Revenue recognition on contracts is a key audit matter because of the judgement involved in preparing suitable estimates of the costs to complete each contract and associated revenues. Contract cost forecast is subjective and any material variation in these estimates could result in a consequential impact on the revenue and profit or loss recognised.

These judgements include the expected recovery of costs arising from: variations to the original contract terms and claims made against the contractor for delays or other additional costs deemed recoverable from the customer.

Please refer to Note 2.25, Note 3 and Note 26 to the consolidated financial statements for further disclosures.

We focused our work on those contracts that we deemed to have significant estimation uncertainty over the final contract values or contract cost to complete and therefore revenue and profit.

We challenged the judgements applied in management's contract cost forecast, in particular the key assumptions which included the expected recovery from variations, claims or other additional costs deemed recoverable from the customer. We also met with commercial teams responsible for the individual contracts we selected and we obtained certifications and other relevant third party correspondence to corroborate the explanations provided to us. We tested a sample of costs incurred to date by agreeing them to supporting documentation.

We inspected correspondence with customers concerning variations, claims and other additional costs deemed recoverable where applicable, to assess whether this information was consistent with the estimates made.

We also assessed the appropriateness of the accounting policies and disclosures made in the consolidated financial statements.

Independent auditor's report to the shareholders of Depa PLC (continued)

Other information

Management is responsible for the other information. The other information comprises the Directors' Report (but does not include the consolidated financial statements and our auditor's report thereon) which we obtained prior to the date of this auditor's report, and the Group's annual report which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the Group's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of consolidated financial statements in accordance with International Financial Reporting Standards and their preparation in compliance with the applicable provisions of Markets Law No. 1 of 2012 (as amended) and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Independent auditor's report to the shareholders of Depa PLC (continued)

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Independent auditor's report to the shareholders of Depa PLC (continued)

Report on other legal and regulatory requirements

Further, we report that the Company's financial statements have been properly prepared in accordance with the applicable provisions of the Markets Law No. 1 of 2012 (as amended).

PricewaterhouseCoopers Limited
23 March 2023

A handwritten signature in blue ink, appearing to read 'Murad Nsour', is written over the printed name.

Murad Nsour
Audit Principal, Reference Number I010187
Dubai, United Arab Emirates



Depa PLC

P.O. Box 56338

Unit 35, 3/F

Building 10, Gate Village

DIFC, Dubai, UAE